

# CORPORATE GOVERNANCE STATEMENT

The Board and Management is responsible for the corporate governance of the Company and has adopted a manual of corporate governance policies and procedures based on control systems and accountability. A summary of the Company's corporate governance policies and procedures is included in this Statement. The Company's corporate governance policies and procedures are in line with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition). The Company has followed the Principles and Recommendations where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where, after due consideration by the Board, the Company's corporate governance practices depart from the ASX Corporate Governance Principles and Recommendations, the Board has fully disclosed the departure and the reason for the adoption of its own practice, in compliance with the "if not, why not" exception reporting regime.

Other information about the Company's Corporate Governance practices as adopted by the Board and which are continually reviewed to ensure they remain consistent with the needs of the company are set out on the Company's website at <http://northernminerals.com.au/corporate/policies-and-charters/policies/1-corporate-governance-statement/>.

This statement was reviewed and approved by the board on 20 October 2021.

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<b><i>Principle 1: Lay solid foundations for management and oversight</i></b>		
<p><b>Recommendation 1.1</b> 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 Board has adopted a formal Board Charter that details the functions and responsibilities of the Board and management.</p> <p>The Board is responsible for the strategic direction of the Company, establishing goals for management and monitoring the achievement of these goals, monitoring the overall corporate governance of the Company.</p> <p>The key responsibilities of the Board are to:</p> <ul style="list-style-type: none"> <li>• appoint and review the performance of the Chairman and management;</li> <li>• develop and approve, with management, strategy, planning, exploration programs and major capital expenditure;</li> <li>• arrange for effective budgeting and financial supervision;</li> <li>• ensure that appropriate audit arrangements are in place;</li> <li>• ensure that the effective and appropriate reporting systems in place will, in particular, assure the Board that proper financial, operational, compliance and risk management controls function adequately and report to shareholders.</li> </ul>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
		<p>Management is responsible for implementing the Company's strategies, the management and protection of its resources and day-to-day communication with its shareholders, all in accordance with the policies, systems and procedures approved by the Board.</p> <p>These policies are set out in the Board Charter which is posted on the Company's website.</p>
<p><b>Recommendation 1.2</b> A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; 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>	<p>Yes</p>	<p>The Company's Nomination Committee Charter covers the process of periodically reviewing the structure and balance of the Board and making recommendations regarding appointments, retirement and terms of officers.</p> <p>Directors are appointed based on the specific governance skills required by the Company. The Company's current directors have relevant experience in either the operations and/or accounting and financial management and relevant business experience.</p> <p>Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a director of the Company as specified in their written contracts.</p> <p>The Board must identify and recommend candidates only after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience. Consideration is also given to the balance of independent directors.</p> <p>Prior to election as a director for the first time, appropriate checks are conducted into the candidates background and experience including if they will qualify as an independent director, taking into account details of any position, interest or relationship that might influence, or reasonably be perceived to influence their capacity to be independent.</p> <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 Notice of Meeting and explanatory statement for the relevant meeting of shareholders which addresses the election or re-election of a director.</p> <p>These policies are set out in the Nomination and Committee Charter which is posted on the Company's website.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 1.3</b> A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	The Company has written agreements in place with all directors and senior executives setting out the terms of their appointment.
<p><b>Recommendation 1.4</b> 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	The Company Secretary is responsible for ensuring Board procedures are complied with and that governance matters are addressed. All directors have direct access to the company secretary who is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.
<p><b>Recommendation 1.5</b> A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(i) the measurable objectives set for that period to achieve gender diversity;</li> <li>(ii) the entity's progress in achieving them; and</li> <li>(iii) either: <ul style="list-style-type: none"> <li>(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 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</li> </ul> </li> </ul> </li> </ul>	No	<p>The Board has not adopted a formal diversity policy given the present size of the Company and has therefore no measurable objectives for achieving gender diversity. The Board will be reviewing this throughout the next reporting period and a formal policy will be considered.</p> <p>It is noted that the Company recognises and respects the value of diversity at all levels of the organisation and the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention, accessing different perspectives and ideas, and benefitting from all available talent.</p> <p>Northern Minerals has at date of this report 59 employees, of which 9 are women (15%) There are 2 women in a senior executive position. (40%). There are no women on the Board.</p> <p>The Company recognises that diversity extends to matters of age, disability, ethnicity, religious and cultural backgrounds and sexual orientation. The Company seeks to identify suitable candidates from a diverse pool.</p> <p>The Company is not a "relevant employer" under the Workplace Gender Equality Act.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 1.6</b> 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 was undertaken in accordance with that process or in respect of that period</p>	Yes	<p>The Board has adopted a self-evaluation process to measure its performance each year as well as the Chairman reviewing the individual performance of each Board member. This process includes a review of the composition, performance, effectiveness and skills mix of the directors of the Company.</p> <p>Given the small size of the Board, the Chairman maintained open communication with all Board members and senior executives throughout the year. The Chairman was responsible for evaluation of the Board and its members on an informal and as required basis throughout the financial year. Whilst no formal performance evaluations in respect of the Board and individual directors was undertaken during the past financial year, the performance of the Board and the directors was regularly assessed by the Chairman and appropriate feedback provided where required.</p> <p>A full independent review of the Board is currently being undertaken and the Company will act on any recommendations or findings as to improving the Board performance.</p>
