

# Resource Mining Corporation Limited - Corporate Governance Statement – 30 June 2018

This statement outlines the Corporate Governance practices adopted by the Board of Directors for the financial year ended 30 June 2018.

The Board of Resource Mining Corporation Limited (**RMC** or the **Company**) is committed to conducting the Company's business in accordance with a high standard of corporate governance commensurate with its size, operations and the industry within which it participates. The Board has established a corporate governance framework, including corporate governance policies, procedures and charters to support this commitment. It is the Company's policy to regularly review and update its corporate governance practices to ensure they remain appropriate to the Company's circumstances.

The Directors are responsible for corporate governance of the Company and support the principles of the ASX Corporate Governance Council's Principles and Recommendations 3rd edition.

In addition to the information contained in this statement, the Company's website <http://resmin.com.au/> has a dedicated corporate governance section which includes copies of key corporate governance policies adopted by the Company.

The extent to which the Company has complied with the ASX Recommendations during the year ended 30 June 2018, and the main corporate governance practices in place, are set out below.

This statement is current as at 27 September 2018 and has been approved by the Board.

PRINCIPLES AND RECOMMENDATIONS		COMPLY	DISCLOSURE
<p><b>Principle 1: Lay solid foundations for management and oversight</b>  <i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i></p>			
1.1	<p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<input checked="" type="checkbox"/>	<p>The Company's Corporate Governance Manual includes a Board Charter, which outlines the specific responsibilities of the Board and defines the Board's relationship with Management.</p> <p>The Board delegates responsibility for the day-to-day operations and administration of the Company to the Managing Director.</p> <p>The Board Charter is available on the Corporate Governance page of the Company's website.</p>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<input checked="" type="checkbox"/>	<p>The Company's policy is that full checks should be conducted on all potential directors. These include a check on the person's character, experience, education, criminal record and bankruptcy history. All potential directors are required to provide their consent to such checks being performed. No new directors were appointed to the Board during this Reporting Period.</p> <p>All material information relevant to whether or not to elect or re-elect a Director is provided to the Company's shareholders as part of the Notice of Meeting and Explanatory Statement for the relevant meeting of shareholders which addresses the election or re-election of a Director.</p> <p>Details of the Directors in office, including their qualifications, experience, date of appointment and their status as Non-Executive, independent or Executive Director are set out in the Directors' Report in the Company's Annual Report.</p> <p>The Nomination Committee Charter is available on the Corporate Governance page of the Company's website. The full Board undertakes the role of Nomination Committee.</p>

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1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	✔	Non-executive directors are required to sign a letter of appointment which sets out the key terms and conditions of their appointment, including roles and responsibilities, time commitments and remuneration. Executive directors and other senior executives enter into an employment agreement which governs the terms of their appointment.						
1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	✔	The Company Secretary reports directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.						
1.5 A listed entity should: <ul style="list-style-type: none"> <li>(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;</li> <li>(b) disclose that policy or a summary of it; and</li> <li>(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:               <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul> </li> </ul>	✔	<p>The Company's Corporate Governance Manual includes a Diversity Policy, which provides a framework for establishing measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.</p> <p>Due to the size of the Company, the Board does not consider it appropriate at this time, to formally set measurable objectives for gender diversity. The Board continues to monitor diversity across the organisation and is satisfied with the current level of gender diversity within the Company.</p> <p>As at year end, the proportion of women employees in the whole organisation, women in senior executive positions and women on the Board are set out below:</p> <table border="0" style="margin-left: 40px;"> <tr> <td>Whole organisation</td> <td style="text-align: right;">1 out of 6 (17%)</td> </tr> <tr> <td>Board, incl Company Secretary</td> <td style="text-align: right;">1 out of 4 (25%)</td> </tr> <tr> <td>Senior Executive</td> <td style="text-align: right;">0 out of 0 (0%)</td> </tr> </table> <p>For this purpose, "Senior Executive" is defined as a member of Key Management Personnel as outlined in the Remuneration Report in the Company's Annual Report. There are no senior executive positions outside of the Board.</p> <p>A summary of the Diversity Policy is available on the Corporate Governance page of the Company's website.</p>	Whole organisation	1 out of 6 (17%)	Board, incl Company Secretary	1 out of 4 (25%)	Senior Executive	0 out of 0 (0%)
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1.6 A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	✔	<p>The Chairman is responsible for the evaluation of the Board and, when deemed appropriate, individual directors. The evaluation of the Board and individual directors comprise informal discussions on an ongoing basis with the Chairman.</p> <p>During the Reporting Period, an evaluation of the Board and individual Directors took place in accordance with the process disclosed above.</p> <p>The Company's Process for Performance Evaluation is disclosed on the Corporate Governance page of the Company's website.</p>						
1.7 A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	✔	<p>The Managing Director is responsible for evaluating the performance of all personnel, including senior management. The evaluation of senior executives comprises an interview process, on either a formal or informal basis, which occurs annually or more frequently, as required and may take place as part of the annual salary review under those senior executives' employment or service contracts. There are no senior executive positions outside of the Board.</p>						

