

# CORPORATE GOVERNANCE STATEMENT

## Approach to Corporate Governance

Mincor Resources NL ACN 072 745 692 (**Company**) has established a corporate governance framework, the key features of which are set out in this statement. In establishing its corporate governance framework, the Company has referred to the recommendations set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 3<sup>rd</sup> edition (**Principles & Recommendations**). The Company has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices do not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company has adopted instead of those in the recommendation.

The following governance-related documents can be found on the Company's website at [http://www.mincor.com.au/corporate/corporate\\_governance.phtml](http://www.mincor.com.au/corporate/corporate_governance.phtml), under the section marked "Corporate Governance":

### Charters

Board  
Audit and Risk Committee  
Nomination and Remuneration Committee

### Policies and Procedures

Process for Performance Evaluations  
Policy and Procedure for the Selection and (Re)-Appointment of Directors  
Induction Program  
Procedure for the Selection, Appointment and Rotation of External Auditor  
Diversity Policy (summary)  
Code of Conduct (summary)  
Policy on Continuous Disclosure (summary)  
Compliance Procedures (summary)  
Shareholder Communication and Investor Relations Policy  
Securities Trading Policy

## CORPORATE GOVERNANCE STATEMENT (continued)

### Disclosure – Principles and Recommendations

The Company reports below on whether it has followed each of the Principles and Recommendations during the 2018 financial year (**Reporting Period**). The information in this statement is current at 5 October 2018.

Principle	Disclosure
<p><b>1. Lay solid foundations for management and oversight</b></p> <p><b>Recommendation 1.1</b> A listed entity should disclose:</p> <p>a) the respective roles and responsibilities of its board and management; and</p> <p>b) those matters expressly reserved to the board and those delegated to management.</p>	<p>The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved to the Board and those delegated to management and has documented this in its <i>Board Charter</i>.</p>
<p><b>Recommendation 1.2</b> A listed entity should:</p> <p>a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and</p> <p>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.</p>	<p>The Company undertakes appropriate checks before appointing a person, or putting forward to shareholders a candidate for election as a Director and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.</p> <p>The checks which are undertaken, and the information provided to shareholders are set out in the <i>Company's Policy and Procedure for the Selection and (Re) Appointment of Directors</i>.</p>
<p><b>Recommendation 1.3</b> A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</p>	<p>The Company has a written agreement with each Director and senior executive setting out the terms of their appointment. The material terms of any employment, service or consultancy agreement the Company, or any of its child entities, has entered into with its Managing Director, any of its Directors, and any other person or entity who is related party of the Managing Director or any of its Directors has been disclosed in accordance with ASX Listing Rule 3.16.4 (taking into consideration the exclusions from disclosure outlined in that rule).</p>
<p><b>Recommendation 1.4</b> 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.</p>	<p>The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board as outlined in the <i>Company's Board Charter</i>.</p>

