CORPORATE GOVERNANCE STATEMENT FY2021

Corporate Governance Statement

This Corporate Governance Statement reports the governance processes and procedures in place at RareX Limited (**RareX** or **the Company**) as at 30 June 2021 and has been approved by the board of the Company as at 29 October 2021. This Corporate Governance Statement is also provided on our website, together with copies of our Board and Board Committee Charters and some of the Company's key policies. The ASX Appendix 4G, which is a checklist cross-referencing the fourth edition of the ASX Corporate Governance Principles and Recommendations (ASX Recommendations) to the relevant disclosures in the Corporate Governance Statement and the 2021 Annual Report is also provided on that webpage.

Commitment to Good Governance

The directors of RareX believe that effective corporate governance improves company performance, enhances corporate social responsibility and benefits all stakeholders. Governance practices are not a static set of principles and the company will assess its governance practices on an annual basis. Changes and improvements are made in a substance over form manner, which appropriately reflect the changing circumstances of the company as it grows and evolves. Accordingly, the Board has established a number of practices and policies to ensure that these intentions are met and that all shareholders are fully informed about the affairs of the Company.

ASX Corporate Governance Council's Principles and Recommendations (4th Edition)

RareX reviews all of its corporate governance practices and policies on an annual basis to ensure they are appropriate for the Company's current stage of development. The establishment of the corporate governance practices and policies was made with consideration to the ASX Corporate Governance Council's Principles and Recommendations (fourth edition) (**CGRs**).

PRINCIPLE 1 - LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT BY THE BOARD

Recommendation 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 Board of Directors is collectively responsible for the success of the Company. In order to achieve this objective, the Board must promote and protect the interests of shareholders and other stakeholders. The Board must also ensure that the Company complies with all of its contractual, statutory and legal obligations.

The conduct of the Board, as well as being governed by federal and state legislation, the ASX Listing Rules and the Common Law, is also regulated by the Company's constitution, Code of Conduct and other Company policies.

The roles and responsibilities of the Board and the Senior Management ("Executives") are set out in the Company's Board and Executive Charter, of which a copy is available on the Company's website.

The Board and Executive Charter provides that the Board has the following key responsibilities:

- leading and setting the strategic direction/objectives of the Company;
- appointing the Chairman of the Board;
- appointing, and when necessary replacing, the Managing Director or CEO (collectively referred to as Managing Director);
- approving the appointment, and when necessary replacement, of Executives and the Company Secretary;
- overseeing the Executives' implementation of the Company's strategic objectives and the Executives' performance generally;

- approving operating budgets, major capital expenditure and significant acquisitions and divestitures;
- overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit, satisfying itself financial statements released to the market fairly and accurately reflect the Company's financial position and performance;
- overseeing the Company's processes and procedures for making timely and balanced disclosure of all material information that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- reviewing, ratifying and monitoring the effectiveness of the Company's risk management framework, corporate governance policies and systems designed to ensure legal compliance; and
- approving the Company's remuneration framework.

The Board has delegated responsibility for the day to day management of the Company to the Managing Director. However, the Board remains ultimately responsible for the strategic direction of the Company.

The Board and Executive Charter provides that the Managing Director has the following key responsibilities:

- overseeing the day-to-day operations and administration of the Company;
- leading and supervising the Executives; and
- keeping the Board informed of any material issues or developments within the Company;

The charter also states that the Managing Director receives support from the Executives in respect of:

- implementing the strategic direction/objectives provided by the Board;
- supplying the Board with required information in a timely and clear manner;
- developing control and accountability systems in respect of compliance, risk management and corporate governance;
- operating within the risk appetite set by the Board; and
- maintaining accurate financial and other reports.

Recommendation 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.

As stipulated in the CGRs, background checks are carried out on all new directors prior to their submission to security holders for election. These checks include: gaining character references; confirming the experience and education of the new director; and checking that the new Director has not been bankrupt.

The Company ensures that all material information in its possession relevant to a shareholder's decision whether to elect or re-elect a director, including the information referred to in Recommendation 1.2, is provided to shareholders in the Company's Notice of Meeting.