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PRINCIPLES AND RECOMMENDATIONS	COMPLY	DISCLOSURE
<b>Principle 2: Structure the board to add value</b>		
<i>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</i>		
<p>2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director; and disclose:</li> <li>(3) the charter of the committee.</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<input checked="" type="checkbox"/>	<p>The Board has not established a separate Nomination Committee. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Nomination Committee. Accordingly, the Board performs the role of the Nomination Committee. Items that are usually required to be discussed by a Nomination Committee are marked as separate agenda items at Board meetings when required. When the Board convenes as the Nomination Committee it carries out those functions which are delegated to it in the Company's Nomination Committee Charter. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Nomination Committee by ensuring that the Director with conflicting interests is not party to the relevant discussions.</p> <p>The Board has adopted a Nomination Committee Charter which describes the role, composition, functions and responsibilities of the full Board in its capacity as the Nomination Committee.</p> <p>The Board did not officially convene as a Nomination Committee during the Reporting Period.</p> <p>The Company's Nomination Committee Charter is on the Company's website. In determining candidates for the Board, the Nomination Committee (or equivalent) follows a prescribed process whereby it evaluates the mix of skills, experience and expertise of the existing Board. In particular, the Nomination Committee (or equivalent) is to identify the particular skills that will best increase the Board's effectiveness. Consideration is also given to the balance of independent Directors. Any appointment made by the Board is subject to ratification by shareholders at the next general meeting.</p> <p>The Board recognises that Board renewal is important to performance and the impact of Board tenure on succession planning. An election of Directors is held each year. Each Director other than the Managing Director, must not hold office (without re-election) past the third Annual General Meeting (AGM) of the Company following the Director's appointment or three years following that Director's last election or appointment (whichever is the longer). However, a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next AGM of the Company. At each AGM a minimum of one Director or one third of the total number of Directors must resign. A Director who retires at an AGM is eligible for re-election at that meeting. Re-appointment of Directors is not automatic.</p>

