

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

**Name of entity**

St George Mining Limited

**ABN / ARBN**

139 308 973

**Financial year ended:**

30 June 2019

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

This URL on our website: [www.stgm.com.au](http://www.stgm.com.au)

The Corporate Governance Statement is accurate and up to date as at 3 September 2019 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 3 September 2019

Sarah Shipway

Non-Executive Director/Company Secretary

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<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

<sup>2</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

| Corporate Governance Council recommendation                             |   | We have followed the recommendation in full for the whole of the period above. We have disclosed ...   | We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>  |
|---|---|--|--|
| <b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b> |   |  |  |
| 1.1   | A listed entity should disclose:<br>(a) the respective roles and responsibilities of its board and management; and<br>(b) those matters expressly reserved to the board and those delegated to management.  | ... the fact that we follow this recommendation:<br>✓ in our Corporate Governance Statement<br>✓ at <a href="http://www.stgm.com.au">www.stgm.com.au</a> | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 1.2   | A listed entity should:<br>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and<br>(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. | ... the fact that we follow this recommendation:<br>✓ in our Corporate Governance Statement  | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 1.3   | A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.   | ... the fact that we follow this recommendation:<br>✓ in our Corporate Governance Statement  | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 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.   | ... the fact that we follow this recommendation:<br>✓ in our Corporate Governance Statement  | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |

<sup>4</sup> If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation |   | We have followed the recommendation in full for the whole of the period above. We have disclosed ...   | We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup> |
|---|---|--|---|
| 1.5   | <p>A listed entity should:</p> <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>(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>(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 that Act.</p> | <p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> | <p>✓ an explanation why that is so in our Corporate Governance Statement</p>  |
| 1.6   | <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 evaluation process referred to in paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>   | <p>✓ an explanation why that is so in our Corporate Governance Statement</p>  |

+ See chapter 19 for defined terms

## Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation |  | We have followed the recommendation in full for the whole of the period above. We have disclosed ...  | We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup> |
|---|--|---|---|
| 1.7   | A listed entity should:<br>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and<br>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. | ... the evaluation process referred to in paragraph (a):<br><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> at [ <i>insert location</i> ]<br>... and the information referred to in paragraph (b):<br><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> at [ <i>insert location</i> ] | ✓ an explanation why that is so in our Corporate Governance Statement   |

## Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation           | We have followed the recommendation in full for the whole of the period above. We have disclosed ...   | We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>  |   |
|---|--|--|---|
| <b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b> |  |  |   |
| 2.1   | <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ 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><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> | <p>✓ an explanation why that is so in our Corporate Governance Statement</p>  |
| 2.2   | <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>... our board skills matrix:</p> <p>✓ in our Corporate Governance Statement</p>   | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

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## Key to Disclosures Corporate Governance Council Principles and Recommendations

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|--|---|---|--|
| 2.3  | A listed entity should disclose:<br>(a) the names of the directors considered by the board to be independent directors;<br>(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<br>(c) the length of service of each director. | ... the names of the directors considered by the board to be independent directors:<br>✓ in our Corporate Governance Statement<br>... and, where applicable, the information referred to in paragraph (b):<br>✓ in our Corporate Governance Statement<br>... and the length of service of each director:<br>✓ in our Corporate Governance Statement | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement   |
| 2.4  | A majority of the board of a listed entity should be independent directors.   | ... the fact that we follow this recommendation:<br><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> at [ <i>insert location</i> ]  | ✓ an explanation why that is so in our Corporate Governance Statement  |
| 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.   | ... the fact that we follow this recommendation:<br><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> at [ <i>insert location</i> ]  | ✓ an explanation why that is so in our Corporate Governance Statement  |
| 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.  | ... the fact that we follow this recommendation:<br>✓ in our Corporate Governance Statement   | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| <b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b> |   |   |  |
| 3.1  | A listed entity should:<br>(a) have a code of conduct for its directors, senior executives and employees; and<br>(b) disclose that code or a summary of it.   | ... our code of conduct or a summary of it:<br>✓ in our Corporate Governance Statement  | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement   |

