

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Poseidon Nickel Limited

ABN / ARBN:

60 060 525 206

Financial year ended:

30 June 2018

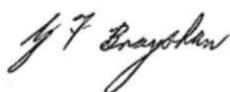
Our corporate governance statement² for the above period above can be found at:³

- These pages of our annual report:
- This URL on our website: www.poseidon-nickel.com.au/investors-media/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 26 September 2018 and has been approved by the board.

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

Date: 26 September 2018



Mr G Brayshaw
Director

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: <input checked="" type="checkbox"/> in our Corporate Governance Statement <input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/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: <input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance <input checked="" type="checkbox"/> in the Directors' Report in the 2018 Annual Report	
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: <input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance	
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: <input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance	

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	<p>A listed entity should:</p> <p>(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;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(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:</p> <p>(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</p> <p>(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.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>Not Applicable</p>	<p><input checked="" type="checkbox"/> An explanation why that is so in our Corporate Governance Statement</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

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	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, 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</p>	<p>[[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance</p> <p><input checked="" type="checkbox"/> in the Directors' Report in the 2018 Annual Report</p> <p><input checked="" type="checkbox"/> in the Directors' Report in the 2018 Annual Report</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
2.2	<p>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.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</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, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
2.4	<p>A majority of the board of a listed entity should be independent directors.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

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
2.5	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 fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
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: <input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance	
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement AND <input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/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	<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</p>	<p>[If the entity complies with paragraph (a):]</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement and in the Directors' Report in the 2018 Annual Report</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance</p> <p><input checked="" type="checkbox"/> in the Directors Report in the 2018 Annual Report</p> <p><input checked="" type="checkbox"/> in the Directors' Report in the 2018 Annual Report</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>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
4.3	<p>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.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance</p>	
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	<p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our continuous disclosure compliance policy or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance</p>	

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 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: <input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance	
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: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance	
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement AND <input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance	
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement AND <input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance	
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	[If the entity complies with paragraph (a):] ... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): <input checked="" type="checkbox"/> in our Corporate Governance Statement <input checked="" type="checkbox"/> in our Corporate Governance Statement <input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance <input checked="" type="checkbox"/> in the Directors' Report in the 2018 Annual Report AND <input checked="" type="checkbox"/> in the Directors' Report in the 2018 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
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.	... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound: <input checked="" type="checkbox"/> in our Corporate Governance Statement <input checked="" type="checkbox"/> in our Corporate Governance Statement	
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 (a):] 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: <input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement	

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 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>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement and in the Directors' Report in the 2018 Annual Report</p> <p><input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance</p> <p><input checked="" type="checkbox"/> in the Directors' Report in the 2018 Annual Report</p> <p><input checked="" type="checkbox"/> in the Directors' Report in the 2018 Annual Report</p> <p>the fact that we do not have a nomination committee and the processes we employ 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> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in the Director's Report in the 2018 Annual Report</p>	
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> at www.poseidon-nickel.com.au/investors-media/corporate-governance</p>	



POSEIDON NICKEL LIMITED

Corporate Governance Statement For the year ended 30 June 2018

Corporate Governance Recommendation		Is the Recommendation followed
Principle 1 Lay solid foundations for management and oversight		
1.1	Disclose roles and responsibilities of board and management	Yes
1.2	Undertake appropriate checks before appointing or electing a person as director	Yes
1.3	Written agreement with each director and senior executive	Yes
1.4	Company Secretary accountable directly to Board	Yes
1.5	Diversity Policy disclosures reported	No
1.6	Board performance evaluation undertaken	Yes
1.7	Senior executive performance evaluation undertaken	Yes
Principle 2 Structure the Board to add value		
2.1	Nomination committee requirements met	Yes
2.2	Board skills matrix disclosed	Yes
2.3	Director Independence and tenure disclosed	Yes
2.4	Majority of the board are independent directors	Yes
2.5	Chair of the board is an independent director and not the same person as the MD	No
2.6	Director induction and ongoing training program	Yes
Principle 3 Act ethically and responsibly		
3.1	Code of conduct available on website	Yes
Principle 4 Safeguard integrity in corporate reporting		
4.1	Audit committee requirements met	Yes
4.2	CEO and CFO financial statement declarations received	Yes
4.3	External auditors attend AGM and available to answer questions from shareholders	Yes
Principle 5 Make timely and balanced disclosure		
5.1	Continuous Disclosure Policy available on website	Yes
Principle 6 Respect the rights of shareholders		
6.1	Corporate and governance information available on website	Yes
6.2	Investor relations program	Yes
6.3	Processes to facilitate and encourage participation at shareholder meetings	Yes
6.4	Electronic shareholder communications functionality	Yes
Principle 7 Recognise and manage risk		
7.1	Risk committee requirements met	Yes
7.2	Annual review of risk management framework	Yes
7.3	Internal audit function but internal control processes in place	No
7.4	Disclosure of material exposure to and management of economic, environmental and social sustainability risk	Yes
Principle 8 Remunerate fairly and responsibly		
8.1	Remuneration committee requirements	Partly
8.2	Remuneration practices disclosed	Yes
8.3	Remuneration Policy disclosures regarding equity based remuneration	Yes

