

Genesis Minerals Limited

ABN 72 124 772 041

CORPORATE GOVERNANCE & POLICIES MANUAL

PREAMBLE 1

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND
RECOMMENDATIONS 2

1. Lay solid foundations for management and oversight 2

2. Structure the Board to add value 3

3. Promote ethical and responsible decision-making 4

4. Safeguard integrity in financial reporting 4

5. Make timely and balanced disclosure 5

6. Respect the rights of shareholders 6

7. Recognise and Manage risk 6

8. Remunerate fairly and responsibly 7

PREAMBLE

In fulfilling its obligations and responsibilities to its various stakeholders, the board (**Board**) of directors of the Company advocates the adoption of and adherence to a framework of rules, relationships, systems and processes within and by which authority is exercised and controlled within the corporation – this is what is meant in this manual when reference is made to corporate governance. This manual outlines the Company's principal corporate governance procedures. The Board supports a system of corporate governance to ensure that the management of the Company is conducted in a manner which is directed at achieving the Company's objectives in a proper and ethical manner.

The **ASX's** (then known as the Australian Stock Exchange and now known as the Australian Securities Exchange) Corporate Governance Council published its Corporate Governance Principles and Recommendations in March 2003. In August 2007 it published its first revision to (2nd Edition of) the Corporate Governance Principles and Recommendations. That document, at the time of this manual being reviewed was available on the ASX website: <http://www.asx.com.au>

Commencing at page 2 of this manual is a summary of the (eight) revised corporate governance principles and recommendations (herein being referred to as the **ASX Recommendations**).

Except to the extent indicated herein (see "If not, why not?" report in the pro forma Corporate Governance Statement appended hereto), the Company has resolved that for so long as it is admitted to the official lists of the ASX it shall abide by the ASX Recommendations.

Due to the exigencies and vagaries of commercial life and changing circumstances, there will, no doubt, be occasions when, especially because of the size of the Company and the composition of its Board, that it can be expected to depart from the policies and charters which it has adopted. These policies have been adopted on the basis that, in the circumstances of the Company, they reflect what is considered to reflect a reasonable aspiration. It is not expected that these guidelines will be slavishly adhered to. Their object is to focus attention upon the issues they address and provoke thought about and awareness of those issues and the pitfalls that one could otherwise fall into inadvertently. The important thing is to develop a culture conducive only to good and appropriate conduct and practices.

Honesty and integrity must be the overriding and guiding principle in all things-substance must prevail over form and lip service. Adhering to the following policies is a condition of each contract of employment or service.

The Board encourages all key management personnel, other employees, contractors and other stakeholders to monitor compliance with this Corporate Governance manual and periodically, by liaising with the Board, management and staff; especially in relation to observable departures from the intent of hereof and with and any ideas or suggestions for improvement. Suggestions for improvements or amendments to this Corporate Governance manual can be made at any time by providing a written note to the chairman.

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

1. LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Companies should establish and disclose the respective roles and responsibilities of board and management.

Recommendations

1.1. Companies should disclose:

1.1.1. The respective roles and responsibilities of its board and management; and

1.1.2. Those matters expressly reserved to the board and those delegated to management.

1.2. A listed entity should:

1.2.1. Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and

1.2.2. 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.

1.3. A listed entity should have a written agreement with each director and senior executive setting out 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.

1.5. A listed entity should:

1.5.1. 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;

1.5.2. Disclose that policy or a summary of it; and

1.5.3. 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:

1.5.3.1 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

1.5.3.2 If the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

“Gender Equality Indicators”, as defined in and published under that Act.

1.6. A listed entity should:

- 1.6.1. Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
- 1.6.2. Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

1.7. A listed entity should:

- 1.7.1. Have and disclose a process for periodically evaluating the performance of its senior executives; and
- 1.7.2. Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

2. STRUCTURE THE BOARD TO ADD VALUE

Companies should have a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties.

