

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

PANTERRA GOLD LIMITED

ABN / ARBN:

48 008 031 034

Financial year ended:

31 DECEMBER 2016

Our corporate governance statement² for the above period above can be found at:³

- ☐ These pages of our annual report:
- ☒ This URL on our website: <http://panterragold.com/TheCompany/Governance&Policies/>

The Corporate Governance Statement is accurate and up to date as at 23 February 2017 and has been approved by the board.

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

Date: 23 February 2017

Name of Secretary authorising lodgement: Pamela Bardsley
Company Secretary

¹ 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.

² "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.

³ 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 ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement ... and 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): <input checked="" type="checkbox"/> is set out in the Board Charter available at http://panterragold.com/TheCompany/Governance&Policies/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information 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: <input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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: <input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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: <input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ 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.

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 ... ⁴
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 checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at http://panterragold.com/TheCompany/Governance&Policies/</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 checked="" type="checkbox"/> in our Corporate Governance</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 ... ⁴
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> <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 (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 checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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 currently has or is looking to achieve in its membership.	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 ... ⁴
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> at the Directors' Report included in the Annual Report available at http://panterragold.com/Newsroom/ ... and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> at the Directors' Report included in the Annual Report available at http://panterragold.com/Newsroom/ ... and the length of service of each director: <input checked="" type="checkbox"/> at the Directors' Report included in the Annual Report available at http://panterragold.com/Newsroom/	<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: <input type="checkbox"/> in our Corporate Governance Statement	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input checked="" type="checkbox"/> 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: <input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement; and <input checked="" type="checkbox"/> at http://panterragold.com/TheCompany/Governance&Policies/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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 ... ⁴
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> <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 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 checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://panterragold.com/TheCompany/Governance&Policies/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> at the Directors' Report included in the Annual Report available at http://panterragold.com/Newsroom/</p>	<p><input type="checkbox"/> 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><input checked="" type="checkbox"/> 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 ... ⁴
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement; and <input checked="" type="checkbox"/> at http://panterragold.com/TheCompany/Governance&Policies/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
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: <input checked="" type="checkbox"/> at www.panterragold.com	<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: <input checked="" type="checkbox"/> 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: <input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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: <input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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 ... ⁴
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> <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 OR</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 OR</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 checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> 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><input checked="" type="checkbox"/> 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><input checked="" type="checkbox"/> 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 ... ⁴
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):] ... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):] ... 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 checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> 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><input checked="" type="checkbox"/> 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 ... ⁴
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
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 OR</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 OR</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 checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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>... 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><input checked="" type="checkbox"/> at the Remuneration Report in the 2015 Annual Report available at http://panterragold.com/Newsroom/</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 ... ⁴
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><input checked="" type="checkbox"/> in our Corporate Governance Statement and a copy of our share trading policy</p> <p><input checked="" type="checkbox"/> at http://panterragold.com/TheCompany/Governance&Policies/ and at the Remuneration Report in the 2015 Annual Report available at http://panterragold.com/Newsroom/</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

PanTerra Gold Limited

ABN: 48 008 031 034

CORPORATE GOVERNANCE STATEMENT FOR THE PERIOD ENDED 31 DECEMBER 2016

The Board of Directors of PanTerra Gold Limited ("Company") is committed to maintaining the highest possible standards of corporate governance for the Company and the entities it controls.

In accordance with ASX Listing Rule 4.10.3, this corporate governance statement discloses the extent to which the Company has followed the current recommendations set by the ASX Corporate Governance Council ("Recommendations") during the financial year ended 31 December 2016 ("Reporting Period"), by reference to the eight ASX Corporate Governance Council Principles.

Unless indicated otherwise in this statement, the Company has complied with each of the Recommendations.

The information in this statement has been approved by the Board and is current as at 23 February 2017

Principle 1 – Lay solid foundations for management and oversight

Recommendation 1.1: *Role of Board and management*

In general the Board is responsible for and has the authority to determine, all matters relating to policies, procedures and practices, management performance and operations of the Company. The Board is also responsible for the overall corporate governance of the Company and recognises the need for the highest standards of behaviour and accountability in acting in the best interests of the Company as a whole.

The Board also ensures that the Company complies with all its contractual, statutory and any other legal and regulatory obligations. Where the Board considers that particular expertise or information is required which is not available from within the Board, appropriate external advice may be taken and reviewed prior to a final decision being made.

