



STIRLING MINERALS LIMITED Corporate Governance Statement

As an integral part of its preparations to list on the Australian Stock Exchange (“ASX”), the Company has considered and set up a framework for embracing the ASX Principles of Good Corporate Governance and Best Practice Recommendations (“Recommendations”). The Company has followed each of the Recommendations where the Board has considered the practices appropriate, taking into account factors such as size of the Company and the Board, the resources available to the Company and the activities of the Company. Where, after due consideration the Company’s corporate governance policies depart from the Recommendations, the Board has outlined the nature of, and reason for, the adoption of its own practice.

Further information about the Company’s corporate governance practices will be set out on the Company’s web site at www.Stirlingminerals.com.au following listing of the Company on ASX.

The Board sets out below its “if not why not” report in relation to those matters of corporate governance where the Company’s practices depart from the Recommendations. It is noted that given the Company has only recently been incorporated some of the Recommendations have not yet been applicable to the Company (i.e. annual reporting requirements) however will be considered by the Board as required. As the Company’s activities develop in size, nature and scope, further consideration will be given by the Board to the implementation of additional corporate governance structures.

| Recommendation | | Stirling Minerals Limited current practice |
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| 1.1 | Formalise and disclose functions reserved to the board and those delegated to management. | Satisfied. Board Charter will be available at www.Stirlingminerals.com.au following listing of the Company on ASX. |
| 2.1 | A majority of the board should be independent directors. | Satisfied. The majority of the Board are independent directors. |
| 2.2 | The chairperson should be an independent director. | Satisfied. The MD is an independent director. |
| 2.3 | Roles of chairperson and CEO (or equivalent) should not be exercised by same person. | Satisfied. The roles of MD and managing director are performed by different persons. |
| 2.4 | The board should establish a nomination committee. | Not satisfied. The Board consider that given the current size of the board, this function is efficiently achieved with full board participation. Accordingly, the Board has resolved not to establish a nomination committee at this stage. |
| 2.5 | Annual Report requirements : | Not currently applicable. The Company is yet to prepare an Annual Report however intends to incorporate all information as required. |
| 3.1 | Establish a code of conduct | Satisfied. Code of conduct will be available at |

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| | | www.Stirlingminerals.com.au following listing on ASX. |
| 3.2 | Disclose policy concerning trading in company's securities by directors, officers and employees involved in material transactions or privy to material information. | Satisfied. Trading in securities policy will be available at www.Stirlingminerals.com.au following listing on ASX. |
| 3.3 | Report and disclose 3.1 and 3.2. | Satisfied. Available at www.Stirlingminerals.com.au following listing on ASX |
| 4.1 | Require CEO (or equivalent) and CFO (or equivalent) to state in writing to the board that the company's financial reports present a true and fair view, in all material respects, of the company's financial condition and operational results, and are in accordance with relevant accounting standards. | Not currently applicable. The Company is yet to prepare financial reports having only recently been incorporated. |
| 4.2 | The board should establish an audit committee. | Satisfied. An audit committee has been established. |
| 4.3 | Structure the audit committee so that it consists of only non-executive directors, a majority of independent directors, the chairperson is independent and not the chair of the board and it has at least three members. | Satisfied. The role of the audit committee is currently being undertaken by two non-executive directors, both of which are accountants. The MD of the audit committee is not the MD of the Board. |
| 4.4 | The audit committee should have a formal charter. | Satisfied. Available at www.Stirlingminerals.com.au following listing on ASX. |
| 4.5 | Report on the above including names of members and qualifications, numbers and meetings and attendees in the annual report. | Not currently applicable. No audit meetings have been undertaken to date. |
| 5.1 | Establish written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at senior management level for that compliance. | Satisfied. Continuous disclosure policy will be available at www.Stirlingminerals.com.au following listing on ASX. |
| 5.2 | Post 5.1 on website | Satisfied. Refer 5.1 |
| 6.1 | Design and disclose a communications strategy to promote effective communication with shareholders and encourage effective participation at general meetings. | Satisfied. Communications with shareholders policy will be available at www.Stirlingminerals.com.au following listing on ASX. |
| 6.2 | Request the external auditor to attend the annual general meeting and be available to answer questions about the conduct of the audit and the content and preparation of the auditor's report. | Not currently applicable. |

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| 7.1 | The board or appropriate board committee should establish policies on risk oversight and management. | Satisfied. Risk management program will be available at www.Stirlingminerals.com.au following listing on ASX. |
| 7.2 | The chief executive officer and chief financial officer should provide a statement to the board in writing relating to financial integrity and risk management. | Not currently applicable. |
| 7.3 | Report and disclose 7.1 and 7.2 | 7.1 Satisfied. Refer 7.1 7.2 Not currently applicable. Refer 7.2. |
| 8.1 | Disclose the policy for performance evaluation of the board, the committees and individual directors and key executives | Not satisfied. The Company has not yet established formal performance review measures for key executives nor has it established a nomination committee given the size and stage of the Company's operations. The full Board will review the performance on key executives. |
| 9.1 | Provide disclosure in relation to the company's remuneration policies to enable investors to understand (i) the costs and benefits of those policies and (ii) the link between remuneration paid to directors and key executives and corporate performance. | Not currently applicable. |
| 9.2 | The board should establish a remuneration committee. | Not satisfied. The Board considered this recommendation and formed the view that given the number of directors on the Board, this function could be performed just as efficiently with full board participation. |
| 9.3 | Clearly distinguish the structure of non-executive directors' remuneration from that of executives. | Details of executive and non-executive remuneration are outlined in the Company's Prospectus. |
| 9.4 | Ensure that payment of equity-based executive remuneration is made in accordance with thresholds set in plans approved by shareholders. | Not currently applicable. |
| 9.5 | Report on the above matters. | Not currently applicable. The Company is yet to prepare an Annual Report however intends to incorporate all information as required. |
| 10.1 | Establish and disclose a code of conduct to guide compliance with legal and other obligations to legitimate shareholders. | Satisfied. Code of conduct will be available at www.Stirlingminerals.com.au following listing on ASX. |