CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement reports on Tiger Resources Limited's ("Tiger" or the "Company") corporate governance framework, principles and practices. This statement is current as at 31 March 2016 and has been approved by the Board. Tiger reviews its governance practices regularly and revises these practices as appropriate to reflect changes in law and best practice in corporate governance. The Company and its controlled entities together are referred to as the Group in this statement.

ASX Listing Rule 4.10.3 requires ASX listed companies to report on the extent to which they have followed the ASX Corporate Governance Principles and Recommendations ("ASX Principles") released by the ASX Corporate Governance Council ("CGC"). The ASX Principles require the board to consider carefully the development and adoption of appropriate corporate governance policies and practices founded on the ASX Principles. A description of the Company's main corporate governance practices is set out below. All these practices, unless otherwise stated, were in place for the entire financial year ended 31 December 2015. They comply with the 3rd Edition of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations.*

In a small number of instances, the Company has determined not to meet the standard set out in the recommendations at the present time. This applies in situations where the Board considers the recommendation to be inappropriate or impractical for a company of Tiger's stage of corporate development or where the Company's philosophy differs from the ASX Principles. As the Company's activities expand in size, nature and scope, the implementation of additional corporate governance structures will be given further consideration.

This Corporate Governance Statement is posted in the corporate governance section of the Company's website (www.tigerresources.com.au) and has also been lodged with the ASX on or around the same time as lodgement of the 2015 Annual Report.

Principle 1: Lay solid foundations for management and oversight

Recommendation 1.1:
Companies should disclose the respective roles and responsibilities of its board and management and those matters expressly reserved to the Board and those delegated to management and disclose those functions.

Role of the Board and of Senior Executives

The relationship between the Board and senior management is critical to the Group's long-term success. The Directors are responsible to the shareholders for the performance of the Group in both the short and the longer term and seek to balance sometimes competing objectives in the best interests of the Group as a whole. Their focus is to enhance the interests of shareholders and other key stakeholders and to ensure the Group is properly managed.

The responsibilities of the Board include:

- providing strategic guidance to the Company including contributing to the development of and approving the corporate strategy
- reviewing and approving business plans, budgets and financial plans
- overseeing and monitoring:
    - organisational performance and the achievement of the Group's strategic goals and objectives
    - compliance with the Company's Code of Conduct (see Principle 3)
    - significant capital expenditures and other corporate projects including any acquisitions or divestments
- monitoring financial performance including approval of the annual and half-year financial reports and liaison with the Company's auditors
- appointment, performance assessment and, if necessary, removal of the Managing Director (in Tiger's case, the Managing Director is also the Chief Executive Officer (CEO))
- ratifying the appointment and/or removal and contributing to the performance assessment of senior management team members
- overseeing the operation of the Group's system for compliance and risk management reporting to shareholders
- ensuring effective management processes are in place and approving major corporate initiatives
- enhancing and protecting the reputation of the organisation; and
- ensuring appropriate resources are available to senior management.

The responsibility for the day to day operation and administration of the Group is delegated by the Board to the CEO who in turn delegates specific responsibilities to the senior management team. The Board ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the CEO and the senior management team. These delegations are reviewed as appropriate.

The Board Charter is available on the Company's website under the Corporate Governance section.

The Managing Director is responsible for the attainment of the Company's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board.

The Managing Director's (or as delegated to Senior Executives) specific responsibilities include:

- responsibility for the achievement of corporate goals and objectives
- development of short, medium and long-term corporate strategies and planning to achieve the Company's vision and overall business objectives
- implementing and monitoring strategy and reporting/ presenting to the Board on current and future initiatives
- advising the Board regarding the most effective organisational structure and oversee its implementation
- assessment of business opportunities of potential benefit to the Company
- encouraging staff commitment

- establishing and maintaining effective and positive relationships with Board members, shareholders, the investment community and other government and business liaisons
- undertaking the role of key Company spokesperson
- recommending policies to the Board in relation to a range of organisational issues including delegations of authority, consultancies and performance incentives
- ensuring statutory, legal and regulatory compliance and compliance with corporate policies and standards
- ensuring appropriate risk management practices and policies are in place
- selecting and appointing staff; and
- ensuring there is an appropriate staff appraisal system in place in the Company.

