

INTEGRATED GREEN ENERGY SOLUTIONS LIMITED CORPORATE GOVERNANCE STATEMENT

The Corporate Governance Statement sets out the extent to which the Company has followed the recommendations of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations for the year ending 30 June 2018.

Principles and Recommendations	Compliance	Comment
1. Lay solid foundations for management and oversight		
1.1 A listed entity should disclose:	Complies	The Company has established a Board Charter, which discloses the specific responsibilities of the Board and those of senior executives.
a) The respective roles and responsibilities of its Board and management; and		The Board delegates responsibility for the day to day operations and administration of the Company to the Managing Director.
b) Those matters expressly reserved to the Board and those delegated to management.		The Company's Board Charter is posted on the Company's website.
1.2 A listed entity should:	Complies	The Company is responsible for ensuring that appropriate checks are undertaken before a director candidate is appointed or put forward to security holders for election.
a) Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and		All material information in the Company's possession relevant to a decision on whether or not to elect or re- elect a director is provided to security holders in the notice of the meeting at which the director is to be put forward for election or re-election.
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		
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Complies	All directors and senior executives have in place written agreements with the Company 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	Complies	The Company Secretary reports directly to the Chairman and Managing Director. The decision to appoint or remove the Company Secretary is made by the Board.

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A listed entity should:

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| <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>Does Not Comply</p> | <p>The Board believes that the Company benefits from diversity.</p> <p>Due to the size of the Company and small number of persons employed by the Company and its controlled entities, the Board has not established a formal diversity policy.</p> <p>Whilst the Company does not have a formal diversity policy a summary of the Company's measurable objectives is disclosed in this Corporate Governance Statement.</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, 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 the Act.</p> | | <p>As the Company does not have a formal diversity policy it is not able to disclose in its Annual Report the measurable objectives for achieving gender diversity in accordance with a diversity policy and progress towards achieving those objectives.</p> <p>(i) None Company's senior executives are female; and</p> <p>(ii) None of the Board is female.</p> <p>The Company is not a 'relevant employer' under the Workplace Gender Equality Act.</p> |

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A listed entity should:

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| <p>a) Have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and</p> | <p>Complies</p> | <p>As Company has only recently relisted on the ASX in order to meet its new strategic objectives, the Company considers that a formal review is not yet warranted. The anticipated process moving forward will involve the Chair reviewing the composition of the Board and the performance of each Director from to time to ensure that the Board has at all times a mix of skills and experience necessary for the conduct of the Company's activities and to meet the Company's strategic objectives. The Board will consider in the future, once the business operations of the Company mature, whether a more formal approach to undertaking performance evaluations is required.</p> |
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In future, the Company will also continue to disclose in its annual report (or where appropriate) whether a performance evaluation has taken place in the relevant reporting period, and whether it was in accordance with the process disclosed.

b) Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Complies	There was an informal annual performance evaluation of the Board this year which was led by the Chair.
1.7 A listed entity should: a) Have and disclose a process for periodically evaluating the performance of its senior executives; and b) Disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period and in accordance with that process	Complies	The Chair reviewed the performance of the Managing Director and the Board undertaking the Remuneration Committee function annually evaluates the performance of the Company's Senior Executives. A performance evaluation was made during the reporting period on key management personnel.

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Principles and Recommendations	Compliance	Comment	
2. Structure the Board to Add Value			
2.1 The Board of a listed entity should:			
<ul style="list-style-type: none"> a) Have a nomination committee which: <ul style="list-style-type: none"> i) Has at least three members, a majority of whom are independent directors; and ii) Is chaired by an independent director; 	Complies	<p>The Board has established a separate Nomination Committee. The Remuneration Committee Charter establishes the Board's accountability for periodically reviewing the performance of the Company's senior executives. Similar to the Company's approach to the review of the Board as per the response to recommendation 1.6 above, the Company will also disclose with respect to senior executives whether a performance evaluation was undertaken in the reporting period.</p>	
<ul style="list-style-type: none"> and disclose, iii) the charter of the committee 			<p>The Board has a Nomination Committee Charter, which can be located on the Company's website.</p>
<ul style="list-style-type: none"> iv) The members of the committee; and 			

