



# Corporate Governance Statement 2022



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This Corporate Governance Statement reports the governance processes and procedures in place at Midas Minerals Ltd (“Midas” or the “Company”) as at 31 March 2023 and has been approved by the Board of the Company on that date.

The Board has considered and reports against the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations – 4th Edition (**Recommendations**). The Recommendations articulate eight core principles of good corporate governance and for each of those principles, recommendations as to their implementation. Adoption of the recommendations is not compulsory, however under the ASX Listing Rules a listed entity is required to provide an annual statement disclosing the extent to which it has adopted the recommendations for the reporting period and, if applicable, the reasons for not following any recommendation.

The Company’s key corporate governance policies and procedures are available on the Company’s website at <https://midasminerals.com/corporate-governance/> and should be read in conjunction with the directors’ report and the remuneration report contained in the Company’s annual report.

Recommendations	Comply	Explanation
<b>Principle 1: Lay solid foundations for management and oversight</b>		
<b>Recommendation 1.1</b>		
<p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its Board and management; and</p> <p>(b) those matters expressly reserved to the Board and those delegated to management.</p>	Yes	<p>The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.</p> <p>The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board’s composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors’ access to Company records and information, details of the Board’s relationship with management, details of the Board’s performance review and details of the Board’s disclosure policy.</p> <p>In addition to decisions requiring approval pursuant to the respective Committee Charters, the following decisions must be approved by the Board:</p> <ul style="list-style-type: none"> <li>(a) Directors acquiring or selling shares of the Company;</li> <li>(b) issuing shares of the Company;</li> <li>(c) acquiring, selling or otherwise disposing of property in excess of the amount set out in the Company’s approval matrix;</li> <li>(d) founding, acquiring or selling subsidiaries of or any company within the Company, participating in other companies, or dissolving or selling the Company’s participation in other companies (including project joint ventures);</li> <li>(e) acquiring or selling patent rights, rights in registered trademarks, licences or other intellectual property rights of the Company;</li> <li>(f) founding, dissolving or relocating branch offices or other offices, plants and facilities;</li> <li>(g) starting new business activities, terminating existing business activities or initiating major changes to the field of the Company’s business activities;</li> <li>(h) approving and/or altering the annual business plan (including financial planning) for the Company or any part of</li> </ul>



Recommendations	Comply	Explanation
		<p>the Company;</p> <ul style="list-style-type: none"> <li>(i) taking or granting loans which exceed the amount set out in the Company's approval matrix (including, without limitation, the placing of credit orders, issuing of promissory notes or loans against IOUs);</li> <li>(j) granting securities of any type;</li> <li>(k) granting loans to Company officers or employees and taking over guarantees for the Company's officers and employees;</li> <li>(l) entering into agreements for recurring, voluntary, or additional social benefits, superannuation agreements or agreements for general wage and salary increases;</li> <li>(m) determining the total amount of bonuses and gratuities for Company officers and employees;</li> <li>(n) determining the appointment, termination, prolongation of employment or amendment to conditions of employment of members of the Board of Directors; and</li> <li>(o) granting or revoking a power of attorney or limited authority to sign and/or act on behalf of the Company.</li> </ul> <p>A copy of the Company's Board Charter is available on the Company's website.</p>
<b>Recommendation 1.2</b>		
<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</li> <li>(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.</li> </ul>	Yes	<p>The Company has guidelines for the appointment and selection of the Board and senior executives.</p> <p>The Company's Remuneration and Nomination Committee Charter requires the Remuneration and Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election as a Director for the first time. In the event of an unsatisfactory check, a Director is required to submit their resignation.</p> <p>Midas confirms that such checks were carried out in respect of the Managing Director appointed during 2022.</p> <p>Under the Remuneration and Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.</p>
<b>Recommendation 1.3</b>		
<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>The Company's Remuneration and Nomination Committee Charter requires the Remuneration and Nomination Committee (or, in its absence, the Board) to ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.</p> <p>The Company has written agreements with each of its Directors and senior executives.</p>