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|---|--|---|
| <b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b> |   |  |   |
| 4.1   | <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) 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 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.</p> | <p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> | <p>✓ an explanation why that is so in our Corporate Governance Statement</p>                        |
| 4.2   | <p>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 fact that we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement</p>   | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> |

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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.                  | ... the fact that we follow this recommendation:<br>✓ in our Corporate Governance Statement   | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable             |
| <b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>    |  |   |   |
| 5.1   | A listed entity should:<br>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and<br>(b) disclose that policy or a summary of it. | ... our continuous disclosure compliance policy or a summary of it<br>✓ in our Corporate Governance Statement   | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement  |
| <b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b> |  |   |   |
| 6.1   | A listed entity should provide information about itself and its governance to investors via its website.   | ... information about us and our governance on our website:<br>✓ at <a href="http://www.stgm.com.au">www.stgm.com.au</a>                                  | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement  |
| 6.2   | A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.  | ... the fact that we follow this recommendation:<br>✓ in our Corporate Governance Statement   | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement  |
| 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.                                      | ... our policies and processes for facilitating and encouraging participation at meetings of security holders:<br>✓ in our Corporate Governance Statement | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable |
| 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.                   | ... the fact that we follow this recommendation:<br>✓ in our Corporate Governance Statement   | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement  |

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## Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation    | We have followed the recommendation in full for the whole of the period above. We have disclosed ...   | We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>  |   |
|--|--|--|---|
| <b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b> |  |  |   |
| 7.1  | <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> | <p>✓ an explanation why that is so in our Corporate Governance Statement</p>                        |
| 7.2  | <p>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 fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p>✓ in our Corporate Governance Statement</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p>✓ in our Corporate Governance Statement</p>  | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> |

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## Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|---|--|---|
| 7.3   | <p>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>[If the entity complies with paragraph (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> | <p>✓ an explanation why that is so in our Corporate Governance Statement</p>  |
| 7.4   | <p>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>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p>✓ in our Corporate Governance Statement</p>   | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>                   |

| Corporate Governance Council recommendation            | We have followed the recommendation in full for the whole of the period above. We have disclosed ...   | We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>  |   |
|--|--|--|---|
| <b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b> |  |  |   |
| 8.1  | <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ 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><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> | <p>✓ an explanation why that is so in our Corporate Governance Statement</p>  |
| 8.2  | <p>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>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p>✓ in our Corporate Governance Statement</p>  | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

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## Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|--|--|--|
| 8.3   | <p>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>... our policy on this issue or a summary of it:</p> <p>✓ in our Corporate Governance Statement</p> | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

## CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2019

The policies and practices developed and implemented by the Board over many years meet or exceed the Principles and Recommendations set out in ASX's 3<sup>rd</sup> Edition Corporate Governance Council Guidelines (ASX Guidelines).

The statement was approved by the Board of St George Mining Limited and is current as at 3 September 2019. The statement and information identified therein are available on the Company's website at [www.stgeorgemining.com.au](http://www.stgeorgemining.com.au) under the Corporate Governance Section.

| ASX RECOMMENDATION   | STATEMENT COMMENTARY   | COMPLIANT WITH<br>ASX<br>RECOMMENDATION |
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| <b>Principle 1: Lay solid foundations for management and oversight</b>   |  |   |
| <b>A listed entity should establish and disclose the respective roles and responsibility of its board and management and how their performance is monitored and evaluated.</b> |  |   |
| 1.1 A listed entity should disclose:   |  |   |
| (a) the respective roles and responsibilities of its board and management; and   | <p>The Directors monitor the business affairs of the Company on behalf of Shareholders and have adopted a Corporate Governance Plan which is designed to encourage Directors to focus their attention on accountability, risk management and ethical conduct.</p> <p>The Board Charter sets out the Board's role, powers and duties and establishes the functions reserved for the Board and those which are delegated to management.</p> <p>Due to the scale of the Company's operations and the limited number of employees, the Board performs the management role.</p> | Yes                                     |
| (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 which sets out the role, powers and responsibility of the Board.  | Yes                                     |
| 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                                | Appropriate background checks are carried out prior to the appointment or nomination for election of a director.   | Yes                                     |
| (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.                         | All material information relevant to a decision about each candidate for election will be contained in the Notice of Meeting.  | Yes                                     |
| 1.3 A listed entity should have a written agreement with each director and senior executive  | Directors are not appointed for specific terms and are subject to rotational requirements for re-election. Criterion for continued office is effective contribution,   | Yes                                     |