Recommendations

2.1. The board of a listed entity should:

2.1.1. Have a nomination committee which:

- 2.1.1.1 Has at least three members, a majority of whom are independent directors; and
- 2.1.1.2 Is chaired by an independent director; and disclose
- 2.1.1.3 The charter of the committee;
- 2.1.1.4 the members of that committee; and
- 2.1.1.5 as at the end of each reporting period, the number of times the committee met through the period and the individual attendances of the members at those meetings; or

2.1.2. If it does not have a nomination committee, disclose that fact and the process 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.

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

- 2.2. A listed entity should have and disclose a board skills matrix, setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.
- 2.3. A listed entity should disclose:
- 2.3.1. The names of the directors considered by the board to be independent directors;
 - 2.3.2. 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 that director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and
 - 2.3.3. The length of service of each director.
- 2.4. A majority of the board of a listed entity should be independent directors.
- 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.
- 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.

3. PROMOTE ETHICAL AND RESPONSIBLE DECISION-MAKING

Companies should actively promote ethical and responsible decision-making.

Recommendations

- 3.1. A listed entity should:
- 3.1.1. Have a Code of Conduct for its directors, senior executives and employees; and
 - 3.1.2. Disclose that code or a summary of it.

4. SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

Companies should have a structure to independently verify and safeguard the integrity of their financial reporting.

Recommendations

- 4.1. The board of a listed entity should:
- 4.1.1. Have an audit committee which:

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

- 4.1.1.1 Has at least 3 members, all of whom are non-executive directors and a majority of whom are independent directors; and
 - 4.1.1.2 Is chaired by an independent director, who is not the chair of the board, and disclose
 - 4.1.1.3 The character of the committee;
 - 4.1.1.4 the relevant qualifications and experience of the members of the committee; and
 - 4.1.1.5 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
- 4.1.2. if it does not have an audit committee, disclose the fact that 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.
- 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.
- 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.

5. MAKE TIMELY AND BALANCED DISCLOSURE

Companies should promote timely and balanced disclosure of all material matters concerning the Company.

Recommendations

- 5.1. A listed entity should:
- 5.1.1. Have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and
 - 5.1.2. Disclose that policy, or a summary of it.

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

6. RESPECT THE RIGHTS OF SHAREHOLDERS

Companies should respect the rights of shareholders and facilitate the effective exercise of those rights.

Recommendations

- 6.1. A listed entity should provide information about itself and its governance to its investors via its website.
- 6.2. A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.
- 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.
- 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.

7. RECOGNISE AND MANAGE RISK

Companies should establish a sound system of risk oversight and management and internal control.

Recommendations

- 7.1. The board of a listed entity should:
 - 7.1.1. Have a committee or committees to oversee risk, each of which:
 - 7.1.1.1 Has at least 3 members, a majority of whom are independent directors; and
 - 7.1.1.2 Is chaired by an independent director, and disclose
 - 7.1.1.3 the charter of the committee;
 - 7.1.1.4 The members of the committee; and
 - 7.1.1.5 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
 - 7.1.2. 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.
- 7.2. The board or a committee of the board should:
 - 7.2.1. Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

- 7.2.2. Disclose, in relation to each reporting period, whether such a review has taken place.
- 7.3. A listed entity should disclose:
 - 7.3.1. If it has an internal audit function, how the function is structured and what role it performs; or
 - 7.3.2. 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.
- 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.

8. REMUNERATE FAIRLY AND RESPONSIBLY

Companies should ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to performance is clear.

Recommendations

- 8.1. The board of a listed entity should:
 - 8.1.1. Have a Remuneration Committee which:
 - 8.1.1.1 Has at least three members, a majority of whom are independent directors; and
 - 8.1.1.2 Is chaired by an independent director, and disclose
 - 8.1.1.3 The charter of the committee;
 - 8.1.1.4 The members of the committee; and
 - 8.1.1.5 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 of those meetings; or
 - 8.1.2. 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.
- 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.
- 8.3. A listed entity which has an equity-based remuneration scheme should:

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

- 8.3.1. 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
 - 8.3.2. Disclose that policy or a summary of it.
-

