

## CORPORATE GOVERNANCE STATEMENT 2017

Cradle Resources Limited (**Cradle** or **Company**) and the entities it controls believe corporate governance is important for the Company in conducting its business activities.

The Board has adopted a suite of charters and key corporate governance documents which articulate the policies and procedures followed by Cradle. These documents are available in the Corporate Governance section of the Company's website, [www.cradleresources.com.au](http://www.cradleresources.com.au). These documents are reviewed at least annually to address any changes in governance practices and the law.

This Corporate Governance Statement (**Statement**), which is current as at 30 June 2017 and has been approved by the Company's Board, explains how Cradle complies with the ASX Corporate Governance Council's '*Corporate Governance Principles and Recommendations – 3rd Edition*' published on 27 March 2014 (**ASX Principles and Recommendations**) in relation to the year ended 30 June 2017.

In addition to the ASX Corporate Governance Council's '*Corporate Governance Principles and Recommendations – 3rd Edition*' the Board has taken into account a number of important factors in determining its corporate governance policies and procedures, including the:

- relatively simple operations of the Company, being mineral exploration and development activities;
- cost versus benefit of additional corporate governance requirements or processes;
- size of the Board;
- Board's experience in the resources sector;
- organisational reporting structure and number of reporting functions, operational divisions and employees;
- relatively simple financial affairs with limited complexity and quantum;
- relatively small market capitalisation and economic value of the entity; and
- direct shareholder feedback.

### Principle 1: Lay solid foundations for management and oversight

RECOMMENDATION	CRADLE'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
1.1 Role of Board and management	The Board has established a clear distinction between the functions and responsibilities delegated to management and those reserved for the Board, which are set out in the 'Matters Reserved for Approval by the Board of Directors Policy', a copy of which is available in the Corporate Governance section of the Company's website at <a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a> .	Yes
1.2 Information regarding election and re-election of director candidates	<p>Cradle carefully considers the character, experience, education and skillset of potential candidates for appointment to the Board and conducts appropriate background checks to verify the sustainability of the candidate, prior to their election.</p> <p>Based on the Company's level of knowledge of the potential candidate, these may include checks as to the person's character, experience, education, and bankruptcy history, but may not include criminal record checks for potential candidates that are well known to the Board. However, the Company did not appoint any new Directors during the 2017 year.</p> <p>The Company has appropriate procedures in place to ensure that material information relevant to a decision to elect or re-elect a director, is disclosed in the relevant notice of meeting provided to shareholders. Director profiles are also included in the Director's Report of the Company's Annual Report.</p>	No

1.3 Written contracts of appointment	<p>The roles and responsibilities of Directors are formalised in letters of appointment which each Director receives and commits to on their appointment.</p> <p>The letters of appointment specify the term of appointment, time commitment envisaged, expectations in relations to committee work or any other special duties attaching to the position, reporting lines, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations, insurance and indemnity entitlements and details of the Company's key governance policies.</p> <p>Each Key Management Personnel ("KMP") enters into a service contract which sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangement and termination rights and entitlements. Contract details of KMP are summarised in the Remuneration Report of the Company's Annual Report.</p>	Yes
1.4 Company Secretary	<p>The Company Secretary reports directly to the Board through the Chairman on Board matters and all Directors have access to the Company Secretary.</p> <p>In accordance with the Company's Constitution, the appointment or removal of the Company Secretary is a matter for the Board as a whole. Details of the Company Secretary's experience and qualifications are set out in the Directors' Report of the Company's Annual Report.</p>	Yes
1.5 Diversity	<p>The Company has adopted a Diversity Policy but has not established measurable objectives for achieving gender diversity for the 2017 year.</p> <p>The Company recognises that a diverse and talented workforce is a competitive advantage and encourages a culture that embraces diversity. However, the Board considers that the Company is not currently of a size to warrant the time and cost of setting measurable objectives for achieving gender diversity. The Board will review its position and may develop measurable objectives when the Company's operations increase.</p> <p>At the date of this Statement, the Company has no female directors or senior executives. At the date of this Statement, the Company had no employees.</p>	No
1.6 Board reviews	<p>The Board has not conducted a formal performance evaluation. The Company is a junior resources company and the Board believes that a formal performance evaluation is not required at this point in time and that that no efficiencies or other benefits would be gained from a formal performance evaluation.</p> <p>The Chairman is responsible for evaluating the Board and informal discussions are undertaken during the course of the year. As the Company grows and develops, it will continue to consider the efficiencies and merits of a more formal performance evaluation of the Board, its committees and individual Directors.</p>	No
1.7 Management reviews	<p>Each year the Board evaluates the performance of its KMP against Key Performance Indicators ("KPI's") as set by the Board.</p> <p>Details of the process followed are set out in the Remuneration Report of the Company's Annual Report. For the 2017 year, the Board undertook a performance evaluation of its KMP in accordance with that process.</p>	Yes