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| <p>setting out the terms of their appointment.</p>  | <p>which is regularly reviewed in the evaluation of the Board's performance.</p> <p>Directors have written agreements setting out the terms of their appointment.</p>  |            |
| <p>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.</p>  | <p>The Board has access to the company secretary, who is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>  | <p>Yes</p> |
| <p>1.5 A listed entity should:</p>  |  |            |
| <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>The Company's Diversity Policy, which is included in Schedule 10 of the Company's Corporate Governance Plan, recognises the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent. Diversity includes, but is not limited to, gender, age, ethnicity and cultural background.</p> <p>The Board is responsible for developing measurable objectives and strategies to meet the Objectives of the Diversity Policy (Measureable Objectives) and monitoring the progress of the Measureable Objectives through monitoring, evaluation and reporting mechanisms listed below.</p> <p>The Board may also set Measurable Objectives for achieving gender diversity and monitoring their achievement.</p> <p>The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.</p> <p>Due to the scale of the Company's operations and the limited number of employees, the Company has not yet set Measurable Objectives for achieving gender diversity. The Company will consider establishing measurable objectives as it develops.</p> | <p>Yes</p> |
| <p>(b) disclose that policy or a summary of it; and</p>   | <p>A copy of the Company's Diversity Policy is included in the Company's Corporate Governance Plan and is available on the "Corporate Governance" page of the Company's website <a href="http://www.stgm.com">www.stgm.com</a>.</p>  | <p>Yes</p> |

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| (c) disclose as at the end of each reporting period the measurable for achieving gender diversity set by the Board in accordance with the entity's diversity policy and its progress towards achieving them and either; | Due to the scale of the Company's operations and the limited number of employees, the Company has not yet set Measurable Objectives for achieving gender diversity. The Company will consider establishing measurable objectives as it develops.   | No  |
| (i) the respective portions of men and woman on the board, in senior executive positions and across the whole organisation (including how the entity has defined senior executives for these purposes;                  | <p>The Company currently comprises of the following percentages of females;</p> <ul style="list-style-type: none"> <li>• 33% of the Board</li> <li>• 25% Senior Management</li> <li>• 29% of the Company's total workforce</li> </ul> <p>(i) Due to the Company's stage of development, it does not yet have any senior executives apart from the Board.</p> | Yes |
| (ii) if the entity is a 'relevant entity' under the Workplace Gender Equality Act, the entity's most recent 'Gender Equality Indicators', as defined in and published under the Act.                                    | The Company is not a 'relevant entity' under the Workplace Gender Equality Act.  | N/A |
| 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  | The Board has adopted a policy to assist in evaluating the performance of senior executives, which is contained in Schedule 6 of its Corporate Governance Plan (Disclosure - Performance Evaluation).  | Yes |
| (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.  | The Company will put a formal process in place as and when the Company's level of operations justifies it.   | No  |
| 1.7 A listed entity should:   |  |     |
| (a) have and disclose a process for periodically evaluating the performance of its senior executives; and   | Due to the Company's stage of development, it does not yet have any senior executives apart from the Board. However, if the Company appoints senior executives in the future, the Board will monitor the performance of those senior executives including measuring actual performance of senior executives against planned performance.                     | Yes |
| (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting  | See 1.7 (a)  | N/A |

