Corporate Governance Statement

Navarre Minerals Limited

For the year ended 30 June 2017

Introduction

The Board of Navarre Minerals Limited (**Navarre** or the **Company**) is committed to conducting the business of Navarre and entities it controls both ethically and in accordance with principles of good corporate governance. The Board recognises the importance of the eight core principles contained in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd Edition, released in March 2014) ("ASX Principles").

The Company's practices are largely consistent with the ASX Principles. The Board considers that the implementation of a small number of ASX Principles is not appropriate, for the reasons set out below in relation to the items concerned. The Board uses its best endeavours to ensure that exceptions to the ASX Principles do not have a negative impact on the Company and the best interests of shareholders as a whole.

As required by the ASX Listing Rules, this Corporate Governance Statement (CGS) discloses the extent to which Navarre has followed the ASX Principles during the financial year ended 30 June 2017, as summarised below.

Navarre has also prepared an "ASX Appendix 4G – Key to Disclosures", which reports on the Company's compliance with each of the ASX Principles. This has been lodged with the CGS on the ASX and may be viewed and downloaded from the Company's website.

Additional information about the Company's corporate governance practices and policies is set out on the Company's website at www.navarre.com.au.

The names of the Non-Executive Directors currently in office and their qualifications and experience are stated in the Company's latest Annual Report.

1. Lay solid foundations for management and oversight (ASX Principle 1)

1.1 Board Role and Responsibilities

The Board's primary role is to set the Company's values, direction, strategies and financial objectives and to ensure effective monitoring of corporate performance, capabilities and management of risk consistent with creating shareholder value and maintaining effective corporate governance. The Board is also responsible for the appointment, and for monitoring the performance, of the Managing Director.

The Board operates in accordance with the Company's Constitution and has adopted a Board charter which outlines a framework for the Board's operation, the matters reserved to the Board and the functions delegated to management. The charter is available on the Company's website.

1.2 Management Role and Responsibilities

Responsibility for the operation and administration of the Company and the implementation of the corporate strategy and budgets approved by the Board is formally delegated by the Board to the Managing Director, who is supported by a small team of executives. Usually, the performance of the Managing Director is formally reviewed annually and includes agreement on key performance measures for the following year. In February 2016, the Board considered draft key performance indicators (**KPIs**) for short-term and long-term incentives for the Managing Director for the 2016 calendar year, but in light of the financial position of the Company at that time, no short-term or long-term incentive arrangements were implemented for calendar year 2016. Accordingly, no assessment of the Managing Director's performance against KPIs was conducted during the year ended 30 June 2017. In February 2017, in light of the improved financial position of the Company, the Board

agreed on KPIs for the both short-term and long-term incentives for the Managing Director for calendar year 2017, and the Managing Director's performance against those KPIs will be assessed by the Remuneration & Nomination Committee in early 2018.

Newly appointed executives receive formal employment contracts describing their terms of appointment, duties, rights and responsibilities. The Managing Director generally conducts annual performance reviews for the executives reporting directly to him, but there were no formal reviews conducted in respect of calendar year 2016 following reductions in the executive team.

1.3 Company Secretary

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

2. Structure the Board to add value (ASX Principle 2)

2.1 Board Composition and Expertise

At the date of this report, the Board comprises three non-executive directors (including the Chairman) and one executive director (the Managing Director). The roles of chairperson and managing director are not exercised by the same individual. Details of the current directors of the Company and the period for which each director has held office, are set out in the Directors' Report in the Company's latest Annual Report.

The Board aims to ensure that it has a mix of skills and capabilities among its members, including technical skills, business development experience and financial management experience. The Board considers that the directors collectively bring the range of skills, knowledge and experience necessary to direct the Company. The size and composition of the Board, and its mix of skills and capabilities, is expected to change as the Company evolves.

Details of the skills, experience and expertise of the directors are set out in the Directors' Report in the Company's latest Annual Report.

The following table summarises the experience, skills and qualifications of the non-executive directors serving on the Board at 30 June 2017:

Board skills matrix	
Total non-executive directors	3
Experience	
Successful experience in CEO and/or other senior corporate leadership roles	3
Relevant industry (resources, mining, exploration) experience	3
Directorships of other listed entities (last 3 years)	2
Knowledge and skills	
Strategy	3
Governance	3
Finance and risk	3
Mergers and acquisitions	3
Tertiary qualifications	
Economics, law, commerce and/or business	3
Accounting	1
Geology / engineering	1

2.2 Director Independence

The Board reviews the independence of directors in light of interests disclosed to the Board from time to time and at least once a year. A director is regarded as independent if that director is independent of management

and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgment. When determining the independent status of a director, the Board has regard to the existence of any of the relationships listed in Box 2.3 of the ASX Principles.