Recommendations	Comply	Explanation																														
Recommendation 1.4																																
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.	Yes	The Board Charter outlines the roles, responsibilities, and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.																														
Recommendation 1.5																																
<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives, and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.</p> <p>If the entity was in the S&amp;P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	No	<p>The Company has adopted a Diversity Policy which provides a framework for the Company to establish, achieve and measure diversity objectives, including in respect of gender diversity. The Diversity Policy is available on the Company's website.</p> <p>The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to continually monitor both the objectives, if any have been set, and the Company's progress in achieving them.</p> <p>Measurable diversity objectives for each financial year (if any), and the Company's progress in achieving these, will be detailed in the Company's Annual Report.</p> <p>If it becomes necessary to appoint new Directors or key management personnel, the Board will consider the application of the measurable diversity objectives and determine whether, given the small size of the Company and the Board, requiring specified objectives to be met will unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing the best person for the job.</p> <p>As at the date of this Statement, the respective proportions of men and women on the Board, senior management and across the whole organisation is outlined below:</p> <table><tr><th></th><th>Employees</th><th>Senior Managers</th><th>Board</th><th>Total</th></tr><tr><td># Female</td><td>1</td><td>1</td><td>1</td><td>3</td></tr><tr><td>% Female</td><td>100%</td><td>25%</td><td>25%</td><td>33%</td></tr><tr><td># Male</td><td>0</td><td>3</td><td>3</td><td>6</td></tr><tr><td>% Male</td><td>-</td><td>75%</td><td>75%</td><td>66%</td></tr><tr><td># Total</td><td>1</td><td>4</td><td>4</td><td>9</td></tr></table>		Employees	Senior Managers	Board	Total	# Female	1	1	1	3	% Female	100%	25%	25%	33%	# Male	0	3	3	6	% Male	-	75%	75%	66%	# Total	1	4	4	9
	Employees	Senior Managers	Board	Total																												
# Female	1	1	1	3																												
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Recommendation 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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Company's Remuneration and Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor.</p> <p>The Company's Performance Evaluation Policy requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period.</p> <p>A formal Director performance evaluation was conducted internally in relation to the 2022 calendar year with the assistance of an independent external facilitator which followed the process outlined in the Performance Evaluation Policy. The</p>																														



Recommendations	Comply	Explanation
		process evaluated the Board as a whole, individual directors, the Chair and the Company Secretary.
<b>Recommendation 1.7</b>		
<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Company's Remuneration and Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance and remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act), other than a non-executive Director.</p> <p>The Performance Evaluation Policy requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period.</p> <p>Performance evaluations of the senior executives were carried out by the Managing Director (and the Board in respect of the Managing Director) in respect of the 2022 calendar year in accordance with the Performance Evaluation Policy.</p>
<b>Principle 2: Structure the Board to be effective and add value</b>		
<b>Recommendation 2.1</b>		
<p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent Director,</p> <p>(3) and disclose:</p> <p>(4) the charter of the committee;</p> <p>(5) the members of the committee; and</p> <p>(6) 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> <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>	Yes	<p>The Company does not have a separate Nomination Committee. The roles and responsibilities of a nomination committee are currently undertaken by the Board.</p> <p>The Company's Remuneration and Nomination Committee Charter provides for the creation of a Remuneration and Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are independent Directors, which must be chaired by an independent Director.</p> <p>The Company does not have a Nomination Committee as the Board considers that the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Remuneration and Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence, diversity and knowledge of the entity to enable it to discharge its duties and responsibilities effectively:</p> <p>(a) devoting time at least annually to discuss Board succession and independence issues, and to evaluate the mix of skills, experience, expertise and diversity of the existing Board and those desired by the Board by updating the Company's Board skills matrix; and</p> <p>(b) all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.</p>
<b>Recommendation 2.2</b>		
<p>A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.</p>	Yes	<p>The Board is structured to facilitate the effective discharge of its duties and to add value through its deliberations. It seeks to achieve a Board composition with a balance of diverse attributes relevant to the Company's operations and markets, including skills sets, background, gender, geography and industry experience. The mix of skills comprised in the current Board, and</p>