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| period in accordance with that process.   |   |     |
| <b>Principle 2: Structure of the board to add value</b>   |   |     |
| <b>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</b>   |   |     |
| 2.1 The board of a listed entity should   |   |     |
| (a) have a nomination committee which;  | The Company has established a separate nomination committee.  | Yes |
| (i) has at least three members, a majority of whom are independent; and   | Given the size of the Board the Committee has two members. No members of the committee are deemed independent.  | No  |
| (ii) is chaired by an independent director  | The committee is chaired by Sarah Shipway, who is not deemed independent.   | Yes |
| and disclose:   |   |     |
| (iii) the charter of the committee;   | The charter of the nomination committee is contained in Schedule 5 of the Company's Corporate Governance Plan and is available on the "Corporate Governance" page of the Company's website <a href="http://www.stgm.com">www.stgm.com</a> . | Yes |
| (iv) the members of the committee   | The nomination committee members are: <ul style="list-style-type: none"> <li>• Sarah Shipway (Chair); and</li> <li>• John Prineas (member).</li> </ul>  | Yes |
| (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of those members at those meetings; or   | During the reporting period, the committee did not have a meeting.  | Yes |
| (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 responsibility effectively. | See 2.1 (a).  | N/A |
| 2.2 A listed entity should have and disclose a board skills matrix  | The Board has a skills matrix covering the following key areas of knowledge and experience:   | Yes |



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| <p>setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>   | <ul style="list-style-type: none"> <li>• Project Development</li> <li>• Health, Safety and Environment</li> <li>• Commercial</li> <li>• Legal</li> <li>• Finance (Accounting)</li> </ul> <p>When a Board vacancy occurs, the Nomination Committee identifies the particular skills, diversity, experience and expertise that will best complement Board effectiveness, and then undertakes a process to identify candidates who meet those criteria.</p>   |            |
| <p>2.3 A listed entity should disclose:</p>   |  |            |
| <p>(a) the names of the directors considered by the board to be independent directors;</p>  | <p>The Board does not have any independent directors.</p>  | <p>Yes</p> |
| <p>(b) if a director has an interest, position, association or relationship described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the directors, 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>The Board distinguishes between the concept of independence, and the issues of conflict of interest or material personal interests which may arise from time to time. Wherever there is an actual or potential conflict of interest or material personal interest, the Board's policies and procedures ensure that:</p> <ul style="list-style-type: none"> <li>• the interest is fully disclosed and the disclosure is recorded in the Board minutes;</li> <li>• the relevant director is excluded from all considerations of the matter by the Board; and</li> <li>• the relevant director does not receive any segment of the Board papers or other documents in which there is any reference to the matter.</li> </ul>           | <p>Yes</p> |
| <p>(c) the length of service of each director.</p>  | <p>The name, skills and experience of the directors in office at the date of this Statement, and the period of office of each director, are set out in the Annual Report.</p>  | <p>Yes</p> |
| <p>2.4 A majority of the board of a listed entity should be independent directors</p>   | <p>The Company's Corporate Governance Plan outlines that the majority of the Board will be comprised of non-executive directors, and where practical, at least 50% of the Board will be independent. However, the Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the expense of an appointment of a majority of independent directors. The current Board structure presently consists of an executive chairman, and two non-executive director.</p> <p>The Board believes that each of the Directors can make, and do make, quality and independent judgements in the best interests of the Company. Any Director who has a conflict of interest in relation to a</p> | <p>No</p>  |