**Principle 2: Structure the Board to add value**

RECOMMENDATION	CRADLE'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?																								
2.1 Nominations committee	<p>The Board has decided not to form a separate Nomination Committee. The Board believes that no efficiencies or other benefits would be gained by establishing a separate Nomination Committee.</p> <p>The Board as a whole performs the function of the Remuneration and Nomination Committee. The Board regularly reviews whether it has the appropriate balance of skills, knowledge, and experience suitable for a Company in the junior resources sector.</p> <p>The Company's 'Selection and Appointment of New Directors Policy' sets out the processes the Board employs 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. The Selection and Appointment of New Directors policy is available in the Corporate Governance section of the Company's website <a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a>.</p>	Yes																								
2.2 Board skills matrix	<p>The Board seeks a mix of skills suitable for a junior resources company. A summary of the key board skills matrix is set out below.</p> <table border="1" data-bbox="389 925 1214 1055"> <thead> <tr> <th>Director / Skills</th> <th>Capital Markets</th> <th>Resources Industry</th> <th>Mining/ Geology</th> <th>Finance/ Accounting</th> <th>Listed Company</th> </tr> </thead> <tbody> <tr> <td>Ian Middlemas</td> <td>✓</td> <td>✓</td> <td></td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Grant Davey</td> <td>✓</td> <td>✓</td> <td>✓</td> <td></td> <td>✓</td> </tr> <tr> <td>Craig Burton</td> <td>✓</td> <td>✓</td> <td></td> <td>✓</td> <td>✓</td> </tr> </tbody> </table> <p>Further details regarding the skills and experience of each Director are included in the Directors' Report of the Company's Annual Report.</p>	Director / Skills	Capital Markets	Resources Industry	Mining/ Geology	Finance/ Accounting	Listed Company	Ian Middlemas	✓	✓		✓	✓	Grant Davey	✓	✓	✓		✓	Craig Burton	✓	✓		✓	✓	Yes
Director / Skills	Capital Markets	Resources Industry	Mining/ Geology	Finance/ Accounting	Listed Company																					
Ian Middlemas	✓	✓		✓	✓																					
Grant Davey	✓	✓	✓		✓																					
Craig Burton	✓	✓		✓	✓																					
2.3 Disclose independence and length of service	<p>The Board has assessed the independence status of its Directors and has determined the following as at 30 June 2017:</p> <table border="1" data-bbox="389 1220 1214 1361"> <thead> <tr> <th>Name</th> <th>Position</th> <th>Independent?</th> <th>Length of Service</th> </tr> </thead> <tbody> <tr> <td>Ian Middlemas</td> <td>Non-Executive Chairman</td> <td>No</td> <td>1.1 years</td> </tr> <tr> <td>Grant Davey</td> <td>Executive Director</td> <td>No</td> <td>-</td> </tr> <tr> <td>Craig Burton</td> <td>Non-Executive Director</td> <td>No</td> <td>3.8 years</td> </tr> </tbody> </table> <p>Further details regarding the Directors are set out in the Directors' Report of the Company's Annual Report.</p>	Name	Position	Independent?	Length of Service	Ian Middlemas	Non-Executive Chairman	No	1.1 years	Grant Davey	Executive Director	No	-	Craig Burton	Non-Executive Director	No	3.8 years	Yes								
Name	Position	Independent?	Length of Service																							
Ian Middlemas	Non-Executive Chairman	No	1.1 years																							
Grant Davey	Executive Director	No	-																							
Craig Burton	Non-Executive Director	No	3.8 years																							
2.4 Majority of directors independent	<p>A majority of Directors of the Company are not independent. As disclosed against Recommendation 2.3, at 30 June 2017, no Directors are considered independent.</p> <p>The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the expense of the appointment of independent non-executive Directors.</p> <p>The Board believes that the individuals on the Board can make, and do make, quality and independent judgments in the best interests of the Company on all relevant issues.</p> <p>Directors having a conflict of interest in relation to a particular item of business must absent themselves from the Board meeting before commencement of discussion on the topic.</p>	No																								
2.5 Chair independent	<p>The Chairman, Mr Ian Middlemas, is considered by the Board not to be independent in terms of the ASX Principles and Recommendations.</p>	No																								