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<p>2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board is currently has or is looking to achieve in its membership.</p>	<p>☑</p>	<p>The Company has formalised a process to assist in identifying areas of focus and with the aim of mapping an appropriate mix of skills, experience and expertise which in the Board’s opinion should, when circumstances allow, be represented on the Board to enable it to continue to effectively meet the Company’s strategic needs.</p> <p>The mix of skills and diversity for which the Board is looking to achieve in membership of the Board is a majority of independent directors, with resources industry experience, and in particular operational processing and management experience in foreign jurisdictions, general corporate and commercial, marketing and investor relations experience, and a level of expertise and experience in industrial, regulatory and governmental relations both in Australia and in Papua New Guinea. The qualifications and experience the Board continues to consider to be particularly relevant to the Company are in the areas of legal, finance (i.e. audit, taxation), mining exploration and overseas operations, investor relations, regulatory affairs, business development, human resources, technology and environment and sustainability.</p> <p>The table below details the collective skills of the current Board The current collective experience, skills and attributes of the Board will be reviewed in conjunction with material changes to the Company’s operating requirements and strategy.</p> <table border="1" data-bbox="894 1123 1511 1837"> <tr> <td>Summary of collective experience, skills and attributes of the Board</td> </tr> <tr> <td><b>Experience</b></td> </tr> <tr> <td>Resource industry including exploration and mining development and operations</td> </tr> <tr> <td>Executive management, strategy and leadership</td> </tr> <tr> <td>International global commercial experience</td> </tr> <tr> <td>Financial, tax and accounting services experience</td> </tr> <tr> <td>Marketing</td> </tr> <tr> <td>Resource industry including exploration and mining development and operations</td> </tr> <tr> <td><b>Skills and attributes</b></td> </tr> <tr> <td>Engineering, project management</td> </tr> <tr> <td>Community and stakeholder engagement and investor relations</td> </tr> <tr> <td>Operational Business Development</td> </tr> <tr> <td>Corporate Governance, risk management and regulatory</td> </tr> </table> <p>The Board is of the view that current Board possesses an appropriate mix of skills, experience and knowledge to enable the Board to discharge its responsibilities and deliver on corporate objectives and governance.</p>	Summary of collective experience, skills and attributes of the Board	<b>Experience</b>	Resource industry including exploration and mining development and operations	Executive management, strategy and leadership	International global commercial experience	Financial, tax and accounting services experience	Marketing	Resource industry including exploration and mining development and operations	<b>Skills and attributes</b>	Engineering, project management	Community and stakeholder engagement and investor relations	Operational Business Development	Corporate Governance, risk management and regulatory
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2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship that might cause doubt about the independence as a director but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	☑	<p>The independent director of the Company is William Mackenzie (Non-Executive Chairman).</p> <p>The dates of appointment of each director is contained in the Directors' Report in the Annual Report.</p>
2.4	A majority of the board of a listed entity should be independent directors.	☒	The Board currently does not have a majority of directors who are independent. The Board considers the existing structure remains appropriate for the Company, in its current circumstance, stage of development and operations.
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 Chair of the Board, Mr Mackenzie is an independent director.
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 Company has an informal induction process. Upon appointment, new Directors are provided with the information required to provide the incoming individual with sufficient knowledge of the entity and its operating environment to enable them to fulfil their role effectively.</p> <p>The Company provides or makes available resources for directors to develop and maintain their skills and knowledge they consider are necessary to perform their role as directors. This may include ongoing in-house briefings on relevant accounting standards, seminar, conference and course attendance and undertaking structured continuing education.</p>
<p><b>Principle 3: Act ethically and responsibly</b>  <i>A listed entity should act ethically and responsibly.</i></p>			
3.1	<p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	☑	<p>The Company has established a Code of Conduct as to the practices necessary to maintain confidence in the Company's integrity, the practices necessary to take into account its legal obligations and the reasonable expectations of its stakeholders and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.</p> <p>The Board has also adopted a Whistleblower Policy. The aim of the policy is to ensure that directors, officers and employees comply with the Company's Code of Conduct. The policy encourages reporting of violations (or suspected violations) and provides effective protection to those reporting by implementing systems for confidentiality and report handling.</p> <p>A summary of the Company's Code of Conduct and Whistleblower Policy are on the Company's website.</p>

