## **Appendix 4G**

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:		
ARK MINES LIMITED		
ABN / ARBN:		Financial year ended:
123 668 717		30 JUNE 2016
the board.	rt: 16 to 20 accurate and up to date as at 30 S	September 2016 and has been approved by
The annexure includes a key to where ou	ır corporate governance disclosure	s can be located.
Date: 30 SEPTEMBER 2016	6	
Print name: IAN MITCHELL		
Signature: Director / Company Secretar	y	

<sup>&</sup>lt;sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period. Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must

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

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

<sup>&</sup>lt;sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found.

## ANNEXURE - KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corp	Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the	We have NOT followed the recommendation in full for the whole
		period above. We have disclosed	of the period above. We have disclosed
PRIN	PRINCIPLE 1 - LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT	ERSIGHT	
<u></u>	iste	the fact that we follow this recommendation:	an explanation why that is so in our Corporate Governance
***************************************	(a) the respective roles and responsibilities of its board and	X in our Corporate Governance Statement	Statement
	(h) those matters expressly reserved to the board and those	OR	OR
		at this location:	we are an externally managed entity and this recommendation
***************************************			is therefore not applicable
		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):	
		at this location:	
1.2	A listed entity should:  (a) undertake appropriate checks before appointing a person or	the fact that we follow this recommendation:	an explanation why that is so in our Corporate Governance
		OR	OR OR
, , , , , , , , , , , , , , , , , , , ,	<ul> <li>(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.</li> </ul>	at this location:	we are an externally managed entity and this recommendation is therefore not applicable
<u></u>	A listed entity should have a written agreement with each director	the fact that we follow this recommendation:	an explanation why that is so in our Corporate Governance
	and senior executive setting out the terms of their appointment.	X in our Corporate Governance Statement	Statement
		OR	OR
		at this location:	we are an externally managed entity and this recommendation is therefore not applicable

1.4 4 p d –	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.	<ul> <li>the fact that we follow this recommendation:</li> <li>in our Corporate Governance Statement</li> </ul> OR	an explanation why that is so in our Corporate Governance Statement  OR
		at this location:	we are an externally managed entity and this recommendation is therefore not applicable
1.5 A II	istec	the fact that we have a diversity policy that complies with paragraph (a):	an explanation why that is so in our Corporate Governance
(8)	<ul> <li>nave 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</li> </ul>	X in our Corporate Governance Statement	Statement OR
	assess annually both the objectives and the entity's progress in achieving them;	OR of this location:	we are an externally managed entity and this recommendation
(b)		or this looping.	ים חיטיסיטיס ווער מאלחוועמטינפ
(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:	and a copy of our diversity policy or a summary of it:  at this location:	
	ons of men and women on the tive positions and across the cluding how the entity has defined	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:	
		X in our Corporate Governance Statement	
	(2) if the entity is a "relevant employer" under the Workplace	OR	
	Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	at this location:	
		and the information referred to in paragraphs (c)(1) or (2):	
- 1.41		X in our Corporate Governance Statement	
		OR	
		at this location:	

Corpo	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
1.6	A listed entity should:	the evaluation process referred to in paragraph (a):	an explanation why that is so in our Corporate Governance
	(a) have and disclose a process for periodically evaluating the	X in our Corporate Governance Statement	Statement
	directors; and	OR	OR
	(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting	at this location:	we are an externally managed entity and this recommendation is therefore not applicable
	period in accordance with that process.	and the information referred to in paragraph (b):	
		X in our Corporate Governance Statement	
		OR	
		at this location:	
1.7	A listed entity should:	the evaluation process referred to in paragraph (a):	an explanation why that is so in our Corporate Governance
	(a) have and disclose a process for periodically evaluating the	X in our Corporate Governance Statement	Statement
	(h) disclose in relation to each reporting period whether a	OR	OR
***************************************		at this location:	we are an externally managed entity and this recommendation is therefore not applicable
		and the information referred to in paragraph (b):	
		X in our Corporate Governance Statement	
		OR	
		at this location:	
	:		

