

## Corporate Governance Statement

Approved by the Board on 19 September 2016

### Overview

The Company's board of directors (Board) is responsible for the overall corporate governance of the Company, and it recognises the need for the highest standards of ethical behaviour and accountability. It is committed to administering its corporate governance structures to promote integrity and responsible decision making.

Accordingly, the Company has, where appropriate, sought to adopt the "Corporate Governance Principles and Recommendations" (Third Edition) (ASX Recommendations) published by the ASX Corporate Governance Council.

The corporate governance principles and practices adopted by the Company may differ from those set out in the ASX Recommendations where the Board considers that adherence is not appropriate, having regard to the nature, complexity and size of the Company's business.

The Company reports below on its compliance with the ASX Recommendations and those matters of corporate governance where the Company's practice departs from the ASX Recommendations to the extent that they are currently applicable to the Company. This statement is current as at 19 September 2016.

### ASX Corporate Governance Principles and Recommendations

#### **1. Principle 1: Lay a solid foundation for management and oversight – companies should establish and disclose the respective roles and responsibilities of board and management and how their performance is monitored and evaluated**

##### **1.1 Recommendation 1.1**

*A listed entity should disclose:*

- (a) *the respective roles and responsibilities of its board and management; and*
- (b) *those matters expressly reserved to the board and those delegated to management.*

#### **Compliance with ASX Recommendation: followed**

The Company has adopted a Board Charter.

Under the Board Charter, the Board is responsible for the overall operation and management of the Company and its subsidiaries and, in particular, is responsible for:

- (a) setting the strategic objectives of the Consolidated Group, establishing goals to ensure that these strategic objectives are met and monitoring the performance of management against these goals and objectives;

- (b) ensuring there are adequate resources available to meet the Consolidated Group's objectives;
- (c) appointing the Managing Director, if any, evaluating the performance and determining the remuneration of senior executives and ensuring that appropriate policies and procedures are in place for recruitment, training, remuneration and succession planning;
- (d) approving and monitoring the progress of business objectives;
- (e) approving and monitoring financial reporting and capital management;
- (f) ensuring that adequate risk management procedures exist and are being implemented;
- (g) ensuring that the Consolidated Group has appropriate corporate governance structures in place, including standards of ethical behaviour;
- (h) ensuring that any necessary statutory licences are obtained and maintained and that compliance measures are implemented to ensure compliance with the law and licences;
- (i) ensuring that the Board is and remains appropriately skilled to meet the needs of the Consolidated Group; and
- (j) ensuring procedures are in place for ensuring the Company's compliance with the law and financial and audit responsibilities, including the appointment of an external auditor and reviewing the financial statements, accounting policies and management processes.

In complying with Recommendation 1.1, the Company has adopted a Board Charter which discloses the respective roles and responsibilities of the Board and senior management and identifies those matters expressly reserved to the Board and those delegated to management.

The Board Charter is available on the Company's website.

## 1.2 Recommendation 1.2

*A listed entity should:*

- (a) *undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and*
- (b) *provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.*

### **Compliance with ASX Recommendation: followed**

The Company conducts appropriate checks of candidates prior to their appointment or nomination for election by shareholders. The Company does not propose to conduct specific checks prior to nominating an existing Director for re-election by shareholders at a general meeting on the basis that this is not considered necessary in the Company's circumstances.

The Company includes in its notices of meeting, succinct biographical information on each Director who stands for election or re-election. The biography sets out the relevant qualifications and experience of the nominated Director for consideration by shareholders.

## 1.3 Recommendation 1.3

*A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.*

### **Compliance with ASX Recommendation: followed**

The Company engages or employ its Directors and other senior executives under written agreements setting out key terms and otherwise governing their engagement or employment by the Company.

The Company's Chief Executive Officer is engaged pursuant to a written consulting contract with the Company and each non-executive Director is engaged under a letter of appointment.