Recommendation 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

Each director and executive of the Company has an agreement in writing with the Company which sets out the key terms and conditions of their appointment including their duties, rights and responsibilities and (to the extent applicable) the matters referred to in the commentary to Recommendation 1.3.

Recommendation 1.4

The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

The responsibilities of the Company Secretary, who is responsible to the Board through the Chair, are set out in the Board and Executive Charter available on the Company's website.

Recommendation 1.5

A listed entity should:

a) have and disclose a diversity policy;
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
c) disclose in relation to each reporting period:
    1. the measurable objectives set for that period to achieve gender diversity;
    2. the entity's progress towards achieving those objectives; and
    3. either:
        a. 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
        b. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

The Company is committed to workplace diversity through acting in fairness and without prejudice. The Company believes that decision-making is enhanced through diversity and supports and encourages diversity at all levels of the organisation in accordance with the Company's Diversity Policy, a copy of which is located on the Company's website.

Under the principles outlined in the Company's Nomination and Remuneration Committee Charter the Board is responsible for setting measurable objectives for achieving gender diversity and annually reviewing any such objectives and the Company's progress towards achieving them. A copy of the Nomination and Remuneration Committee Charter is available on the Company's website.

Given the size of the Company the Directors do not consider it appropriate to set measurable objectives in relation to diversity. Notwithstanding this the Company strives to provide the best possible opportunities for current and prospective employees of all backgrounds in such a manner that best adds to overall shareholder value and which reflects the values, principles and spirit of the Company's Diversity Policy.

As at 30 June 2021, the Company had one female employee out of a total of six employees, with one woman in a senior management position, being the Company Secretary, and no women on the board.

Recommendation 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
a) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Board and Executive Charter provides that the Board's performance shall be evaluated in such a manner as the Board deems appropriate. A copy of this Charter is available on the Company's website.

Director performance and the performance of the Board as a whole was evaluated during the year. A review was undertaken in February 2021.

Recommendation 1.7

A listed entity should:

a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Company's process for evaluating the performance of the Executives is stated in the Board and Executive Charter, a copy of which is available on the Company's website.

The evaluation is required to include:

- assessment of performance against the requirements of the Board and Executive Charter;
- measurement of performance against previously agreed key performance indicators (**KPIs**); and
- setting new KPIs.

As part of the Board review noted above, this review was undertaken.

PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE

Recommendation 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 attendance 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.

Given the size of the Board it has been decided that there are no efficiencies to be gained from forming a separate nomination committee. The current Board members carry out the roles that would otherwise be undertaken by a nomination committee and each Director excludes himself from matters in which he has a personal interest.

The roles and responsibilities conducted by the full Board 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 include:

- considering the size and composition of the Board;
- assessing and determining the independent status of each Director;
- regularly determine whether each director has enough time to commit to carry out his or her responsibilities;
- implementing a plan for identifying, assessing and enhancing director competencies;
- developing and implementing processes to identify suitable candidates for nomination or appointment to the Board;
- developing and implementing induction procedures for new directors;

- developing, implementing and reviewing the Company's succession plans in place for membership of the Board and the Executives;
- developing and implementing processes for evaluating the performance of the Board and individual directors;

When deciding to appoint a new director or renew an existing director's tenure, the Board takes into account: the number of directors necessary to add value to the Company; the specific skills sets or experience required by the Company at its current stage of growth; the decision-making and judgment skills a director might bring to the Board; and a director's capacity to commit adequate time to the role.

Recommendation 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.

As detailed on the Company website, the Directors are all professionals with a wealth of experience in different areas relevant to the Company's business. RareX is committed to ensuring the Board is comprised of directors who possess the appropriate mix of skills, expertise and diversity to adequately discharge its responsibilities and duties.

Each year, the Board assesses the need for additional or new directors and the value the current directors bring to the Board. The mix of skills comprised in the current Board, and that the Board would look to maintain and to build on, includes:

- resource sector experience;
- technical expertise (including accounting, legal, exploration and mining operations);
- governance and risk management;
- debt and equity fundraising experience;
- high level of business acumen; and
- appropriate team orientated behavioural characteristics.