	<p>However, the Board believes that Mr Middlemas is able to make, and does make, quality and independent judgments in the best interests of the Company on all relevant issues falling within the scope of his role as Chairman.</p> <p>The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the expense of the appointment of independent Chairman.</p> <p>The role of the Managing Director and CEO is performed by another Director. Further details regarding the Directors are set out in the Directors' Report of the Company's Annual Report.</p>	
2.6 Induction and professional development	<p>The Board does not have a formal program for inducting new Directors and providing appropriate professional development opportunities.</p> <p>The Board has been structured such that its composition and size will enable it to effectively discharge its responsibilities and duties. Each Director has been appointed because they already possess the relevant industry experience and specific expertise relevant to the Company's business and level of operations and given the activities of the Company and their own experience do not require the Company, given its size, to provide professional development opportunities.</p> <p>However, each new Director receives and commits to a letter of appointment which includes details of the Company's key policies and processes and continuing professional development is expected of all Directors.</p> <p>Directors are also entitled to seek independent professional advice at the expense of the Company (subject to approval) as may be reasonably required to assist them to carry out their duties as a Director.</p>	No

### Principle 3: Act ethically and responsibly

RECOMMENDATION	CRADLE'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
3.1 Code of conduct	The Board has established a Code of Conduct for its Directors, executives and employees, a copy of which is available in the Corporate Governance section of the Company's website, <a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a> .	Yes

### Principle 4: Safeguard integrity in corporate reporting

RECOMMENDATION	CRADLE'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
4.1 Audit committee	<p>The Board has decided not to form a separate Audit Committee. The Board believes that no efficiencies or other benefits would be gained by establishing a separate Audit Committee. The Board as a whole performs the function of the Audit Committee.</p> <p>The Company: (a) only has 3 Directors of which 2 are non-executive Directors; (b) has relatively simple operations and currently only undertakes mineral exploration and development activities; (c) has relatively simple financial affairs with limited complexity and quantum; and (d) has a relatively small market capitalisation and economic value. As a result, the Board as a whole considers that it is more efficient and effective for the corporate reporting process to not have an Audit Committee at this stage. The Board monitors this position as the Company's circumstances change.</p>	Yes