Recommendation 1.2:
Companies should undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director and 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 Company undertakes appropriate background checks as to a candidate's character, experience, education, criminal record and bankruptcy history and material information in the Company's possession is provided to security holders in the explanatory notes accompanying a notice of meeting where a resolution to elect or re-elect a director is tabled.

Recommendation 1.3:
Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.

The Company has executed written employment agreements with its senior executives including its executive directors. During the year 2015, the Company did not have written appointment letters in place with its three long serving non-executive directors (Messrs Fearis, Constable and Griffiths). Having written letters of appointment was not considered a priority compared to other matters relating to the governance of the Company. However, matters such as remuneration, expectations, terms, the procedures for dealing with conflicts of interest and the availability of independent professional advice were clearly understood by the non-executive directors, who are experienced public company directors.

Appointment letters were developed and executed later in 2015 and in the current financial year with respect to the Company's current non-executive directors and will continue to be used when new non-executive directors are appointed or elected.

Recommendation 1.4:
The Company Secretary should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.

The Company Secretary is appointed and removed by Board decision. The Company Secretary is directly accountable to the Board, through the Chair, on all governance matters and all directors have access to the advice and services of the Company Secretary at all times.

Recommendation 1.5:
The Company should establish a policy concerning diversity and disclose the policy or summary of the policy. The policy should include requirements for the Board to establish measureable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.

The Group supports the fundamental premise of the recommendations contained in the ASX Principles requiring diversity in the workplace. The Group recognises the value contributed to the organisation by employing people with varying skills, gender, cultural backgrounds, ethnicity and experience. Tiger believes a diverse workforce is an important element of its continued growth, improved productivity and performance. Tiger is committed to providing equal employment opportunities to all directors and employees and to all applicants for employment regardless of race, colour, gender, religion, age, nationality, disability, marital status, sexual orientation, political conviction or any other grounds and to providing a workplace where differences are respected and accepted and anti-discriminatory behaviour of any kind is strictly prohibited.

Merit is the sole basis of appointment, promotion and remuneration. The Company has not yet formalised this policy into a written document.

The commitment to diversity is enacted through:

- Encouraging diversity in our workforce in the course of our business provided that this does not conflict with local employment rules and quotas that may apply in some jurisdictions in which we operate;
- Avoiding discrimination of any form in our recruitment practices;
- Educating employees on issues of diversity, tolerance and respect for differences;
- Proactively discouraging behaviour involving harassment, bullying or disrespectful conduct by employees towards other employees;
- Establishing and enforcing disciplinary procedures which include sanctions against discriminatory behaviour; and
- General compliance with legislation relating to employment practices.

Due to the small size of the Company's corporate team, setting specific targets for achieving gender diversity are not considered practical. The Group also has to be cognisant of pre-existing cultural norms within the local Democratic Republic of Congo (DRC) communities which may not be in accord with workforce gender diversity. However, whilst not setting specific targets, the Group:

- Encourages diversity in the appointment of employees to roles at all levels of the organisation by interviewing suitably qualified men and women for the positions. The actual data on the gender diversity that currently exists within the group is set out below;
- Has an employee development policy under which the Company is committed to providing all employees, irrespective of gender, with support and opportunities to improve their skills, knowledge and qualifications required for the performance of their existing role and for improving their prospects of promotion to other roles within the Company;
- Has implemented a Remuneration Framework to ensure a uniform approach to performance based pay and remuneration. Salaries are set on the basis of the level of responsibility of the position, technical skills and qualifications required to perform the role. Performance based pay is determined through the use of KPIs set at the beginning of each financial year with reference to the Group's performance as well as department and individual objectives;
- Provides flexible work arrangements, to the extent practically possible, taking into account the nature of work performed by employees;
- Requires all subcontractors to comply with the same policies in terms of gender equality and local recruitment.