The Board considers that given the size and scope of the Company's operations, it has the relevant experience in the corporate, exploration and mining industry and was appropriately structured to discharge its duties in a manner that was in the best interests of the Company and its shareholders from both a long-term strategic and operational perspective.

The Board will continue to review and adjust the membership of the Board as and when the Company's strategic direction and activities change. The Company will only recommend the appointment of additional directors to your Board where it believes the expertise and value added outweighs the additional cost.

Recommendation 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.

Details of the Directors in office for the reporting period to 30 June 2021 are set out in the Company's annual report. The current composition of the Board is as follows:

Director	Role	Non-Executive	Independent	In office (years)
John Young	Non-Executive Chairman	Yes	Yes	1.5
Jeremy Robinson	Managing Director	No	No	2
Shaun Hardcastle	Non-Executive Director	Yes	Yes	4
Cameron Henry	Non-Executive Director	Yes	Yes	1

Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

At 30 June 2021, the Board was comprised of a majority of independent directors with three of the four directors considered to be independent.

The Company considers an independent director to be a non-executive director who:

- is not a substantial shareholder of the Company (as defined in section 9 of the Corporations Act 2001 (Cth));
- within the last 3 years has not been employed in an executive capacity by the Company;
- within the last 3 years been a partner, director or senior employee of a provider of material professional services or material consultant to the Company;
- is not a material supplier or customer of the Company;
- has no material contractual relationship with the Company other than as a director of the Company;
- has no close family ties with any person who falls within any of the categories above; and
- has not been a director of the Company for such a period that his or her independence may have been compromised.

The assessment of whether a director is considered independent (both from the perspective of the Company and the director) is based on the following materiality thresholds:

- payments made by the Company to the director or any of his associated entities for the provision of goods and/or services does not exceed 2% of the annual gross expenditure of the Company; or
- payments received by the director for the provision of goods and/or services to the Company does not exceed 25% of the annual income or business turnover of the director or his associated entities.

To assist the directors of the Board with their independent decision making, the Board collectively, and each Director, has, subject to prior consultation with the Chairman, the right to seek independent professional advice at the Company's expense. A copy of such advice is required to be made available to all members of the Board.

Recommendation 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.

The Company complies with this recommendation and the Chairman and CEO are not the same individual. A copy of the Board and Executive Charter is available on the Company's website.

Recommendation 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.

In order for the new director to participate fully and actively in board decision-making at the earliest opportunity, an induction process is carried out immediately after appointment. This induction is facilitated by the Company Secretary and involves meeting with other members of the Board and the Executives; and being provided with a pack of relevant documents and information.

All directors are expected to maintain skills required to effectively discharge their obligations to the Company. Directors are encouraged to undertake continuing professional education which is paid for by the Company where appropriate.

PRINCIPLE 3 - PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

Recommendation 3.1

A listed entity should articulate and disclose its values.

The Company has adopted the following as its values:

- To maximise returns for our shareholders.
- To perform in a responsible and efficient manner in the conduct of our work systems and procedures.
- To actively engage with all of our stakeholders with a focus on sustainable exploration and development.
- To promote industry best practice, occupational health and safety among our workers and business partners, permanently controlling the risks inherent in our operations. We will comply with applicable laws and regulations of the countries in which we operate.
- To promote the ongoing care and protection of the environment within which we operate.
- We acknowledge that our people are our greatest asset and are thus committed to providing a decent and safe work environment, offering opportunity for personal and professional development, and promoting self-protection, austerity, ethics, integrity and honesty.

Recommendation 3.2

A listed entity should:

a) have and disclose a code of conduct for its directors, senior executives and employees; and
b) ensure that the board or a committee of the board is informed of any material breaches of that code.

The Company has a Code of Conduct, Continuous Disclosure Policy, Diversity Policy and Security Trading Policy which set out the standards of behaviour expected of all its employees, directors, officers, contractors and consultants. Copies of these documents are located on the Company's website.

Recommendation 3.3

A listed entity should:

a) have and disclose a whistleblower policy; and
b) ensure that the board or a committee of the board is informed of any material breaches of that policy.