## 1.4 Recommendation 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.*

### **Compliance with ASX Recommendation: followed**

The Company Secretary reports directly, and is accountable, to the Board through the Chairman in relation to all governance matters.

The Company Secretary advises and supports the Board members on general governance matters, implements adopted governance procedures and coordinates circulation of meeting agendas and papers.

## 1.5 Recommendation 1.5

*A listed entity should:*

- (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;*
- (b) *disclose that policy or a summary of it; and*
- (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:*
- (d) *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*
- (e) *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 that Act.*

**Compliance with ASX Recommendation: Recommendation 1.5(a), 1.5(b) and 1.5(d) followed; recommendation 1.5(c) not followed.**

The Board has adopted a diversity policy. However, considering the size and scope of the Consolidated Group, the Board has not set a measurable objective for achieving gender diversity. As at 30 June 2016, women made up 12% of the total Consolidated Group workforce and consultants. There are currently no women in senior management or on the Board.

The Diversity Policy is available on the Company's website.

## 1.6 Recommendation 1.6

*A listed entity should:*

- (a) *have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*
- (b) *disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

### **Compliance with ASX Recommendation: not followed**

The Company does not have in place a formal process for evaluation of the Board, its committees and individual Directors. The small size of the Board and the nature of the Company's activities make the establishment of a formal performance evaluation strategy inefficient. Performance evaluation is a discretionary matter for consideration by the entire Board and in the normal course of events, the Board as a whole will review performance of senior management, Directors and the Board.

## 1.7 Recommendation 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 in accordance with that process.*

### **Compliance with ASX Recommendation: Not followed**

The Company does not have a formal process for evaluation of its key executives, in place. The Company's comparatively small size and the nature of its activities make the establishment of a formal performance evaluation strategy inefficient. As with evaluation of Directors, performance evaluation for key executives is a discretionary matter for consideration by the entire Board and in the normal course of events the Board will review performance of the executives and management, as a whole.

## 2. Principle 2: Structure the Board to add value – a listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively

### 2.1 Recommendation 2.1

*The board of a listed entity should:*

- (a) *have a nomination committee which:*

- (i) *has at least three members, a majority of whom are independent directors; and*
- (ii) *is chaired by an independent director, and disclose:*
  - (A) *the charter of the committee;*
  - (B) *the members of the committee;*
  - (C) *at the end of each reporting period, the number of times the committee met; and*
  - (D) *throughout the period and the individual attendances of the members at those meetings; or*
- (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.*

***Compliance with ASX Recommendation: 2.1(a) not followed, 2.1(b) followed***

The Company does not have a nomination committee, but has adopted Nomination and Remuneration Committee Charters. The full Board, which comprises 5 Non-Executive Directors, considers the matters and issues that would otherwise be addressed by a nomination committee.

Under the Board, candidacy for the Board is based on merit against objective criteria with a view to maintaining an appropriate balance of skills and experience. Generally, candidates for the office of Director are individually assessed by the Chairman and the Managing Director, if any, before appointment or nomination to ensure that they possess the relevant skills, experience, personal attributes and capability to devote the necessary time and commitment to the role.

The Board considers that, given the current size and scope of the Company's operations, establishing a separate nomination committee would be inefficient, but the Board intends to reconsider the requirement for, and benefits of, a separate nomination committee when Company's operations grow to a point where a nomination committee is appropriate.

## **2.2 Recommendation 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.*

***Compliance with ASX Recommendation: not followed***

The Company does not currently have a skills or diversity matrix in relation to the Board members. The Board considers that such a matrix is inappropriate, given the current size and complexity of the Company's operations. The Board may adopt such a matrix at a later time, when appropriate.

## **2.3 Recommendation 2.3**

*A listed entity should disclose:*

- (a) *the names of the directors considered by the board to be independent directors;*
- (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*
- (c) *the length of service of each director.*

**Compliance with ASX Recommendation: followed**

The Board has a majority of directors who satisfy the criteria for independence as outlined in Box 2.3 of the ASX Recommendations.