<p><b>Recommendation 1.7</b> 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 or in respect of that period.</p>	Yes	<p>Arrangements put in place by the Board to monitor the performance of the Company's executives include:</p> <ul style="list-style-type: none"> <li>- Annual performance evaluations carried out by the CEO against an established set of performance targets.</li> <li>- Executive performance evaluation report prepared by the CEO and provided to the Board as a basis for making recommendations to the Board in relation to remuneration levels of executives.</li> <li>- CEO performance evaluation undertaken by the Chairman.</li> </ul> <p>During the reporting period the performance evaluations for the senior executives has taken place in accordance with the disclosed process. Additionally during the reporting period a 360 review was undertaken on the executive team, including the CEO via an external consultant.</p> <p>The performance of senior executives was regularly assessed on an informal basis throughout the year and feedback provided where required. As well as the formal annual performance evaluations undertaken in the current reporting period.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION															
<b>Principle 2 Structure the Board to be effective and add value</b>																	
<p><b>Recommendation 2.1</b> The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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> <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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively</p>	No	<p>A Nomination Committee had been established by the Board and comprised Adrian Griffin and Colin McCavana until Mr Griffin's resignation on 24 November 2020. For the remainder of the reporting period the whole Board have taken on the function of the Nomination Committee.</p> <p>To assist the Board to fulfil its function as the nomination committee, the Board has adopted a Nomination and Committee Charter. The number of committee meetings held and attended in the period are disclosed in the Directors Report of the annual financial statements.</p> <p>The Board have not met on a formal basis as the nomination committee during the reporting period.</p> <p>The Nomination and Committee Charter is available on the Company's website and covers the primary functions the Board undertakes in this capacity.</p>															
<p><b>Recommendation 2.2</b> A listed entity should have and disclose a board skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership</p>	No	<p>A Board skills matrix setting out the mix of skills and diversity that the Board currently has, or is looking to achieve, has not been formalised. The Board will periodically assess the skills required to discharge the Board's duties, having regard to the strategic direction of the Company, and report on that assessment.</p> <p>The directors of the Board collectively have a combination of skills, knowledge and experience necessary to direct the Company as disclosed in the Directors' Report.</p>															
<p><b>Recommendation 2.3</b> 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 the date of this report, the Board consisted of:</p> <table border="1" data-bbox="1265 1257 2116 1444"> <thead> <tr> <th>Name</th> <th>Role</th> <th>Independent</th> </tr> </thead> <tbody> <tr> <td>Colin McCavana</td> <td>Non-executive Chairman</td> <td>Yes</td> </tr> <tr> <td>Ming Lu</td> <td>Non-executive Director</td> <td>Yes</td> </tr> <tr> <td>Liangbing Yu</td> <td>Non-executive Director</td> <td>Yes</td> </tr> <tr> <td>Bin Cai</td> <td>Non-executive Director</td> <td>No</td> </tr> </tbody> </table> <ul style="list-style-type: none"> <li>• Colin McCavana was appointed 22 June 2006.</li> <li>• Ming Lu was appointed 24 October 2018.</li> </ul>	Name	Role	Independent	Colin McCavana	Non-executive Chairman	Yes	Ming Lu	Non-executive Director	Yes	Liangbing Yu	Non-executive Director	Yes	Bin Cai	Non-executive Director	No
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Colin McCavana	Non-executive Chairman	Yes															
Ming Lu	Non-executive Director	Yes															
Liangbing Yu	Non-executive Director	Yes															
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		<ul style="list-style-type: none"> <li>• Liangbing Yu was appointed 24 November 2020.</li> <li>• Bin Cai was appointed 27 July 2021, served as an alternate director since 29 August 2013.</li> </ul> <p>In considering the independence of directors, the Board refers to the criteria for independence as set out in Box 2.3 of the ASX Principles and Recommendations (Factors relevant to assessing the independence of a director). The factors relevant to assessing the independence of a director are assessed on a case-by-case basis, taking into account the relevant director's specific circumstances, rather than referring to a general materiality threshold.</p> <p>Bin Cai is not considered an independent director due to the fact he has been an executive of the Company until appointment as a non-executive director.</p> <p>Colin McCavana is considered an independent director despite serving on the Board since inception of the Company. The Board forms the opinion that the interest, position and relationship does not interfere with Colin McCavanas capacity to bring independent judgement to Board decisions or acting in the best interests of the Company.</p> <p>In addition the Board considers that non- executive directors are still considered independent despite receiving performance based remuneration in the way of performance rights.</p> <p>While some corporate governance bodies suggest that non-executive director remuneration should not be linked to performance, in the circumstances of the Company and its current stage of operations, the Board considers that it is appropriate to adequately incentivise and reward non-executive directors (including as an attraction and retention tool) based on performance and achievement of key milestones. The Board is of the view that having Performance Rights vesting linked to performance conditions will not compromise the Board's objectivity and independence and all decisions will continue to be made solely in the interests of the Company and all Shareholders.</p>
<b>Recommendation 2.4</b> A majority of the board of a listed entity should be independent directors	Yes	The Company's Board Charter sets out the composition of the Board to include a majority of non-executive independent directors.