The Company has a Whistleblower Policy which can be viewed on the Company's website.

Recommendation 3.4

A listed entity should:

c) have and disclose an anti-bribery and corruption policy; and
d) ensure that the board or a committee of the board is informed of any material breaches of that policy.

The Company has an Anti-Bribery and Corruption Policy which can be viewed on the Company's website.

PRINCIPLE 4 - SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

Recommendation 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 of those meetings; or

b) if it does not have an audit committee, disclose the fact and the process 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.

The Company does not have a separate Audit Committee. Given the size of the board it has been decided that there are no efficiencies to be gained from forming a separate audit committee. The current board members carry out the roles that would otherwise be undertaken by an Audit Committee.

The procedures detailed in the Audit and Risk Management Committee Charter continue to be relevant and outlines the process employed by the board of directors to 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, a copy of which is available on the Company's website.

Recommendation 4.2

The board of a listed entity should, before it approves the entity's financial statements for a financial period, received from its Managing Director 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 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 Managing Director and CFO provide the Board with a declaration in accordance with S295A of the Corporations Act that all financial statements are founded on a sound system of risk management and internal compliance before the Board approve any financial statements.

Recommendation 4.3

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 the external auditor.

The Board receives regular management accounts including a list of creditors giving them oversight of the financial position and enabling them to verify periodic reports prior to release. Detailed workpapers are provided with each quarterly report to support the figures.

PRINCIPLE 5 - MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1

A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under Listing Rule 3.1.

The Company has a Continuous Disclosure Policy. This policy outlines the disclosure obligations of the Company and its subsidiaries as required under the Corporations Act 2001 (Cth) (**the Corporations Act**) and the ASX Listing Rules.

This Continuous Disclosure Policy is designed to ensure that RareX complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules such that:

- all investors have equal and timely access to material information; and
- RareX announcements are factual and presented in a clear and balanced manner.

All RareX directors, officers and employees should observe the requirements set out in this policy.

The purpose of the policy is to:

- summarise the Company's disclosure obligations in accordance with the Listing Rules and the Corporations Act 2011 (Cth);
- explain what type of information needs to be disclosed;
- identify who is responsible for disclosure; and
- explain how individuals at the Company can contribute.

The Company Secretary is responsible for ensuring disclosure of information to the ASX.

A copy of the Continuous Disclosure Policy is available from the corporate governance section of the Company's website.

Recommendation 5.2

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

The Board approves all material market announcements made by the Company prior to release to the ASX and is notified once release has occurred.

Recommendation 5.3

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.

The Company complies with this recommendation.

PRINCIPLE 6 - RESPECT THE RIGHTS OF SHAREHOLDERS

Recommendation 6.1
A listed entity should provide information about itself and its governance to investors via its website.

Information about the Company and its operations is located on the Company's website.

Information about the Company's corporate governance (including links to the Company's corporate governance policies and charters) is located on the Company's website.

Recommendation 6.2
A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Company respects the rights of its shareholders and is committed to communicating effectively with them. The Company has a Continuous Disclosure Policy and a Shareholder Communications Policy located on the Company's website.

The Chairman, Managing Director and the Company Secretary have the primary responsibility for communication with shareholders. Information is communicated through:

- continuous disclosure to relevant security exchanges of all material information;
- periodic disclosure through the annual, half year and quarterly financial reports;
- notices of meetings and explanatory material;
- investor presentations;
- the annual general meeting; and
- the Company's website.

The Company also makes available a telephone number and email address for shareholders to make enquiries.

The Company's website is updated with material announcements released to the ASX as soon as practicable after confirmation of release by the ASX. In addition, shareholders' can be notified by email of all material announcements by subscribing to the Company's mailing list (this is done via the Company's website).

Shareholders are also provided an opportunity to ask questions at the Company's AGM, which is also attended by the Company's external auditor (who can answer questions about the annual audit).

Recommendation 6.3
A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The Company's Shareholder Communication Policy sets out how the Company communicates with shareholders and the market effectively and is designed to promote a two-way dialogue, a copy of which is located on the Company's website.