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|  | particular item of business must declare their conflict and abstain from voting or participating in Board deliberations to which a conflict of interest relates.  |     |
| 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.  | <p>Mr John Prineas is the Executive Chairman and is a not an Independent Director.</p> <p>The Company's Corporate Governance Plan provides that the Chairman, where practical, should be a non-executive Director.</p> <p>The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to require an independent Chairman. This will be reviewed as the Company develops.</p> | No  |
| 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. | <p>The Board provides an appropriate induction program for new directors, which includes onsite visits to operations.</p> <p>Directors have available to them opportunities for professional development.</p>   | Yes |
| <b>Principle 3: Act ethically and responsibly</b>  |   |     |
| <b>A listed entity should act ethically and responsibly.</b>   |   |     |
| 3.1 A listed entity should:  |   |     |
| (a) have a code of conduct for its directors, senior executive and employees; and  | The Company's Code of Conduct, which is included in Schedule 2 of the Company's Corporate Governance Plan, aims to encourage the appropriate standards of conduct and behaviour of the directors, officers and employees of the Company.  | Yes |
| (b) disclose that code or a summary of it.   | A copy of the Company's Code of Conduct is contained in the Company's Corporate Governance Plan and is available on the "Corporate Governance" page of the Company's website, <a href="http://www.stgm.com">www.stgm.com</a> .  | Yes |
| <b>Principle 4: Safeguard integrity in corporate reporting</b>   |   |     |
| <b>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</b>   |   |     |
| 4.1 the board of a listed entity should:   |   |     |
| (a) have an audit committee which:   | The Company has established an audit committee.   | Yes |
| (i) has at least three members, all of whom are non-executive directors and a majority of whom   | Given the size of the Board the Committee has two members. There are no members of the committee are deemed independent.  | No  |

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| are independent directors;<br>and  |   |     |
| (ii) is chaired by an independent director, who is not the chair of the board,   | The committee is chaired by Sarah Shipway, who is not deemed independent.   | Yes |
| and disclose:  |   |     |
| (iii) the charter of the committee;  | A formal Audit and Risk Committee Charter has been adopted by the Company, which is contained in Schedule 3 of the Company's Corporate Governance Plan. | Yes |
| (iv) the relevant qualifications and experience of the members of the committee; and   | The audit committee members are: <ul style="list-style-type: none"> <li>• Sarah Shipway BComm, CA (Chair); and</li> <li>• John Dawson</li> </ul>        | Yes |
| (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  | During the reporting period the audit committee met once. The meeting was attended by all committee members.  | Yes |
| (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.  | See 4.1 (a)   | N/A |
| 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 | The Board will seek the relevant assurance from the chief executive officer and chief financial officer (or their equivalents) at the relevant time.    | Yes |

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| has been formed on the basis of a sound system of risk management and internal control which is operating effectively.  |   |     |
| 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.                           | <p>The senior engagement partner (or his representative) of the Company's external auditor, Stantons International, attends the Company's annual general meeting and is available to answer questions from shareholders about the audit.</p> <p>The Chairman advises the shareholders of this at the commencement of each annual general meeting.</p> | Yes |
| <b>Principle 5: Make timely and balanced disclosure.</b>  |   |     |
| <b>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.</b> |   |     |
| 5.1 A listed entity should  |   |     |
| (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and   | The Company's Continuous Disclosure Policy, which is contained in Schedule 7 of the Company's Corporate Governance Plan, is designed to ensure the compliance with ASX Listing Rule disclosure.   | Yes |
| (b) disclose that policy or a summary of it.  | A copy of the Company's Continuous Disclosure Policy is contained in the Company's Corporate Governance Plan and is available on the "Corporate Governance" page of the Company's website, <a href="http://www.stgm.com">www.stgm.com</a> .   | Yes |
| <b>Principle 6: Respect the rights of security holders</b>  |   |     |
| <b>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.</b>              |   |     |
| 6.1 A listed entity should provide information about itself and its governance to investors via its website.  | The Company has adopted a Shareholder Communications Strategy, contained in Schedule 11 of the Company's Corporate Governance Plan, which aims to ensure that the shareholders of the Company are informed of all major developments affecting the Company's state of affairs.  | Yes |
| 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.   | Shareholders are able to send and receive communications to/from St George Mining electronically.   | Yes |
| 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.   | Shareholders are encouraged to participate in shareholder meetings to ensure a high level of accountability and identification with the Company's strategies and goals. Important issues are presented to shareholders as separate resolutions.   | Yes |