The number (and proportion) of women at various levels in the organisation is as follows: Board level: nil, senior executives (being executive directors, the company secretary and direct reports of the CEO): nil, corporate office 4 (44%), Kipoi Copper Mine department management 2 (0.68%) and throughout the entire DRC Group of companies 11 (3.79%). In relation to ethnicity, 99.5% of the workforce of the Company's subsidiaries comprises DRC nationals, of which 22 (7.9%) are from the local communities around the Kipoi mine.

Recommendation 1.6:
The Company should have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors and whether a performance evaluation was undertaken in the reporting period in accordance with that process.

Due to the size of the Board and the nature of its business, it has not been deemed necessary to institute a formal documented performance review program of individual directors. The Chairman conducted an informal review during the financial year whereby the performance of the Board as a whole and the individual contributions of each director were discussed. The Board considers that at this stage of the Company's development an informal process is appropriate. It should be noted that during the 2015 financial year and since the end of the reporting period, a number of Board changes have taken place, including the appointment of a new independent non-executive Chairman and a new Managing Director, partially as a result of performance evaluation and reviews.

Recommendation 1.7:
The Company should have and disclose a process for periodically evaluating the performance of senior executives and whether a performance evaluation was undertaken in the reporting period in accordance with that process.

The Board reviews the performance of the Managing Director and other key management personnel annually. This includes the setting of short-term and long-term goals for the coming year and reviewing the achievement of those goals for the past year.

Performance is measured by reference to key performance indicators of achievement of the goals, including the efficiency and effectiveness of the enhancement of the Company's mineral interest portfolio, the design and implementation of exploration and development programs, maintenance of relationships with joint venture partners, operating cost and profitability criteria for producing assets, total shareholder return in comparison to the market as a whole and a peer Group of companies, the attainment of sustainable growth through corporate social responsibility and establishment of a sound system of governance and reporting throughout the organisation.

The Remuneration, Nomination and Corporate Governance Committee conducted a formal annual review process whereby the degree of success in achievement of the key performance indicators and the attitude, performance and approach of the senior Executives toward meeting the short and long-term objectives of the Company was assessed.

Principle 2: Structure the Board to add value

The Board operates in accordance with the broad principles set out in its charter which is available from the corporate governance information section of the Company website at www.tigerresources.com.au. The charter details the Board's composition and responsibilities. The Board has been constituted so that it has an effective composition, size and commitment to adequately discharge its responsibilities and duties given the Company's current size, complexity and scale of operations.

The Board reviews its composition on an annual basis to ensure that it has an appropriate mix of expertise and experience.

Each director has the right to seek independent professional advice at the Company's expense after consultation with the Chair. Once received, the advice is to be made immediately available to all Board members. Directors have the right of access to any employee of the Group for the purpose of seeking information about aspects of the Company's business and are encouraged to do so.

For each formal meeting of the Board, a set of Board papers is prepared by management addressing each of the functional areas of the business and is typically provided to directors in advance of the meeting to afford directors the opportunity to familiarise themselves with matters to be considered ahead of the meeting. Information provided to the Board includes all material information on exploration, development, operations, finance and corporate activities including budgets, cash flows, funding requirements, shareholder movements, broker activity in the Company's securities, assets and liabilities, disposals, financial accounts, external audits, internal controls, risk assessment, new venture proposals, and health, safety and environmental reports.

Recommendation 2.1:
The Board should establish a Nomination Committee of which the majority should be independent directors (including the Chair).

The Board has established a Remuneration, Nomination and Corporate Governance Committee. Matters determined by the Committees are submitted to the Board as recommendations for Board decisions.

