

## ASAPLUS RESOURCES LIMITED - CORPORATE GOVERNANCE STATEMENT

In fulfilling its obligations and responsibilities to its various stakeholders, the Board of Asaplus Resources Limited (**Company**) is a strong advocate of corporate governance. The Board has adopted corporate governance policies and practices consistent with the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations 2nd edition" (**Recommendations**) where considered appropriate for a company of the Company's size and nature.

Principal No	Recommendation	Compliance or Reason for Non-compliance
1.1	Establish the functions reserved to the Board and those delegated to senior executives and disclose those functions.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>The Board has adopted a formal board charter setting out the responsibilities of the Board.</p> <p>This charter can be accessed at the Company's website.</p>
1.2	Disclose the process for evaluating the performance of senior executives.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>The Board will meet at least annually to review the performance of executives. The senior executives' performance is assessed against the performance of the Company as a whole.</p>
1.3	Provide the information indicated in the Guide to reporting on Principal 1.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>The information will be disclosed in the Annual Report.</p>
2.1	A majority of the Board should be independent Directors.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>The Board has considered the guidance to Principle 2: <i>Structure the Board to Add Value</i> which contains a list of "relationships affecting independent status".</p> <p>The Company currently has two independent, non-executive directors and one executive director.</p>
2.2	The chair should be an independent Director.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>The Chairman is currently an independent Director.</p>

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2.3	The roles of Chair and Chief Executive Officer should not be exercised by the same individual.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>The Company's Chairman and Managing Director is not the same person.</p> <p>LAU Eng Foo (Andy) is the group chief executive officer and Ir Che Mohamed Hussein Bin Mohamed Shariff is the non-executive chairman.</p>
2.4	The Board should establish a nomination committee.	<p><b>The Board does not intend to comply with this Recommendation.</b></p> <p>The Board considers that the Company is not currently of a size to justify the formation of a nomination committee. The Board as a whole undertakes the process of reviewing the skill base and experience of existing Directors to enable identification or attributes required in new Directors. Where appropriate, independent consultants will be engaged to identify possible new candidates for the Board.</p>
2.5	Disclose the process for evaluating the performance of the Board, its committee and individual Directors.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>The process of evaluating the performance of the Board, its committee and individual directors is contained in the formal board charter (can be accessed at the Company's website).</p>
2.6	Provide the information indicated in the Guide to reporting on Principle 2.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>The skills, experience and expertise relevant to the position held by each Director will be disclosed in the Directors' Report which forms part of the Annual Report.</p> <p>The Directors are entitled to take independent professional advice at the expense of the Company. The period of office held by each Director will be disclosed in the Directors' Report which forms part of the Annual</p>

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		<p>Report.</p> <p>A statement will be included in the Annual Report as to the mix of skills and diversity for which the Board is looking to achieve in membership of the Board.</p>
3.1	<p>Establish a code of conduct and disclose the code for a summary of the code as to:</p> <ul style="list-style-type: none"> <li>• the practice necessary to maintain confidence in the Company's integrity;</li> <li>• the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders;</li> <li>• the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.</li> </ul>	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>The Company has adopted a Code of Conduct, which can be accessed at the Company's website.</p>
3.2	<p>Establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually the objectives and the progress in achieving them.</p>	<p><b>The Board does not intend to comply with this Recommendation.</b></p> <p>The Board supports workplace diversity but considers that the Company is not of a size or maturity to justify a formal diversity policy. The Company has only recently been incorporated. The Board's priority has been to ensure that its members have the appropriate level of experience and skills to manage the Company at its early stages of operation rather than focusing on gender and other diversity factors.</p>
3.3	<p>Disclose in each annual report the measurable objectives for achieving gender diversity set by the Board in accordance with the diversity policy and progress towards achieving them.</p>	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>This information will be disclosed in the Annual Report.</p>