Mr John Dorward and Mr Colin Naylor are considered to be independent directors under the guidelines in ASX Principle 2. Mr Kevin Wilson is not regarded as independent under the guidelines in Principle 2, as he is associated directly with a substantial shareholder of the Company. Mr John Dorward previously was also not regarded as independent under the guidelines in Principal 2, as he was an officer of an entity that was a substantial shareholder of the Company until June 2014 (and which continued to hold (directly and indirectly) close to a 5% interest in the Company) and he had provided consulting services to the Company in relation to business development until 2013. Given that more than three years have now elapsed since Mr Dorward was last a substantial shareholder of the Company or provided consulting services to the Company, the Board now considers that Mr Dorward is independent under the guidelines in ASX Principle 2.

Although the Company has two independent non-executive directors, the Company does not meet Recommendation 2.1 of the ASX Principles, insofar as the majority of the board are not independent directors and the chair is not an independent director. Despite this, the Board considers that its composition is appropriate for the size and scale of the Company and its activities, and that the Company benefits from Mr Wilson's long-standing experience in the resources and finance industries. Mr Wilson also considers that he brings quality, independent judgment to bear on all relevant issues falling within the scope of the role of chairman, notwithstanding his substantial interest in shares of the Company.

As the Company evolves, the Board will consider the appointment of additional independent directors when appropriate.

2.3 Remuneration and Nomination Committee

The Board has a Remuneration and Nomination ("R&N") Committee to provide the Board with a regular, structured opportunity to focus on remuneration and nomination issues. Recommendations for nomination of new directors would be considered by the R&N Committee and approved by the Board as a whole.

The role and responsibilities of the Committee are set out in the Committee's Charter, which is available on the Company's website. The Committee is chaired by Mr Kevin Wilson. Given the size of the Board, all members of the Board are members of the R&N Committee. The Directors' Report sets out the attendance of directors at meetings of the R&N Committee.

The structure of the R&N Committee meets Recommendation 2.1 of the ASX Principles insofar as it consists of at least three members. It does not meet Recommendation 2.1 insofar as it does not consist of a majority of independent directors and is not chaired by an independent director. Given the current size of the Company and Board, the Directors consider that the composition of R&N Committee is appropriate to discharge its mandate effectively.

2.4 Retirement and re-election of Directors / appointment of new Directors

The Company's Constitution states that at each annual general meeting, one third of the Company's non-executive directors cease to hold office. Directors who retire as required may offer themselves for re-election by shareholders. Any director appointed to fill a casual vacancy since the date of the previous annual general meeting must also submit themselves to shareholders for election at the next annual general meeting.

The Company will undertake appropriate background checks and screening checks prior to nominating a person for election by shareholders, and will provide to shareholders all material information in its possession concerning a person standing for election or re-election as a director in the explanatory notes accompanying the notice of meeting. New directors will receive a letter of appointment, setting out the terms of their appointment, including their powers, rights and obligations, and will participate in an induction program to assist them to understand Navarre's business and the particular issues it faces.

2.5 Performance Evaluation

The Board undertakes an annual performance evaluation process led by the Chairman. The review process typically involves all directors completing a questionnaire, which allows for additional comments or identification of any issues relating to the Board's or a committee's operation. The results of the review are confidentially summarised and distributed and then discussed with directors at a meeting of the R&N Committee (which includes all directors). The purpose of the review is to assess the strengths and weaknesses of the Board and Committees and to identify areas that might be improved, which are addressed through an action plan. The last annual performance evaluation process was undertaken in September 2016.

2.6 Professional Advice

In accordance with the Board Charter, each director has the right to seek independent professional advice to assist them to carry out their duties as directors, at the expense of the Company, after consultation with the Chairman. No independent professional advice was sought during the financial year.

All directors also have direct access to the management of the Company, including the Company Secretary.

3. Act ethically and responsibly (ASX Principle 3)

3.1 Code of Conduct

The Board has adopted a Code of Conduct that sets the standard of ethical behaviour required of the Company's directors and employees. The Code of Conduct is available on the Company's website. Failure to comply with the Code of Conduct may result in the Board requiring the resignation of any director or employee who breaches the Code.