The Committee has a written charter approved by the Board setting out its role and responsibilities, composition, structure, membership requirements and the manner in which the Committee is to operate. The charter is reviewed on an annual basis and is available on the Company's website.

During the year, the members of the Remuneration, Nomination and Corporate Governance Committee were former Chairman Mr Neil Fearis (Chairman), former non-executive Director Mr David Constable and current CEO, Mr Michael Griffiths. Mr Griffiths (previously a non-executive director) resigned from the Committee in August 2015 upon taking up the interim CEO position. Mr Mark Connelly joined this Committee upon his appointment to the Board in October 2015.

Details of each Director's attendance at Committee meetings are set out in the Directors' report. The Committee's primary roles are to:

- to oversee and provide support to the Board concerning the Company's remuneration policies and practices
- the overall remuneration strategy and the award of incentive options and performance rights
- Where possible the Committee will verify the appropriateness of existing remuneration levels using external sources for comparison
- identify and evaluate the particular skills, experience and expertise that will best complement the Board's effectiveness (where applicable advice is sought from independent search consultants)
- review Board succession plans
- evaluate the Board's performance
- make recommendations for the appointment and removal of Directors to the Board; and
- assist the Board in fulfilling its governance responsibilities.

It should be noted that as a result of the substantial changes to the Board composition during the latter part of 2015 and since the end of the year as well as the reduction in the overall size of the Board, the responsibilities of the Remuneration, Nomination and Corporate Governance Committee have to a significant extent been discharged by the Board as a whole.

Directors are appointed under the terms of the Company's constitution. Appointments to the Board are based upon merit and against criteria that serves to maintain an appropriate balance of skills, expertise, and experience of the board. The categories considered necessary for this purpose are a blend of accounting and finance, business, technical and administration skills. Casual appointments must stand for election at the next annual general meeting of the Company.

Retirement and rotation of Directors are governed by the Corporations Act 2001 and the Constitution of the Company. All Directors, with the exception of the Managing Director (if appointed), serve for a period of three years before they are requested to retire and if eligible offer themselves for re-election.

Recommendation 2.2:
The Company 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.

For the majority of the reporting period (from January 2015 to mid-August 2015), the Board comprised three independent non-executive directors (including the Chairman) and two executive directors (including the Managing Director / CEO). This Board composition had a broad skill set covering mining engineering, production, exploration, accounting, finance, legal and marketing. Upon Mr Marwood's resignation as MD/CEO in mid-August 2015, Mr Griffiths was appointed as interim CEO and the Board composition became two independent non-executive directors (including the Chairman) and two executive directors. With the appointment of Mr Connelly as an independent non-executive director in mid-October 2015, the Board again had a majority of independent non-executive directors. With effect from 1 January 2016, Mr Connelly replaced Mr Fearis as an independent non-executive Chairman and, on 1 April 2016, Mr Ian Kerr, an engineer was appointed as an independent non-executive director. Mr Kerr replaced Mr Constable who resigned on 31 March 2016. Whilst the Board does not currently have a majority of independent non-executive directors (it has two independent non-executive directors and two executive directors), the Board believes that it has the right mix of skills and experience commensurate to the size and complexity of Tiger's business. The current Board has skills and experience in the areas of mining engineering, production, exploration, accounting, finance, legal and marketing.

The following table shows the Board skills matrix that was in place during the reporting period, since 31 December 2015 and at the time of release of this Statement (~end April 2016).

	Non-executive Directors	Executive Directors
Strategy and leadership • Business leadership • Strategic planning • Stakeholder engagement • Public listed company experience • Non-executive experience • Executive experience • Global economic conditions and mineral markets	X	X
Mining Industry – Technical and General • Exploration • Mine development • Mining • Central and West Africa	X	X
Finance and Accounting • Corporate finance, capital markets, M&A • Accounting and Audit • Treasury and hedging • Taxation	X	X
Other • Legal and compliance • Governance and Risk management • Human resources and industrial relations	X	X

Recommendation 2.3:

The Company should disclose the names of the directors considered to be independent directors and length of service of each director.