Corpor	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
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	our board skills matrix:	an explanation why that is so in our Corporate Governance
·	Section 18 Control of the High Incomposition.	OR	OR
		at this location:	we are an externally managed entity and this recommendation is therefore not applicable
2.3	iste	the names of the directors considered by the board to be independent directors:  X in our Corporate Governance Statement	an explanation why that is so in our Corporate Governance Statement
- I mass	<ul><li>(b) if a director has an interest, position, association or relationship of the type described in Rox 2.3 but the board</li></ul>	OR	
	is of the opinion that it does not compromise the independence of the director, the nature of the interest,	at this location:	
	explanation of why the board is of that opinion; and	where applicable, the information referred to in paragraph (b):	
	(c) the length of service of each director.	X in our Corporate Governance Statement	
		OR	
		at this location:	
		the length of service of each director:	
		X in our Corporate Governance Statement	
		OR	
		at this location:	
		[insert location here]	
2.4	A majority of the board of a listed entity should be independent	the fact that we follow this recommendation:	an explanation why that is so in our Corporate Governance
	CII COLOID.	X in our Corporate Governance Statement	Statement
		OR	OR
		at this location:	□ we are an externally managed entity and this recommendation
		[insert location here]	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 come person of the	the fact that we follow this recommendation:	X an explanation why that is so in our Comorate Governance
	CEO of the entity.	in our Corporate Governance Statement	

Corpor	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
		OR	OR
		at this location:	we are an externally managed entity and this recommendation
		[insert location here]	is therefore not applicable
2.6	A listed entity should have a program for inducting new directors	the fact that we follow this recommendation:	an explanation why that is so in our Corporate Governance
	and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge	X in our Corporate Governance Statement	Statement
	needed to perform their role as directors effectively.	OR	OR
		at this location:	we are an externally managed entity and this recommendation
		[insert location here]	is therefore not applicable
PRINCI	PRINCIPLE 3 - ACT ETHICALLY AND RESPONSIBLY		
<u>3</u>	A listed entity should:	our code of conduct or a summary of it:	an explanation why that is so in our Corporate Governance
	(a) have a code of conduct for its directors, senior executives and employees: and	X in our Corporate Governance Statement	Statement
-	(b) disclose that code or a summary of it	OR	
		at this location:	
		[insert location here]	

Corpora	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
PRINCI	PRINCIPLE 4 - SAFEGUARD INTEGRITY IN CORPORATE REPORTING		
4.1	The board of a listed entity should:  (a) have an audit committee which:	[If the entity complies with paragraph (a):] the fact that we have an audit committee that complies with	X an explanation why that is so in our Corporate Governance
	<ol> <li>has at least three members, all of whom are non- executive directors and a majority of whom are independent directors; and</li> </ol>	paragraphs (1) and (2):  in our Corporate Governance Statement	
	<ul><li>(2) is chaired by an independent director, who is not the chair of the board,</li></ul>	at this location:	
	and disclose:	[insert location here]	
	(3) the charter of the committee;	and a copy of the charter of the committee:	
***************************************	<ul><li>(4) the relevant qualifications and experience of the members of the committee; and</li></ul>	at this location:	
	(5) in relation to each reporting period, the number of times the committee met throughout the period and	[Insert location here] and the information referred to in paragraphs (4) and (5):	
	the individual attendances of the members at those meetings; or	X in our Corporate Governance Statement	
	(b) if it does not have an audit committee, disclose that fact	S. S	
en e	safeguard the integrity of its corporate reporting, including the processes for the appointment and compared of the	[insert location here]	
	external auditor and the rotation of the audit engagement	[If the entity complies with paragraph (b):]	
	partner.	the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our	
		removal of the external auditor and the rotation of the audit engagement partner:	
***************************************		X in our Corporate Governance Statement	
		OR	
		at this location:	
		[insert location here]	

