

AGUIA RESOURCES LIMITED
ACN 128 256 888
(the "Company")
Corporate Governance Statement – 2022

This Corporate Governance Statement is dated 30 June 2022 and was approved by the Aguia Resources Limited (**Aguia** or the **Company**) Board (the **Board**) on 30 September 2022. The Company is reporting against the 4th Edition of the ASX's Corporate Governance Principles and Recommendations (**Principles and Recommendations**) in this 2022 Corporate Governance Statement.

The Board is committed to administering the Company's policies and procedures with transparency and integrity, pursuing the genuine spirit of sound and rigorous corporate governance practice. In addition, as the Company's activities transform in size, nature and scope, additional corporate governance structures will be considered by the Board and assessed as to their relevance in the changing global environment.

The Board of the Company currently has in place corporate governance policies and charters which have been posted in a dedicated corporate governance information section on the Company's website at <https://aguiaresources.com.au/corporate/corporate-governance/>

PRINCIPLES AND RECOMMENDATIONS		COMPLY (Yes/No)	EXPLANATION
1.	Lay solid foundations for management and oversight		
1.1	A listed entity should have and disclose a board charter setting out: (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.	Yes	The respective roles and responsibilities of the Board and management are defined under the Board Charter, a copy of which is available on the Company's website. There is a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon officers of the Company.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward 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.	Yes	The process for selection, appointment, and re-appointment of directors is detailed in the Board Charter, a copy of which is available on the Company's website. As part of the approval of a director at a general meeting by shareholders, the Company provides shareholders with all material information in the Board's possession relevant to a decision on whether or not to elect or re-elect a director including, biographical details, qualifications, a statement as to whether the Board supports the nomination of the director, the degree of independence of the director and, details of any existing directorships held.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company requires each director and senior executive to execute a written agreement setting out the terms of their appointment.

1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The company secretary reports directly to the chair of the Board. The role of the company secretary is outlined in the Board Charter, a copy of which is available on the Company's website.
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (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: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (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 (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. <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	No	<p>Due to the Company's size and nature of operations, the Board has not developed a diversity policy, nor has the Board set measurable objectives for achieving gender diversity.</p> <p>At 30 June 2022 the Board comprised 4 directors 3 of whom were male. The Board currently comprises three directors, one of whom is female representing 33% of the Board. Of the three senior executives (defined as a direct report to the Managing Director) based in Brazil, all are Brazilian citizens.</p>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; 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. 	Yes	<p>Under the Board Charter, the Board is required to regularly review and evaluate the performance of the Board, its committees and individual directors against the relevant charters, corporate governance policies, and agreed goals and objectives (as applicable).</p> <p>A formal performance evaluation was undertaken during June 2022.</p>
1.7	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and 	Yes	The Board annually assess the performance of the Managing Director (MD) according to agreed performance indicators. Where areas for improvement are identified, the Board directs actions and implements strategies to put into effect appropriate improvements.

	(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.		<p>The MD is responsible for assessing the performance of his direct reports and identifying areas for improvement and strategies designed to implement appropriate improvements. The MD consults the Board regarding the remuneration of the senior executives, including any bonus or proposed issue under the Company's employee share option plan. During the year, the performance of the MD and senior executives were assessed, areas for improvement identified and strategies adopted to implement improvements.</p> <p>The process and performance evaluation disclosure is provided in this Corporate Governance Statement.</p>
2.	Structure the board to be effective and add value		
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> (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 <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence, and diversity to enable it to discharge its duties and responsibilities effectively.</p>	No	<p>The Board established a Nomination and Remuneration Committee during the reporting period. The Committee met twice during the reporting period with all Board members in attendance.</p> <p>As the Committee was comprised of all Board members, the Board has since dissolved the Committee in order to avoid duplication and streamline Board procedures.</p> <p>The Board as a whole is responsible for board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence, and diversity to enable it to discharge its duties and responsibilities effectively.</p> <p>Given the size of the Company, the Board believes this is an appropriate approach to dealing with this aspect of governance at this time.</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Yes	<p>The Board has prepared and considered a board skills matrix assessing the current skills and diversity of the Board and its needs going forward.</p> <p>The current directors have the following skills:</p> <ul style="list-style-type: none"> • Dr Fernando Tallarico – PhD Geology, extensive experience in exploration and the mining industry in Brazil; 10 years' experience in the Company.