Recommendations	Comply	Explanation																				
		<p>that the Board would look to maintain and to build on, is set out in the Board Skills Matrix at Annexure A. An assessment of the skills and experience of the Board is undertaken in relation to the matrix annually, to ensure that Board continues to meet the current and evolving needs of the Company and the corporate landscape in which it operates.</p> <p>Profiles of each of the Directors, setting out their skills, experience and period of office, are including in the 2022 Annual Report.</p>																				
Recommendation 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 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 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>The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent.</p> <p>The Board is comprised of the following Directors:</p> <table><tr><th>Name</th><th>Role</th><th>Independent</th><th>Date appointed</th></tr><tr><td>Sara Kelly</td><td>Non-Exec Chair</td><td>Yes</td><td>21/06/2021</td></tr><tr><td>Mark Calderwood</td><td>Managing Director</td><td>No</td><td>1/07/2022</td></tr><tr><td>Michael Naylor</td><td>Non-Exec Director</td><td>Yes</td><td>23/03/2018</td></tr><tr><td>Michael Wilson</td><td>Non-Exec Director</td><td>Yes</td><td>21/06/2021</td></tr></table> <p>The Non-Executive Directors are considered to be independent notwithstanding they hold performance rights in the Company, as these have no individual performance-based milestones (only milestones linked to the Company's general share price performance and the individual's service). Mr Naylor is also a director of Belltree Corporate Pty Ltd, an entity which provides company secretarial services to the Company, however this business relationship is not material and does not interfere with Mr Naylor's capacity to bring independent judgement to bear on issues before the Board and act in the best interests of the entity as a whole.</p> <p>The Board assesses the independence of Directors annually, or more frequently if circumstances require. The Company's Annual Report will disclose the length of service of each Director, as at the end of each financial year.</p> <p>A copy of the definition of independence adopted by the Company is annexed to the Board Charter at Annexure A, available on the Company's "Corporate Governance" page of the Company's website at <a href="http://midasminerals.com">midasminerals.com</a>.</p>	Name	Role	Independent	Date appointed	Sara Kelly	Non-Exec Chair	Yes	21/06/2021	Mark Calderwood	Managing Director	No	1/07/2022	Michael Naylor	Non-Exec Director	Yes	23/03/2018	Michael Wilson	Non-Exec Director	Yes	21/06/2021
Name	Role	Independent	Date appointed																			
Sara Kelly	Non-Exec Chair	Yes	21/06/2021																			
Mark Calderwood	Managing Director	No	1/07/2022																			
Michael Naylor	Non-Exec Director	Yes	23/03/2018																			
Michael Wilson	Non-Exec Director	Yes	21/06/2021																			
Recommendation 2.4																						
<p>A majority of the Board of a listed entity should be independent Directors.</p>	Yes	<p>The Company's Board Charter provides that the majority of Directors shall be independent, non-executive Directors at a time when the size of the Company and its activities warrants such a structure.</p> <p>The Board currently comprises four directors of whom three are considered to be independent. Mark Calderwood is not considered independent due to his Managing Director role.</p> <p>As such, independent directors currently comprise the majority of the Board.</p>																				



Recommendations	Comply	Explanation
<b>Recommendation 2.5</b>		
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	<p>The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director.</p> <p>The Chair of the Company is Sara Kelly, an independent Non-Executive Director.</p>
<b>Recommendation 2.6</b>		
A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>In accordance with the Company's Remuneration and Nomination Committee Charter, the Remuneration and Nomination Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development including receiving briefings on material developments in laws, regulations, and accounting standards relevant to the Company.</p>
<b>Principle 3: Instil a culture of acting lawfully, ethically, and responsibly</b>		
<b>Recommendation 3.1</b>		
A listed entity should articulate and disclose its values.	Yes	<p>The Company is committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules, and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.</p> <p>The Company's values are set out in its Statement of Values and are available on the Company's website, <a href="http://midasminerals.com">midasminerals.com</a>. All employees are given appropriate training on the Company's values and senior executives will continually reference such values.</p>
<b>Recommendation 3.2</b>		
<p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives, and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Yes	<p>The Company's Code of Conduct applies to the Company's Directors, senior executives, and employees.</p> <p>The Company's Code of Conduct is available on the Company's website, <a href="http://midasminerals.com">midasminerals.com</a>. Any material breaches of the Code of Conduct are reported to the Board or a committee of the Board.</p>
<b>Recommendation 3.3</b>		
<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Yes	<p>The Company's Whistleblower Protection Policy is available on the Company's website, <a href="http://midasminerals.com">midasminerals.com</a>. Any material breaches of the Whistleblower Protection Policy are to be reported to the Board or a committee of the Board.</p>