Recommendation 6.4
A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by poll rather than by a show of hands.

The Company puts all resolutions that are subject to the Listing Rules to a poll. Further the Chair has regard for the results of the proxy voting when deciding if a non-Listing Rule resolution should be put to a poll instead of by show of hands.

Recommendation 6.5

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 Company welcomes electronic communications from its Shareholders via its publicised email address info@rarex.com.au.

Upon admission onto the Company's share register the Company's security registry provides shareholders with the option to receive communications from, and send communications to, the Company's security registry electronically including the Annual Report and Notice of Meeting and electronic voting.

PRINCIPLE 7 - RECOGNISE AND MANAGE RISK

Recommendation 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,
   3. and disclose:
   4. the charter of the committee;
   5. the members of the committee; and
   6. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

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.

The Company does not have a separate Risk Management Committee. Given the current size of the Company and Board, the Directors believe there are no efficiencies in forming a separate committee and the Board as a whole performs this role.

However, the Company does have an Audit and Risk Management Charter which is available on the Company's website.

The Company does not have a single specific risk management policy, but rather, financial and operating risks are addressed through individual approved policies and procedures covering financial, contract management, safety and environmental activities of the company.

The Company also engages an insurance broking firm as part of the company's annual assessment of the coverage for insured assets and risks. The results of all the various reviews and insurances are reported to the board at least annually.

The integrity of the Company's financial reporting relies upon a sound system of risk management and control. Accordingly, the Managing Director and Chief Financial Officer, to ensure management accountability, are required to provide a statement in writing to the board that the financial reports are based upon a sound risk management policy.

The Board believes that it has a thorough understanding of the Company's key risks and is managing them appropriately.

Recommendation 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 sounds; and

Recommendation 7.2

b) disclose, in relation to each reporting period, whether such a review has taken place.

Reporting on Company risk management occurs on an ongoing basis and reported to the Board of Directors (by the MD and CFO). Risk management workshops are not held, and the business risk will be continually assessed by the Board in accordance with the Company's risk management and internal compliance and control policy.

Recommendation 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.

Given the Company's current size and level of activity, the Board does not deem it appropriate to create an internal audit function or engage an external advisor to complete this function. Through external audit procedures and internal risk management policies and procedures the Board considers there to be sufficient processes in place for evaluating and continually improving the effectiveness of its risk management and internal control processes. Copies of the Company's Audit and Risk Management Committee Charter are available on the Company's website.

Recommendation 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.

The Company, as an exploration company, faces inherent risks in its activities, including economic, environmental and social sustainability risks, which may materially impact the Company's ability to create or preserve value for security holders over the short, medium or long term.

The Company has in place procedures in place for reporting on significant risks (as described above at 7.2), which are continually being developed and updated to help manage these risks.

The Company has implemented an Environmental, Social and Governance framework to assist with its responsibilities and risk management. The Board also believes that it has a thorough understanding of the Company's key risks and is managing them appropriately.

PRINCIPLE 8 - REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 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.

The Company has not established a separate remuneration committee. Given the current size of the Company and Board, the Directors believe there are no efficiencies in forming a separate committee and the Board as a whole performs this role. The Board reviews and approves recommendations in terms of compensation and incentive plan arrangements for directors and senior executives, having regard to market conditions and the performance of individuals and the consolidated entity.

The procedures detailed in the Nomination and Remuneration Committee Charter outlines the process employed by the Board for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. A copy of this policy is available from the corporate governance section of the company's website.

Recommendation 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.

The Company's policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives is set out in the Company's Nomination and Remuneration Committee Charter and in the Remuneration Report. The Nomination and Remuneration Committee Charter is available from the corporate governance section of the Company's website.

Recommendation 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 economic risk of participating in the scheme; and
b) disclose that policy or a summary of it.

The Company has an equity-based remuneration scheme. The Company has an internal policy on director and employee incentive hedging which imposes securities trading restrictions on RareX employees. Under the policy, employees who have been issued incentives are strictly prohibited from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested scheme entitlement.