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		<p>As noted in recommendation 2.3 a majority of directors of the Board are independent.</p> <p>The Board has been structured based on the need to effectively discharge its responsibilities and duties, given the current scale of the Company's operations. Each director has the relevant experience and specific expertise relevant to the Company's business and level of operations. The Company considers that the non-independent directors possess the skills and experience suitable for building the Company. The Board monitors its composition as the Company's operations evolve and may appoint independent directors as it deems appropriate.</p> <p>The Company's Board Charter can be found on the Company's website.</p>
<p><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.</p>	Yes	<p>The position of Chairman is occupied by Colin McCavana who is considered an independent director.</p> <p>The roles of Chairman and the CEO are carried out by different persons, namely Colin McCavana and Mark Tory respectively. During 2020 the Managing Director/CEO resigned and Colin McCavana temporarily assumed the role of Executive Chairman while the Company ran the process to evaluate internal and external candidates to fill the vacancy. This period of care-taking occurred from 5 June 2020 to 29 July 2020. The Board considers that this did not affect the independence of the Chairman.</p>
<p><b>Recommendation 2.6</b> A listed entity should have a program for inducting new directors and 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</p>	Yes	<p>All new non-executive directors are required to sign and return a letter of appointment which sets out the key terms and conditions of their appointment. All new directors are provided with a detailed induction manual.</p> <p>All directors are expected to maintain the skills required to discharge their obligations to the Company. The Nomination and Committee Charter states the Nomination Committee will assess and make recommendations to the Chairman of the Board on means by which skill levels of existing non-executive directors can be enhanced.</p>
<p><b><i>Principle 3: Instill a culture of acting lawfully, ethically &amp; responsibly</i></b></p>		
<p><b>Recommendation 3.1</b> A listed entity should articulate and disclose its values</p>	Yes	<p>The Company's 'SPIRIT' framework is disclosed in the Annual Report.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 3.2</b> 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>	<p>Yes</p>	<p>Northern Minerals is committed to the highest standards of ethical business conduct. As part of that commitment, Northern Minerals established a Code of Conduct to guide executives, management and staff in carrying out their duties and responsibilities. The Code is subject to ongoing review to ensure that Northern Minerals' standards of behaviour and corporate culture reflect best practice in Corporate Governance.</p> <p>Northern Minerals also has a number of specific policies that underpin the Code of Conduct and elaborate on various legal and ethical issues. These policies are designed to foster and maintain ethical business conduct within Northern Minerals, and govern such things as workplace and human resources practices, handling of confidential information, insider trading, risk management and legal compliance.</p> <p>In addition, the Board has guidelines dealing with disclosure of interests by directors in participating and voting at Board meetings where any such interests are discussed. In accordance with the Corporations Act, any director with a material personal interest in a matter being considered by the Board must not be present when the matter is being considered, and may not vote on the matter.</p> <p>The Company's Code of Conduct is available on the Company's website.</p>
<p><b>Recommendation 3.3</b> 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>	<p>Yes</p>	<p>The Company has a formal Whistleblowing Policy that applies to all Company directors, senior executives and employees, as well as all contractors and suppliers.</p> <p>The policy outlines all unacceptable conduct it considers to fall under the policy, and how to report any concerns.</p> <p>The Company has appointed a Whistleblower Officer who reports directly to the Chairman of the Board.</p> <p>The Whistleblower Officer has direct, unfettered access to independent financial, legal and operational advice as required for the purposes of effectively carrying out the role.</p> <p>The Company's Whistleblowing Policy is available on the Company's website.</p>