Recommendations	Comply	Explanation
<b>Recommendation 3.4</b>		
<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	Yes	<p>The Company's Anti-Bribery and Anti-Corruption Policy is available on the Company's website. Any material breaches of the Anti-Bribery and Anti-Corruption Policy are to be reported to the Board or a committee of the Board.</p>
<b>Principle 4: Safeguard the integrity of corporate reports</b>		
<b>Recommendation 4.1</b>		
<p>The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the board,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(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</li> </ol> <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>	Yes (b)	<p>The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify having a separate audit committee. The full Board carries out the duties that would ordinarily be assigned to the audit committee, in accordance with the Audit and Risk Committee Charter.</p> <p>The procedures detailed in the Audit and Risk Committee Charter continue to be relevant and outline the process employed by the board of directors to independently verify and safeguard the integrity of its corporate reporting. The processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner are set out in the Company's Policy on Selection, Appointment and Rotation of External Auditor, a copy of which is available on the Company's website.</p>
<b>Recommendation 4.2</b>		
<p>The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that 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 Company's Risk Management Policy requires the Managing Director and CFO (or, if none, the person(s) fulfilling those functions) to provide a written declaration of assurance that in their opinion, the financial records of the Company for any financial period have been properly maintained, comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>



Recommendations	Comply	Explanation
<b>Recommendation 4.3</b>		
A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	<p>The Company produces a number of periodic reports, including its Annual Report, Half-year financial report and quarterly activity and cash flow reports. The Company has in place processes to review and confirm the accuracy and reasonableness of the disclosures contained in these reports at both management and Board level, including where a corporate report of this type is not subject to audit or review by an external auditor. Management prepares the disclosures in these reports whereby subject matter experts and the relevant executives review and approve the disclosures which are then reviewed by the Company's Managing Director and approved by the Board. In the event further legal or financial review is required, the proposed disclosure is run past the Company's advisors, lawyers or auditors (as appropriate) for review.</p>
<b>Principle 5: Make timely and balanced disclosure</b>		
<b>Recommendation 5.1</b>		
A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	<p>Company has established a Continuous Disclosure Policy which is designed to guide compliance with ASX Listing Rule disclosure requirements, and to ensure that all Directors, senior executives and employees of the Company understand their responsibilities under the policy. The Continuous Disclosure Policy is available on the Company's website, <a href="http://midasminerals.com">midasminerals.com</a>.</p> <p>The Continuous Disclosure Policy:</p> <ul style="list-style-type: none"> <li>(a) raises awareness of the Company's obligations under the continuous disclosure regime;</li> <li>(b) establishes a process to ensure that information about the Company which may be market sensitive and which may require disclosure is brought to the attention of the Company Secretary or Non-Executive Chair, being the person/s primarily responsible for ensuring the Company complies with its continuous disclosure obligations, in a timely manner and is kept confidential; and</li> <li>(c) sets out the obligation of Directors, officers and employees of the Company to ensure that the Company complies with its continuous disclosure obligations.</li> </ul> <p>The Board has designated the Company Secretary as the person primarily responsible for ensuring that the Continuous Disclosure Policy is implemented, and that all relevant information is disclosed as required.</p> <p>In accordance with the Company's Continuous Disclosure Policy, all information provided to ASX for release to the market is also posted to the Company's website.</p>
<b>Recommendation 5.2</b>		
A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	<p>Under the Company's Continuous Disclosure Policy, all members of the Board will receive material market announcements promptly after they have been made.</p>



Recommendations	Comply	Explanation
<b>Recommendation 5.3</b>		
A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	The Board has appointed the Company Secretary as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX, subject to prior review and approval of all announcements by the Directors. The Company Secretary ensures any substantive presentations are released to the ASX Market Announcements Platform ahead of the presentation and in accordance with the Continuous Disclosure Policy of the Company, a copy of which is available on the Company's website.
<b>Principle 6: Respect the rights of security holders</b>		
<b>Recommendation 6.1</b>		
A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about the Company and its governance is available in the Corporate Governance Statement which can be found on the Company's website.
<b>Recommendation 6.2</b>		
A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Policy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website.
<b>Recommendation 6.3</b>		
A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting. Refer to the Company's Shareholder Communications Policy available on the Company's website.
<b>Recommendation 6.4</b>		
A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company ensures that all substantive resolutions at a meeting of security holders are decided by poll rather than by a show of hands.
<b>Recommendation 6.5</b>		
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Shareholder Communication Plan provides that, through the Company's share registry, all shareholders are given the option to receive communications from the Company electronically.  Shareholder queries should be referred to the Company Secretary at first instance.
<b>Principle 7: Recognise and manage risk</b>		
<b>Recommendation 7.1</b>		
The Board of a listed entity should: (a) have a committee or committees to oversee risk, each of which:	Yes (b)	The Company does not have a Risk Management Committee as the Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify having a separate risk committee.