Corporate Governance Overview

The board of directors of Poseidon Nickel Limited (the Company) is committed to conducting business in accordance with the highest standards of corporate governance. The board has established a corporate governance framework which guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

To ensure that the board is well equipped to discharge its responsibilities, it has established policies, procedures and charters that provide the guidelines and accountability as the basis for the administration of corporate governance.

Corporate Governance Disclosure

The board and management are committed to corporate governance and to the extent that they are applicable to the Company have followed the "Principles of Good Corporate Governance and Best Practice Recommendations" issued by the Australian Securities Exchange ("ASX") Corporate Governance Council. The board considers that throughout 2017 it complied with the new ASX Principles and this Corporate Governance Statement reports on the corporate governance framework and practices adopted by the Company.

Information regarding the eight Essential Corporate Governance Principles as they applied for the financial year ended 30 June 2018 and the Company's Corporate Governance Policies can be found on the Company's website, www.poseidon-nickel.com.au.

Principle 1: Lay solid foundations for management and oversight

Roles and Responsibilities

The Board has adopted a Board Charter which outlines the specific responsibilities of the board and the matters delegated to management. This allocation of responsibilities ensures that the Board discharges their duties in an effective and capable manner having regard to principles of good corporate governance and applicable laws.

The principal responsibility set by the Board is to be a custodian for and of the interests of its shareholders in addition to identifying areas of risk, opportunity and responding appropriately. Other responsibilities of the board are outlined in the Board Charter.

Responsibility for the day-to-day management of the Company and implementing policy and strategic direction established by the board is delegated to management.

Nomination of Directors'

When deemed necessary, the Board identifies potential director candidates and considers character, education, experience, skill set, associations and availability to commit to the Board's activities. Appropriate checks are undertaken before appointing a director or putting forward to shareholders a candidate for election. All material information available relevant to a decision on whether or not to elect or re-elect a director is provided to shareholders.

Written Agreements

Written agreements with each director and senior executive setting out the terms and conditions of their appointment are in place.

Company Secretary

The company secretary of the Group is accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

The qualifications and experience of the Company Secretary is set out in the Directors' Report of the Company's 2018 Annual Report.

Diversity

The board understands the inherent value of diversity within an organisation and is committed to having an appropriate blend of diversity throughout the organisation that will provide the benefits of a broader pool of high quality employees, which means accessing different perspectives and unique personal attributes.

Given the small size of the Company, being less than ten (10) employees, the board has not considered it practical to set measurable objectives for achieving gender diversity rather, the Company seeks to employ the best candidate for the role.

The Company will however, continually look for opportunities to increase gender diversity at a board and key management personnel level in future years as projects move to a steady state operational environment.

The key elements of the Company's diversity policy are as follows:

- Increase gender diversity on the board and senior executive positions and throughout the Group;
- Develop culture and remuneration strategies to assist with improving diversity; and
- Annual assessment of board gender diversity objectives and performance against objectives by the board and remuneration, nomination and diversity committee.

Gender Diversity Disclosure

Pursuant to Recommendation 1.5, the Company discloses the following information as at the date of this report:

Representation	2018		2017	
	Female	Male	Female	Male
Board	0%	100%	0%	100%
Key management personnel	0%	100%	0%	100%
Group	18%	82%	18%	82%

At balance date the board had no female directors and no female senior executives, but the current Company Secretary is female

Performance evaluation

The Chairman, with the guidance of the Nomination, Remuneration and Diversity Committee, reviews the performance of the board, its committees and individual directors each year to assist in a continuous improvement process to enhance the effectiveness of the board.