Corpora	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	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	the fact that we follow this recommendation:  X in our Corporate Governance Statement  OR  at this location:	an explanation why that is so in our Corporate Governance Statement
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:  X in our Corporate Governance Statement  OR	an explanation why that is so in our Corporate Governance Statement  OR
		at this location:	we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIP	PRINCIPLE 5 - MAKE TIMELY AND BALANCED DISCLOSURE  5.1   A listed entity should:	our continuous disclosure compliance policy or a summany of it.	
	<ul><li>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</li><li>(b) disclose that policy or a summary of it.</li></ul>	<ul><li>X in our Corporate Governance Statement</li><li>OR</li><li>at this location:</li></ul>	Statement
PRINCIP	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: X at this location: <a href="https://www.arkmines.com.au">www.arkmines.com.au</a>	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:  in our Corporate Governance Statement  OR  at this location:	X an explanation why that is so in our Corporate Governance Statement

Corpora	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
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:  X in our Corporate Governance Statement  OR  at this location:	an explanation why that is so in our Corporate Governance Statement  OR  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:  X in our Corporate Governance Statement  OR  at this location:	an explanation why that is so in our Corporate Governance Statement

-		period above. We have disclosed	of the period above. We have disclosed
PRINCI	PRINCIPLE 7 - RECOGNISE AND MANAGE RISK		
7.1	The board of a listed entity should:  (a) have a committee or committees to oversee risk, each of which:	[If the entity complies with paragraph (a):] the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):	an explanation why that is so in our Corporate Governance Statement
	<ol> <li>has at least three members, a majority of whom are independent directors; and</li> <li>is chaired by an independent director,</li> </ol>	X in our Corporate Governance Statement  OR	
	and disclose:  (3) the chatter of the committee:	at this location:	
	<ul><li>(3) the charter of the committee;</li><li>(4) the members of the committee; and</li></ul>	and a copy of the charter of the committee:	
	(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	at this location:	
	if it doos not be not into paralities and it is the interest of the interest o	!	
	<ul> <li>(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</li> </ul>	X in our Corporate Governance Statement  OR	
	framework.	at this location:	
		[If the entity complies with paragraph (b):] 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:	
	×	( in our Corporate Governance Statement	
		at this location:	

Corpor	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
7.2	The board or a committee of the board should:  (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	the fact that we follow this recommendation:  X in our Corporate Governance Statement  OR  at this location:	an explanation why that is so in our Corporate Governance Statement
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:  X in our Corporate Governance Statement OR  at this location:	an explanation why that is so in our Corporate Governance Statement
		[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: X in our Corporate Governance Statement OR  at this location:	
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:  X in our Corporate Governance Statement OR  at this location:	an explanation why that is so in our Corporate Governance Statement

at this location:

	period apores are light disclosed	of the period above. We have disclosed
	at this location:	
ste	our policy on this issue or a summary of it:  X in our Corporate Governance Statement	an explanation why that is so in our Corporate Governance Statement
	OR	OR
derivatives or otherwise) which limit the economic risk of participating in the scheme; and	at this location:	we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable
(b) disclose that policy or a summary of it.		OR
		we are an externally managed entity and this recommendation is therefore not applicable
DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED L	ISTED ENTIFIES	
Alternative to Recommendation 1.1 for externally managed listed entities:	Ħ	an explanation why that is so in our Corporate Governance
The responsible entity of an externally managed listed entity should disclose:		Cucononi
<ul> <li>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</li> </ul>	at this location:	
(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.		
Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:	<ul><li> the terms governing our remuneration as manager of the entity:</li><li>X in our Corporate Governance Statement</li></ul>	an explanation why that is so in our Corporate Governance Statement
terms governing the remuneration of the manager.	OR	
	at this location:	
	A listed entity which has an equity-based remuneration scheme should:  (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  (b) disclose that policy or a summary of it.  AL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED.  Alternative to Recommendation 1.1 for externally managed listed entity should disclose:  (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;  (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.  Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:  An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	ration scheme ermitted to y use of nnomic risk of managed listed sted entity sted entity; e responsible for externally disclose the