

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

ABM Resources NL

ABN / ARBN:

58 009 127 020

Financial year ended:

30 June 2015

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://www.abmresources.com.au/corporate/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 28 August 2015 and has been approved by the board.

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

Date: 28 August 2015

Name of Director or Secretary authorising lodgement: Jutta Zimmermann, 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 <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i> ... 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"/> at http://www.abmresources.com.au/corporate/corporate-governance/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <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 <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <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 <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <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 <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <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 <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at http://www.abmresources.com.au/corporate/corporate-governance/</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 Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></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 <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></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 <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></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 (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.abmresources.com.au/corporate/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></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"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i> ... and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i> ... and the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<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 <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <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 checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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 <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <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 type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at http://www.abmresources.com.au/corporate/corporate-governance/	<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 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 checked="" type="checkbox"/> at http://www.abmresources.com.au/corporate/corporate-governance/</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 checked="" type="checkbox"/> at http://www.abmresources.com.au/corporate/directors/</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 OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></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 OR <input type="checkbox"/> at <i>[insert location]</i>	<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 type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at http://www.abmresources.com.au/corporate/corporate-governance/	<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 http://www.abmresources.com.au/corporate/corporate-governance/	<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 OR <input type="checkbox"/> at <i>[insert location]</i>	<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 OR <input type="checkbox"/> at <i>[insert location]</i>	<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 OR <input type="checkbox"/> at <i>[insert location]</i>	<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 checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.abmresources.com.au/corporate/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input 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 <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></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 <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></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	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
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.	... 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: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<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 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 <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.abmresources.com.au/corporate/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></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"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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>... our policy on this issue or a summary of it:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at http://www.abmresources.com.au/corporate/corporate-governance/</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

ABM Resources NL

ABN 58 009 127 020

Corporate Governance Statement - 2015

This Corporate Governance Statement has been approved by the Board and is current as at 28 August 2015. The Directors of ABM Resources NL, ABN 58 009 127 020 ("ABM Resources" or the "Company") understand that effective corporate governance improves company performance, enhances corporate social responsibility and benefits all stakeholders. Governance practices are not a static set of principles, and the Company assesses its governance practices on an ongoing basis. Changes and improvements are made in a substance over form manner, which appropriately reflects the changing circumstances of the Company as it grows and evolves. Accordingly, the Board has established a number of practices and policies to ensure that these intentions are met and that all shareholders are fully informed about the affairs of the Company.

ASX Corporate Governance Principles and Recommendations

The Company has adopted the Australian Securities Exchange (ASX) Corporate Governance Council Corporate Governance Principles and Recommendations (3rd edition) ("ASX Principles"). ABM Resources' corporate governance practices are outlined in this Corporate Governance Statement.

Where the Company has not followed a recommendation, reasons for non-compliance have been identified. All these practices, unless otherwise stated, were in place for the entire year. This disclosure is in accordance with ASX listing rule 4.10.3.

Recommendation	Complied ¹⁾	If not complied, why not ²⁾	Recommendation	Complied ¹⁾	If not complied, why not ²⁾
Recommendation 1.1	✓		Recommendation 4.2	✓	
Recommendation 1.2	✓		Recommendation 4.3	✓	
Recommendation 1.3	✓		Recommendation 5.1	✓	
Recommendation 1.4	✓		Recommendation 6.1	✓	
Recommendation 1.5	✓		Recommendation 6.2	✓	
Recommendation 1.6	✓		Recommendation 6.3	✓	
Recommendation 2.1		✓	Recommendation 6.4	✓	
Recommendation 2.2	✓		Recommendation 7.1	✓	
Recommendation 2.3	✓		Recommendation 7.2	✓	
Recommendation 2.4		✓	Recommendation 7.3	✓	
Recommendation 2.5	✓		Recommendation 7.4	✓	
Recommendation 2.6	✓		Recommendation 8.1		✓
Recommendation 3.1	✓		Recommendation 8.2	✓	
Recommendation 4.1	✓		Recommendation 8.3	✓	

¹⁾ Indicates where the Company has followed the ASX Principles and Recommendations.