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v)	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		The committee met periodically during the year, the attendance of the members at meetings are disclosed in the Directors' Report of the Annual Report.
b)	If it does not have a nomination committee, disclose the 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.	Complies	The Company does have a separate Nomination Committee.
2.2	A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	Complies	<p>The skills of each Board member are disclosed on the Company's website and in the Company's Annual Report for each year.</p> <p>The Board Charter and the Nomination Committee Charter states the mix of skills and diversity the Board of directors is looking to achieve.</p> <p>The Board Charter and the Nomination Committee Charter can be found on the Company's website.</p>
2.3	A listed entity should disclose:	Complies	<p>For the period ending 30 June 2018, the Board was comprised of two independent non – executive directors Mr. David McIntosh, and Mr. Kilroy Genia.</p> <p>Mr. Paul Dickson and Mr. Bevan Dooley are not considered independent due to being executive directors. Mr. Stuart Clark was Managing Director during the period.</p>
b)	If a director has an interest, position, association or relationship but the Board has		In terms of managing conflicts, those Directors who have interests in specific transactions or potential transactions do not participate in any part of a Directors' meeting which

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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

considers those transactions or potential transactions, are not involved in the decision making process in respect of those transactions or potential transactions, and are asked not to discuss those transactions or potential transactions with other Directors.

- c) The length of service of each director.

As at 30 June 2018, the Directors are:
Mr. Paul Dickson – appointed 24 October 2014
Mr. Bevan Dooley – appointed 24 October 2014
Mr. David McIntosh – appointed 15 December 2014
Mr. Kilroy Genia – appointed 21 January 2015
Mr. Stuart Clark – appointed 25 August 2016

- 2.4** A majority of the board of a listed entity should be independent directors

Does Not Comply

The Company has two independent non-executive directors, Mr Kilroy Genia and Mr David McIntosh. While the majority of the Board is not currently independent, the Company is confident that the current composition of the Board is optimal for the interests of the shareholders.

The Board has three Non-Independent Directors (Mr Dickson, Mr Dooley, and Mr Clark). While the majority of the Board is not currently independent, the Company is confident that current composition of the Board is optimal for transitioning the Company into its next phase of operations, and is therefore in the best interests of the Company and its shareholders. The Board will review the balance of independence on the Board on an on-going basis, and will implement changes at its discretion having regard to the Company's growth and changing management and operational circumstances.

- 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.

Does Not Comply

The Chair and the MD of the Company are separate individuals. The Company's Chairman, Mr. Paul Dickson is not considered an independent Director due to being an executive director. However the Company believes the Chairman is uniquely suited to carrying out the functions of the Chair as he has been intimately involved in all of the business, operations and management of the IGE business acquisition since its inception.

- 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 effectively.

Complies

All new Directors receive an induction that includes being issued with all corporate records and documents material to their role. Fully funded professional development opportunities are being made available to Directors as required on a case-by-case basis to ensure they maintain the skills and knowledge they need to perform their role effectively.

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Principles and Recommendations Compliance Comment

3. Act Ethically and Responsibly

3.1 A listed entity should:	Complies	The Company has adopted a 'Corporate Code of Conduct', which provides a framework for decisions and actions in relation to ethical conduct in business. All of the Company's Directors and employees are required to comply with the standards of behaviour and business ethics in accordance with the law and the Code of Conduct. The Code of Conduct is published on the Company's website.
a) Have a code of conduct for its directors, senior executives and employees; and		
b) Disclose that code or a summary of it.	Complies	The Code of Conduct is posted on the Company's website.