Performance evaluations were undertaken in the period under review in accordance with this process.

Senior Executive evaluation

The CEO reviews the performance of senior executives each year. Performance during the previous 12 months is assessed against relevant performance indicators, and role expectations and goals are set for the following year.

Performance evaluations were undertaken in the period under review in accordance with this process

Principle 2: Structure the Board to add value

Nomination Committee

The Company does not have a separate nomination committee, the Nomination, Remuneration and Diversity Committee fulfils a dual role for the Company attending to both nomination and remuneration matters.

The Committee operates under a specific charter approved by the board and which is available for review from the Company's webpage.

The committee had a majority of independent members for the entire year, however, was not chaired by an independent director. The board believes the committee is structured to act in the best interests of the Company, the Directors are all professionals with a wealth of experience in nomination matters and have been involved as directors of listed entities

Details of the number of times the Committee met during the year, including the membership of the Director and their attendance at committee meetings, appear in the Directors' Report of the 2018 Annual Report

In terms of the nomination role; the Committee is responsible for devising the criteria for reviewing membership of the Board – including the re-election of incumbent Directors and nominations for new appointments – to maintain an appropriate balance of skills, experience, diversity and expertise on the Board.

Director skills, experience and expertise

The Company is focused on exploration and production of several nickel projects in Western Australia, It aims to create shareholder wealth from its mineral assets and identify new opportunities to further value add.

To achieve the Company's focus, a board has been engaged, comprised of four (4) directors with the skills, knowledge and experience necessary to direct the Company. The non-executive directors contribute operational experience, an understanding of the nickel and mining industry in which the Company operates, knowledge of geophysics, geology and commerciality and an understanding of the matters that are important to the Company. The CEO brings an additional perspective to the board through a thorough understanding of Poseidon's business.

The Board skills matrix sets out below the combined skills, experience and expertise presently represented on the Board.

DIRECTOR COMPETENCY MATRIX						
				Committee Structure		
				Board	Audit and Risk	Remuneration and Nomination
Total Directors				4	4	4
SKILL MATRIX	KEY AREA	COMPETENCIES		Does the committee collectively have the identified competencies? Yes or No		
EXPERIENCE AND COMPETENCIES	Corporate Finance	<ul style="list-style-type: none"> ▪ Financial acumen ▪ Financial reporting and regulations 	<ul style="list-style-type: none"> ▪ Capital raising ▪ Debt financing ▪ Mergers, acquisitions and de-mergers 	Yes	Yes	Yes
	Corporate Governance	<ul style="list-style-type: none"> ▪ Corporate legislation and statutory requirements 		Yes	Yes	Yes
	Strategic Leadership	<ul style="list-style-type: none"> ▪ Measure Executive/KMP performance ▪ Remuneration ▪ Organisational culture 	<ul style="list-style-type: none"> ▪ Executive/KMP development and succession planning ▪ Sustainability 	Yes	Yes	Yes
	Mining	<ul style="list-style-type: none"> ▪ Operations ▪ Asset optimisation 	<ul style="list-style-type: none"> ▪ Capital projects and infrastructure 	Yes	Yes	Yes
	Risk Management	<ul style="list-style-type: none"> ▪ Safety ▪ Environment 	<ul style="list-style-type: none"> ▪ Community 	Yes	Yes	Yes
	External Engagement	<ul style="list-style-type: none"> ▪ Business Development ▪ Marketing 	<ul style="list-style-type: none"> ▪ Relationship management - community, regulators, business, government 	Yes	Yes	Yes
PROFESSIONAL QUALIFICATION(S)	<ul style="list-style-type: none"> ▪ Finance; and/or ▪ Business and Economics; and/or ▪ Technical; and/or ▪ Legal 			Yes	Yes	Yes

The Group will only recommend the appointment of additional directors to the board where it believes the expertise and value added outweighs the additional costs.

Independence

The independence status of each director is detailed as follows:

- Mr Christopher Indermaur Non-Executive Chairman 10 years in office Independent
- Mr Robert Dennis Chief Executive Office 4.5 years in office Not Independent
- Mr Geoffrey Brayshaw Non-Executive Director 11 years in office Independent
- Mr David Singleton Non-Executive Director 11 years in office Independent

Mr Indermaur was not independent for the 2017-2018 year but relieved of the duties if part-time Chief Executive Officer in August 2018.