Without limiting the general role of the Board, the principle functions and responsibilities include the matters set out below, subject to delegation to the Executive Chairman and senior management as specified elsewhere in this statement or as otherwise appropriate:

- charting the direction, strategies and financial objectives of the Company and ensuring appropriate resources are available;
- monitoring the implementation of those policies and strategies and the achievement of those financial objectives and performance against the strategic plan and budgets;
- monitoring compliance with control and accountability systems, significant disclosures to the market regulatory requirements and ethical standards;
- ensuring the preparation of accurate financial reports and statements;
- reporting to shareholders and the investment community on the performance and state of the Company;
- ensuring that appropriate audit arrangements are in place;
- ensuring that effective and appropriate reporting systems in place will, in particular, assure the Board that proper financial, operational, compliance and risk management controls function adequately.

The Board has delegated to the Executive Chairman, authority over the day to day management of the Company and its operations. This delegation of authority includes responsibility for implementing the policies and strategies set by the Board and includes:

- day to day running of the business;
- appropriate and cost effective development of projects;
- identification of exploration opportunities;
- supervision of consultants and other personnel;
- managing the operating and financial performance of the Company, and
- managing stakeholder communication (including continuous disclosure of material developments through ASX announcements, presentations to investors, quarterly and annual reports).

Recommendation 1.2: *Information regarding election and re-election of director candidates*

The policy and procedures for the selection and appointment of new directors is that candidates are considered and selected by reference to a number of factors which include, but are not limited to, their relevant experience and achievements, compatibility with other Board members, and credibility within the Company's scope of activities. Directors are initially appointed by the full Board subject to election by shareholders at the next Annual General Meeting. The Company has appropriate procedures in place to ensure that material information relevant to a decision to elect or re-elect a director (including whether directors support the election or re-election) is disclosed in the notice of meeting provided to shareholders.

At each Annual General Meeting the following directors (excluding the Chairman*) automatically retire and are eligible for re-appointment:

- One-third of the directors or, if their number is not a multiple of three then the nearest to but not more than one-third of the directors;
- Any director who has been longest in office since their last election or appointment. Directors elected or appointed on the same day may agree among themselves or determine by lot which of them must retire;
- A director at the conclusion of the third Annual General Meeting since their last election or appointment, even if his or her retirement results in more than one-third of all directors retiring from office; and
- Any director who was appointed by the directors during the year to fill a casual vacancy or as an addition to the existing directors.

*The Executive Chairman is appointed by the Board and is not subject to election.

Recommendation 1.3: *Written contracts of appointment.*

New directors receive notice of their appointment and a deed of indemnity, insurance and access. Non-executive directors are not appointed for fixed terms. Executive directors have written service contracts which set out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangements and termination rights and entitlements.

Each senior executive enters into a service contract which sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangements and termination rights and entitlements. Contract details of senior executives who are Key Management Personnel are summarised in the Remuneration Report within the Annual Report which can be accessed on the Company's website at www.panterragold.com.

Recommendation 1.4: *Company Secretary.*

The company secretary is accountable directly to the Board (through the Chairman) for facilitating the Company's corporate governance processes and the proper functioning of the Board. Each director is entitled to access the advice and services of the company secretary.

In accordance with the Company's Constitution, the appointment and removal of the company secretary is a matter for the Board as a whole. Details of the company secretary are set out in the Directors' Report in the Annual Report.

Recommendation 1.5: *Diversity.*

The Board has adopted a Diversity Policy which can be accessed on the Company's website under Governance & Policies. The Policy outlines the following measurable objects for achieving diversity and the Board annually assesses both the objectives and progress in achieving them. These objectives have been re-confirmed by the Board.

Objectives

- Achieve a ratio of 20% of women employees across the organisation over the next five years;
- Provide training to all staff who are from diverse backgrounds to enhance the retention of new employees and the promotion of existing employees with a particular emphasis on talented women employees; and
- Provide flexible workplace arrangements to accommodate domestic responsibilities, external study and cultural traditions of employees.
- a diverse and skilled workforce that leads to the achievement of corporate goals;
- a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- improved employment and career development opportunities for talented women, particularly in respect of the participation of women on the Board and within senior management;
- a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workplace diversity and successful management of diversity, and at all times recognising that employees may have restrictions placed on them by responsibilities outside the work-place; and
- awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity.