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

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>		<p>Information about the respective roles and responsibilities of our Board and management (including those matters expressly reserved to the Board and those delegated to management) is found under the Board Charter.</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 securityholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>		<p>The appointment of directors is undertaken under the purveyance of the Nomination committee.</p> <p>The function of the Nomination Committee is to identify and recommend candidates to fill vacancies and to determine the appropriateness of director nominees for election to the Board as well as undertake appropriate checks before appointing a person to the Board. The Board recognises the benefits arising from diversity and aims to promote an environment conducive to the appointment of well qualified Board candidates so that there is appropriate diversity to maximise the achievement of corporate goals.</p> <p>As required under the ASX Listing Rules and the Corporations Act, election or re-election of directors is a resolution put to members at each Annual General Meeting. The notice of meeting contains all material information relevant to a decision on whether or not to elect or re-elect a director.</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>		<p>Letters of appointment for each director and senior executive have been entered into by the Company.</p>
1.4	<p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>		<p>The company secretary reports directly to the Board through the Chairman and is accessible to all directors. The function performed by the company secretary is noted in the letter of appointment of the company secretary</p>

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

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 Company has a Diversity policy which can be found on its website under the Corporate Governance section. The Company's Diversity policy does not include requirements for the board to set measurable objectives for achieving gender diversity and given the size and nature of the Company at this stage, the Board considers this course of action reasonable.</p> <p>The Company recognises that a diverse and talented workforce is a competitive advantage and that the Company's success is the result of the quality and skills of our people. Our policy is to recruit and manage on the basis of qualification for the position and performance, regardless of gender, age, nationality, race, religious beliefs, cultural background, sexuality or physical ability. It is essential that the Company employs the appropriate person for each job and that each person strives for a high level of performance.</p> <p>The Company has not set measurable objectives for achieving gender diversity during the reporting period of 2014 – 2015.</p> <p>There are no women on the Board.</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>Process for Evaluating Board Performance is detailed in the Board Charter.</p> <p>Information on Performance Evaluations is included in the remuneration report section of the Annual Report.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>A performance assessment for the Managing Director took place during the year in accordance with the Company's agreed policy. Briefly, this involved the review of the performance against agreed KPI's and feedback was received from the Board where appropriate..</p>

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE

2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>The Board does not have a Nomination Committee.</p> <p>The full Board is the Nomination Committee. Acting in its ordinary capacity from time to time as required, the Board carries out the process of determining the need for screening and appointing new Directors. In view of the size and resources available to the Group it is not considered that a separate Nomination Committee would add any substance to this process.</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>The Board has identified that the appropriate mix of skills and diversity required of its members on the Board to operate effectively and efficiently is achieved by directors having substantial skills and experience in operational management, exploration and geology, corporate law, finance, listed resource companies, equity markets.</p> <p>The Board Skills matrix for the current Board is as follows:</p> <table border="1" data-bbox="1245 991 2040 1278"> <thead> <tr> <th></th> <th>Richard Hill</th> <th>Michael Fowler</th> <th>Damian Delaney</th> </tr> </thead> <tbody> <tr> <td>operational management</td> <td></td> <td>✓</td> <td></td> </tr> <tr> <td>exploration and geology</td> <td>✓</td> <td>✓</td> <td>-</td> </tr> <tr> <td>corporate law</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>accounting & finance</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>listed resource companies</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>equity markets</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> </tbody> </table>		Richard Hill	Michael Fowler	Damian Delaney	operational management		✓		exploration and geology	✓	✓	-	corporate law	✓	✓	✓	accounting & finance	✓	✓	✓	listed resource companies	✓	✓	✓	equity markets	✓	✓	✓
	Richard Hill	Michael Fowler	Damian Delaney																											
operational management		✓																												
exploration and geology	✓	✓	-																											
corporate law	✓	✓	✓																											
accounting & finance	✓	✓	✓																											
listed resource companies	✓	✓	✓																											
equity markets	✓	✓	✓																											

