

New World Cobalt Limited

Corporate Governance Statement

(current as at 30 September 2019)

The Board of Directors are responsible for the overall strategy, governance and performance of New World Cobalt Limited (**NWC** or the **Company**). The Board has adopted a corporate governance framework which it considers to be suitable given the size, nature of operations and strategy of the Company.

To the extent that they are applicable, and given its circumstances, the Company adopts the eight essential ASX Corporate Governance Principles and Recommendations (**Recommendations**) published by the Corporate Governance Council of the ASX. Where the Company's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. Where, after due consideration, the Company's corporate governance practices depart from a Recommendation, the Board has offered full disclosure and reason for the adoption of its own practice, in compliance with the "if not, why not" regime.

As the Company's activities develop in size, nature and scope, the implementation of additional corporate governance structures will be afforded further consideration.

Corporate Governance Council Recommendation	Comply (Yes / No)	Explanation
PRINCIPLE 1: Lay solid foundation for management and oversight		
1.1	Yes	<p>A listed entity should disclose;</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved for the board and those delegated to management.</p> <p>The Board has adopted a formal Board Charter which sets out the respective roles and responsibilities of the Board and management and those matters expressly reserved to the Board and those delegated to management.</p> <p>The Board is responsible for the general supervision of the management of the Company's business and affairs with the objective of enhancing shareholder value. The Board fulfills its mandate at scheduled meetings or as required. Frequency of meetings may be increased and the nature of the agenda items may be changed depending upon the state of the Company's affairs and in light of opportunities or risks which the Company faces. The directors are kept informed of the Company's operations at these meetings as well as through reports and discussions with management on matters within their particular areas of expertise.</p> <p>The Board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. The Board delegates to management responsibility for implementation of these objectives and for the day-to-day operations of the Company, including, managing the Company's operations and cash flow, evaluating new business opportunities, human resources and complying with applicable regulatory requirements.</p> <p>The Board Charter is available on the Company's website at www.newworldcobalt.com</p>

1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director;</p> <p>and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	<p>Prior to appointing a director or putting forward a candidate for election as a director by shareholders, as a minimum requirement, NWC makes inquiries as to the person's character, experience and education.</p> <p>Criteria considered when appointing a new director include:</p> <ul style="list-style-type: none"> • quality of the individual; • background of experience and achievements to date; • compatibility with other board members; • compatibility with the Company's business activities; and • ability to contribute. <p>All material information relevant to whether or not to elect or re-elect a director is provided to the Company's shareholders as part of the Explanatory Statement for each annual general meeting of the Company. Furthermore, a profile of each director is disclosed in the Company's Annual Report.</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>Non-Executive Directors are required to sign a letter of appointment.</p> <p>Executive Directors are required to enter into service agreements or consulting agreements and other senior executives are required to enter into employment or consulting agreements setting out the terms of their appointment.</p> <p>Directors initially appointed by the full Board, are subject to re-election by shareholders at the next annual general meeting. Under the Company's Constitution the tenure of a director (other than the Managing Director) is subject to reappointment by shareholders not later than the third anniversary following his or her appointment or last election. There is no maximum age for directors.</p> <p>The Managing Director may be appointed for any period and on any terms the directors think fit and, subject to the terms of any agreement entered into, the directors may revoke any appointment.</p>
1.4	<p>The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the board.</p>	Yes	<p>The appointment of the Company Secretary is approved by resolution of the Board. The Company Secretary is accountable to the Board, through the Chairman, and is responsible for supporting the proper functioning of the Board which includes, but is not limited to, providing advice on governance and procedural issues, and the preparation of Board papers and minutes, attendance at Board meetings and maintaining policies and procedures.</p> <p>The qualifications and experience of the Company Secretary are set out in the Company's Annual Report.</p>