Mr Dennis was independent for the 2017-2018 year but was appointed Chief Executive Office in August 2018.

Independent Chairperson

The current Chairman (Mr Christopher Indermaur) was elected, even though he was not independent during 2017-2018 because he has the skill sets to effectively lead Meetings, facilitate the effective contribution of all directors and promote respectful relations between the board and management.

The board is structured to act in the best interests of the Company and its shareholders with no individual or interest group being able to dominate decision making. The board believes director and executive shareholdings assist in aligning the management's objectives with the interests of its shareholders.

Mr Indermaur was relieved of his duties of acting Chief Executive Officer in August 2018, following the appointment of Mr Dennis.

Induction and Professional Development

Written appointment letters, access to key documents and the Company Secretary exists to promote early, active and relevant involvement of new directors.

All directors are expected to maintain the skills required to discharge their duties to the Company.

There are procedures in place, agreed by the board, to enable the directors in furtherance of their duties to seek independent professional advice at the Company's expense.

Principle 3: Act Ethically and Responsible

The board has adopted a Code of Business Conduct (Code) for its directors and employees.

A copy of the Code is available from the Company's website and is made available to all employees of the Company.

The key provisions of the Code are to:

- Act honestly and with integrity;
- Act in the best interests of the Company and shareholders;
- Avoid and disclose any conflicts of interest both real and perceived;
- Respect the law and act accordingly;
- Keep all material information confidential, until released to the wider market;
- Not use their position for personal gain; and
- Ensure compliance with the Code.

Principle 4: Safeguarding integrity of financial reporting

Audit and Risk Management Committee

The board operates in accordance with the principles set out in its Audit and Risk Management Committee Charter. A copy of the Charter is available from the Company's website.

The board has delegated responsibility for establishing and maintaining a framework of internal control and ethical standards to the Audit and Risk Management Committee.

It is important that an effective internal control framework exists for the Company to work within. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information.

The board had an audit and risk management committee comprising four (4) members. The committee had a majority of independent members for the entire year and was chaired by an independent director. The board believes the committee is structured to act in the best interests of the Company as all members are financially literate and have extensive experience as directors of listed entities.

The members of the Audit and Risk Management Committee during the period and up to the date of this report were:

Name	Status
Mr G Brayshaw (Independent Chairman)	Member for the whole period
Mr C Indermaur	Member for the whole period
Mr D Singleton	Member for the whole period
Mr R Dennis	Member for the whole period

For qualifications of the Audit and Risk Management Committee members and details on the number of meetings of the committee held during the year and the attendees of those meetings, refer to the Directors' report.

External Auditor

The Company's policy is to appoint external auditors who clearly demonstrate independence. The performance of the external auditor is reviewed annually by the committee. The auditors have a policy of rotating the partner at least every

five years. The board invites the external auditor to attend the AGM and invites questions for the auditors from shareholders relevant to the audit at the AGM.

Certification of Financial Statements

The acting Chief Executive Officer and Chief Financial Officer equivalent are required to provide to the best of their knowledge and belief the following declarations in accordance with Section 295A of the Corporations Act to the board each reporting period:

- That the Group's financial reports are complete and present a true and fair view, in all material respects, of the financial position and performance of the Company and are in accordance with relevant accounting standards; and
- That the reports were founded on a sound system of financial risk management and internal compliance and control

Principle 5: Make timely and balanced disclosure

The Company has established a Continuous Disclosure policy outlining procedures for compliance with ASX and Corporations Act continuous disclosure requirements on a timely basis. A copy of the policy is available from the Company's website.

The policy provides effective support for compliance regarding continuous disclosure which is overseen by the board.

The Company Secretary is charged with ensuring that any disclosure steps which need to be taken by the Company are brought before the board for discussion and, subject to amendment, approval, for disclosures to the market for communicating with the ASX.

Principle 6: Respect the rights of shareholders

The Company provides investors with information about its operations through a variety of mediums. The Company operates in accordance with its Shareholder Communication Policy which is available from the Company's website which promotes communications that are adequate, appropriate, transparent and based on sound corporate governance principles.

Information on Website

The Company's website provides opportunity for shareholders to communicate with both the share registry and the Company electronically and all price sensitive information is announced to investors through the ASX's Announcement Platform.