Progress achieved

- The current ratio of women employees across the organisation is 16%. The percentage number of women employees during the year increased from 14% from the previous year. The low participation of women employees is mainly due to the long working hours, unsociable shift work associated with the mining industry and the high number of male dominated trade disciplines employed at the Las Lagunas site. The Company continues to provide access to equal opportunities for all employees and is disappointed that the number of women employees has not increased significantly although women employees are well represented across such areas as administration, laboratory, accounting and engineering. A review of the target ratio and measures being taken to achieve it will be conducted during 2017.
- All staff are encouraged to attend relevant professional development courses. The Company also maintains a "Plan Social" which provides temporary work for residents of local communities near the Las Lagunas project in the Dominican Republic, and operates on the basis of two-week work periods in different areas of the project taking into account the skill levels of each participant.
- The Company accommodates flexible workplace arrangements, external study wherever possible and respects cultural traditions at all times.

The Company has one female director as at the date of this statement, Ms Angela Pankhurst who was appointed to the Board on 5 April 2012. The Company has 20% female participation at Senior Management Group level (Senior Management are defined as senior managers and senior specialists who report directly to the Executive Chairman).

Recommendation 1.6: Board reviews

The Board as a whole has responsibility to review its own performance and the performance of individual directors.

Given the specific nature of the Company's activities, evaluation was an ongoing process throughout the Reporting Period. Achievement of goals and business development and compliance issues are evaluated regularly on an informal basis.

The Board is provided with the information it needs to discharge its responsibilities effectively. All directors have access to corporate governance policies and material contracts entered into by the Company. The directors also have access to the company secretary for all Board and governance-related issues.

Recommendation 1.7: Management reviews

The Board monitors the performance of senior executives on a regular basis throughout the year. Performance targets are established by the Board and Executive Chairman against relevant operating and non-operating key performance indicators as appropriate. This includes performance against annual budgets, health, safety and environmental measures and other operations-related business goals and the Company's requirements of the position. The Executive Chairman conducted regular informal discussions with senior executives in relation to their performance targets during the Reporting Period.

Principle 2 – Structure the board to add value

Recommendation 2.1: Nominations committee.

The Board has not established a nomination committee. The Board considers that a separate nomination committee is not warranted and the Board as a whole deals with areas that would normally fall within the charge of the nomination committee. These include matters relating to the renewal of Board members and Board performance.

Recommendation 2.2: Board skills matrix.

The Board is responsible for ensuring that it has the appropriate range and mix of expertise, experience and diversity to properly fulfil its responsibilities and deliver the Company's corporate objectives. The Board is of the view that the current directors possess these attributes. The following table demonstrates the skills and experience of directors across a number of fields that are relevant to the Company's business.

Expertise	Experience	
<ul style="list-style-type: none"> Executive leadership Strategy Commercial acumen Finance and risk management Governance and compliance Government relations Stakeholder management Geological Mining and exploration Project development 	Industry	Market
	<ul style="list-style-type: none"> Mining, resources and infrastructure Construction Real estate Agriculture 	<ul style="list-style-type: none"> Exploration and appraisal Corporate finance Funding and project finance Construction and procurement Operations and maintenance International experience

Recommendation 2.3: Disclose independence and length of service:

Details of the Company's independent directors and the length of service of each director, is set out in the Director's Report within the Annual Report.

Recommendation 2.4: *Majority of directors independent.*

The majority of the directors may not be considered to be independent since the appointment of Mr Ruoshui Wang who was appointed as the nominee director of Mercury Connection International Co Limited. However, the membership and structure of the Board is selected to provide the Company with the most appropriate direction in the areas of business controlled by the Company and Mr Wang's past experience is considered invaluable in achieving these goals. The current Board also includes two independent directors.

Directors are entitled to seek independent professional advice at the Company's expense. Where a director seeks professional advice, the director will require prior approval of the expenditure from the Chairman, which will not be unreasonably withheld. If the Chairman seeks advice, prior approval is required of the Board. Directors are required to disclose relevant personal interests and conflicts of interest on an ongoing basis.

Recommendation 2.5: *Chair should be independent.*

The Executive Chairman, Mr Brian Johnson, is not independent. Mr Johnson has also been CEO of the Company since 14 February 2014. Mr Johnson manages the daily operations of the Company, so that the Company maximises its benefits from the extensive but different skills and experience. As the Company continues to grow the management structure will be reviewed and changed to maximise shareholder value and corporate governance.

Recommendation 2.6: *Induction and personal development.*

There is no formal induction process, however directors are encouraged to continue to expand their knowledge base and professional skills through attendance at suitable seminars and conferences. Directors have the right, in connection with the discharge of their duties and responsibilities, to seek independent professional advice at the Company's expense within guidelines provided in the Company's Board Charter which can be accessed on the Company's website under Governance & Policies.