1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <p>(i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(ii) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	No	<p><u>Explanation for Departure</u></p> <p>The Company does not have a formal policy on diversity and has not established or reported measurable objectives for achieving gender diversity.</p> <p>The Company makes its appointment decisions based on merit, by assessing whether a person's skills and experience are appropriate for particular roles. It does not discriminate based on gender, age, ethnicity or cultural background.</p> <p>Given the Company's size and stage of development, it does not believe that a formal diversity policy will provide any measurable benefit to the Company that is not already provided by its existing practices in this area. However, as the Company's operations develop, it will reconsider the adoption of a formal diversity policy and the setting of measurable objectives for achieving gender diversity.</p> <p>The Company provides the following information regarding gender diversity as at 30 June 2019:</p> <table border="1" data-bbox="1162 587 1568 719"> <thead> <tr> <th>Category</th> <th>Proportion of females</th> </tr> </thead> <tbody> <tr> <td>Whole organisation</td> <td>25%</td> </tr> <tr> <td>Senior Executives</td> <td>33%</td> </tr> <tr> <td>Board</td> <td>Nil</td> </tr> </tbody> </table>	Category	Proportion of females	Whole organisation	25%	Senior Executives	33%	Board	Nil
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1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>The Board assesses, from time to time, the effectiveness of the Board as a whole and any committees, and the contribution of individual directors, including considering the appropriate size of the Board. Given the size of the Company and the management team, this process is managed informally by Directors. The last periodic review was undertaken by the Board in October 2017.</p>								
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>During the reporting period performance reviews of senior executives were carried out on an informal basis. As the activities of the Company develop, it will consider the establishment of more formal evaluation procedures, including quantitative measures of performance.</p>								

PRINCIPLE 2: Structure the Board to add value																			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	No	<p>Explanation for Departure</p> <p>The Board has not appointed a nominating committee because the Board fulfills these functions. The Board has considered this matter and decided that the non-compliance does not affect the operation of the Company.</p> <p>This recommendation will be satisfied at the appropriate time in the Company's future.</p>																
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	Yes	<p>New World recognises that a skills matrix is a useful tool to identify any gaps in the collective skills of the Board. Refer to the "Board Skills Matrix" in the Appendix to this document.</p>																
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>As at 30 June 2019, the Board consisted of:</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Role</th> <th>Date of Appointment</th> <th>Independent</th> </tr> </thead> <tbody> <tr> <td>Richard Hill</td> <td>Non-Executive Chairman</td> <td>31 October 2017</td> <td>Yes</td> </tr> <tr> <td>Scott Mison</td> <td>Non-Executive Director</td> <td>2 November 2016</td> <td>Yes</td> </tr> <tr> <td>Michael Haynes</td> <td>Managing Director</td> <td>31 October 2017</td> <td>No</td> </tr> </tbody> </table> <p>The Board has considered the independence status of the current directors in terms of the ASX Corporate Governance Council's commentary on independence.</p> <p>A profile of each director including their skills, experience, expertise and term of office is disclosed in the Company's Annual Report.</p>	Name	Role	Date of Appointment	Independent	Richard Hill	Non-Executive Chairman	31 October 2017	Yes	Scott Mison	Non-Executive Director	2 November 2016	Yes	Michael Haynes	Managing Director	31 October 2017	No
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Richard Hill	Non-Executive Chairman	31 October 2017	Yes																
Scott Mison	Non-Executive Director	2 November 2016	Yes																
Michael Haynes	Managing Director	31 October 2017	No																

2.4	A majority of the board of a listed entity should be independent directors.	Yes	<p>The Company has a majority of independent directors.</p> <p>The Board, at least annually, assesses the independence of its non-executive directors. This assessment may occur more than once each year if there is a change in circumstances that may impact upon the independence of a non-executive director.</p> <p>Individual directors must not participate in assessing their own independence, and must provide to the Board all information relevant to the assessment.</p> <p>In assessing independence, the Board considers all circumstances relevant to determining whether the non-executive director is free from any interest and any business or other relationship which could, or could reasonably be perceived to; materially interfere with that director's ability to exercise unfettered and independent judgment on Company issues.</p> <p>Directors are required to take into consideration any potential conflicts of interest when accepting appointments to other boards.</p>
2.5	The chair of the Board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Yes	The chair and CEO positions are not held by the same person. The Chairman is considered to be an independent director.
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>The Board as a whole, review the skills and experience of directors and prospective directors and ascertains any shortcomings and development opportunities.</p> <p>Each new Director goes through an appropriate induction process, which includes meetings with key executives, presentation and an overview of key policies and processes.</p>
PRINCIPLE 3: Act ethically and responsibly			
3.1	<p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	Yes	The Board has adopted a code of conduct that sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from its directors and employees. The Code of Conduct is available on the Company's website at www.newworldcobalt.com .