Recommendations	Comply	Explanation
<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>		<p>The Board is ultimately responsible for risk oversight and risk management in accordance with the Company's Risk Management Policy and Audit and Risk Committee Charter. Discussions on the recognition and management of risks are considered by the Board.</p> <p>In conjunction with the other corporate governance policies, the Company has adopted a Risk Management Policy designed to assist the Company to identify, assess, monitor and manage its business risk, including any material changes to its risk profile. The Board devotes time during Board meetings to ensuring that the Company maintains effective risk management and internal control systems and processes.</p>
<b>Recommendation 7.2</b>		
<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 that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.</p> <p>The Company's Risk Management Policy requires the Company to disclose at least annually whether such a review of the Company's risk management framework has taken place.</p> <p>A review of the Company's risk management framework took place during the reporting period.</p>
<b>Recommendation 7.3</b>		
<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 governance, risk management and internal control processes.</p>	Yes	<p>The Company will not have an internal audit function until the Company's operations are of a sufficient number and magnitude to be of benefit to the Company.</p> <p>In conjunction with the other corporate governance policies, the Company has adopted an Audit and Risk Committee Charter and Risk Management Policy which are designed to assist the Company to identify, assess, monitor and manage its business risk, including any material changes to its risk profile. The Board devotes time during Board meetings to ensuring that the Company maintains effective risk management and internal control systems and processes.</p>
<b>Recommendation 7.4</b>		
<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Company identifies and manages material exposure to environmental and social risks in a manner consistent with its Risk Management Policy, which is available on the Company's website, <a href="http://www.midasminerals.com">www.midasminerals.com</a>.</p> <p>As a metals exploration company, the Company faces inherent risks in its activities, including environmental and social risks, which may materially impact the Company's ability to create or preserve value for security holders over the short, medium or long term. A summary of the Company's material business risks is set out in the 2022 Annual Report.</p>



Recommendations	Comply	Explanation
		The Company has, and continues to, undertake various organisation wide risk reviews to identify potential business risks. The effectiveness of the controls in place to address each risk is reviewed on a regular basis and, where the residual risk is considered outside of acceptable limits, further controls and risk mitigation measures are developed and implemented.
<b>Principle 8: Remunerate fairly and responsibly</b>		
<b>Recommendation 8.1</b>		
<p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ul> <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>	Yes (b)	<p>Refer to the Company's Remuneration and Nomination Committee which is available on the Company's website.</p> <p>The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify having a separate remuneration committee.</p> <p>The Board as a whole performs the function of the Remuneration Committee which includes setting the Company's remuneration structure, determining eligibilities to incentive schemes, assessing performance and remuneration of senior management and determining the remuneration and incentives of the Board.</p> <p>The Board may obtain external advice from independent consultants in determining the Company's remuneration practices, including remuneration levels, where considered appropriate.</p>
<b>Recommendation 8.2</b>		
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.	Yes	<p>The Company's policies and practices regarding the remuneration of Directors and senior executives are set out in the Board Charter and Remuneration and Nomination Committee Charter.</p> <p>Non-Executive Directors are paid a fixed annual fee for their service to the Company as Non-Executive Directors. Executive Directors of the Company typically receive remuneration comprising a base salary component and equity-based remuneration incentive. Directors and senior executives are entitled to participate in the Company's equity-based incentive plan, having regard to their role, experience, and contribution to the Company.</p> <p>The remuneration paid to Directors and senior executives in respect of the 2022 year is disclosed in the remuneration report contained in the Company's Annual Report.</p>
<b>Recommendation 8.3</b>		
<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</p>	Yes	<p>The Company has an equity-based remuneration scheme. The Company has adopted a Securities Trading Policy which provides that participants must not engage in hedging arrangements, deal in derivatives, or enter into other</p>



Recommendations	Comply	Explanation
through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.		arrangements which vary economic risk related to the Company's securities.  The Company's Securities Trading Policy is available on the Company's website, <a href="http://www.midasminerals.com">www.midasminerals.com</a> .