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|  | Shareholders who are unable to attend a shareholder meeting may vote by appointing a proxy using the form included with the Notice of Meeting. Further, shareholders are also invited to submit questions in advance of the shareholder meeting so that the Company can ensure those issues are addressed at the meeting. |     |
| 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. | Shareholders have the option to receive communications from, and send communications to, the Company and its share registry.  | Yes |
| <b>Principle 7: Recognise and manage risk</b>  |   |     |
| <b>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</b>                                       |   |     |
| 7.1 The board of a listed entity should:   |   |     |
| (a) have a committee or committees to oversee risk, each of which:   | The Company has established a risk committee.   | Yes |
| (i) has at least three members, a majority of whom are independent directors; and  | Given the size of the Board the Committee has two members. There are no members of the committee are deemed independent.  | No  |
| (ii) is chaired by an independent director,  | The committee is chaired by Sarah Shipway, who is not deemed independent.   | Yes |
| and disclose   |   |     |
| (iii) the charter of the committee;  | A copy of the Company's Audit and Risk Committee Charter is contained in the Company's Corporate Governance Plan and is available on the "Corporate Governance" page of the Company's website, <a href="http://www.stgm.com">www.stgm.com</a> .   | Yes |
| (iv) the members of the committee; and   | The audit committee members are: <ul style="list-style-type: none"> <li>• Sarah Shipway (Chair); and</li> <li>• John Dawson</li> </ul>  | Yes |
| (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  | During the reporting period the risk committee met once. The meeting was attended by all committee members.   | Yes |

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| (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.  | See 7.1(a)  | N/A |
| 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   | The Board is responsible for determining the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.            | Yes |
| (b) disclose, in relation to each reporting period, whether such a review has taken place.   | The Board considers the entity's risk at each Board meeting.  | Yes |
| 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   | The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the formation of separate internal audit function.   | No  |
| (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.   | See 7.3 (a)<br><br>The Risk Management policy, Schedule 8 of the Company's Corporate Governance Plan, sets out the Company's risk management review and internal compliance and control procedure.                | N/A |
| 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.  | The Company identifies and manages material exposures to economic, environmental and social sustainability risks in a manner consistent with its Risk Management policy set out in the Corporate Governance Plan. | Yes |
| <b>Principle 8: Remunerate fairly and responsibly</b>  |   |     |
| <b>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.</b> |   |     |
| 8.1 The board of a listed entity should:   |   |     |
| (a) have a remuneration committee which:   | The Company has established a remuneration committee.   | Yes |

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| (i) has at least three members, a majority of whom are independent directors; and   | Given the size of the Board the Committee has two members. No members of the committee are deemed independent.   | No  |
| (ii) is chaired by an independent director,   | The committee is chaired by Sarah Shipway, who is not deemed independent.  | Yes |
| and disclose:   |  |     |
| (iii) the charter of the committee;   | A formal Remuneration Committee Charter has been adopted by the Company, which is contained in Schedule 4 of the Company's Corporate Governance Plan.  | Yes |
| (iv) the members of the committee; and  | The remuneration committee members are: <ul style="list-style-type: none"> <li>• Sarah Shipway (Chair); and</li> <li>• John Prineas</li> </ul>   | Yes |
| (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   | During the reporting period the remuneration committee did not meet.   | Yes |
| (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. | See 8.1(a)   | N/A |
| 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.  | Executive Directors remuneration packages may comprise of: <ul style="list-style-type: none"> <li>• fixed salary;</li> <li>• performance based bonuses;</li> <li>• participation in any share/option scheme; and,</li> <li>• statutory superannuation.</li> </ul> Independent non-executive directors receive fixed directors fees, non-executive directors do participate | Yes |

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|  | <p>in performance-based remuneration. Fixed director's fees are paid in the form of cash.</p> <p>Full remuneration disclosure, including superannuation entitlements have been included in the Director's Report and will be provided by the Company in its future annual reports.</p>                              |     |
| 8.3 A listed entity which has an equity-based remuneration scheme should:  |   |     |
| (i) 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 | The Board, in lieu of the Remuneration Committee, is responsible for reviewing recommendations with respects to issues under the Company's Employee Share Plan. Directors approve issues or granted under the plans only after being satisfied that this is in accordance with the terms of shareholders' approval. | Yes |
| (ii) disclose that policy or a summary of it.  | Participants in the scheme must not enter into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested equity interest.   | Yes |