The Board currently comprises the following members:

- (a) Mr Anthony Chan - Non-Executive Chairman

Mr Chan was appointed on 22 November 2013. Mr Chan has a substantial shareholding in the Company and therefore the Board does not consider him to be independent.

- (b) Mr Nick Bolkus – Non-Executive Director

Mr Bolkus was appointed on 22 November 2013. Mr Bolkus is non-executive and is not a significant shareholder in the Company and therefore the Board considers him to be independent.

- (c) Mr George Lam - Non-Executive Director

Mr Lam was appointed on 22 November 2013. Mr Lam is non-executive and is not a significant shareholder in the Company and therefore the Board considers him to be independent.

- (d) Mr Daniel Chan – Non-Executive Director

Mr Chan was appointed on 22 November 2013. Mr Chan has a substantial shareholding in the Company and therefore the Board does not consider him to be independent.

- (e) Mr Ron Marks - Non-Executive Director

Mr Marks was appointed on 23 November 2013. Mr Marks is non-executive and is not a significant shareholder in the Company and therefore the Board considers him to be independent.

## 2.4 Recommendation 2.4

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

**Compliance with ASX Recommendation: followed**

The Board comprises a majority of “independent directors” at present.

There are currently three Director who satisfy the criteria for independence for the purposes of ASX Recommendation 2.3, namely Mr Nick Bolkus, Mr George Lam and Mr Ron Marks.

## 2.5 Recommendation 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.*

### ***Compliance with ASX Recommendation: not followed***

The Chairman, Mr Anthony Chan, is not considered to be an independent director. The Board considers that, at the present time, the Company's interests are best served by having Mr A Chan as its Chairman. Mr Chan has a substantial interest in the Company's shares but is not an executive of the Company.

## 2.6 Recommendation 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 as directors effectively.*

### ***Compliance with ASX Recommendation: not followed***

The Company does not currently have a formal induction program for new Directors or a formal professional development program for existing Directors. The Board does not consider that a formal induction program is necessary given the current size and complexity of the Company's operations.

All Directors are generally experienced in exploration and mining company operations, albeit in different aspects (e.g. operations, finance, corporate governance etc).

When the Company's operations grow and evolve, the Board will consider adopting such a program, if then appropriate.

## 3. Principle 3: Act ethically and responsibly – a listed entity should act ethically and Responsibly

### 3.1 Recommendation 3.1

*A listed entity should:*

- (a) *have a code of conduct for its directors, senior executives and employees;  
and*
- (b) *disclose that code or a summary of it.*

### ***Compliance with ASX Recommendation: followed***

The Board believes that there should be a strong ethical culture within the Company. Accordingly, the Board has adopted a Code of Conduct which sets out minimum standards with which the directors, officers, managers, employees and consultants of the Consolidated Group are expected to comply in relation to the affairs of the Company's business and when dealing with each other, shareholders and the broader community.

The Code sets out the Company's policies on various matters, including the following:

- (a) compliance with all applicable laws, rules and regulations;
- (b) conflicts of interest;
- (c) dealings with the Company's assets and property;
- (d) use and confidentiality of information;
- (e) gifts and entertainment.

The Code also outlines the procedure for reporting any breaches of the Code of Conduct and the possible disciplinary action the Company may take in respect of any breaches.

In addition to their obligations under the Corporations Act in relation to inside information, all Directors, employees and consultants have a duty of confidentiality to the Company in relation to confidential information they possess.

In fulfilling their duties, each Director dealing with corporate governance matters may obtain independent professional advice at the Company's expense, subject to prior approval of the Chairman, whose approval will not be unreasonably withheld.

The Company's Code of Conduct is available on the Company's website.