Principle 3 – Act ethically and responsibly**Recommendation 3.1: *Code of conduct.***

The Company has established a Board Code of Conduct and separate Employee Code of Conduct. The Codes require that directors and employees maintain high standards of integrity by ensuring that all business activities are conducted legally and ethically in compliance with the letter and spirit of both the law and Company policies. Copies of both Codes can be accessed on the Company's website under Governance & Policies.

Principle 4 – Safeguard integrity in corporate reporting**Recommendation 4.1: *Audit committee***

The Board has established an Audit Committee. The Committee comprises:

Chairman	Ms Angela Pankhurst – Non executive and independent director
Member	Mr Ugo Carlo – Non-executive and independent director
Member	Mr Brian Johnson - Executive Chairman (appointed 22 January 2016)

The experience and qualifications of members of the Audit Committee are detailed in the Remuneration Report which forms part of the Directors' Report within the Annual Report. The Audit Committee held two meetings during 2016. Details of Committee members' attendance at those meetings can also be accessed in the Directors' Report within the Annual Report.

The Audit Committee operates under a formal charter which will be reviewed annually to determine whether any changes are necessary. The Charter sets out the objectives of the Committee, composition, duties and responsibilities, membership requirements, access, reporting, relationship with the external auditors and

the provision on non-audit services by external auditors. A copy of the Charter can be accessed on the Company's website under Governance & Policies.

The Audit Committee is responsible for:

- Overseeing and appraising the quality of the audits conducted by the Company's external auditors;
- Reviewing the effectiveness of management information and internal control;
- Reviewing all areas of significant financial risk and risk management;
- Reviewing financial information including annual and half-yearly financial reports and ASX reporting statements; and
- Monitoring internal controls and accounting compliance.

The Audit Committee is responsible for reviewing the nomination, performance and independence of the external auditors. BDO East Coast Partnership ("BDO") was appointed as the Company's external auditors by shareholders at a General Meeting held on 23 December 2013. BDO has advised the Company that their policy of audit partner rotation requires a change in the lead engagement partner and review partner after a period of five years.

The Board has adopted a Policy of Auditor Independence, a copy of which can be accessed on the Company's website under Governance & Policies.

Recommendation 4.2: *CEO and CFO certification of financial statements.*

Before the Board approves the financial statements for a financial period, the Executive Chairman and Chief Financial Officer provide formal statements to the Board that state that the financial reports and records of the Company:

- present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards;
- the statement given in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- the Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects in relation to financial reporting risks.

Recommendation 4.3: *External auditor at AGM.*

The Company's external audit function is performed by BDO. Representatives of BDO attend the Annual General Meeting and are available to answer shareholder questions regarding the audit.

Principle 5 – Make timely and balanced disclosure

Recommendation 5.1: *Disclosure and Communications Policy*

The Company has adopted a Continuous Disclosure Policy to ensure compliance with the continuous disclosure requirements of the ASX Listing Rules and the *Corporations Act 2001*. The Policy sets out the key obligations of the Board, senior executives and staff to ensure that price sensitive information is identified, reviewed by management and disclosed to the ASX in a timely manner and that all information provided to the ASX is posted on the Company's website as soon as possible after its disclosure to ASX.

The company secretary manages the Company's compliance with its continuous disclosure obligations and is responsible for communications with, and coordinating disclosure of information to the ASX.

Directors receive copies of all announcements released to the ASX and copies of announcements, including related information, such as financial statements and public presentations, and are aware of and accountable for the Company's compliance with regard to continuous disclosure.

A copy of the Continuous Disclosure Policy can be accessed on the Company's website under Governance & Policies.

Principle 6 – Respect the rights of security holders

Recommendation 6.1: *Information on website*

Information about the Company and its operations is located at:

<http://www.panterragold.com>

Information about the Company's corporate governance policies is located at:

<http://www.panterragold.com/thecompany/goverance&policies>

Recommendation 6.2: *Investor relations programs.*

The Company is committed to informing shareholders of all major developments affecting the operations of the Company and the state of its affairs, and has established a communications policy to that effect. Communications with shareholders include:

- the annual report which is distributed, or otherwise made available, to all shareholders;
- the quarterly activities report;
- the half-year financial report;
- the Annual General Meeting and other general meetings called to obtain shareholder approval for significant corporate actions, as appropriate;
- Company announcements; and
- the Company's website at www.panterragold.com.

The Company welcomes questions from shareholders at any time and these are answered promptly unless the information requested is market sensitive and not in the public domain. All announcements made by the Company to the ASX (except disclosures of a routine compliance or administrative nature) are posted to the Company's website.