	<p>The Board as whole determines when to seek the appointment or removal of the external auditor, and subject to any statutory requirements, the Board will also seek rotation of the audit partner on an as required basis.</p> <p>Further details are provided in the 'External Auditor Selection Policy' which is available in the Corporate Governance section of the Company's website at <a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a>.</p>	
4.2 CEO and CFO certification of financial statements	<p>In respect to full year and half year financial reports, the Board has obtained a written declaration from the CEO (or equivalent) and CFO (or equivalent) that, in their opinion, the financial records of the Company have been properly maintained and 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 is formed on the basis of a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting and material business risks.</p> <p>However, the Board does not receive declarations from the CEO (or equivalent) and CFO (or equivalent) in respect to the quarterly cash flow reports prepared and lodged in compliance with Appendix 5B of the Listing Rules, as these quarterly cash flow reports are considered by the Board:</p> <ul style="list-style-type: none"> <li>• not to be a financial report or interim financial report as defined under Australian accounting standards; and/or</li> <li>• not to be capable, as a standalone report, of giving a true and fair view of the financial position and performance of the Company, only its cash flows for the relevant reporting period.</li> </ul>	No
4.3 External auditor at AGM	<p>The Company has engaged a reputable and suitably qualified external auditor to perform the external audit function.</p> <p>At least one senior representatives of the auditor will attend the Annual General Meeting ("AGM") and be available to answer shareholder questions regarding the audit.</p>	Yes

#### Principle 5: Make timely and balanced disclosure

RECOMMENDATION	CRADLE'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
5.1 Disclosure and Communications Policy	<p>The Company has adopted a Continuous Disclosure Policy which sets out the processes and practices that ensure its compliance with the continuous disclosure requirements under applicable Listing Rules and applicable corporation law (including the Corporations Act).</p> <p>A copy of the Continuous Disclosure Policy is available in the Corporate Governance section of the Company's website, <a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a>.</p>	Yes

#### Principle 6: Respect the rights of security holders

RECOMMENDATION	CRADLE'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
6.1 Information on website	<p>The Company keeps investors informed of its corporate governance, financial performance and prospects via its website.</p> <p>Investors can access copies of all announcements to the ASX, notices of meetings, annual reports and financial statements, investor presentations via the 'Investors' tab and can access general information regarding the Company and the structure of its business under the 'Panda Hill Niobium</p>	Yes

	<p>Project' tab on the Company's website, <a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a>.</p> <p>Investors can access information about the Company's corporate governance practices via the 'Corporate Governance' tab on the Company's website, <a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a>, where all relevant corporate governance information can be accessed.</p>	
6.2 Investor relations programs	<p>The Company has an investor relations program that is commensurate with the size of the Company and its level of operations. This program involves actively engaging with interested brokers and investors and meeting with interested brokers and investors upon request. The Company always responds to enquiries received from brokers and investors from time to time.</p> <p>In addition, access to Directors and KMP is provided at the Company's Annual General Meeting of Shareholders, and Shareholders are always given the opportunity to ask questions of Directors and management, either during or after meetings.</p> <p>Any presentations prepared by the Company are posted on the Company's website (<a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a>), which also provides the opportunity for interested parties to join the mailing list to receive regular updates from the Company.</p>	Yes
6.3 Facilitate participation at meetings of security holders	<p>The Board encourages participation of Shareholders at its meetings of shareholders and Shareholders are provided with all notices of meeting prior to meetings, which are set at times and places to promote maximum attendance by Shareholders.</p> <p>Shareholders are always given the opportunity to ask questions of Directors and management, either during or after meetings. In addition, the Company's auditor is also made available for questions at the Company's Annual General Meeting of Shareholders ("AGM").</p>	Yes
6.4 Facilitate electronic communications	<p>The Company welcomes electronic communication from its Shareholders via its publicised email address (<a href="mailto:info@cradleresources.com.au">info@cradleresources.com.au</a>) and the Company's website (<a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a>) provides the opportunity for interested parties to join the mailing list to receive regular electronic updates from the Company.</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>	Yes