#### **4. Principle 4: Safeguard integrity in corporate reporting – a listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting**

##### **4.1 Recommendation 4.1**

*The board of a listed entity should:*

- (a) *have an audit committee which:*
  - (i) *has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and*
  - (ii) *is chaired by an independent director, who is not the chair of the board, and disclose the charter of the committee;*
  - (iii) *the relevant qualifications and experience of the members of the committee; and*
  - (iv) *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*
- (b) *if it does not have an audit committee, disclose that fact and the processes 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.*

**Compliance with ASX Recommendation: 4.1(a) not followed, 4.1(b) followed**



The Company does not have an audit committee, but has adopted an Audit Committee Charter.

The role of the audit committee is undertaken by the full Board, which comprises five Non-Executive Directors, three of which are considered to be independent.

The Board has charged the Company Secretary and the CFO with preparing the annual and half yearly reports. These reports are subsequently audited by the Company's auditors. The CFO also compiles the information and prepares the Company's quarterly financial and operational reports.

All Company reports are reviewed by the Board before they are finalised and the Directors are given the opportunity to question and consider the information in the reports.

The Board considers that, given the current size and complexity of the Company's operations and given that only no Directors hold an executive position in the Company, establishing a separate audit committee would be inefficient. As the Company's become more complex, the Board will reconsider the appropriateness of forming a separate audit committee.

#### **4.2 Recommendation 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.*

#### **Compliance with ASX Recommendation: followed**

The Company obtains declarations from its CEO and CFO, substantially in the form referred to in ASX Recommendation 4.2, before its financial statements are approved.

#### **4.3 Recommendation 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.*

#### **Compliance with ASX Recommendation: followed**

The Company requests its external auditor to attend each annual general meeting of the Company and be available to answer questions from shareholders in relation to the conduct of the audit and the preparation and content of the auditor's report.

**5. Principle 5: Make timely and balanced disclosure – a listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities**

**5.1 Recommendation 5.1**

*A listed entity should:*

- (a) *have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and*
- (b) *disclose that policy or a summary of it.*

***Compliance with ASX Recommendation: followed***

The Company is a “disclosing entity” pursuant to section 111AR of the Corporations Act and as such, is required to comply with the continuous disclosure requirements of Chapter 3 of the ASX Listing Rules and section 674 of the Corporations Act. Subject to the exceptions contained in the ASX Listing Rules, the Company is required to disclose to ASX any information concerning the Company which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Company’s securities.

The Company is committed to complying with its disclosure obligations under the Corporations Act and its obligations under the ASX Listing Rules. All relevant information provided to ASX is posted on the Company’s website.

The Company has adopted a Continuous Disclosure Policy, the purpose of which is to:

- (a) ensure that the Company complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules and;
- (b) provide shareholders and the market with timely, direct and equal access to information issued by the Company; and
- (c) promote investor confidence in the integrity of the Company and its securities.

The Continuous Disclosure Policy is available on the Company’s website.

**6. Principle 6: Respect the rights of security holders – A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively**

**6.1 Recommendation 6.1**

*A listed entity should provide information about itself and its governance to investors via its website.*

***Compliance with ASX Recommendation: followed***

Information on the Company’s corporate governance, including copies of its various corporate governance policies and charters, are available on the Company’s website.

## 6.2 Recommendation 6.2

*A listed entity should design and implement an investor relations program to facilitate effective two way communication with investors.*

### **Compliance with ASX Recommendation: followed**

The Board is adopting a Shareholder Communications Policy, the purpose of which is to facilitate the effective exercise of shareholders' rights by communicating effectively with shareholders, giving shareholders access to information about the Company and its corporate strategies and making it easy for shareholders to participate in general meetings of the Company.

The Company communicates with shareholders:

- (a) through releases to the market via the ASX;
- (b) through the Company's website;
- (c) through information provided directly to shareholders; and
- (d) at general meetings of the Company.

The Shareholder Communications Policy will be made available on the Company's website.