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<p><b>Recommendation 3.4</b> A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</li> </ul>	Yes	The Company has a Code of Conduct which covers extortion and bribery as noted in recommendation 3.2 above.
<p><b>Principle 4: Safeguard the integrity of corporate reports</b></p>		
<p><b>Recommendation 4.1</b> The board of a listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have an audit committee which: <ul style="list-style-type: none"> <li>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, who is not the chair of the board,</li> </ul> and disclose: <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> <li>(iv) the relevant qualifications and experience of the members of the committee; and</li> <li>(v) 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> </ul> </li> <li>(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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</li> </ul>	No	<p>A separate audit committee has not been formed.</p> <p>The Board considers that the Company is not currently of a size, or its affairs of such complexity, that the formation of a separate committee is justified at this time. The responsibility of an audit committee, including reviewing the integrity of the Company's financial reporting and overseeing the independence of the external auditors is carried out by all members of the Board.</p> <p>Any appointment of a new external auditor made by the Board must be ratified by shareholders at the next annual general meeting of the Company. Proposed external auditors must be able to demonstrate complete independence from the Company and maintain independence throughout the engagement period. The external auditor must have arrangements in place for the rotation of the lead audit engagement partner on a regular basis. Other than these mandatory criteria, the Board may select an external auditor based on other criteria relevant to the Company such as references, cost and any other matters deemed relevant by the Board.</p> <p>The Board as a whole met as the Audit Committee twice during the year and all Board members were in attendance with the exception of Ms Wang, whose alternate was in attendance. To assist the Board to fulfil its function as the Audit Committee, the Company has adopted an Audit and Compliance Committee Charter which describes the role, functions and responsibilities of the Audit Committee.</p> <p>All board members have a strong financial and commercial background with the relevant qualifications to make valid judgements of the financial performance of the Company.</p> <p>The Board considers that, at this stage, no efficiencies or other benefits would be gained by establishing a separate audit committee.</p>