²⁾ Indicates where the Company has provided "if not, why not" disclosure.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1 - Functions of the Board and Senior Executives

The Board operates in accordance with broad principles set out in its Charter. The full Board Charter, Committee Charters and Policies are available in the Corporate Governance section on the Company's website (www.abmresources.com.au/corporate/corporate-governance).

The Board Charter sets out the specific responsibilities reserved for the Board and the Board's delegation of responsibility to allow the Managing Director and the executive management team to carry out the day-to-day operations and administration of the Company. The Board Charter supports all delegation of responsibilities by formally defining the specific functions reserved for the Board and its Committees, and those matters delegated to management. Management is responsible for implementing the strategic objectives and operating within the risk range set by the Board. Management is also responsible for providing the Board with accurate, timely and clear information to enable the Board to perform its responsibilities. The Managing Director is accountable to the Board for the authority that is delegated by the Board.

Recommendation 1.2 – Appointment of New Directors

The Remuneration and Nomination Committee Charter provides that the Remuneration and Nomination Committee must undertake appropriate checks before a person is appointed to the Board, or put forward to shareholders as a candidate for election as a director. The Board is responsible for ensuring that all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a director is provided to shareholders. This is done by making disclosures in the notice of meeting for general meetings at which directors are to be elected or re-elected.

Recommendation 1.3 – Written agreements with each Director and Senior Executive

All Directors and key executives reporting to the Managing Director of the Company have been given formal letters of appointment outlining key terms and conditions of their appointment.

Recommendation 1.4 – Company Secretary

The appointment and removal of a Company Secretary is a matter for decision by the Board. The Company Secretary is accountable directly to the Board (through the Chairman), on all matters to do with the proper functioning of the Board.

Recommendation 1.5 – Diversity Policy

The Company and all its related bodies are committed to workplace diversity and have adopted a Diversity Policy which is available in the Corporate Governance section on the Company's website.

The Company recognises the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent. Diversity includes, but is not limited to, gender, age, ethnicity and cultural background.

The Chairman monitors the scope and currency of this policy. The Board is responsible for developing the Measurable Objectives and strategies to meet the objectives of the Diversity Policy. The Company is responsible for implementing, monitoring and reporting on the Measurable Objectives. These Measurable Objectives include:

- considering all persons with appropriate experience and qualifications equally when new employees or directors are recruited (non-quantitative);
- considering all persons with appropriate experience and qualifications equally when considering them for promotion (non-quantitative);
- that there is to be at least one female director (achieved); and
- that there is to be at least one female in senior management (achieved).

In addition, the Board will review progress against the Objectives as a key performance indicator in its annual performance assessment.

The following table shows the representation of women in the Company at 30 June 2015.

Organisational Level	Female %
The Whole Organisation ¹⁾	30%
Technical Staff (excludes Senior Executives)	21%
Administration Staff (excludes Senior Executives)	88%
Senior Executives ²⁾	33%
Board Members (non-executive)	20%

¹⁾ Excludes Non-Executive Directors and includes seasonal staff.

²⁾ Senior Executives are defined as executives that are key management personnel.

Recommendation 1.6 – Process for Evaluating Performance of Board, Committees and Individual Directors

The Remuneration and Nomination Committee is tasked with conducting an annual performance review of the Board, its committees and its Charters, and with conducting a performance review of each individual director. This review has been completed for the 2014-2015 financial year.

The Board conducts an annual performance review of the Remuneration and Nomination Committee. This review has been completed for the 2014-2015 financial year.

Recommendation 1.7 - Process for Evaluating Performance of Senior Executives

All senior executives are subject to a formal annual performance evaluation which is undertaken by the Managing Director. The Managing Director meets with each salaried senior executive on an annual basis to review performance, including a review of key performance indicators and performance and accountability benchmarks. This review has been completed for the 2014-2015 financial year.

The Managing Director is subject to a formal annual performance evaluation which is undertaken by the Remuneration and Nomination Committee, which includes a review of key performance indicators and performance and accountability benchmarks. This review has been completed for the 2014-2015 financial year.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

Recommendation 2.1 – Nomination Committee

The Company has a Remuneration and Nomination Committee. This Committee has a formal charter, disclosed in the Corporate Governance section on the Company's website, which sets out the respective roles and responsibilities of the Committee.