3.2 Diversity

The Board has also adopted a Diversity Policy, which is available on the Company's website. This policy affirms the Board's commitment to workplace diversity for the Company (including gender diversity). It includes requirements for the Board to establish measureable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.

The Company's objective is to maintain a significant level of female participation in the Company's workforce at all levels, with a particular emphasis on gender diversity in technical roles. Given the size of the Company and the challenges of recruiting appropriately qualified staff in a regional area, the Board considers it unrealistic to commit to a specific level of female participation in the Company's workforce on an ongoing basis. However, the Board supports measures to attract women to the Company, including continuing to offer flexible work arrangements and setting out clear expectations of behaviours for employees that foster a supportive and inclusive work environment.

There are no female members of the Board at the date of this report. If a vacancy arises or the Board is expanded in future, the Board will consider a diverse range of candidates who will be assessed on merit based on their judgment, skills, experience with business and other organisations of a comparable size, the interplay of the candidate's experience with the experience of other Board members and the extent to which the candidate would be a desirable addition to the Board and its committees.

The table below sets out the proportion of women in the Company as at 30 June 2017.

As at 30 June 2017	No. of women in the role	Total number of staff in the role	% women of total staff in role
Non-executive directors	0	3	0%
Senior executives (KMP)	1	2	50%
Senior management (direct report to Managing Director)	2	2	100%
Other	1	3	33%

4. Safeguard integrity in corporate reporting (ASX Principle 4)

4.1 Audit Committee

The Board has an Audit Committee. Its role and responsibilities are set out in its charter, which is posted on the Company's website. The Committee is chaired by Mr Naylor, who is an independent non-executive director with substantial accounting/financial experience. The other committee members are Mr Dorward and Mr Wilson, both non-executive directors with substantial finance and industry experience. The qualifications of Mr Naylor, Mr Dorward and Mr Wilson and their attendance at meetings are described in detail in the Directors' Report. The Audit Committee met four times during the year as stated in the Directors' Report.

The structure of the Audit Committee meets Recommendation 4.1 of the ASX Principles insofar as it has at least three members, all of whom are non-executive directors and a majority of whom are independent directors, and is chaired by an independent chair who is not chair of the Board. Given the current size of the Company and the Board, and the current stage of development and straightforward structure of the Group, the Directors consider that the Audit Committee is of sufficient size and technical expertise to discharge its mandate effectively.

4.2 Management Assurances in relation to Financial Reporting

The Board has received statements in writing from the Managing Director and the Company's Accountant that the declaration provided in accordance with section 295A of the Corporations Act (that the financial records of the Company 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) 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.

The Board considers that it is appropriate for the declaration to be made by the Managing Director and the Accountant, as the function of Chief Financial Officer is performed by the Accountant under the supervision of the Managing Director.

4.3 External Auditor

The Company's independent external auditor is RSM Australia Partners, which was appointed by shareholders at the 2011 Annual General Meeting in accordance with the Corporations Act. The Audit Committee oversees the terms of engagement of the Company's external auditor, including provisions directed at maintaining the independence of the external auditor and in assessing whether the provision of any proposed non-audit services by the external auditor is appropriate. The Company requires the rotation of the external audit engagement partner at least every five years. The external auditor attends the Company's annual general meetings and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's Report.

5. Make timely and balanced disclosure (ASX Principle 5)

5.1 Continuous Disclosure to ASX

The Company has an obligation under the ASX Listing Rules to ensure that all investors have equal and timely access to factual, material information concerning the Company, presented in a clear and balanced way. The Company has a Continuous Disclosure Policy that includes procedures designed to ensure compliance with the ASX Listing Rules' disclosure requirements and to ensure accountability at senior executive level for the compliance. This policy is available on the Company's website.

6. Respect the rights of security holders (ASX Principle 6)

6.1 Shareholder Communication

The Company has a formal policy on shareholder communication, which reflects the Board's objective of maintaining active communication with shareholders as owners of the Company. Mechanisms used by the Company for communicating with shareholders include:

- the Company's annual report, which is distributed to shareholders if they have elected to receive a printed version or is otherwise available for viewing and downloading from the Company's website;
- the Company's quarterly activities reports;
- the Company's half-year financial report;
- the Company's annual general meeting and other general meetings called to obtain shareholder approval for significant corporate actions, as appropriate;
- Company announcements;
- the Company's website; and
- direct email alerts of ASX releases and other information to shareholders and other interested parties who register their email address via the Company's website.