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<p><b>Principle 4: Safeguard integrity in financial reporting</b></p>		
<p><i>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</i></p>		
<p>4.1 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,</p> <p>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 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>✔</p>	<p>The role and functions of an Audit Committee are undertaken by the full Board. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Audit Committee. Accordingly, the Board performs the role of Audit Committee. The Company has adopted an Audit Committee Charter which describes the role, composition, functions and responsibilities of the Board in its capacity as the Audit Committee. When the Board convenes as the Audit Committee it carries out those functions which are delegated to it in the Company's Audit Committee Charter. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Audit Committee by ensuring that any director with conflicting interests is not party to the relevant discussions.</p> <p>All directors consider themselves to be financially literate and have relevant industry experience or exposure. Mr Zhang has a degree in economics and experience and skills in accounting and finance.</p> <p>The Board assures integrity of corporate reporting by:</p> <p>(a) reviewing the Company's financial statements to ensure the reliability of the financial information presented and compliance with current laws, relevant regulations and accounting standards;</p> <p>(b) monitoring compliance of the accounting records and procedures, in conjunction with the Company's auditor, on matters overseen by the Australian Securities and Investments Commission, Australian Stock Exchange Limited ("ASX") and Australian Taxation Office;</p> <p>(c) ensuring that management reporting procedures, and the system of internal control, are of a sufficient standard to provide timely, accurate and relevant information as a sound basis for management of the Group's business;</p> <p>(d) reviewing reports provided by the auditor to ensure prompt action is taken by the Company's management; and</p> <p>(e) When required, nominating the external auditor and at least annually reviewing the external auditor in terms of their independence and performance in relation to the adequacy of the scope and quality of the annual statutory audit and half-year review and the fees charged.</p> <p>Where appropriate, the Audit Partner responsible for the audit of the Company is invited to attend Board meetings.</p>

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4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	✔	The CEO and CFO declaration is provided to the Board prior to the sign-off of the full-year financial statements, the half-year financial statements and quarterly cash flow reports.
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 Company invites the auditor to attend its AGM to answer questions from security holders relevant to the audit.
<p><b>Principle 5: Make timely and balanced disclosure</b>  <i>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.</i></p>			
5.1	A listed entity should: <ul style="list-style-type: none"> <li>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</li> <li>(b) disclose the policy or a summary of it.</li> </ul>	✔	<p>The Company has established policies and procedures designed to ensure compliance with ASX Listing Rules disclosure requirements and accountability at a senior executive level for that compliance.</p> <p>A summary of the Company's Policy on Continuous Disclosure and Compliance Procedures are disclosed on the Company's website.</p>
<p><b>Principle 6: Respect the rights of security holders</b>  <i>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.</i></p>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	✔	The Company's website provides information about itself and its governance for investors.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	✔	<p>The Company encourages security holders to attend and participate in general meetings and makes itself available to meet security holders and responds to telephone or email enquiries from security holders.</p> <p>Shareholders are encouraged to contact the Company through the Investor Centre, Contact Us section on the Company's website to submit any questions via email.</p> <p>The Company's website provides communication details for its Share Registry, including a link to the Computershare Investor Centre.</p> <p>In addition, news announcements and other information are sent by email to all persons who have requested their name to be added to the email list. If requested, the Company will provide general information by email.</p>
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.	✔	The Company encourages security holders to attend and participate in general meetings. Refer also to 6.2 above.
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.	✔	All security holders have the option to receive communications from, and send communications to, the Company by emailing a request through the Contact Us section on the Company's website. Shareholders can register with Computershare via the Company's website to receive electronic communication from the Share Registry.

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## Principle 7: Recognise and manage risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

PRINCIPLES AND RECOMMENDATIONS		COMPLY	DISCLOSURE
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> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director;</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>(b) If it does not have a 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>	<input checked="" type="checkbox"/>	<p>The Board has adopted a Risk Management Policy, which sets out the Company's risk profile. Pursuant to this policy, the Board is responsible for approving the Company's policies on risk oversight, and management, and satisfying itself that management has developed and implemented a sound system of risk management and internal control. The Board has not established a separate Risk Committee to oversee risk. Given the current size and composition of the Board and the Company, the Board believes that there would be no efficiencies gain by establishing a separate committee.</p> <p>The Board delegates day to day management of risk to the Managing Director, who is responsible for identifying, assessing, monitoring and managing risks. The Managing Director is also responsible for updating the Company's material business risks to reflect any material changes, with the approval of the Board.</p> <p>In fulfilling the duties of risk management, the Managing Director has unrestricted access to Company employees, contractors and records and may (with the prior approval of the Board) obtain independent expert advice on any matter deemed appropriate.</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>	<input checked="" type="checkbox"/>	<p>The Company has a risk management policy. A summary of the policy is available on the Corporate Governance page of the Company's website.</p> <p>The Company maintains a Risk Register which is updated as required throughout the year. During the Reporting Period the Managing Director provided updates during director discussions on the material business risks and other risks in accordance with the risk appetite conveyed by the Board. This is an on-going process rather than a formal annual review.</p>
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; and</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>	<input checked="" type="checkbox"/>	<p>Due to the size of the Company, the Board does not consider it necessary at this time, to formally implement an internal audit function. The Board continually monitors the risk management and internal control processes adopted by the Company to ensure they are appropriate to the operations of the Company.</p> <p>The Board is satisfied with the current level of risk, risk management and control monitoring processes currently in place for the Company.</p>