The terms and conditions of the appointment and retirement of Directors are set out in a letter of appointment which covers remuneration, expectations, terms, the procedures for dealing with conflicts of interest and the availability of independent professional advice. Each committee member is excluded from matters of personal interest.

The Remuneration and Nomination Committee is responsible for an annual performance review of the Board and compares the performance of the Board with the requirements of its Charter and critically reviews the mix of the Board. The Remuneration and Nomination Committee Charter and the Policy for the disclosure of Performance Evaluation of the Board, its Committees and its individual Directors can be found in the Corporate Governance section of the Company's website.

The procedure in relation to the nomination and appointment of Directors is contained within the Remuneration and Nomination Committee Charter.

The Charter requires that the Remuneration and Nomination Committee shall comprise at least three non-executive Directors with the majority being independent. Prior to 13 October 2014 the majority of the committee members were not independent, however the Board had concluded that the relationships of the non-independent directors were not material. Since 13 October 2014, a majority of independent committee members was achieved and has

been maintained since such date. The Charter also requires that the chair of the Committee be an independent Director.

The Remuneration and Nomination Committee currently has the following composition:

Committee Member	Capacity	Independent	Committee Position	Meetings Held	Meetings Attended
Michael Etheridge	Non-executive	Yes	Chair	5	5
Helen Garnett	Non-executive	Yes	Member	5	3 ¹
Graeme Sloan	Non-executive	Yes	Member	5	5
Andrew Ferguson	Non-executive	No	Member	5	3

¹ Helen Garnett joined the Remuneration and Nomination Committee on 25 November 2014 and was therefore only eligible to attend 3 meetings.

Recommendation 2.2 - ABM Board Skills Matrix

Set out below is the Company's board skills matrix, which sets out the mix of skills and diversity that the Company requires the Board to maintain.

Skill	Skill Level / Compliance
Director Independence	Compliance with target of at least 50%
Number of Non-Executive Directors	Compliance with target of at least 50%
Financial Reporting	High
Financial Market	High
Technical Exploration	Moderate
Technical Development	Moderate
Technical Production	High
Management	High
Occupational Health and Safety	High
Corporate Governance	High
External Liaisons / Relationship Management	High

Recommendation 2.3 - Directors

The ABM Board comprised on 30 June 2015 of six Directors:

Name	Position	Independence	First Appointed
Dr Michael Etheridge	Non-Executive Chairman	Independent	23 November 2011
Mr Darren Holden	Managing Director	Not independent	23 November 2011
Mr Graeme Sloan	Non-Executive Director	Independent	30 November 2010
Mr Andrew Ferguson	Non-Executive Director	Not independent	9 July 2012
Dr Helen Garnett	Non-Executive Director	Independent	13 October 2014
Mr Richard Procter	Non-Executive Director	Independent	13 October 2014

None of the independent directors has an interest, position, association or relationship of the type described in Box 2.3 of the *ASX Principles*.

Recommendation 2.4 - Independence of Board

A majority of the Directors are independent. Prior to 13 October 2014 the majority of the committee members were not independent, however the Board had concluded that the relationships of the non-independent directors were not material. Since 13 October 2014, a majority of independent committee members was achieved and has been maintained since such date. In determining the independence of Directors the Board has regard to the independence criteria as set out in the *ASX Principles*.

Mr Ferguson is an officer of APAC Resources Limited (a substantial shareholder of ABM) and is therefore not considered to be independent. Mr Holden is the Managing Director of ABM and is therefore not considered to be independent. Dr Etheridge, Dr Garnett, Mr Procter and Mr Sloan are considered to be independent.

Details of Board members, their experience, expertise, qualifications, term in office and independence status are set-out on the Company's website.

Recommendation 2.5 - Independence and Non-Executive Role of Chairman

The Chairman is responsible for leading the Board, ensuring Directors are properly briefed in all matters relevant to their role and responsibilities, facilitating Board discussions and managing the Board's relationship with the Company's senior executives. The independent Chair of the Board is Dr Etheridge who is a Non-Executive Director.

Recommendation 2.6 – Introduction and Professional Development of Directors

The Company has a program for the induction of new Directors. This program is designed to ensure that new Directors have the skills and knowledge to perform their role as Directors. The Board, Committees and individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chairman or the Managing Director. All Directors have access to the Company Secretary.