The Company provides information about itself and its governance to investors via its website. The Company posts all shareholder-related information and Company ASX announcements (other than disclosures of a routine compliance nature) on the Company's website in an accessible manner.

Shareholders may send communications to, and receive communications from, the Company and its share registry electronically. The contact email addresses for the Company and its share registry, Boardroom Pty Limited, are info@navarre.com.au and enquiries@boardroomlimited.com.au, respectively.

Shareholders may elect to receive Annual Reports and other shareholder communications electronically by contacting the Company's share registry.

6.2 Shareholder Meetings

The key forum for two-way communication between the Company and its shareholders its annual general meetings. The Board encourages shareholders attending annual and other general meetings to ask questions of the directors regarding the Company's governance and business performance and, at the annual general meetings, of the external auditor regarding the conduct of the audit and the contents of the audit report. Shareholders who are unable to attend the annual or other general meetings may submit questions and comments before the meeting to the Company and/or to the external auditor (in the case of annual general meetings).

In addition, the Company welcomes questions from shareholders at any time and these are answered promptly unless the information requested is market sensitive and not in the public domain.

7. Recognise and manage risk (ASX Principle 7)

The Board defines risk to be any event that, if it occurs, will have a material impact (whether financial or non-financial) on the Company's ability to achieve its objectives. The identification and effective management of risk, including calculated risk taking, is viewed as an essential part of the Company's approach to creating shareholder value.

The key driver of the Company's future prospects is the success of its exploration programs. Therefore, the key risks for the Company include lack of exploration success and/or capital to carry out planned exploration programs. The material risks facing the Company are described further in the Operating and Financial Review in the Company's latest Annual Report.

7.1 Risk Management Roles and Responsibilities

The Board is responsible for overseeing the effectiveness of risk management systems. The Board determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and policy, internal compliance and internal control. Given the size of the Company, the Board considers it appropriate for all Board members to be part of this process and, as such, has not established a separate risk management committee, although the Audit Committee has responsibility for overseeing some aspects of the Company's implementation of its risk management policies (for example, the Company's insurance program).The framework for the Company's approach to risk management is established by the Company's Risk Oversight Policy, which is available on the Company's website. Consistent with this Policy, the Board has established various specific policies and practices designed to identify and manage significant business risks, including:

- detailed monthly financial and operational reporting to the Board;
- approval of budgets;
- policies regarding internal controls and authority levels for expenditure; and
- policies and procedures relating to health, safety and environment.

Day-to-day responsibility for risk oversight and management is delegated to the Managing Director, who is primarily responsible for identifying, monitoring and communicating risk events to the Board and responding to risk events.

Given the size of the Company, the implementation of the policies and practices outlined above and the existence of open channels of communication between the Board and management, the Board does not consider it necessary to have separate, stand-alone risk management and control systems designed by management which are reported to the Board.

The Board monitors, on an ongoing basis, whether the Company is operating within the Board's risk appetite. This is enabled by management's regular formal and informal reports to the Board in relation to material business risks, the Board's familiarity with the Company's operations and the Board's active involvement in determining the Company's strategic direction. The Board last undertook a formal review of the Company's risk management framework during the year ended 30 June 2016. The Board intends to complete another formal review of the Company's risk management framework during the current year.

7.2 Internal Audit

The Company does not have an independent internal audit function. Due to the nature and size of the Company's operations, the expense of an independent internal auditor is not considered to be appropriate.

The Board performs all key elements of an internal audit function, including evaluating and seeking reasonable assurance that risk management, control and governance systems are functioning as intended and will enable the Company's objectives and goals to be met. The Board delegates to the Managing Director the authority to implement any non-strategic amendments to risk management systems as required as a result of changed circumstances, or where the potential for improvement has been identifies, reporting all such matters to the Board for consideration at its next meeting.

8. Remunerate fairly and responsibly (ASX Principle 8)

8.1 Remuneration & Nomination Committee

The Board's R&N Committee is responsible for determining compensation arrangements for directors, including the Managing Director, and reviewing compensation arrangements for senior executives. Details of the role and responsibilities of the Committee are set out in the Committee's Charter, which is available on the Company's website.