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PRINCIPLES AND RECOMMENDATIONS	COMPLY	DISCLOSURE
<p>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.</p>	<p>☑</p>	<p>The Company's Risk Register identifies the material risks for the Company. The categories of risks that may be reported on as part of the Company's systems and processes for managing material business risks are: operational; financial reporting; sovereign risk and market-related risks.</p> <p>The Company values economic, environmental and social sustainability within the areas which it operates. In order to mitigate any material exposure to economic, environmental and social sustainability risks, the Board has oversight of risk management.</p> <p>The Company has identified the following as material risks relating to economic, environmental and social sustainability:</p> <ul style="list-style-type: none"> <li>• Nickel price volatility and currency conversion fluctuations in Australian dollars and Papua New Guinea kina are affected by many factors beyond the control of the Company. Management regularly monitor the movements in the commodities market.</li> <li>• The Company is committed to maintaining a high standard or health, safety and environmental management and reporting, as well as conducting its business in a manner that prevents injury or illness to employees, contractors and the community within which it operates. The Company has policies, process and procedures in place to mitigate such risk.</li> <li>• The Company's Wowo Gap Nickel Laterite Project (Project) in Papua New Guinea is subject to the risk associated with operating in foreign countries such as economic, social or political change and instability. The Company monitors these ongoing risks, and maintains government and community relations in Papua New Guinea. In addition the Company endeavours to conduct all activities relating to the Project with a view to positively affecting the people, community and environments in which it operates.</li> </ul> <p>The Risk Register records all current controls in place to minimise the risks, and identifies the overall control effectiveness.</p>

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PRINCIPLES AND RECOMMENDATIONS	COMPLY	DISCLOSURE
<b>Principle 8: Remunerate fairly and responsibly</b>		
<i>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.</i>		
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee, which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>(b) if it does not have a 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>	<input checked="" type="checkbox"/>	<p>The Board has not established a separate Remuneration Committee. Given the current size and structure of the Company, its operation and financial affairs, the Board believes that there would be no efficiencies gained by establishing a separate Remuneration Committee. Accordingly, the Board performs the role of Remuneration Committee.</p> <p>Items that are usually required to be discussed by a Remuneration Committee are marked as separate agenda items at Board meetings when required. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Remuneration Committee by ensuring that the director with conflicting interests is not party to the relevant discussions.</p> <p>If required, the Board may engage an external consultant to provide independent advice in the form of a written report detailing market levels of remuneration for comparable executive roles. The Managing Director is responsible for management of staff including setting the remuneration and terms of appointment of employees and contractors.</p> <p>The Board has adopted a Remuneration Committee Charter which describes the role, composition, functions and responsibilities of the full Board in its capacity as the Remuneration Committee.</p>
<p>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.</p>	<input checked="" type="checkbox"/>	<p>Remuneration of the Company's Non-Executive Directors, Executive Directors and senior executives is set out in the Company's Remuneration Report (which forms part of the Directors' Report) in the Company's Annual Report.</p>
<p>8.3 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>N/A</p>	<p>The Company does not have an equity-based remuneration scheme.</p>