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<p><b>Recommendation 4.2</b> 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, 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	The Board has received assurance in writing from Mr Tory – in his capacity as Chief Executive Officer and jointly as Chief Financial Officer, in accordance with section 295A of the Corporations Act 2001 for each financial report and assures 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 reporting risks.
<p><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.</p>	Yes	<p>The Board carries out the following processes to verify and safeguard the integrity of its periodic corporate reporting that is not audited or reviewed by an external auditor:</p> <ul style="list-style-type: none"> <li>• regular review of financial reports.</li> <li>• CEO signoff on quarterly reports that are not externally audited.</li> <li>• Board approval of all quarterly reports.</li> </ul>
<p><b>Principle 5: Make timely and balanced disclosure</b></p>		
<p><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</p>	Yes	<p>The Company has a Continuous Disclosure Policy to ensure it complies with continuous disclosure requirements arising from legislation and the Listing Rules of the ASX. Procedures are in place to ensure that price sensitive information is reported to the ASX in accordance with the continuous disclosure requirements. The policy also ensures protection of confidential information from unauthorised disclosure, identifying price sensitive information and reporting it to those responsible, and ensuring that the Company and individual officers do not contravene legislation and the Listing Rules. The Board has nominated the CEO and the Company Secretary as being responsible for all matters relating to disclosure.</p> <p>The Company's Continuous Disclosure Policy is available on the Company's website.</p>
<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.</p>	Yes	The Board approve all material market announcements prior to being released on the ASX Market Announcements Platform. The Board are included on the announcement distribution list.
<p><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</p>	Yes	Presentations are released on the ASX Market Announcements Platform ahead of the presentation being given.

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<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	The Board aims to ensure that the Company's shareholders are informed of all major developments affecting the Company's state of affairs.  The Company keeps investors informed through its website <a href="http://www.northernminerals.com.au">www.northernminerals.com.au</a> , 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 report, half-yearly and quarterly reports, ASX announcements, presentations and key media coverage.
<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 established a formal shareholder communication strategy and actively communicates with its shareholders in order to identify their expectations, and actively promotes shareholder involvement in the Company.  The Company also makes available a telephone number and email address for shareholders to make enquiries of the Company.  The Company's Shareholder Communications Policy 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	The Company considers general meetings to be an effective means to communicate with shareholders and encourage shareholders to attend the meeting. Information is included within the notice of meeting sent to shareholders.  The Company also makes available a telephone number and email address for shareholders to make enquiries of the Company.
<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	All resolutions, including any resolutions that relate to ASX listing rules at a meeting of security holders are decided by a poll. The company's share registry attend all security holder meetings and facilitate polls held.
<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	Shareholders are regularly given the opportunity to receive communications electronically.

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
		<p>The Company also makes available a telephone number and email address for shareholders to make enquiries of the Company and encourages shareholders to register for automatic email updates of significant developments in the Company's affairs as outlined in the Shareholder Communications Policy.</p> <p>The Company's share registrar Automic Group Pty Ltd encourage electronic communications where possible and provide details to shareholders on how to register for electronic communications.</p>
<b>Principle 7: Recognise and manage risk</b>		
<p><b>Recommendation 7.1</b> 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"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, and disclose:</li> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> </ul> <p>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 above, disclose that fact and the process it employs for overseeing the entity's risk management framework</p>	No	<p>The Company has not formed a separate Risk Committee.</p> <p>Northern Minerals has developed a framework for a risk management policy and internal compliance and control system that covers the organisational, financial and operational aspects of the Company's affairs. The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management, and management are required to regularly report back to the Board. This involves the tabling of a risk register which is monitored and updated by management periodically. The CEO is responsible for ensuring the maintenance of, and compliance with, appropriate systems. The Board adopts practices to identify significant areas of risk and to effectively manage those risks in accordance with the consolidated entity's risk profile. Where appropriate the Board draws on the expertise of appropriate external consultants to assist in dealing with or mitigating risk.</p> <p>The Company's Risk Management Policy and Internal Compliance and Control System is available on the Company's website.</p>
<p><b>Recommendation 7.2</b> 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 Board regularly reviews the Company's risk management framework. Under the framework, the Board delegates day-to-day management of risk to the CEO, who is responsible for identifying, assessing, monitoring and managing risks. The Company also undertakes an annual review of operations to update its risk profile, which normally occurs in conjunction with the strategic planning process.</p> <p>Risk identification and risk management discussions occurred at several Board meetings throughout the year but a full annual review has not taken place.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 7.3</b> 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>	No	<p>The Company does not have a specific internal audit role within the organisation.</p> <p>Given the size of the Company and the resources available, the Board relies on its risk management policy and internal compliance and control system to review the risk management processes that are proposed and implemented by management. All members of the Board are experienced in the management of companies and have regular contact with management through monthly financial and operational reporting and Board meetings.</p>
<p><b>Recommendation 7.4</b> A listed entity should disclose whether it has any material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks</p>	No	<p>The Company identifies and manages material exposures to economic, environmental and social sustainability risks in a manner consistent with its Risk Management Policy. Sustainability risk of the business is monitored regularly with various key performance indicators used to make this assessment. The reporting on economic, environmental and social sustainability is addressed informally through management reporting but it is not addressed in the Company's annual report or other public announcements other than those as part of its continuous disclosure requirements on the ASX. The Board believes that the disclosure of these risks through management's regular reporting is sufficient to monitor and manage risk.</p> <p>The Company's Risk Management Policy is available on the Company's website.</p>
<p><b>Principle 8: Remunerate fairly and responsibly</b></p>		
<p><b>Recommendation 8.1</b> The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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> <p>(b) if it does not have a remuneration committee, disclose that fact</p>	No	<p>The Company had established a remuneration committee. The committee comprised two independent directors, being Messrs Colin McCavana and Adrian Griffin until Mr Griffin's resignation on 24 November 2020. For the remainder of the reporting period the whole Board has undertaken the function of the Remuneration Committee.</p> <p>To assist the Board to fulfil its function as the remuneration committee, the Board has adopted a Remuneration Committee Charter. The number of committee meetings held and attended in the period are disclosed in the Directors Report of the annual financial statements.</p> <p>The Remuneration Committee Charter is available on the Company's website.</p>