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

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 of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>		<p>The Company considers that Richard Hill and Damian Delaney are independent directors.</p> <p>Although Damian Delaney provides services, as Company Secretary, the board considers that this does not interfere, or might reasonably be seen to interfere, with his capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity and its security holders generally.</p> <p>Richard Hill has been a director since 13 February 2013</p> <p>Michael Fowler has been a director since 16 April 2007.</p> <p>Damian Delaney has been a director since 21 March 2012.</p>
2.4	A majority of the board of a listed entity should be independent directors.		The majority of the board are independent directors.
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.		Richard Hill is the Chairman and is an independent director. The Board believes the Chairman is the most suitable director to undertake this role. Michael Fowler is the CEO.
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 Company will provide induction material for any new directors and, depending on specific requirements, will provide appropriate professional development opportunities for directors.

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

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>		Code of Conduct sets out the principles and standards which the Board, management and employees of the Company are encouraged to strive to abide by when dealing with each other, shareholders and the broad community
-----	--	--	--

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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>(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>The Company's Audit committee comprises all directors and is Chaired by an independent director.</p> <p>The Audit Committee charter is disclosed on the Company's website under the Corporate Governance link</p> <p>Qualifications and experience of members of the Audit Committee are found under the directors profile in both the Annual report and on the Company's website at Directors and Management</p> <p>Details of meetings of the audit committee are to be found in the Annual report of the company.</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 CEO (Michael Fowler) provides a declaration in relation to full year and half year statutory financial reports during the reporting period in accordance with section 295A of the Corporations Act.</p>
4.3	<p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from securityholders relevant to the audit.</p>		<p>The audit engagement partner attends the AGM and is available to answer shareholder questions from shareholders relevant to the audit.</p>

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

5.1	<p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>The Company's continuous Disclosure Policy can be found under the Corporate Governance section of the Company's website</p>
-----	---	--

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

6.1	<p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>The Company's website provides information on the Company including its background, objectives, projects and contact details. The Corporate Governance page provides access to key policies, procedures and charters of the Company, such as the Board and Committee charters, securities trading policy, diversity policy and the latest Corporate Governance Statement.</p> <p>ASX announcements, Company reports and presentations are uploaded to the website following release to the ASX and editorial content is updated on a regular basis.</p>
6.2	<p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>A Shareholder Communication Policy can be found on the Company's website</p>
6.3	<p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>The Company encourages shareholders to attend all general meetings of the Company and sets the time and place of each meeting to promote maximum attendance by Shareholders.</p> <p>The Company encourages Shareholders to submit questions in advance of a general meeting, and for the responses to these questions to be addressed through disclosure relating to that meeting.</p> <p>The Company's Shareholder Communication Policy is disclosed on the Company's website.</p>
6.4	<p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>It is the Company's desire that shareholders receive communications electronically in the interests of the environment and constraining costs. In an endeavour to drive this objective the Company has a policy of providing hard materials at least cost (which will generally involve a black & white presentation even where the electronic version is full colour).</p>

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

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"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		<p>The Board has not established a Risk committee however it does have a Risk Policy which can be found on the company's website.</p> <p>Risk management is specifically discussed at the Company's board meetings during the year.</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 Company reviews its risk management framework annually and this information is disclosed in the Annual Report.</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; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>		<p>The Company currently does not have any staff with bookkeeping and accounting skills so these tasks are undertaken by external consultants. The external consultant discusses with its external auditor each end of year and half year whether there are any issues with internal control and improvements which could be undertaken to improve them.</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>The Company is subject to, and responsible for, existing environmental liabilities associated with its tenements. The Company will continually monitor its ongoing environmental obligations and risks, and implement rehabilitation and corrective actions as appropriate to remain compliant. These risks may be impacted by change in Government policy.</p> <p>The Company does not believe it has any significant exposure to economic and social sustainability risks.</p>

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

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>The Company does not have a Remuneration committee as the Company does not have any staff.</p> <p>The whole board considers the level and composition of remuneration for directors with reference to remuneration levels set by its peers in the mining industry.</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>Non-executive directors and executive directors are paid amounts equivalent to the remuneration received by other non-executive and executive directors working in similarly sized exploration companies.</p>
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>The Company does not have an equity based remuneration scheme.</p>