Given the size of the Board, all members of the Board are members of the R&N Committee. The Committee is chaired by Mr Kevin Wilson. As a result, the Company does not meet Recommendation 8.1 of the ASX Principles insofar as the R&N Committee is not chaired by an independent chair and does not consist of a majority of independent directors. Nonetheless, the Board considers that the R&N Committee effectively discharges its mandate. Any potential for, or perception of, conflict of interest resulting from the Managing Director's membership of the R&N Committee is addressed by ensuring that the Managing Director withdraws from committee meetings during any discussion of his remuneration arrangements or performance, and takes no part in the discussion or decision-making process in relation to such matters.

The attendance of directors at meetings of the R&N Committee is set out in the Directors' Report in the Company's latest Annual Report.

8.2 Structure of Non-Executive Director Remuneration and Executive Remuneration

The structure of non-executive directors' remuneration is distinguished from that of the Managing Director and senior executives. The R&N Committee assesses the appropriateness of the nature and amount of emoluments on a periodic basis by reference to relevant market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality board and executive team.

The non-executive directors are remunerated by way of fixed annual fees (within the aggregate fee limit approved by shareholders) but may also receive fees for additional services provided to the Company. The non-executive directors do not receive any retirement benefits, other than statutory superannuation. The non-executive directors have previously, with the prior approval of shareholders, received options to subscribe for shares in the Company. For a company of the size and limited cash resources of the Company, the grant of options is a useful tool for attracting and retaining quality non-executive directors without diminishing the Company's cash resources. The Board is aware that the ASX Corporate Governance Council's guidelines do not support the issue of options with performance hurdles attached to non-executive directors as part of their remuneration. As the Company grows and its cash resources increase, the Board will review the practice of issuing options to non-executive directors. The Company has not issued options to the non-executive directors since November 2012, but retains the discretion to do so in the future in appropriate circumstances.

The senior executives of the Company are remunerated by way of a total salary package, including fixed remuneration (including statutory superannuation) and, when appropriate in light of the Company's financial position, performance-based remuneration in the form of cash bonuses linked to clearly specified short-term performance targets. Equity-based remuneration, in the form of options to subscribe for shares in the Company, is also offered in connection with long-term performance objectives appropriate to the Company's circumstances and goals.

In 2015, the Company implemented a range of cost reduction measures to manage its cash position while retaining the ability to undertake further exploration. The Managing Director agreed to a 40% salary reduction, while the Company's non-executive directors agreed to defer payment of directors' fees. In accordance with the Company's remuneration philosophy, it was agreed that the Company may consider issuing equity in the Company, such as shares or share options, in lieu of unpaid directors' fees, subject to shareholder approval. In December 2016, pursuant to the approval of shareholders given at the Company's 2016 Annual General Meeting, the Company issued a total of 4,830,000 fully paid ordinary shares, at a deemed issue price of $0.05 per share, to the non-executive directors in lieu of unpaid directors' fees totalling $219,000 in respect of the period from 1 July 2014 to 30 June 2016. At the same time, the Company issued 1,960,480 fully paid ordinary shares, at a

deemed issue price of $0.05 per share, to the Managing Director in lieu of total fixed remuneration forgone by him totalling $98,024 in respect of the period from 1 July 2015 to 30 June 2016. Following the Company's improved cash position during the year under review, the Managing Director's total fixed remuneration returned to its pre-July 2015 levels with effect from 1 February 2017, and the non-executive directors' fees for the period 1 July 2016 to 30 June 2017 were paid in cash during June 2017.

Further details about the remuneration of the non-executive directors, the Managing Director and other senior executives are set out in the Remuneration Report in the Company's latest Annual Report. The Remuneration Report also outlines the Company's policy of prohibiting key management personnel from hedging remuneration that is unvested or is vested but subject to a holding lock.