## CORPORATE GOVERNANCE STATEMENT (continued)

Principle	Disclosure														
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <p>a) have a diversity policy which includes requirement 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 style="padding-left: 20px;">i. 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 style="padding-left: 20px;">ii. if the entity is a 'relevant employer' under the Workplace Gender Equality Act, the entity's most recent 'Gender Equality Indicator's', as defined in and published under that Act.</p>	<p>The Company has a Diversity Policy, which includes requirements for the Nomination and Remuneration Committee to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them.</p> <p>The following measurable objectives for achieving gender diversity have been set by the Nomination and Remuneration Committee in accordance with the Diversity Policy. The Company's progress towards achieving each measurable objective is also set out below.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Measurable objective</th> <th style="text-align: center;">Progress towards achieving objective</th> </tr> </thead> <tbody> <tr> <td>1. Complete a thorough gender remuneration gap analysis each year to ensure no gender bias exists at any level of the organisation.</td> <td>Remuneration/pay scales across the organisation are reviewed annually as part of the annual remuneration review process. During this process any inequalities between male/female remuneration scales are identified and addressed.</td> </tr> <tr> <td>2. Approach all recruitment and selection with equality that ensures no bias towards either male or female candidates (through job ads, briefings to recruitment agents, selection criteria based on experience, applicants considered on merit).</td> <td>All recruitment and selection that took place during the Reporting Period was approached in accordance with the objective.  During the period, the Board welcomed Ms Liza Carpene to the Board as a Non-Executive Director.</td> </tr> <tr> <td>3. Approach all promotions with equality that ensures no bias towards male or female candidates (i.e. best person for the role).</td> <td>All promotions that took place during the Reporting Period were approached in accordance with the objective.</td> </tr> <tr> <td>4. Approach all training and career development opportunities with equality to ensure no bias towards any staff member(s).</td> <td>All training and career development that took place during the Reporting Period was approached in accordance with the objective.</td> </tr> <tr> <td>5. Offer flexible working arrangements for mothers of young children, provided the arrangement is acceptable to both the employee and the Company.</td> <td>Flexible working arrangements continued to be offered in accordance with the objective during the Reporting Period. The arrangements are also reviewed as part of the annual performance and remuneration review process.</td> </tr> <tr> <td>6. Review and compare Mincor's gender composition profile compared to industry benchmarks and consider whether there any benchmark shortfall might suggest bias in recruitment.</td> <td>The Board assessed Mincor's workforce gender composition during the Reporting Period and noted that the workforce had contracted during this period and that there had been no significant recruitment during the period.</td> </tr> </tbody> </table> <p>At the end of the Reporting Period, the respective proportions of women on the Board, in senior executive positions and across the whole organisation were:            Board: 25%            Senior Executive (comprising the Company's Key Management Personnel as defined in the 2018 Annual Report): 33%;            Whole Organisation (including Board and Key Management Personnel): 44%</p>	Measurable objective	Progress towards achieving objective	1. Complete a thorough gender remuneration gap analysis each year to ensure no gender bias exists at any level of the organisation.	Remuneration/pay scales across the organisation are reviewed annually as part of the annual remuneration review process. During this process any inequalities between male/female remuneration scales are identified and addressed.	2. Approach all recruitment and selection with equality that ensures no bias towards either male or female candidates (through job ads, briefings to recruitment agents, selection criteria based on experience, applicants considered on merit).	All recruitment and selection that took place during the Reporting Period was approached in accordance with the objective.  During the period, the Board welcomed Ms Liza Carpene to the Board as a Non-Executive Director.	3. Approach all promotions with equality that ensures no bias towards male or female candidates (i.e. best person for the role).	All promotions that took place during the Reporting Period were approached in accordance with the objective.	4. Approach all training and career development opportunities with equality to ensure no bias towards any staff member(s).	All training and career development that took place during the Reporting Period was approached in accordance with the objective.	5. Offer flexible working arrangements for mothers of young children, provided the arrangement is acceptable to both the employee and the Company.	Flexible working arrangements continued to be offered in accordance with the objective during the Reporting Period. The arrangements are also reviewed as part of the annual performance and remuneration review process.	6. Review and compare Mincor's gender composition profile compared to industry benchmarks and consider whether there any benchmark shortfall might suggest bias in recruitment.	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## CORPORATE GOVERNANCE STATEMENT (continued)

Principle	Disclosure
<p><b>Recommendation 1.6</b></p> <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 Chair is responsible for evaluation of the Board and, when deemed appropriate, Board committees and individual Directors in accordance with the <i>Process for Performance Evaluations</i>.</p> <p>During the Reporting Period an evaluation of the Board, its committees, and individual Directors took place in accordance with the process disclosed.</p>
<p><b>Recommendation 1.7</b></p> <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 valuation was undertaken in the reporting period in accordance with that process.</p>	<p>The Managing Director is responsible for evaluating the performance of senior executives in accordance with the process disclosed in the Company's <i>Process for Performance Evaluations</i>.</p> <p>The Nomination and Remuneration Committee is responsible for evaluating the performance of the Managing Director. During the Reporting Period an evaluation of the Managing Director and senior executives took place in accordance with the process disclosed.</p>
<p><b>2. Structure the Board to add value</b></p>	
<p><b>Recommendation 2.1</b></p> <p>The board of a listed entity should:</p> <p>a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent Directors; and</li> <li>2) is chaired by an independent Director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ol> <p>b) if it does not have a nomination committee, disclose that 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.</p>	<p>The Board has established a Nomination Committee. During the Reporting Period the Nomination Committee was combined with the Remuneration Committee, effective 23 January 2018. The combined Committee currently comprises Michael Bohm (Chair), Brett Lambert and Liza Carpane, all of whom are independent non-executive Directors. The Nomination Committee and the combined Nomination and Remuneration Committee were each structured in accordance with Recommendation 2.1 for the Reporting Period.</p> <p>Details of Director attendance at Nomination Committee and Nomination and Remuneration Committee meetings during the Reporting Period are set out in a table in the Directors' Report on page 30 of the Company's 2018 Annual Report.</p> <p>The Board has adopted a Nomination and Remuneration Committee Charter which describes the role, composition, functions and responsibilities of the Committee and is disclosed on the Company's website.</p>