Directors of Tiger are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement. Other factors used to determine independence of a director include those listed in Box 2.3 of the ASX Principles.

In the context of director independence, "materiality" is considered from both the Group and director perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. Unless there is qualitative evidence to the contrary, there is a presumption of quantitative immateriality if an interest is equal to or less than 5% of the relevant amount. There is a presumption of quantitative materiality if the interest it is equal to or greater than 10% of the relevant amount.

Qualitative factors considered include whether a relationship is strategically important, the competitive landscape, the nature of the relationship and the contractual or other arrangements governing it and other factors that point to the actual ability of the director in question to maintain independence.

As noted earlier in this Statement, there have been a number of changes in the composition of the Board during 2015 and since 31 December 2015. The following directors of the Company are / were (as may be the case) considered to be independent:

Mark Connelly	Non-executive chairman	Appointed 13 October 2015 (chairman from 1 January 2016)
Ian Kerr	Non-executive director	Appointed 1 April 2016
Michael Griffiths	Non-executive director	Appointed 7 December 2012 but ceased to be independent 17 August 2015
Neil Fearis	Non-executive chairman	Appointed 26 May 2011 and resigned 31 December 2015
David Constable	Non-executive director	Appointed 24 June 2011 and resigned 31 March 2016

Prior to the commencement of each full Board meeting, the independent directors meet separately to discuss any matters that need to be canvassed without input from executive or non-independent directors. Where required, matters arising from the meeting of independent directors will be added to the agenda of the full Board meeting for consideration by all of the directors.

Recommendation 2.4:
A majority of the Board of the Company should be independent directors.

As noted earlier in this Statement, for the period up to mid-August 2015 and then again from mid-October 2015 to 31 December 2015, a majority of the Board comprised independent directors - three independent directors from a total of five directors.

Since 31 December 2015, the Board has comprised two independent directors and two executive directors.

Directors must disclose to the Board actual or potential conflicts of interest that may or might reasonably be thought to exist between the interests of the Director and the interests of any other parties in carrying out the activities of the Company, and if requested by the Board, within seven days or such further period as may be permitted, take such necessary and reasonable steps to remove any conflict of interest.

The Company considers that each of the directors possesses the skills and experience suitable for the management and stewardship of the Company and that although the Company does not currently have a majority of independent directors, the current composition of the Board is appropriate for the Company's current size and operations. Additional independent non-executive directors may be appointed as circumstances change. The Board is committed to reviewing its composition on a continual basis.

Recommendation 2.5:
The Chair of the Board should be an independent director, and should not be the CEO of the Company.

The current Chairman, Mr Mark Connelly, is an independent Non-executive Director. The Chairman is responsible for leadership and effective performance of the Board and for the maintenance of relations between Directors and management that are open, cordial and conducive to productive cooperation. In accepting the position, the Chairman has acknowledged the significant time commitment required and has confirmed that other positions he holds will not hinder his effective performance in the role of Chairman. The preceding statement also applies to the former Chairman, Mr Neil Fearis (resigned 31 December 2015).

Recommendation 2.6:
The Company should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

The Company Secretary is tasked with coordinating the induction process for new directors. The process covers set materials relevant to the Company and the director’s role. Such process has not been structured as a formal program to date, as in general directors appointed to the Board in the past and more recently have pre-existing skills and experience as public company directors such that the induction can be individually tailored to suit the requirements for each new appointee as necessary..

All directors are expected to maintain the skills required to discharge their duties as a director. The directors are all experienced directors who serve or have served on numerous public company boards and as such develop themselves professionally on a continuous basis. Members of the executive team brief the Board on relevant industry, financial, accounting, legal, compliance, governance and other developments. The directors visit the Kipoi mine on a regular basis where updates are received from all Department heads.