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Principles and Recommendations	Compliance	Comment
4. Safeguard integrity in Corporate Reporting		
4.1 The Board of a listed entity should:		
<ul style="list-style-type: none"> a) have an audit committee which: <ul style="list-style-type: none"> 1) has at least three members, all of whom are non – executive directors and a majority of whom are independent directors; 2) is chaired by an independent director who is not the chair of the Board; and disclose 3) the charter of the Committee; 4) the relevant qualifications and experience of each member of the committee; and 5) in relation to each reporting period, the number of times the committee met through the period and the individual attendances of each of the members at those meetings. 	Complies	<p>The Board has established an Audit Committee to safeguard the integrity of the Company’s financial reporting.</p> <p>The Audit Committee for the year ending 30 June 2018 consisted of three members as follows:</p> <ul style="list-style-type: none"> • Mr. David McIntosh – Chairman of the Audit Committee, independent Non-Executive Director; • Mr. Paul Dickson – Company Chairman • Mr Kilroy Genia <p>Mr. Paul Dickson was appointed to the Committee, however he is not considered independent due to relationship with IGE.</p> <p>The Audit Committee regularly reports and discusses all Committee issues and outcomes with the Board.</p> <p>The Audit Committee Charter is posted on the Company's website.</p> <p>The qualifications and experience of each member of the Committee is disclosed in the Annual Report.</p> <p>The Committee met twice during the financial year to discuss the outcomes of the half-yearly and annual reports with the Auditors.</p>

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4.2	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.	Complies	The Board receives this assurance from the Chief Executive Officer and the Chief Financial Officer for each of the Full Year and Half Year reporting periods.
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4.3	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.	Complies	Each year the Company's external auditor attends the Annual General Meeting.
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Principles and Recommendations	Compliance	Comment
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5. Make timely and balanced disclosure

5.1	Companies should 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.	Complies	<p>The Board has adopted a Continuous Disclosure Policy to ensure that the Company complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules and to ensure accountability for compliance. The Continuous Disclosure Policy is posted on the Company's website.</p> <p>The Chief Executive Officer and the Company Secretary have primary responsibility for ensuring that the Company complies with its continuous disclosure obligations.</p>
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Principles and Recommendations	Compliance	Comment
6. Respect the rights of shareholders		
6.1 A listed entity should provide information about itself and its governance to investors via its website.	Complies	The Company has established a website and the Board regularly updates and provide information sufficient to enable shareholders to be kept informed of major developments. The website also has a corporate governance section in which shareholders can find the Company's Constitution and corporate governance policies.
6.2 A listed entity should design and implement an investor relations program to facilitate effective two – way communication with investors.	Complies	The Company has adopted a Shareholder Communications Policy, which establishes principles to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs. The Shareholder Communications Policy is published on the Company's website.
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.	Complies	The Company encourages shareholders to participate in general meetings of the Company as a means by which feedback can be given to the Company. All shareholders are notified in writing of general meetings and are strongly encouraged to attend and participate in both Annual and Extraordinary General Meetings of the Company, to lodge any relevant questions which would be answered by the Board and / or Chief Executive Officer, and are able to appoint proxies
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.	Complies	Through the Company's registry services provider, shareholders are able to communicate with the Company electronically with respect to matters affecting their shareholding.

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Principles and Recommendations	Compliance	Comment
7. Recognise and manage risk		
7.1 The Board of a listed entity should:	Complies	The Board has established a separate Audit & Risk Committee. The functions of the Risk Committee are undertaken by the Board due to the nature, size and scope of the Company.
<ul style="list-style-type: none"> a) Have a committee or committees to oversee risk, each of which; <ul style="list-style-type: none"> 1) Has at least three members, a majority of whom are independent directors; and 2) Is chaired by and 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 through the period and the individual attendance of the members at those meetings; 		<p>The Audit & Risk Committee for the year ending 30 June 2018 consisted of three members as follows:</p> <ul style="list-style-type: none"> • Mr. David McIntosh – Chairman of the Audit Committee, independent Non-Executive Director; • Mr. Paul Dickson – Company Chairman • Mr Kilroy Genia <p>The 3 member committee is considered by the Board to be appropriate to the needs of the Company at present. The Chairman of the committee is an independent director.</p>
<ul style="list-style-type: none"> 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. 	Complies	The Company’s Risk Management Policy articulates the accountabilities of the Board and management in respect of risk management.

