

2 July 2014

CORPORATE GOVERNANCE DISCLOSURE

Pursuant to NI-58-101, the Corporation is required and hereby discloses its corporate governance practices as follows:

1. Board of Directors

The Board facilitates its exercise of independent supervision over management primarily by having a majority of the members of the Board consist of individuals who are independent of the Corporation, as such term is defined in NI 52-110.

The Board considers that each of Harry Dobson, Leslie D. Goodman, John Thomson, Brian Hinchcliffe, Tat Sze (Dalis) Chan, Cong (Eason) Chen and Stanley Neamonitis are “independent” within the meaning of the term in NI 58-101. AC

Norman Williams is not “independent” within the meaning of the term in NI 58-101. Mr. Ogilvie is Chief Executive Officer of the Corporation and as such is involved in the management and the day to day operations of the Corporation.

Mr. Ogilvie was Chief Executive Officer of the Corporation, and as such was involved in the management and the day-to-day operations of the Corporation until January 14, 2014, when he resigned as Chief Executive Officer.

2. Directorships

The following table discloses other directorships held by each of the directors in other reporting issuers (or equivalent in foreign jurisdictions).

Name	Reporting Issuer
Norman Williams	Nil
George Ogilvie	Kirkland Lake Gold Inc.
Harry Dobson	Belvedere Resources Ltd.; Borders and Southern Petroleum Plc; Kirkland Lake Gold Inc.; Mountain Province Diamonds Inc.; Northern Aspect Resources Ltd.
Brian Hinchcliffe	Northern Aspect Resources Ltd.; Kirkland Lake Gold Inc.; Rupert Resources Ltd.
Stanley Neamonitis	Nil
Leslie Goodman	Nil
John Thomson	Belvedere Resources Ltd.; Kirkland Lake Gold Inc.; Northern Aspect Resources Ltd.
Tat Sze (Dalis) Chan	Nil
Cong (Eason) Chen	Nil

Notes

1. Brian Hinchcliffe resigned as a director on January 8, 2014
2. Stanley Neamonitis did not stand for re-election at the Company's AGM on December 5, 2013.

3. Orientation and Continuing Education

New directors are briefed on the role of the Board and its directors and are briefed on the strategic plan, annual and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing Corporation policies. Board members are encouraged to meet and communicate with management, auditors and technical consultants to keep themselves current with the Corporation, industry trends and developments and changes in legislation, with management's assistance. Board members have access to the Corporation's records. Additionally, directors have the opportunity to tour the operations of the Corporation.

4. Ethical Business Conduct

The members of the Board are expected to understand their responsibility to encourage and promote a culture of ethical and honest business conduct and recognize the importance of:

- the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

- promoting avoidance of conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- promoting full, fair, accurate, timely and understandable disclosure in reports and documents that the Corporation files with, or submits to, the securities regulators and in other public communications made by the Corporation;
- promoting compliance with applicable governmental laws, rules and regulations;
- promoting accountability for adherence to honest and ethical conduct; and
- helping to foster a culture of honesty and accountability.

5. Nomination of Directors

The Board is responsible for establishing the qualifications and skills necessary for members of the Board and procedures for identifying possible nominees who meet these criteria. The Board is also responsible for establishing an appropriate review and selection process for new nominees to the Board as well as analyzing the needs of the Board relating to current or future vacancies on the Board and identifying and recommending nominees who meet such needs. The Board is also responsible for establishing procedures and programs for the orientation and education of new members of the Board. The identification and recruitment of new directors is carried on informally through business and industry contacts of the Corporation.

6. Compensation

The Remuneration Committee is chaired by Leslie Goodman with Dalis Chan and John S. Thomson comprising its other members. It is responsible for reviewing and approving and then recommending to the Board compensation for the Chief Executive Officer and the executive officers of the Corporation, administering the Corporation compensation plans and such other compensation plans or structure as adopted by the Corporation from time-to-time, researching and identifying trends in employment benefits as well as establishing and conducting periodic reviews of the Corporation's policies in the area of management benefits and perquisites.

7. Other Board Committees

The Board has no standing committees other than the Remuneration Committee and the Audit Committee.

8. Assessments

The Board is responsible for assessing the effectiveness and contributions of the Board as a whole, its committees and individual directors.

9. Corporate Governance Code

The Directors acknowledge the importance of the principles set out in the Quoted Company Alliance ('QCA') Corporate Governance Code. Although the QCA Corporate Governance Code is not compulsory for AIM quoted companies, the Directors intend to apply the principles as far as they consider appropriate for a company of Rambler Metals & Mining's size and nature in accordance with the QCA Corporate Governance Code for Small and Mid-Size quoted companies 2013.

The QCA Code is widely recognised as an industry standard for those growing companies for which the UK Corporate Governance Code is not applicable.

*On Behalf of the Board of Directors,
Norman Williams
President and CEO*

ABOUT RAMBLER METALS AND MINING

Rambler is a mining and development Company that in November 2012 brought its first mine into commercial production. The group has a 100 per cent ownership in the Ming Copper-Gold Mine, a fully operational base and precious metals processing facility and year round bulk storage and shipping facility; all located on the Baie Verte peninsula, Newfoundland and Labrador, Canada.

The Company's Vision is to be Atlantic Canada's leading mine operator and resource developer through growth and expansion of its existing assets; discovering new deposits; strategic partnerships; mergers and acquisitions. In addition to the Ming Mine, Rambler has strategic investments in the former producing Hammerdown gold mine Little Deer/ Whales Back copper mines and the advanced Valentine Lake Gold Project.

Rambler is dual listed in London under AIM:RMM and in Canada under TSX-V:RMM.

For further information, please contact:

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