Investor Relations Program

The Board does not believe a documented or formal investor relations program is required but operates in accordance with its Shareholder Communications Policy which aims to actively engage with shareholders by keeping them fully informed by communicating through

- Continuous disclosure reporting to the ASX;
- Quarterly, half yearly and annual reports; and
- Media releases, copies of which are lodged with the ASX and place on the Company's website

Participation by Shareholders at Meetings

Shareholder participation at all Annual and General Meetings is greatly encouraged by the Company. Important issues are presented to the shareholders as single resolutions.

Electronic Communications

New shareholders receive correspondence from the Company regarding shareholder preferences in print or electronically for receipt of the Annual Report and other communications which are implemented as possible where cost effective.

Principle 7: Recognise and manage risk

Risk Committee

The Board with the assistance of the Audit and Risk Management Committee acts, effectively, as a committee to oversee risk and the decision has been made that there is no need to make any further subdivision.

As advised previously, the Audit and Risk Management Committee meets the corporate governance requirements.

The Audit and Risk Management Committee monitors the performance of the risk management and internal control systems and reports to the board on the extent to which it believes the risks are being managed and the adequacy and comprehensiveness of risk reporting from management.

The board knows the identification and management of risk, including calculated risk taking, is an essential part of creating long term shareholder value so areas of risk are highlighted in the Business Plans presented to the Board by the Chief Executive Officer together with board reports in respect of operations and the financial position of the Company.

Annual review of Risk

The Board has reviewed the Company's risk management framework in the last 12 months and has satisfied itself that it continues to be sound.

The Board meets regularly whereby the strategic, financial, business, compliance legal and operational risks including ability to raise capital, share and commodity prices, adequate levels of insurance, contract documentation, compliance with financial reporting and statutory obligations, retention of key executives and staff and increasing costs of operations are reviewed and discussed by the Board.

A detailed risk identification matrix has been prepared and regularly updated by management. High and very high-risk issues are reported to the board. An internal officer is responsible for ensuring the Company complies with its regulatory obligations.

Internal Audit

The Company does not have an internal audit function. Financial and operating risks are addressed through individual approved policies and procedures covering financial, contract administration and safety and environmental activities of the Company.

The Company engages an insurance brokering firm as part of the Company's annual assessment of the coverage for insured assets and risks. The results of these reviews are reported to the board at least annually.

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

Sustainability Risks

The Company has a material exposure to financial, economic, environmental and social sustainability risks through its exploration activities.

The Company mitigates these risks by ensuring there is adequate funding to ensure that it is able to meet its operating commitments and ensuring that it applies best practice procedures to ensure compliance with all relevant legal obligations.

As the Company's activities progresses towards the production stage, the Company has increasing material exposures to a variety of additional risks. The board is aware of this change in risk profile as the Company's activities change over time and seeks to engage with shareholders in accordance with its Shareholder Communication Policy and assesses all development opportunities with consideration to these additional risks.

Principle 8: Remunerate fairly and responsibly

Remuneration Committee

The Company operates in accordance with the principles set out in its Nomination, Remuneration and Diversity Committee Charter which is available on the Company's website.

The Company complied with ASX Recommendation 8.1 for the whole of the current year, barring the fact that the Chairman of the Committee is not independent. The Company are comfortable with this decision as Mr Indermaur has the blend of skills and experience deemed appropriate for the Remuneration, Nomination and Diversity Committee and its business.

For full discussion of the Company's remuneration philosophy and framework and the remuneration received by directors and executives in the current period please refer to the Remuneration report, which is contained within the Directors' Report in the 2018 Annual Financial Report.

Disclosure of Remuneration Policy

It is the Company's objective to retain high quality board and executives by remunerating directors and key executives fairly and appropriately with reference to relevant employment market conditions. To assist in achieving this, the Remuneration, Nomination and Diversity Committee links the nature and amount of executive directors' and key executives to the Company's financial and operational performance. The expected outcomes of the remuneration structure are:

- Retention and motivation of key executives;
- Attraction of high quality management to the Company; and
- Performance incentives that allow executives to share in the success of the Company.

The information provided in the Remuneration Report is audited as required by Section 308(3C) of the Corporations Act 2001.

Equity Based Remuneration Schemes

There is no scheme to provide retirement benefits to non-executive directors.

The Company's policy on Dealing in Securities prohibits participants from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

A copy of the Dealing Policy is on the Company's webpage.