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1 - Code of Conduct

The Board has adopted a formal Corporate Code of Conduct which applies to Directors, senior executives, managers, supervisors, employees, consultants, agents and other representatives of the Company. A copy of the code is made available to those to whom it applies and can be found in the Corporate Governance section on the Company's website.

The Corporate Code of Conduct provides a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from management and employees.

ABM encourages the reporting of matters that may cause financial and non-financial loss to the Company or damage to the Company's reputation. All employees are required to immediately report circumstances that may involve a breach of the Code of Conduct. The Audit Committee is responsible to oversee procedures for whistleblower protection.

PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

Recommendation 4.1 – Audit, Risk and Sustainability Committee

The role of the Audit, Risk and Sustainability Committee (**Audit Committee**) is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting, financial risk and compliance.

The primary purpose of the Committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:

- the quality and integrity of the Company's financial statements, accounting policies and financial reporting, disclosure and business ethics practices and policies;
- compliance with all applicable laws, regulations and company policy;
- the effectiveness and adequacy of internal control processes;
- the performance of the Company's external auditors and their appointment and removal;
- the independence of the external auditor and the rotation of the lead engagement partner; and
- the identification and management of business risks.

The Board has adopted a formal Audit Committee Charter. The Charter sets out the roles and responsibilities of the Audit Committee and contains information on the procedures for the selection, appointment and rotation of the external auditor. A full copy of the Audit Committee Charter is available in the Corporate Governance section of the Company's website.

The charter requires that the Audit Committee must comprise of three non-executive Directors, a majority of whom must be independent. The Audit Committee currently has the following composition:

Committee Member	Capacity	Independent	Committee Position	Meetings Held	Meetings Attended
Helen Garnett	Non-executive	Yes	Chair	4	3 ¹
Michael Etheridge	Non-executive	Yes	Member	4	4
Graeme Sloan	Non-executive	Yes	Member	4	4
Richard Procter	Non-executive	Yes	Member	4	3 ²

¹ Helen Garnett joined the Audit Committee on 25 November 2014 and was therefore only eligible to attend 3 meetings.

² Richard Procter joined the Audit Committee on 25 November 2014 and was therefore only eligible to attend 3 meetings.

The qualifications and experience of the members of the Audit Committee are available on the Directors section on the Company's website.

Recommendation 4.2 – Declarations of the CEO and CFO

The Chief Executive Officer and the Chief Financial Officer are required to make a declaration in accordance with section 295A of the Corporations Act that, in their opinion, the financial records of the Company have been properly maintained and that the Company's financial reports comply with the appropriate accounting standards and present a true and fair view of the Company's financial position and performance. The CEO and the CFO gave the above declarations to the Board before it adopted the Company's 2015 Financial Statements.

The CEO and the CFO have also stated in writing to the Board that their opinion is founded on a sound system of risk management and internal control which is operating effectively.

Recommendation 4.3 – External Auditors

The Board ensures that a representative of the external auditor of the Company attends the AGM to allow shareholders to ask the external auditor any questions about the conduct of the audit, the preparation of the financial statement and the independence of the auditor in relation to the conduct of the audit.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1 – Disclosure Policy

ABM's Continuous Disclosure Policy focuses on continuous disclosure compliance and improving access to information for investors. This Policy is available in the Corporate Governance section on the Company's website.

The Board has ultimate authority and responsibility for market disclosure. This responsibility is delegated to the Managing Director, Company Secretary and the Audit Committee (Audit, Safety and Risk Committee). Approval is sought from the Chairman on all significant matters and the Chairman seeks Board approval as required.

PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

Recommendation 6.1 – Information on website

ABM's Shareholder Communications Strategy and Fair Dealings with Stakeholder Policies are available in the Corporate Governance section on the Company's website. These policies facilitate the availability of information to investors regarding the Company and its governance.

Recommendation 6.2 – Investor Relations Program

The Company has a shareholder communications strategy that aims to ensure that shareholders are informed of all major developments affecting the Company's state of affairs and to facilitate effective two-way communication. Shareholders queries are referred to the Managing Director or Company Secretary in the first instance. The Group endeavours to provide shareholders with important information on the Company in a timely and efficient manner.