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3.4	Disclose in each annual report the proportion of women employees in the whole organization, women in senior executive positions and women on the Board.	<b>The Board intends to comply with this Recommendation.</b> This information will be disclosed in the Annual Report.
3.5	Provide the information indicated in the Guide to reporting on Principle 3.	<b>The Board intends to comply with this Recommendation.</b> This information will be disclosed in the Annual Report.
4.1	The Board should establish an audit committee.	<b>The Board does not intend to comply with these Recommendations.</b>  The Board considers that the Company is not of a size, nor is its financial affairs of such complexity, to justify the formation of an audit committee. The Board as a whole undertakes the selection and proper application of accounting policies, the integrity of financial reporting, the identification and management of risk and review of the operation of the internal control systems. When performing the role of an audit committee or when the Board meets as the audit committee it will be chaired by Dominic LIM Kian Gam who has a Bachelor's degree in business and a MSc degree in finance and has relevant financial expertise.
4.2	The audit committee should be structured so that it: <ul style="list-style-type: none"> <li>• consists only of Non-Executive Directors;</li> <li>• consists of a majority of independent Directors;</li> <li>• is chaired by an independent chair, who is not chair of the Board;</li> <li>• has at least three members.</li> </ul>	
4.3	The audit committee should have a formal charter.	
4.4	Provide the information in the Guide to reporting on Principle 4.	<b>The Board intends to comply with this Recommendation.</b> This information will be disclosed in the Annual Report.
5.1	Establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	<b>The Board intends to comply with this Recommendation.</b>  The Company has adopted a Continuous Disclosure Policy which can be accessed at the Company's website.
5.2	Provide the information indicated in the Guide to reporting on Principle 5.	<b>The Board intends to comply with this Recommendation.</b> This information will be disclosed in the Annual Report.

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6.1	Design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose that policy or a summary of that policy.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>The Company has adopted a Shareholders' Communication Policy which can be accessed at the Company's website.</p>
6.2	Provide the information indicated in the Guide to reporting on Principle 6.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>This information will be disclosed in the Annual Report.</p>
7.1	Establish policies for the oversight and management of material business risks and disclose a summary of those policies.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>The Company has adopted a Risk Management Policy which can be accessed at the Company's website. This policy outlines the key material risks faced by the Company as identified by the Board and how these risks will be minimised.</p>
7.2	The Board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>The Board will ensure that risk management is included at least quarterly on the agenda of meetings of the Board, for discussion with the Chief Executive Officer.</p>
7.3	The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>The Board will receive an annual assurance in the form of a declaration from the Chief Executive Officer and the Chief Financial Officer (or equivalent) as required by the <i>Corporations Act 2001</i>.</p>

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7.4	Provide the information indicated in the Guide to reporting on Principle 7.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>This information will be disclosed in the Annual Report.</p>
8.1	The Board should establish a remuneration committee.	<p><b>The Board does not intend to comply with these Recommendations.</b></p>
8.2	<p>The Remuneration Committee should be structured so that it:</p> <ul style="list-style-type: none"> <li>• consists of a majority of independent directors;</li> <li>• is chaired by an independent chair; and</li> <li>• has at least three members.</li> </ul>	<p>The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of a remuneration committee. The Board as a whole is responsible for the remuneration arrangements for Directors and executives of the Company and considers it more appropriate to set aside time at Board meetings each year to specifically address matters that would ordinarily fall to a remuneration committee.</p>
8.3	Clearly distinguish the structure of Non-Executive Directors' remuneration from that of Executive Directors and senior executives.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>There is currently one executive director, the structure of non-executive Directors' remuneration is clearly distinguished from that of the executive director and senior executives. This will be described in the Directors' Report which forms part of the Annual Report.</p>
8.4	Provide the information indicated in the Guide to reporting on Principle 8.	<p><b>The Board intends to comply with this Recommendation.</b></p> <p>This information will be disclosed in the Annual Report.</p>