Rules 4.7.3 and 4.10.3[1]

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

Name of entity

NAVARRE MINERALS LIMITED

ABN / ARBN

66 125 140 105

Financial year ended:

30 JUNE 2017

Our corporate governance statement[2] for the above period above can be found at:[3]

☐ These pages of our annual report:

☒ This URL on our website: http://www.navarre.com.au/wp-content/uploads/2016/11/Navarre-Corporate-Governance-Statement-30-06-17.pdf

The Corporate Governance Statement is accurate and up to date as at 30 June 2017 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 5/9/2017

Name of Director or Secretary authorising lodgement: JANE NOSWORTHY, COMPANY SECRETARY

[1] Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

[2] "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

[3] Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …[4]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **at Sections 1.1 and 1.2** … and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): ☒ at **www.navarre.com.au/corporate-governance**	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (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.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **at Section 2.4**	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **at Section 2.4**	
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.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **at Section 1.3**	

[4] If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …[4]
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.		☒ an explanation why that is so in our Corporate Governance Statement **at section 3.2** **AND** … the fact that we have a diversity policy that complies with paragraph (a): ☒ in our Corporate Governance Statement **at Section 3.2** … and a copy of our diversity policy or a summary of it: ☒ **at www.navarre.com.au/corporate-governance** … and the information referred to in paragraphs (c)(1) or (2): ☒ in our Corporate Governance Statement **at Section 3.2**
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	… the evaluation process referred to in paragraph (a): ☒ in our Corporate Governance Statement **at Section 2.5** … and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement **at Section 2.5**	
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	… the evaluation process referred to in paragraph (a): ☒ in our Corporate Governance Statement **at Section 2.5**	… and the information referred to in paragraph (b): ☒ an explanation why that is so in our Corporate Governance Statement **at Section 2.5**

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …[4]
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.		☒ an explanation why that is so in our Corporate Governance Statement **at Section 2.3** **AND** … a copy of the charter of the committee: ☒ **at www.navarre.com.au/corporate-governance** … and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement **at Section 2.3** ☒ in **the Directors' Report in the 2017 Annual Report**
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	… our board skills matrix: ☒ in our Corporate Governance Statement **at Section 2.1**	
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (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 (c) the length of service of each director.	… the names of the directors considered by the board to be independent directors: ☒ in our Corporate Governance Statement **at Section 2.2** … and, where applicable, the information referred to in paragraph (b): ☒ in our Corporate Governance Statement **at Section 2.2** … and the length of service of each director: ☒ in **the Directors' Report in the 2017 Annual Report**	

Corporate Governance Council recommendation		**We have followed the recommendation in full for the whole of the period above. We have disclosed …**	**We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …**[4]
2.4	A majority of the board of a listed entity should be independent directors.		☒ an explanation why that is so in our Corporate Governance Statement **at Section 2.2**
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.		☒ an explanation why that is so in our Corporate Governance Statement **at Sections 2.1 and 2.2**
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **at Section 2.4**	
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	… our code of conduct or a summary of it: ☒ at **www.navarre.com.au/corporate-governance**	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …[4]
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.		☒ an explanation why that is so in our Corporate Governance Statement **at Section 4.1** **AND** … and a copy of the charter of the committee: ☒ **at www.navarre.com.au/corporate-governance** … and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement **at section 4.1** ☒ in **the Directors' Report in the 2017 Annual Report**
4.2	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.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **at Section 4.2**	
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **at Section 4.3**	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …[4]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	… our continuous disclosure compliance policy or a summary of it: ☒ at **www.navarre.com.au/corporate-governance**	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	… information about us and our governance on our website: ☒ at **www.navarre.com.au**	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **at Section 6.2**	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	… our policies and processes for facilitating and encouraging participation at meetings of security holders: ☒ in our Corporate Governance Statement **at Section 6.2**	
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **at Section 6.1**	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …[4]
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	[If the entity complies with paragraph (b):] … the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework: ☒ in our Corporate Governance Statement **at Section 7.1**	
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.		☒ an explanation why that is so in our Corporate Governance Statement **at Section 7.1**
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (b):] … the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes: ☒ in our Corporate Governance Statement **at Section 7.2**	

Corporate Governance Council recommendation		**We have followed the recommendation in full for the whole of the period above. We have disclosed …**	**We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …**[4]
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	… whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: ☒ in our Corporate Governance Statement **at Section 7** ☒ in **the Operating and Financial Review in the 2017 Annual Report**	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.		☒ an explanation why that is so in our Corporate Governance Statement **at Section 8.1**
8.2	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.	… separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: ☒ in our Corporate Governance Statement **at Section 8.2**	

Corporate Governance Council recommendation		**We have followed the recommendation in full for the whole of the period above. We have disclosed …**	**We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …**[4]
8.3	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	… our policy on this issue or a summary of it: ☒ in our Corporate Governance Statement **at Section 8.2**	