PRINCIPLE 4: Safeguard Integrity in financial reporting			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	No	<p>The Board do not consider that the Company's affairs are of such a size and nature to warrant the establishment of a separate audit committee.</p> <p>The Board monitors the form and content of the Company's financial statements and maintains as overview of the Company's internal financial controls and risk management systems.</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, should receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Yes	<p>The Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) provide a declaration to the Board in accordance with section 295A of the Corporations Act and have assured the Board that such declaration is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial risk.</p>
4.3	<p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	Yes	<p>The Company's external auditor is invited to, and attends, the Annual General Meeting. The auditor's presence will be made known to Shareholders during the meeting, and Shareholders are provided with an opportunity to address questions to the Auditor.</p>

PRINCIPLE 5: Make timely and balanced disclosure			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	Yes	<p>The Company has a Continuous Disclosure Policy that sets out the processes in place to ensure that any price sensitive information is identified, reviewed by management and disclosed to ASX disclosure platforms in a timely manner. The Company's Continuous Disclosure Policy is disclosed on the Company's website.</p> <p>The Continuous Disclosure Policy is designed to ensure timely and balanced disclosure of information in line with ASX Listing Rules and to ensure that all Directors', senior executives and employees of the Company understand their responsibilities under the policy.</p>
PRINCIPLE 6: Respect the rights of security holders			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	<p>The Board aims to ensure that the Company's shareholders are informed of all major developments affecting the Company's state of affairs.</p> <p>The Company keeps investors informed through its website (www.newworldcobalt.com), which contains information on the Company, the Board and the corporate governance policies and procedures of the Company. Through its website, investors can access copies of the Company's annual financial report, interim financial reports, announcements and presentations.</p>
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	<p>The Company has a Shareholder Communication Policy which is available on the Company's website (www.newworldcobalt.com). This policy encourages shareholder participation and engagement with the Company.</p>
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	<p>The Board encourages full participation of shareholders at the shareholders' meetings. Shareholders are provided with access to notices of meeting and the Chairman's address prior to the meetings. Shareholders are also given the opportunity to ask questions of Directors and management, either during or after shareholders' meetings.</p>
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security register electronically	Yes	<p>The Company welcomes electronic communication from its Shareholders via its publicised email address (info@newworldcobalt.com). In addition, details of ASX announcements and Company reports are distributed to interested parties via email as well as being uploaded to the website.</p> <p>The Company's share registry also engages with Shareholders electronically and makes available a range of relevant forms on its website. Shareholders can register with the Share Registry to access their personal information and shareholdings via the internet.</p>

PRINCIPLE 7: Recognise and manage risk			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	No	<p><u>Explanation for Departure</u></p> <p>The Company does not currently have a risk management committee. The Board has considered this matter and decided that the non-compliance does not affect the operation of the Company. This recommendation will be satisfied at the appropriate time in the Company's future.</p> <p>In the absence of a risk management committee, the Board assume responsibility for overseeing and approving risk management strategy and policies, internal compliance and non-financial internal control and the Board are fully aware of the various risks that affect the Company and its particular business.</p> <p>The Company has a framework in place to safeguard the Company's assets and interests and ensure that business risks are identified and properly managed. This includes procedures and limits to manage financial risk.</p> <p>To assist in discharging this responsibility the Board has in place a control framework which includes the following:</p> <ul style="list-style-type: none"> • annual budget and operating plan, approved by the Board; • regular reporting to the Board on a number of key areas including financial, safety, environment, insurance and legal matters; and • the segregation of duties (where possible). <p>The Board recognise the responsibility for the risk management and control framework and responsibility for relevant internal controls and risk management practices are delegated to the appropriate level of management within the Company.</p> <p>Management, has responsibility for identifying, assessing, treating and monitoring risks and reporting to the Board on risk management.</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	No	<p><u>Explanation for Departure</u></p> <p>The Company's risk management framework is subject to continual review as part of the ongoing reporting and approval processes detailed above. The Company will consider implementing a more formal annual review process as its business operations develop.</p>