The Company's Shareholder Communication Policy can be accessed under the Governance & Policies section on the Company's website.

Recommendation 6.3: *Facilitate participation at meetings of security holders.*

The Company encourages shareholder participation at its AGMs including by making notices of meetings available on its website. PanTerra Gold's external auditor attends the Company's AGMs and is available to answer any questions which shareholders may have about the conduct of external audit for the relevant financial year and the preparation and content of the audit report.

Shareholders who are unable to attend meetings of the Company are encouraged to participate in meetings by way of appointment of a proxy.

Recommendation 6.4: *Facilitate electronic communications.*

The Company has the capability to communicate with shareholders electronically through its website and email communications. Electronic contact details are provided on the Company's website.

Principle 7 – Recognise and manage risk

Recommendation 7.1: *Risk committee:*

The Company has not established a separate risk committee. Management determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies, internal

compliance and internal control. In that regard, the Board has adopted a Policy on Risk Management, Internal Compliance and Control which includes:

- establishing the Company's goals and objectives, and implementing and monitoring strategies and policies to achieve these goals and objectives;
- continuously identifying and reacting to risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- formulating risk management strategies to manage identified risks and designing and implementing appropriate risk management policies and internal controls; and
- monitoring the performance of, and continuously improving the effectiveness of, risk management systems and internal compliance and controls, including an ongoing assessment of the effectiveness of risk management and internal compliance and control.

A copy of the Policy on Risk Management, Internal Compliance and Control can be accessed on the Company's website under Governance & Policies.

Recommendation 7.2: *Annual risk review:*

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required by the Board to report back on the efficiency and effectiveness of risk management, inter alia, by benchmarking the Company's performance against industry standards.

The risk profile of the Company contains both financial and non-financial factors including material risks arising from pricing, competitive position, currency movements, operational efficiency, investments in new projects.

To mitigate these risks, the Company has in place an experienced Board, regular Board meetings, an Audit Committee which aims to meet at least bi-annually, six monthly financial and internal audits, rigorous appraisal of new investments, and advisers familiar with the Company. The Company's risk management framework has been reviewed on a regular basis throughout the Reporting Period by the Board.

Recommendation 7.3: *Internal audit*

The Company does not have a formal internal audit function. The Audit Committee monitors the need for an internal audit. The Company's management periodically undertakes an internal review of financial systems and processes and where systems are considered to require improvement, these systems are developed.

Recommendation 7.4: *Sustainability risks*

The Company, as a mineral exploration and production company, faces inherent risks in its activities, including economic, environmental and social sustainability risks which may have a material impact on the Company's ability to create value for its shareholders. Material business risks are described in the Review of Operations in the Annual Report. In relation to environmental risks, the Company closely monitors its exposure to all such risks at its Las Lagunas project in the Dominican Republic and provides quarterly environmental reports to the Dominican Government. Management in the Dominican Republic also conduct regular meetings with members of the local community to ascertain and allay any concerns the community may have in relation to the Company's operations.

Principle 8 – Remunerate fairly and responsibly

Recommendation 8.1: *Remuneration committee*

The Board has not established a remuneration committee. The Board considers that given the size of the Company, its current level of activity and since all members of the Board currently participate in policy matters, this function is more efficiently achieved by the full Board.

Despite the absence of a remuneration committee, the Board critically reviews the compensation arrangements for executive and non-executive directors and senior executives. Remuneration policies of the Company are reviewed at least annually by the Board to ensure that remuneration packages of senior executives properly reflect their duties and responsibilities, and are competitive in attracting, motivating and retaining people of the highest calibre and quality.

Recommendation 8.2: *Disclosure of Executive and Non-Executive Director remuneration policy*

Remuneration for non-executive directors is fixed. Remuneration does not include any performance-based components and non-executive directors do not participate in any incentive plans or bonus schemes. The Company does not have a retirement benefits scheme for non-executive directors.

Details of the Company's remuneration arrangements for non-executive directors, executive directors and senior executives including fee rates, are set out in the Remuneration Report in the Annual Report.

Recommendation 8.3: *Equity based remuneration scheme*

The Company has a Performance Rights Plan which has been approved by shareholders. The PanTerra Gold Share Trading Policy specifically prohibits directors and senior executives from engaging in short-term trading in the Company's securities. The Policy has been revised to ensure that participants may not enter into transactions which limit the economic risk of participating in the Performance Rights Plan. The Share Trading Policy can be accessed on the Company's website under Governance & Policies.