## CORPORATE GOVERNANCE STATEMENT (continued)

Principle	Disclosure
<p><b>Recommendation 2.2</b></p> <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>The Board utilises a skills matrix which identifies the skills that it believes are required to be held collectively by the members of Board.</p> <p>Following Board turnover, the current Board reviewed and updated the Company's skills matrix at the end of the Reporting Period. The mix of key skills and diversity that the Board has identified as necessary in its memberships are corporate leadership, resources industry experience, technical qualifications (including exploration, geology, mining and mineral processing), financial literacy and commercial experience, strategy, and environmental, social and governance skills (including legal, risk, IT/cyber security, human resources, health and safety, and stakeholder relations) .</p> <p>The Board believes that the skills and attributes of the current Board are suitable for the Company at this stage. The Board will continue to review and monitor the skills required as the activities of the Company progress.</p>
<p><b>Recommendation 2.3</b></p> <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 Board considers the independence of Directors having regard to the relationships listed in Box 2.3 of the Principles &amp; Recommendations.</p> <p>The independent Directors of the Company are Brett Lambert, Michael Bohm, and Liza Carpena. The length of service of each Director is set out in the Directors' Report on page 27 of the Company's 2018 Annual Report.</p> <p>Mr Muccilli is not considered independent as he is engaged in an executive capacity as Managing Director.</p>
<p><b>Recommendation 2.4</b></p> <p>A majority of the board of a listed entity should be independent Directors.</p>	<p>The Board has a majority of Directors who are independent.</p>
<p><b>Recommendation 2.5</b></p> <p>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.</p>	<p>The independent Chair of the Board is Brett Lambert, who is not the Company's Managing Director.</p>
<p><b>Recommendation 2.6</b></p> <p>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.</p>	<p>The Company has an induction program that it uses when new Directors join the Board and when new senior executives are appointed. The goal of the program is to assist new Directors to participate fully and actively in Board decision-making at the earliest opportunity and to assist senior executives to participate fully and actively in management decision-making at the earliest opportunity. The Company's <i>Induction Program</i> is disclosed on the Company's website. The Nomination and Remuneration Committee regularly reviews whether the Directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board and the Board committees effectively using a Board skills matrix. Where any gaps are identified, the Nomination and Remuneration Committee considers what training or development should be undertaken to fill those gaps. In particular, the Nomination and Remuneration Committee ensures that any Director who does not have specialist accounting skills or knowledge has a sufficient understanding of accounting matters to fulfil his or her responsibilities in relation to the Company's financial statements. Directors also receive ongoing education on developments in accounting standards.</p>