## 6.3 Recommendation 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.*

### **Compliance with ASX Recommendation: followed**

In accordance with the Company's Shareholder Communications Policy, the Company supports shareholder participation in general meetings and seeks to provide appropriate mechanisms for such participation.

In preparing for general meetings of the Company, the Company will draft the notice of meeting and related explanatory information so that they provide all of the information that is relevant to shareholders in making decisions on matters to be voted on by them at the meeting. This information will be presented clearly and concisely so that it is easy to understand and not ambiguous.

The Company will use general meetings as a tool to effectively communicate with shareholders and allow shareholders a reasonable opportunity to ask questions of the Board of Directors and to otherwise participate in the meeting.

## 6.4 Recommendation 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.*

### **Compliance with ASX Recommendation: followed**

The Company considers that communicating with shareholders by electronic means is an efficient way to distribute information in a timely and convenient manner.

In accordance with the Shareholder Communication Policy, the Company gives shareholders the option to receive communications from the Company electronically and the Company encourages them to do so.

All shareholders that opt to receive communications electronically will be provided with notifications by the Company when an announcement or other communication (including annual reports, notices of meeting etc) is uploaded to the ASX announcements platform.

## **7. Principle 7: Recognise and manage risk – a listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework**

### **7.1 Recommendation 7.1**

*The board of a listed entity should:*

- (a) *have a committee or committees to oversee risk each of which:*
  - (i) *has at least three members, a majority of whom are independent directors; and*
    - (A) *is chaired by an independent director, and disclose,*
    - (B) *the charter of the committee;*
    - (C) *the members of the committee; and*
    - (D) *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*
- (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.*

#### **Compliance with ASX Recommendation: 7.1(a) not followed, 7.1(b) followed**

The Company does not have a separate risk management committee.

The role of the risk management committee is undertaken by the full Board, which comprises five Non-Executive Directors and no Executive Directors.

The Board considers that, given the current size and complexity of the Company's operations and that only no Director holds an executive position in the Company, establishing a separate risk management committee will not be efficient, at present. As the Company's operations become more complex, the Board will reconsider the appropriateness of forming a separate risk management committee.

However, the Board has adopted a Risk Management Policy that sets out a framework for a system of risk management and internal compliance and control, whereby the Board delegates day-to-day management of risk to the CEO. The Board is responsible for supervising management's framework of control and accountability systems to enable risk to be assessed and managed.

The Risk Management Policy is available on the Company's website.

## 7.2 Recommendation 7.2

*The board or a committee of the board should:*

- (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.*

### **Compliance with ASX Recommendation: not followed**

As the Board has responsibility for the monitoring of risk management. The Board believes that the Company's affairs are not of sufficient complexity to justify the implementation of a more formal system for identifying, assessing, monitoring and managing risk in the Company.

## 7.3 Recommendation 7.3

*A listed entity should disclose:*

- (a) *if it has an internal audit function, how the function is structured and what role it performs; or*
- (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.*

### **Compliance with ASX Recommendation: 7.3(a) not followed, 7.3(b) followed**

The Company does not currently have an internal audit function. This function is undertaken by the full Board.

The Company has adopted internal control procedures which are set out in its Risk Management Policy.

The Company's internal controls include the following:

- (c) use of appropriately qualified consultants and advisors;
- (d) identification of key risks, assessing them and determining appropriate risk treatment;
- (e) managing activities within budgets and operational and strategic plans;
- (f) periodic financial reporting against budget;
- (g) visiting the Company's exploration project areas to review practices;
- (h) appraisal procedures and due diligence requirements for potential acquisitions or divestments; and
- (i) reliance on auditor reviews and senior management declarations.

The CEO is charged with evaluating and considering improvements to the Company's risk management and internal control processes on an ongoing basis.

The Board considers that an internal audit function is not currently necessary given the current size and complexity of the Company's operations and that no Director holds an executive position in the Company. As the Company's operations become more complex, the Board will reconsider the appropriateness of adopting an internal audit function.