Principle 3: Act ethically and responsibly

Recommendation 3.1:
Companies should have a Code of Conduct for its directors, senior executives and employees.

Code of Conduct

The Company has a Code of Conduct (The Code) which has been endorsed by the Board and applies to all Directors and employees. The Code is periodically updated as necessary to ensure it reflects the highest standards of behaviour and professionalism and the practices necessary to maintain confidence in the Group's integrity. The Code outlines the responsibility and accountability of Company personnel to report and investigate reports of unethical practices.

Securities Trading Policy

Tiger and its Group companies have adopted a policy that Directors, employees, advisers and consultants (Applicable Persons) and their related parties (spouses, de facto spouses, parents and children) (Related Persons) are aware of legal restrictions in dealing in Tiger securities while in possession of unpublished price sensitive information.

Under this policy Applicable Persons and Related Persons should:

- not engage in short-term trading of Tiger securities
- not deal in Tiger securities while in possession of Inside Information
- in certain circumstances, notify the Company Secretary of any intended transactions involving Tiger securities; and
- ensure any of their buying or selling of Tiger securities occurs outside of Prohibited Periods unless prior written clearance is obtained in accordance with this policy.

Securities interests of Directors and other key management personnel are disclosed in Annual Reports. Securities interests of Directors are also reported to the ASX as and when changes take place.

Anti-bribery and Corruption Compliance

The Group recognises that Directors, officers, employees and Third Parties have a special responsibility to know and obey laws and regulations of countries where they operate and to conduct themselves in accordance with local business practices.

The Group recognises that laws, regulations, business practices and customs may vary in the different jurisdictions in which Tiger and its subsidiaries operate . Notwithstanding, the Group and its Directors, officers, employees and Third Parties must comply with all applicable laws relating to foreign corrupt practices, including the relevant laws of Australia and the DRC.

Included in the Code is the provision for anti-bribery and corruption compliance. The Tiger Group's Anti-Bribery and Corruption Compliance Guide is provided to all employees and consultants as a part of their induction, and training sessions are held to ensure all employees and consultants throughout the organisation are educated in this respect.

Whistle blower policy

Under the Group's whistle blower policy, any employee can report concerns about the conduct or practices of the Company or any of its employees that they consider places the interests of the Company, its employees, its other stakeholders or members of the general public at risk of loss, injury or damage, including reputational damage, to the Company Secretary who is then responsible for initiating an investigation of the allegation in consultation with the CEO. If the alleged breach is not rectified to the satisfaction of the employee, they have the right to report any alleged breach to an independent director without further reference to senior managers of the company.

Principle 4: Safeguard integrity in financial reporting

Recommendation 4.1

The Board should have an Audit Committee.

The Board has established an Audit and Risk Committee. Matters determined by the Committee are submitted to the Board as recommendations for Board decisions. The Committee has a written charter approved by the Board setting out its role and responsibilities, composition, structure, membership requirements and the manner in which the Committee is to operate. The charter is reviewed on an annual basis and is available on the Company's website.

Audit and Risk Committee

The Committee's primary roles are to:

- assist the Board in fulfilling its oversight responsibilities
- oversee management's conduct of the Company's accounting and financial reporting process
- assist the Board in reviewing the effectiveness of the organisation's internal control environment, reporting systems, accounting and financial controls
- select, retain and monitor the independence and performance of the Company's external auditors
- oversee the audit and review of the Company's annual and half-year financial statements
- approve any non-audit services
- provide an avenue of communication among the external auditors, management and the Board; and
- oversee the effective operation of the risk management framework.

The Committee has authority, within the scope of its responsibilities, to seek any information it requires from any employee or external party.