			<ul style="list-style-type: none"> • Mr Martin McConnell – Finance executive with extensive global investment banking experience over many years including financing mining projects in Brazil. • Ms Christina McGrath – Lawyer, extensive commercial and corporate experience in law and executive management. <p>The Board considers that there is currently an appropriate mix of skills, diversity, and experience on the Board, taking into account the size of the Company and the nature of its operations.</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation, or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>The Company reviews the independence of its directors against the requirements for independence set out in the Board Charter which reflect the independence criteria set out in the ASX Corporate Governance Principles (4th Edition).</p> <p>Director independence is initially assessed upon each director's appointment and reviewed each year, or as required when a new personal interest or conflict of interest is disclosed. Directors are required to disclose all actual or potential conflicts of interest on an ongoing basis.</p> <p>Mr Martin McConnell is the only director considered by the Board to be independent for ASX purposes.</p> <p>Dr Fernando Tallarico who commenced as MD on 16 October 2019 is not considered independent as he is part of the executive team.</p> <p>Ms Christina McGrath was considered independent until her appointment as Executive Chair on 7 January 2022.</p> <p>The length of service of each director on the Board, is as follows:</p> <ul style="list-style-type: none"> • Ms Christina McGrath: 11 June 2019 - present • Mr Martin McConnell: 11 June 2019 - present • Dr Fernando Tallarico: 16 October 2019 - present
2.4	A majority of the board of a listed entity should be independent directors.	No	<p>The current Board composition is three directors, one of whom is considered independent. Given the size of the Company's business and stage of development at this time, the Board believes this is both appropriate and acceptable at this time.</p> <p>The Board reviews its composition periodically.</p>
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.	No	<p>The roles of Chair and MD are exercised by two separate individuals and have been throughout the reporting period.</p>

			<p>The Chair of the Board is Ms Christina McGrath. Following her appointment as Executive Chair on 7 January 2022, Ms McGrath is no longer considered to be an independent director for ASX purposes. The Board believes this to be both appropriate and acceptable at this time of the Company's business development.</p> <p>The role of MD is held by Dr Fernando Tallarico (appointed 16 October 2019).</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>The Company's Board is responsible for establishing and facilitating induction for new directors and providing new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board. The Company's Board is also responsible for providing directors with access to continuing education for directors for the purpose of updating and maintaining their skills and knowledge to perform their roles as directors effectively.</p>
3	Instil a culture of acting lawfully, ethically and responsibly		
3.1	A listed entity should articulate and disclose its values.	Yes	<p>The Board of the Company wishes to maintain and develop a culture based on integrity and mutual respect building on the very positive and respectful culture of the people in our project area in Brazil. We hold the values of integrity and respect to be of the utmost importance in our relationship with our employees, business partners, shareholders, community, and all other stakeholders. The Company has adopted a detailed Code of Conduct, which provides guidelines aimed at maintaining high ethical standards, corporate behaviour, and accountability. It is available on the Company's website.</p>
3.2	<p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Yes	<p>The Company has adopted a Code of Conduct which applies to all directors, officers, senior executives, and employees of the Company as well as a Securities Trading Policy. Each of these policies are available on the Company's website.</p> <p>Under the Code of Conduct, breaches are to be reported to the Company Secretary or an Executive Director who will in turn inform the Board.</p>
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Yes	<p>The Company has adopted a Whistleblower Policy which applies to all directors, officers, senior executives, and employees of the Company and is available on the Company's website.</p> <p>Under the Policy, the Board must be informed of any material incidents reported.</p>

3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	Yes	<p>The Company has adopted an Anti-Bribery and Corruption Policy which applies to all directors, officers, senior executives, and employees of the Company. The Policy is available on the Company's website.</p> <p>Under the Policy, breaches are to be reported to the Company Secretary or Managing Director who will in turn inform the Board.</p>
4	Safeguard the integrity of corporate reports		
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	No	<p>The Board of the Company had an Audit & Risk Management Committee during the reporting period which was comprised of all Board members. As the Committee was comprised of all Board members, the Board has since dissolved the Committee in order to avoid duplication and streamline Board procedures.</p> <p>The Committee met twice during the reporting period with all members in attendance.</p> <p>The Board as a whole is responsible for independently verifying and safeguarding the integrity of its corporate reporting as well as the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> <p>Given the size of the Company management team, the Board believes this is an appropriate approach to dealing with this aspect of governance at this time.</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, 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	<p>Prior to the Board approving the Company's financial statements, including the Company's accounts to 30 June 2022, the Board ensures that it receives from the CEO and General Manager – Finance a declaration that, in their opinion, the financial records of the entity have been properly maintained, 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>
4.3	<p>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>Prior to the release of any periodic corporate report to the market that is not audited or reviewed by an external auditor, the Board reviews the report and approves its release. The General Manager – Finance is in</p>

			attendance at this meeting to present the report and for the Board to raise any queries.
5	Make timely and balanced disclosure		
5.1	(a) A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	<p>The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.</p> <p>The Company has adopted a written policy to ensure compliance with its ASX Listing Rule disclosure obligations. A copy of the Company's Market Disclosure Policy is available on its website.</p> <p>The Company has appointed the Company Secretary as the reporting officer and the ASX liaison officer. However, the Board retains ultimate responsibility for compliance with the Company's continuous disclosure obligations.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company Secretary distributes all material market announcements to the Board upon release to the market.
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.	Yes	The Company Secretary releases a copy of any new and substantive investor or analyst presentation materials on the ASX Market Announcements Platform ahead of the presentation.
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.	Yes	The Company provides investors with comprehensive and timely access to information about itself and its governance on its website, including copies of the Board and committee charters and key corporate governance policies, copies of all material information lodged with ASX, copies of all announcements, briefings and speeches made to the market, analysts or the media, press releases or announcements made by the Company, financial data for the Company, the Company's annual reports and notices of shareholder meetings.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p>The Company seeks to utilise numerous modes of communication, including electronic communication to ensure that its communication with shareholders is frequent, clear and accessible. The Company also encourages shareholder communication with the Company and invites shareholders to submit questions in advance of the Company's annual general meeting.</p> <p>The Company has an investor relations email address, phone line and contact form on its website to facilitate effective two-way communication with investors.</p>