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<p>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>		<p>The Board considers that the Company is not currently of a size, or its affairs of such complexity, that the formation of a committee is justified at this time. As the size and composition of the Board evolves and the Company develops, the Company will consider the appropriateness of the composition of the remuneration committee.</p> <p>The Board deals with any conflicts of interest that may occur when convening in the capacity of the Remuneration Committee by ensuring that the director or CEO with conflicting interests is not party to the relevant discussions.</p> <p>To assist directors with independent judgement , it is the Board's policy that if a director considers it necessary to obtain independent professional advice to properly discharge the responsibility of their office as a director then, with Chair approval, the Company will pay reasonable expenses with obtaining such advice.</p>
<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.</p>	Yes	<p>The policies adopted by the Company are set out in the audited Remuneration Report in the Directors' Report. The Board has not had an operating remuneration committee for the full reporting period, but has adopted a Remuneration Committee Charter under which the Board operates. Appropriate remuneration policies are developed and approved by the Board each year to reflect the Company's plans for growth.</p> <p>In accordance with the Remuneration Committee Charter, non-executive directors are to be paid their fees out of the maximum aggregate amount approved by shareholders for the remuneration of non-executive directors. The latest determination was on 22 July 2021 when shareholders approved an aggregate remuneration of \$800,000 per year.</p> <p>The Company's Remuneration Committee Charter is available on the Company's website.</p>
<p><b>Recommendation 8.3</b> 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>The Trading Policy adopted by the Board prohibits trading in shares by a director, officer or employee during certain closed periods ( in particular, prior to and after the release of Appendix 5B and Activities Reports, the half-year financial report and the full year annual financial report; and other such periods as may be determined by the Chairman and CEO.</p> <p>Outside of these closed periods, directors, officers or employees who wish to trade in Northern Minerals securities must get approval:</p>



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		<p>(a) in the case of directors, by the Chairman and CEO;</p> <p>(b) in the case of the Chairman, by the CEO and an independent director; and</p> <p>(c) in the case of employees and consultants, by the CEO.</p> <p>In addition, directors are obliged to inform the Company Secretary of any dealing in Company's securities in the form required by the Corporations Act.</p> <p>The Policy for Trading in Company Shares by Directors and Employees is available on the Company's website.</p> <p>Executives and non-executive directors are prohibited from entering into transactions or arrangements, which limit the economic risk of participating in unvested entitlements.</p>
<b><i>Additional recommendations</i></b>		
<b>Recommendation 9.1</b> A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	All Board members are fluent in English and understand and can discharge their obligations sufficiently.