## 7.4 Recommendation 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.*

### **Compliance with ASX Recommendation: followed**

The Company's primary operation of mineral exploration and development is speculative in nature and has inherent risks. It is subject to various economic, environmental and social sustainability risks, which may materially impact the Company's ability to operate and to generate value for shareholders.

These include:

(a) Future capital needs and additional funding

There is a risk that the Company's efforts to raise funds will not be sufficient to complete proposed exploration and development and that further funding will be required.

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company, will vary according to a number of factors, including prospectivity of its projects (existing and future), the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.

(b) Exploration and development costs

Exploration and development are high risk undertakings. The Company does not give any assurance that continued exploration of its current projects or any future projects will result in the delineation or discovery of a significant mineral resource. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited.

(c) Resource estimates

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. The Company believes that these estimates were appropriate when made, but they may change significantly when new information becomes available. There are risks associated with such estimates, as resource estimates are necessarily imprecise and depend to some extent on interpretation, which may ultimately prove to be inaccurate and require adjustment. Adjustments to resource estimates may affect the Company's future plans and ultimately, its financial performance and value of its Shares.

(d) Ability to exploit successful discoveries

It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploitation will involve obtaining the necessary licences or clearances from relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies whose interests and objectives may not be the same as the Company's.

(e) Mining, development and infrastructure risks

Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management, performance of sales and offtake contracts and proficient financial management. Mining and development operations can be hampered by force majeure circumstances, invention of disruptive technologies resulting in substitutes for the mineral resources, environmental considerations and cost overruns as a result of unforeseen events.

The Company's operations will depend on an uninterrupted flow of materials, supplies, equipment, services and finished projects. Due to the geographic location of the Company's projects, it will depend on third parties for the provision of road, port, marine, shipping and other transportation services. Contractual disputes, demurrage charges, classification of commodity inputs and finished products, road and port capacity issues, availability of trucks and vessels, weather conditions, labour disruptions or other factors may have an adverse impact on the Company's ability to transport materials according to schedules and contractual commitments. If these circumstances arise, they may adversely affect the Company's business, results of operations, financial performance and the value of its Shares.

(f) Environmental risks

The operations and activities of the Company are subject to environmental laws and regulations, which can be amended by the relevant authorities from time to time. As with most exploration projects and mining operations, the Company's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. As a result, there is risk that the Company may incur liability under environmental laws that is greater than costs it anticipated.

(g) Title risk

Mining tenements are governed by legislation and each tenement is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. There is a risk that the Company could lose title to one or more of its tenements if tenement conditions or annual expenditure commitments are not met.

(h) Native Title, Aboriginal Heritage and Heritage

The *Native Title Act 1993* (Cth) recognises certain rights of indigenous Australians over land where those rights have not been extinguished. These rights, where they exist, may impact on the ability of the Company to carry out exploration and in future, mining activities, or obtain exploration or mining licences in Australia. In applying for licences over crown land, the Company must observe the provisions of Native Title legislation. In carrying out exploration and/or mining operations, the Company must observe Native Title legislation (where applicable), Aboriginal heritage legislation and heritage legislation which protects sites and objects of significance and these may delay or impact adversely on the Company's operations in Australia.

(i) Joint venture

The Company may, in the future, become a party to joint venture agreements governing the continued exploration and development of its projects. There is a risk that the Company's joint venture partners may default in their joint venture obligations or not act in the best interests of the joint venture. This may have an adverse effect on the interests and prospects of the Company.

(j) Acquisition and investment risks

The Company may seek potential acquisitions and investments to complement its existing exploration assets. Whilst the Company will undertake thorough due diligence on any acquisitions or investments, there are risks associated with acquisitions or investments which may not be fully mitigated. Furthermore, any acquisition or investment may require the Company to raise additional capital, which may be dilutive for existing Shareholders.