6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	All shareholders are invited to attend the Company's general meetings either in person or by representative. Shareholders have an opportunity at the annual general meeting to submit questions to the Board or to the Company's external auditor.
6.4	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 at meetings of security holders are decided by poll rather than by a show of hands.
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.	Yes	The Company encourages shareholders to submit questions or requests for information directly to the Company via the Company's website. The Company also encourages shareholders to submit any questions related to their shareholdings in the Company to the Company's share registry with the share registry's contact details available on the Company's website.
7	Recognise and manage risk		
7.1	<p>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"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (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 <p>(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.</p>	No	<p>The Board of the Company had an Audit & Risk Management Committee during the reporting period which comprised all Board members. As the Committee was comprised of all Board members, the Board has since dissolved the Committee in order to avoid duplication and streamline Board procedures.</p> <p>The Committee met twice during the reporting period with all members in attendance.</p> <p>The Board as a whole is responsible for overseeing the Company's risk management framework.</p> <p>Given the size of the Company management team, the Board believes this is an appropriate approach to dealing with this aspect of governance at this time.</p>

7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Company reviewed its Risk Management Matrix during the reporting period.</p> <p>Given the size of the Company, the Committee is in regular and ongoing dialogue with the Managing Director on potential risks to the success of the Company's projects.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	Yes in respect to 7.3(b)	<p>Due to the Company's current size and business circumstances, the Company does not have an internal audit function. The Company intends to appoint an internal auditor within the near future and certainly as the company prepares to go into production. The Board as a whole is responsible for ongoing evaluation regarding the adequacy, effectiveness and efficiency of the Company's risk management and internal control process.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p><u>Social:</u> The Company has engaged Nano, a communications firm based in Porto Alegre, to develop an intense program with the local society of Lavras do Sul to educate and explain in detail our Phosphate Project and ongoing exploration. Several workshops and outreaches with the local community were organized in the past 4 years and resulted in massive support of the society to the project that was decisively expressed in the Public Hearing, that was organized by the Environmental Agency as part of the permitting process.</p> <p><u>Environmental:</u> The Company engaged independent firm Golder to perform the EIA – Environmental Impact Assessment – of our Phosphate Project. This extensive program took more than 2 years to be completed and</p>

			<p>covered every single aspect of the Directly Affected Area of the Project and also included a social-economic and an archaeological survey. The results of this program were all filed at the State Environmental Agency as part of the permitting process and resulted in the granting of the LP, the first stage and more complex level of the permitting process.</p> <p>The Company is planning to produce an organic phosphate fertiliser which does not require any water resources for its production, does not require the addition of chemicals and does not generate any tailings. This results in a very environmentally friendly process and product. The Company has submitted the project for net zero carbon, energy and water certification.</p>
8	Remunerate fairly and responsibly		
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	No	<p>The Board established a Nomination and Remuneration Committee during the reporting period which comprised of all Board members. As the Committee comprised of all Board members, the Board has since dissolved the Committee in order to avoid duplication and streamline Board procedures.</p> <p>The Committee met twice during the reporting period with all members in attendance.</p> <p>The Board as a whole is responsible 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>Given the size of the Company, the Board believes this is an appropriate approach to dealing with this aspect of governance at this time.</p>
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.	Yes	<p>The Board as a whole is responsible for approving the Company's remuneration framework, policies, and the remuneration of senior executives, and ensuring the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite.</p> <p>Policies and practices regarding remuneration of non-executive directors, executive directors and senior executives are set out in the Company's Remuneration Report .</p>
8.3	A listed entity which has an equity-based remuneration scheme should:	Yes	The Company has adopted a Securities Trading Policy which provides that participants must not engage in hedging arrangements, deal in

	(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.		derivatives or enter into other arrangements which vary economic risk related to the Company's securities. A copy of the Securities Trading Policy is available on the Company's website.
9	Remunerate fairly and responsibly		
9.1	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.	NA	The Company does not have a director in this position and this recommendation is therefore not applicable.
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	NA	The Company is established in Australia and this recommendation is therefore not applicable.
9.3	A listed entity established outside Australia, and an externally managed 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.	NA	The Company is established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable. The Company does request its external auditor to attend its AGM to answer any questions from shareholders relevant to the audit.