In addition to direct mailing and emailing of information to shareholders, the Company posts up to date information on the Company's activities together with copies of all information released to the ASX.

Recommendation 6.3 – Shareholder Meetings

Shareholder meetings are an important forum for investors to meet with the board and senior management and discuss matters concerning the Company.

The Company facilitates and encourages participation at meetings of shareholders by:

- providing a direct voting facility; and
- encouraging shareholders who are not able to attend meetings to submit questions ahead of the meeting.

The Company's external auditor also attends all annual general meetings of the Company and is available to answer shareholder questions regarding the conduct of the audit and the preparation and content of the auditor's report.

Recommendation 6.4 – Electronic Communication

Shareholders can register on the Company's website to receive email notifications of announcements made by the Company to the ASX. Shareholders can register with the Company's Registrar to receive annual reports and other shareholder communication by mail or email. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Shareholders may also contact the Company by email.

The Company is continually reviewing its website to identify ways in which it can promote its greater use by shareholders and make it more informative.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

Recommendation 7.1 – Audit, Safety and Risk Committee

The Board determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control. ABM's Risk Management Policy is available in the Corporate Governance section of the Company's website.

The Board has delegated to the Audit Committee (Audit and Risk Sustainability Committee) responsibility for implementing the risk management system where appropriate.

The Company's process of risk management and internal compliance and control includes:

- identifying and measuring 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 improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

To this end, comprehensive practices are in place that are directed towards achieving the following objectives:

- compliance with applicable laws and regulations;
- preparation of reliable published financial information; and
- implementation of risk transfer strategies where appropriate e.g. insurance.

Reference is made to the discussion in relation to Principal 4 (Recommendation 4.1) in this Corporate Governance Statement.

Recommendation 7.2 – Annual Risk Review

The Board reviews assessments of the effectiveness of risk management and internal compliance and control on an annual basis to ensure that it continues to be sound. A review has been completed for the year ended 30 June 2015.

Recommendation 7.3 – Internal Audit

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back at least bi-annually to the Audit Committee.

The Managing Director and the CFO have provided a declaration to the Board in accordance with Section 295A of the *Corporations Act 2001* and have assured the Board that such declaration is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial risk.

Recommendation 7.4 – Sustainability Risks

The Company is aware of its impact on the economy, environment and the community and risks to the Company if it does not deal with these matters appropriately. The role of Company's Audit Committee includes assisting the Board in dealing with these issues.

As part of this, the Audit Committee is responsible for determining whether the Company has a material exposure to inter alia, economic, environmental and sustainability risks and, if it does, how it manages or intends to manage those risks.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1 - Remuneration and Nomination Committee

The Board has a formal Remuneration and Nomination Committee. A full copy of the charter is available in the Corporate Governance section of the Company's website.

Reference is made to the discussion in relation to Principal 2 (Recommendation 2.1) in this Corporate Governance Statement.

Recommendation 8.2 – Disclosure of Remuneration Policies and Practices

Fees for Non-Executive Directors are not linked to the performance of the economic entity. However, to align Non-Executive Directors' interests with shareholder interests, the Non-Executive Directors are encouraged to hold shares in the economic entity purchased by that Non-Executive Director on-market.

Generally, Non-Executive Directors should not:

- receive options or cash bonuses from the Company. However, the Board has the discretion to determine in the appropriate circumstances, where shareholder approval is obtained, that Non-Executive Directors may be granted incentive shares and/or options; and
- be provided with retirement benefits other than superannuation. However, the Board has the discretion to determine in the appropriate circumstances, where shareholder approval is obtained, that Non-Executive Directors may be granted retirement benefits.

Executive Directors' and senior executives remuneration is subject to an annual performance evaluation. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel. The Remuneration and Nomination Committee must ensure that remuneration policies fairly and responsibly reward executives having regard to the objectives and performance of the Company, the performance of the executive, length of service and experience of the executive, and prevailing remuneration expectations in the market.

Recommendation 8.3 – Policy on equity-based remuneration scheme

The Company has a Securities Trading Policy that establishes a procedure for dealings by Directors, senior executives, employees, and their related parties in the Company's securities, and in securities of other entities with whom the Company may have business dealings. A copy of the Securities Trading Policy is available in the Corporate Governance section of the Company's website.