## CORPORATE GOVERNANCE STATEMENT (continued)

Principle	Disclosure
<p><b>3. Act Ethically and Responsibly</b></p> <p><b>Recommendation 3.1</b> A listed entity should:</p> <p>a) have a code of conduct for its Directors, senior executives and employees; and</p> <p>b) disclose that code or a summary of it.</p> <p><b>4. Safeguard Integrity in Corporate Reporting</b></p> <p><b>Recommendation 4.1</b> The board of a listed entity should:</p> <p>a) have an audit committee which:</p> <p style="margin-left: 20px;">i. has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</p> <p style="margin-left: 20px;">ii. is chaired by an independent Director, who is not the chair of the board, and disclose</p> <p style="margin-left: 20px;">iii. the charter of the committee;</p> <p style="margin-left: 20px;">iv. the relevant qualifications and experience of the members of the committee; and</p> <p style="margin-left: 20px;">v. 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; or</p> <p>b) if it does not have an audit committee, disclose that fact and the process it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> <p><b>Recommendation 4.2</b> 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 Company has established a Code of Conduct for its Directors, senior executives and employees, which is disclosed on the Company's website.</p> <p>During the Reporting Period, the Board had an established Audit Committee which operates under the Audit Committee Charter. The current members of the Audit Committee are Liza Carpene (Chair), Brett Lambert and Michael Bohm, all of whom are independent non-executive Directors. The qualifications and experience of each of the Audit Committee members is set out in the Directors' Report on pages 27 &amp; 28 of the Company's 2018 Annual Report. The Audit Committee is currently structured in compliance with Recommendation 4.1. Prior to the appointment of Ms Carpene as Chair of the Audit and Risk Committee, Mr Brett Lambert was Chair of the Audit Committee and Chairman of the Board for a short period following the passing of the previous Chairman Mr David Humann.</p> <p>In addition to the Audit Committee, the Company had a separate Risk Committee Charter in place with the responsibilities undertaken by the full Board. On 15 August 2018, the Board resolved to extend the mandate of the Audit Committee to include risk functions. The new Audit and Risk Committee will operate pursuant to a combined Audit and Risk Committee Charter.</p> <p>The Company has also established a Procedure for the Selection, Appointment and Rotation of its External Auditor. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the position of external auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Board.</p> <p>Details of Director attendance at Audit Committee meetings during the Reporting Period are set out in a table in the Directors' Report on page 30 of the Company's 2018 Annual Report.</p> <p>Before the Board approved the Company financial statements for each quarter, the half year ended 31 December 2017 and the full-year ended 30 June 2018, it received from the Managing Director and the Chief Financial Officer a declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated 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>

## CORPORATE GOVERNANCE STATEMENT (continued)

Principle	Disclosure
<p><b>Recommendation 4.3</b></p> <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>Under section 250RA of the Corporations Act, the Company's auditor is required to attend the Company's annual general meeting at which the audit report is considered, and must arrange to be represented by a person who is a suitably qualified member of the audit team that conducted the audit and is in a position to answer questions about the audit. Each year, the Company writes to the Company's auditor to inform them of the date of the Company's annual general meeting. In accordance with section 250S of the Corporations Act, at the Company's annual general meeting where the Company's auditor or their representative is at the meeting, the Chair allows a reasonable opportunity for the members as a whole at the meeting to ask the auditor (or its representative) questions relevant to the conduct of the audit; the preparation and content of the auditor's report; the accounting policies adopted by the Company in relation to the preparation of the financial statements; and the independence of the auditor in relation to the conduct of the audit. The Chair also allows a reasonable opportunity for the auditor (or their representative) to answer written questions submitted to the auditor under section 250PA of the Corporations Act.</p> <p>A representative of the Company's auditor PricewaterhouseCoopers, attended the Company's Annual General Meeting held on 8 November 2017.</p>
<p><b>5. Make Timely and Balanced Disclosure</b></p>	
<p><b>Recommendation 5.1</b></p> <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>The Company has established written policies and procedures for complying with its continuous disclosure obligations under the ASX Listing Rules. A summary of the Company's <i>Policy on Continuous Disclosure and Compliance Procedures</i> are disclosed on the Company's website.</p>
<p><b>6. Respect the Rights of Security Holders</b></p>	
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website</p>	<p>The Company provides information about itself and its governance to investors via its website at <a href="http://www.mincor.com.au">www.mincor.com.au</a> as set out in its <i>Shareholder Communication and Investor Relations Policy</i>.</p>
<p><b>Recommendation 6.2</b></p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>The Company has designed and implemented an investor relations program to facilitate effective two-way communication with investors. The program is set out in the Company's <i>Shareholder Communication and Investor Relations Policy</i>.</p>
<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>The Company has in place a <i>Shareholder Communication and Investor Relations Policy</i> which outlines the policies and processes that it has in place to facilitate and encourage participation at meetings of shareholders.</p>
<p><b>Recommendation 6.4</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>Shareholders are given the option to receive communications from the Company and its share registry, Computershare Investor Services, electronically. This option is presented to each shareholder in writing upon joining the register for the first time. Thereafter shareholders are able to change their option on-line by visiting the registrar's website. In addition, the Company presents all ASX announcements and financial reports and Company presentations on its website. The Company further publishes an email address on its website for the benefit of shareholders and other stakeholders wishing to contact the Company in this fashion.</p>