7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	No	<p><u>Explanation for Departure</u></p> <p>The Company does not currently have a formal internal audit function due to the size of the Company and the need to conserve cash.</p> <p>As detailed above, the Board oversees the effectiveness of risk management and internal control processes.</p> <p>Under the Company's Risk Management Policy, responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required by the Board to report back on the efficiency and effectiveness of risk management.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Group's principal activity is mineral exploration. As such, the Company's risk exposure includes the following risks. A more comprehensive summary of key risk factors is contained in the Company's offer document lodged with the ASX on 7 May 2019.</p> <p><u>General:</u></p> <p>General economic conditions, introduction of tax reform, new legislation, movements in interest rates, inflation and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.</p> <p><u>Exploration and evaluation risks:</u></p> <p>The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to permitting conditions, seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, changing government regulations and many other factors beyond the control of the Company.</p> <p>The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its tenements and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the tenements and possible relinquishment of the tenements.</p> <p><u>Price risk:</u> Fluctuations in the prices of the relevant base and precious metals and other minerals represents one of the most significant factors that are expected to affect future operations and potential profitability. The price of the relevant metals and minerals is affected by numerous factors beyond the Company's control, including levels of supply and demand, global or regional consumptive patterns, sales by government holders, metal stock levels maintained by producers and others, increased production due to new mine developments and improved mining and production methods, speculative activities related to the sale of metals, availability and costs of metal substitutes, international economic and political conditions, interest rates, currency values and inflation. Declining market prices for the relevant metals and minerals could materially adversely affect the Company's future operations and profitability.</p> <p><u>Access to financing:</u> The Company's ongoing activities will require further financing in the future. Given the Company's early stage of development and dependence on equity capital markets, assurances cannot be made that appropriate capital or funding, if and when needed, will be available on terms favourable to</p>

			<p>the Company or at all.</p> <p><u>Environmental:</u> The operations and activities of the Company are subject to environmental laws and regulations. As with most exploration projects, the Company's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its operations and activities to the required standard of environmental obligation, including compliance with applicable environmental laws.</p> <p><u>Governmental:</u> Any future mining operations will be subject to a number of taxes, royalties, regulations and charges which can impact on the future profitability of the Company.</p>
PRINCIPLE 8: Remunerate fairly and responsibly			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; (iii) and disclose: (iv) the charter of the committee; (v) the members of the committee; and (vi) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those) meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	No	<p><u>Explanation for Departure</u></p> <p>The Board has not established a remuneration committee because the Board currently fulfills these functions. It is the Board's objective to retain high quality directors' and senior executives. In the absence of a remuneration committee, the Board assesses the appropriateness of the nature and amount of emoluments of such directors and senior executives on a periodic basis.</p> <p>The Board has considered this matter and decided that the non-compliance does not affect the operation of the Company. This recommendation will be satisfied at the appropriate time in the Company's future.</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Yes	<p>Non-executive directors are paid a fixed annual fee for their services to the Company as Non-Executive Directors. Subject to applicable workloads additional fees may be payable, including for participation on sub-committees or the provision of additional consulting services. Non-executive directors are also eligible to participate in the Company's Share Option Plan.</p> <p>Executive Directors and other senior executives typically receive remuneration comprising base salary or consulting fees and other fixed benefits based on the terms of their respective employment/consulting agreements with the Company. Executive Directors and senior executives are also eligible to participate in the Company's Share Option Plan.</p>

8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>Key management personnel are required to comply with the Company's Securities Trading Policy. This policy is available on the Company's website at www.newworldcobalt.com.</p>
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Appendix – 1

New World Cobalt Limited

Board Skills Matrix

Board of Directors			
	Richard Hill	Scott Mison	Michael Haynes
Appointment Date	31 October 2017	2 November 2016	31 October 2017
Skills & Experience			
Listed board experience	✓	✓	✓
International experience	✓	✓	✓
Financial – including accounting and/or corporate finance	✓	✓	✓
Capital markets	✓	✓	✓
Exploration sector experience	✓	✓	✓
Geological experience	✓		✓
Project development experience	✓	✓	✓
North American experience		✓	✓