#### Principle 7: Recognise and manage risk

RECOMMENDATION	CRADLE'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
7.1 Risk committee	<p>The Board has decided not to form a separate Risk Committee. Due to the size and development phase of the Company, the Board believes that no efficiencies or other benefits would be gained by establishing a separate Risk Committee.</p> <p>The Board as a whole is ultimately responsible for identifying the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage those risks.</p> <p>For further details of the responsibilities of the Board and Management in the evaluation and continual improvement of the Company's risk management and internal control processes, refer to the Company's Risk Management Policy, which is available in the Corporate Governance</p>	Yes

	section of the Company's website, <a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a> .	
7.2 Annual risk review	<p>On at least an annual basis, the Board reviews its material business risks and how its material business risks are being managed.</p> <p>For the 2017 year, management provided to the Board the Company's Risk Register summarising the significance of each risk as well as actions taken by management to mitigate the risks. Management also provided to the Board a report on the effectiveness of the Company's management of its material business risks throughout the 2017 year.</p>	Yes
7.3 Internal audit	<p>The Board has not established an internal audit function at this time. The Board as a whole oversees the effectiveness of risk management and internal control processes.</p> <p>Refer to the Company's Risk Management Policy for responsibilities of the Board and Management in the evaluation and continual improvement of the Company's risk management and internal control processes.</p> <p>A copy of the Risk Management Policy is available in the Corporate Governance section of the Company's website, <a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a>.</p>	Yes
7.4 Sustainability risks	<p>As discussed above, the Company identifies and manages material exposures to economic, environmental and social sustainability risks in a manner consistent with its Risk Management Policy, which is available on in the Corporate Governance section of the Company's website, <a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a>.</p> <p>The material risks faced by the Company that could have an effect on the Company's future prospects, include: (a) new Tanzania legislation; (b) Tanzania country risk; (c) availability of further funding; (d) fluctuations in commodity prices; and (e) exploration and development risks.</p> <p>Further details of these risks and how the Company manages or intends to manage these risks are set out in the Directors' Report of the Company's Annual Report.</p>	Yes

#### Principle 8: Remunerate fairly and responsibly

RECOMMENDATION	CRADLE'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
8.1 Remuneration committee	<p>The Board has decided not to form a separate Remuneration Committee. The Board believes that no efficiencies or other benefits would be gained by establishing a separate Remuneration Committee.</p> <p>The Board as a whole performs the function of the Remuneration and Nomination Committee and has adopted a 'Senior Executives Remuneration Policy' and 'Non-Executive Directors Remuneration Policy'. These policies set out the processes the Board 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> <p>Copies of the 'Senior Executives Remuneration Policy' and 'Non-Executive Directors Remuneration Policy' are available in the Corporate Governance section of the Company's website <a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a>.</p>	Yes
8.2 Disclosure of Executive and Non-Executive Director remuneration policy	<p>The Company seeks to attract and retain high performance Directors and Executive with appropriate skills, qualifications and experience to add value to the Company and fulfil the roles and responsibilities required. It reviews requirements of additional capabilities at least annually.</p> <p>Executive remuneration is to reflect performance and, accordingly,</p>	Yes

	<p>remuneration is structured with a fixed component and performance-based remuneration component. Non-Executive Directors are paid fixed fees for their services in accordance with the Company's Constitution. Fees paid are composite fee (covering all Board and Committee responsibilities) and any contributions by the Company to a fund for the purposes of superannuation benefits for a Director. No other retirement benefits schemes are in place in respect to Non-Executive Directors.</p> <p>Further details regarding the remuneration of the Executive and Non-Executive Directors are set in the Remuneration Report within the Annual Report.</p>	
<p>8.3 Policy on hedging equity incentive schemes</p>	<p>The Company does not currently have an equity-based remuneration scheme, however certain non-executive directors and senior executives have been issued with equity-based remuneration for incentive purposes, as outlined in the Company's Remuneration Report</p> <p>The Company does not currently have a written policy on hedging arrangements in relation to any equity-based remuneration they may be granted or otherwise entitled to.</p> <p>Further details regarding the Company's securities trading policies are set out in the Company's Securities Trading Policy which is available in the Corporate Governance section of the Company's website, <a href="http://www.cradleresources.com.au">www.cradleresources.com.au</a>.</p>	<p>No</p>