## CORPORATE GOVERNANCE STATEMENT (continued)

Principle	Disclosure
<p><b>7. Recognise and Manage Risk</b></p> <p><b>Recommendation 7.1</b> The board of a listed entity should:</p> <p>a) have a committee or committees to oversee risk, each of which:</p> <p style="margin-left: 20px;">i. has at least three members, a majority of whom are independent Directors; and</p> <p style="margin-left: 20px;">ii. is chaired by an independent Director; and disclose:</p> <p style="margin-left: 20px;">iii. the charter of the committee</p> <p style="margin-left: 20px;">iv. the members of the committee; and</p> <p style="margin-left: 20px;">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</p> <p>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.</p>	<p>The Board had not established a separate Risk Committee during the Reporting Period on the basis that the Board believed that there would be no efficiencies gained by establishing a separate Risk Committee given the size and composition of the Board and the companies activities. Accordingly, the full Board performed the responsibilities outlined in Risk Committee Charter during the reporting period.</p> <p>On 15 August 2018, the Board resolved to extend the mandate of the Audit Committee to include risk functions. Going forward, the Audit and Risk Committee will operate pursuant to a combined Audit and Risk Committee Charter.</p>
<p><b>Recommendation 7.2</b> The board or a committee of the board should:</p> <p>a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>The Board reviews the Company's risk management framework at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the Company faces and to ensure that the Company is operating within the risk appetite set by the Board. The Board carried out these reviews during the Reporting Period.</p>
<p><b>Recommendation 7.3</b> A listed entity should disclose;</p> <p>a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>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.</p>	<p>The Company does not have an internal audit function. To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks as outlined in the Company's <i>Risk Management Policy</i>.</p>
<p><b>Recommendation 7.4</b> 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.</p>	<p>As an exploration entity, the Company's ability to fund its exploration activities relies on its existing cash resources and its ability to raise additional capital as and when it may be required. The Company manages these material risks through the tight fiscal management which emanates from Company's internal control processes and the risk management framework established by the Board. In addition the Company maintains a close working relationship with its shareholders and the financial markets.</p> <p>The Company does not have any material exposure to environmental and social sustainability risks.</p>



## CORPORATE GOVERNANCE STATEMENT (continued)

Principle	Disclosure
<p><b>8. Remunerate Fairly and Responsibly</b></p> <p><b>Recommendation 8.1</b> The board of a listed entity should:</p> <p>a) have a remuneration committee which:</p> <ul style="list-style-type: none"> <li>i. has at least three members, a majority of whom are independent Directors; and</li> <li>ii. is chaired by an independent Director;</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>iii. the charter of the committee;</li> <li>iv. the members of the committee; and</li> <li>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</li> </ul> <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>The Board has established a Remuneration Committee. During the Reporting Period the Remuneration Committee was combined with the Nomination Committee, effective 23 January 2018. The combined Committee currently comprises Michael Bohm (Chair), Brett Lambert and Liza Carpene, all of whom are independent non-executive Directors. The Remuneration Committee and the combined Nomination and Remuneration Committee were each structured in accordance with Recommendation 8.1 for the Reporting Period.</p> <p>Details of Director attendance at Remuneration Committee and Nomination and Remuneration Committee meetings during the Reporting Period are set out in a table in the Directors' Report on page 30 of the Company's 2018 Annual Report.</p> <p>The Board has adopted a Nomination and Remuneration Committee Charter which describes the role, composition, functions and responsibilities of the Committee and is disclosed on the Company's website.</p>
<p><b>Recommendation 8.2</b> 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>Details of remuneration, including the Company's policy on remuneration, are contained in the 'Remuneration Report' which forms part of the Directors' Report and commences on page 30 of the Company's 2018 Annual Report. This disclosure includes a summary of the Company's policies regarding the deferral of performance-based remuneration and the reduction, cancellation or clawback of the performance-based remuneration in the event of serious misconduct or a material misstatement in the Company's financial statements.</p>
<p><b>Recommendation 8.3</b> 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>The Company's Nomination and Remuneration Committee Charter includes a statement of the Company's policy on prohibiting participants in the Company's Performance Rights Plan (<b>Scheme</b>) and Employee Share Option Plan (<b>ESOP</b>) entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Scheme.</p>