## ANNEXURE A: BOARD SKILLS MATRIX

Board members were asked to reflect on and rate their level of experience in each skill area as:

Skills and Experience Key	
5 =	Very experienced
4 =	Experienced
3 =	Sufficient
2 =	Limited experience
1 =	No experience

Skills and Experience	Importance	Current outcomes
<b>Operational Management</b> Operational management experience as either a director or executive in mining exploration and development.	A Director or Senior Executive with operational management experience, ideally of a mining exploration and development company, will assist with contract negotiations, project management, financial planning and risk management strategies, leadership and organisational planning.	
<b>Exploration and Geology</b> Direct experience in the operational and technical aspects of exploration programs and project development.	Experience as a director or executive with value-add exploration programs, resources and reserves development, and development of mining operations, is important to assist the Board with exploration planning and strategy.	
<b>Mining Engineering</b> Been a former or current mining executive with exposure to mining and associated engineering challenges	As Midas Minerals transitions from explorer to project developer, a director's understanding and appreciation of mining engineering, design, method and risk will be an essential component to ensure the Company's operational and financial success.	
<b>Project Delivery</b> Been a former or current mining executive with project delivery experience.	Experience overseeing the execution of mining exploration projects and a strong understanding of the complexities of project management and delivery will ensure outcomes adhere with the Company's strategic direction, mitigating exposure to risk and executing projects on time, on budget and in line with industry best practice standards.	
<b>Finance</b> Former or current CFO role, or professional experience in corporate finance, financial accounting, reporting and treasury.	Financial acumen, demonstrated by a director's experience in financial accounting and reporting, corporate finance and internal financial controls, provides the director with the tools to interpret financial performance, contribute to financial planning, oversee budgets and funding arrangements, apply discipline in costs control, and rigour in risk identification and mitigation.	
<b>Corporate Governance</b> A director or senior executive with experience sitting on or interacting directly with a Board and dealing with all areas of corporate governance.	A director or executive's ability to implement high standards of governance, protect the interests of shareholders, improve Board effectiveness, and manage risk, will ensure Midas Minerals operates effectively, transparently, and in the best interests of its stakeholders.	
<b>Equity Capital Markets</b> Experience with capital management strategies and fundraisings (including debt financing and capital raisings).	Relevant experience in capital management strategies informs the Board as to complex financial, regulatory and operational issues.	





Skills and Experience	Importance	Current outcomes
<b>Legal</b> Knowledge of relevant laws and regulatory frameworks, and an ability to identify and oversee the Company's management of its legal and contractual obligations and compliance management.	A director's relevant legal knowledge, experience in managing compliance and navigating ASX rules and regulations, will assist in ensuring Company compliance with laws and regulations applicable to listed resources entities, including financial and corporate business activities. Such experience also contributes to the Board's understanding of the role of directors and the Board's legal responsibilities.	
<b>Commercial Negotiation</b> Experience with negotiating contracts, and assessing capital projects, investments and merger and acquisition opportunities and joint ventures, and their financing and performance.	Relevant experience in identifying and facilitating opportunities, negotiating contracts, and assessing and implementing mergers, acquisitions and joint venture transactions, will inform the Board of complex financial, regulatory and operational issues.	
<b>International Jurisdiction Experience</b> Director or Executive experience working in a foreign jurisdiction or sitting on the Board of a global company.	A Director with experience in international jurisdictions (preferably Canada) can provide guidance to the Company on matters including: knowledge of local laws and regulations, cultural understanding, strategic insights, access to local networks and other matters that arise when doing business in foreign countries.	
<b>Health, Safety, Environment and Community (HSEC)</b> Experience in integrating HSEC principles into decision making and proactive identification and prevention of HSEC risk.	Experience of a director related to workplace environmental compliance, and community relations and governance affairs, is integral to the critical evaluation of frameworks and processes designed to ensure that all regulatory obligations are met and Midas Minerals' social licence to operate in the communities in which it operates, is earned and further developed.	