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7.2	The Board or committee of the Board should:	Complies	The risk profile of the Company is currently undergoing a substantial change, with the strategic emphasis of the Company shifting in the period to 30 June 2018 from mining to fuel production. As part of the strategic transition, the identification and management of risk has been continually at the forefront of the Company's recent activities. Moving forward, in accordance with the Audit and Risk Committee Charter, the Board will review the Company's risk management framework on an annual basis and will disclose in its annual report or elsewhere as appropriate whether such review has taken place.
	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.		
7.3	A listed entity should disclose:	Complies	The Company does not have an internal audit function in respect of risk assessment.
	a) If it has an internal audit function, how the function is structured and role it performs; and		The Board is responsible for reviewing and assessing the effectiveness of the Company's system of risk management and the Audit Committee is also responsible for reviewing at least annually the effectiveness of the Company's implementation of the risk management system and providing advice and recommendations to the Board regarding the ongoing development of risk oversight and management policies.
	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.		
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.	Complies	Any material exposure to risk is disclosed in the Annual Report of the Company.

Principles and Recommendations Compliance Comment

8. Remunerate fairly and responsibly

8.1	The Board of a listed entity should:	Does Not Comply	The Board has established a separate Remuneration Committee. The functions of the Remuneration Committee are undertaken by the Board due to the nature, size and scope of the Company.
	(a) have a remuneration committee which:		The Remuneration Committee for the year ending 30 June 2018 consisted of three members as follows:
	(1) has at least three members, a majority of whom are independent directors; and		<ul style="list-style-type: none"> • Mr. David McIntosh – Chairman of the Audit Committee, independent Non-Executive Director; • Mr. Paul Dickson – Company Chairman • Mr Kilroy Genia
	(2) is chaired by an independent director,		The 3 member committee is considered by the Board to be appropriate to the needs of the Company at present. The Chairman of the committee is an independent director.

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and disclose

- (3) the charter of the committee;
- (4) the members of the committee; and
- (5) as at the end of the reporting period, the number of times the committee met throughout the period and the individual attendance of the members at those meeting.

The Remuneration Committee Charter is posted on the Company's website.

The Board met on a regular basis during the year, the attendance of the members at meetings of the Directors are disclosed in the Directors' Report of the Annual Report.

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.

Complies

Each Director and senior executive has entered a separate employment or consultancy agreement with the Company.

Where a Director provides consultancy services through a personal services company, that Director has also entered a separate agreement with the Company in respect of his services as a Director.

The remuneration of Directors and senior executives is reviewed annually. No Director participates in the decision of the remainder of the Board in agreeing final terms of his remuneration, whether as an employee or consultant or as a Director.

The Board has adopted a Remuneration Committee Charter that details the policies and practices regarding the remuneration of non-executive and executive directors and other key management personnel. The Board reviews the remuneration packages of executives annually by reference to the Company performance, executive performance, comparable information from industry sectors, other listed companies and seeks independent advice where required.

The remuneration of all key management personnel for the Company, including monetary and non-monetary components are detailed in the Directors' Report under the heading Details of Remuneration.

The Board considers that the remuneration policies of the Company are designed to attract and retain the best executives and provide the necessary incentives to work to grow long – term shareholder value.

The payment of bonuses, options and other incentive payments are reviewed and approved by the Board and are linked to predetermined performance criteria. The Board can exercise its discretion in relation to approving incentives, bonuses and options, however must be justified by reference to measurable performance.

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8.3 A listed entity which has an equity based remuneration scheme should:

- a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limited the economic risk of participating in the scheme; and
- b) disclose that policy or a summary of it.

Complies

The Company does not have an Employee Incentive Plan in place.