(k) Commodity prices

Commodities prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, general world economic conditions and the outlook for interest rates, inflation and other economic or political factors on both a regional and global basis. These factors may have a negative effect on the Company's exploration, project development and production plans and activities, together with its ability to fund those plans and activities.

(l) Occupational health & safety

The exploration and mining industry has become subject to increasing occupational health and safety responsibility and liability. The Company may become liable for past and current conduct which violates such laws and regulations, which may be amended by the relevant authorities. Penalties for breaching health and safety laws can be significant and include criminal penalties. Victims of workplace accidents may also commence civil proceedings against the Company. These events might not be insured by the Company or may be uninsurable. In addition, any changes in health and safety laws and regulations may increase compliance costs for the Company. Such an event would negatively impact the financial results of the Company.



(m) Key personnel

The ability of the Company to achieve its objectives depends on the retention of key personnel who provide technical expertise. If the Company cannot secure external technical expertise (for example to carry out drilling) or if the services of the present technical panel cease to become available to the Company, this may affect the Company's ability to achieve its objectives either fully or within the timeframes and the budget the Company has decided upon.

Whilst the ability of the Company to achieve its objectives may be affected by the matters mentioned above, the Directors believe that appropriately skilled and experienced professionals will be available to provide services to the Company at market levels of remuneration in the event key external contractors cease to be available.

The Company has adopted the Risk Management Policy and other procedures to identify, mitigate and manage these risks. These policies are updated from time to time as the Board considers appropriate in the circumstances for the management of the Company's risk profile.

**8. Principle 8: Remunerate fairly and responsibly – companies should ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to performance is clear**

**8.1 Recommendation 8.1**

*The board of a listed entity should:*

- (a) *have a remuneration committee which:*
  - (i) *has at least three members, a majority of whom are independent directors; and*
  - (ii) *is chaired by an independent director, and disclose:*
    - (A) *the charter of the committee;*
    - (B) *the members of the committee; and*
    - (C) *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*
- (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.*

**Compliance with ASX Recommendation: 8.1(a) not followed, 8.1(b) followed**

The Company has not established a separate remuneration committee and does not have a formal remuneration policy in place.

However, the Board has adopted a Nomination and Remuneration Committee Charters.

The role of the remuneration committee is undertaken by the full Board. The Board considers that, given its current size and that no Director holds an executive position in the Company, establishing a separate remuneration committee will be inefficient, at present.

The Company sets out the remuneration paid or provided to Directors and senior executives annually in the remuneration report contained within the Company's annual report to shareholders.

The full Board determines all compensation arrangements for Directors, in accordance with the charter. It is also responsible for setting performance criteria, performance monitors, share option schemes, incentive performance schemes, superannuation entitlements, retirement and termination entitlements and professional indemnity and liability insurance cover on the same basis.

The maximum aggregate remuneration payable to Non-Executive Directors is set in the Company's General Meeting.

As the Company's operations become more complex, the Board will reconsider the appropriateness of forming a separate remuneration committee.

## **8.2 Recommendation 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.*

### **Compliance with ASX Recommendation: followed**

The Company's policies and practices regarding the remuneration of Executive and Non-Executive Directors and other senior executives is set out in the Remuneration Report contained in the Company's Annual Report for each financial year.

## **8.3 Recommendation 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 limit the economic risk of participating in the scheme; and*
- (b) *disclose that policy or a summary of it.*

### **Compliance with ASX Recommendation: not followed**

The Company does not currently have an equity based remuneration scheme.

Whilst the Company's Securities Trading Policy sets out the circumstances in which the Company's directors, officers and employees are prohibited from dealing in the Company's securities, there is no specific policy guidance on whether participants in any equity-based remuneration scheme the Company may in future implement, are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme. Such a policy will be considered in future, if appropriate.

The Securities Trading Policy is available on the Company's website.