During 2015, the Committee comprised Mr David Constable (Chairman), Mr Neil Fearis, Mr Mike Griffiths (until 17 August 2015 when he ceased to be a non-executive director) and Mr Mark Connelly (commencing from his appointment as a director in mid-October 2015). From 1 January 2016 to 31 March 2016, the Committee comprised Mr David Constable (Chairman) and Mr Mark Connelly.

All members of the Committee are financially literate and have an appropriate understanding of the industry in which the Group operates.

Details of each Director's qualifications and attendance at Committee meetings are set out in the Directors' Report.

External auditors

The Company and Audit and Risk Committee policy is to appoint external auditors who clearly demonstrate quality and independence. The performance of the external auditor is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs. PricewaterhouseCoopers (PwC) was appointed as the external auditor in 2007. It is PwC policy to rotate audit engagement partners on listed companies at least every five years.

It is the policy of the external auditors to provide an annual declaration of their independence to the Audit and Risk Committee.

Recommendation 4.2

The Board of the Company should, before it approves the Company'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.

Prior to approving financial statements, the Board receives declarations from the CEO and the CFO that, in their opinion, the financial records of the Company 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 Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Recommendation 4.3
The Company should ensure that the external auditor is present at the AGM and be available to answer questions from security holders relevant to the audit.

The external auditor is required under the Corporations Act to attend the Company's Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report. The Company's external auditor has been in compliance with this requirement.

Principle 5 and 6: Make timely and balanced disclosures and respect the rights of shareholders

Recommendation 5.1: *Companies should have a written policy for complying with its continuous disclosure obligations under the Listing Rules.*
Recommendation 6.1*: Companies should provide information about itself and its governance to investors via its website.*
Recommendations 6.2 and 6.3: *Companies should design and implement an investor relations program to facilitate two-way communication with investors. Companies should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.*
Recommendation 6.4: *Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.*

Continuous disclosure and shareholder communication
The Company understands and respects that timely disclosure of price sensitive information is a foundation to the operation of an efficient securities market. It also respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to:

- continuous disclosure of any information concerning the Group that a reasonable person would expect to have a material effect on the price of the Company's securities
- communicating effectively with shareholders through releases to the market via ASX's disclosure portal, information transmitted to shareholders and the general meetings of the Company
- information disclosed to the ASX is posted on the Company's website as soon as it is disclosed to the market
- giving shareholders ready access to balanced and understandable information about the Company and corporate proposals
- making it easy for shareholders to participate in general meetings of the Company
- ensuring that the external auditor attends the Annual General Meeting and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report
- the Company also makes available contact details (phone and email) for shareholders to make enquiries to the Company.

The Company Secretary has been nominated as the person responsible for communications with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements of ASX's listing rules.

The Company seeks to provide opportunities for shareholders to participate through electronic means. This includes having information such as the Company announcements, media briefings, details of Company meetings, press releases and audited financial reports for at least the last three years all available on the Company's website.

The website also includes a feedback mechanism and an option for shareholders to register their email address for inclusion on distribution email updates of Company announcements and/or media releases. Information about the Company is regularly emailed to all shareholders who lodge their email contact details with the

Company. Information on lodging email addresses and on submitting information requests with the Company is available on the Company's website. Shareholders can receive communications from, and send communications to, the Company's security registry electronically

The Company's Continuous Disclosure and Communication Policy can be found in the corporate governance section of the Company's website.

Principle 7: Recognise and manage risk

Recommendation 7.1:
The Board should have a committee or committees to oversee risk.

The Company is committed to the identification, monitoring and management of risks associated with its business activities and this is seen as a key responsibility within the Board Charter.

The Board recognises its responsibility for identifying areas of significant business risk and for ensuring that arrangements for adequately managing these risks are put in place to the extent that is practicable. The Audit and Risk Committee is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems. The Committee recommends any actions it deems appropriate to the Board for its consideration. Risk management is regularly reviewed at Board meetings, and the culture of risk management is encouraged in the day- to-day dealings of its team of Executives, employees and strategic consultants.

Recommendation 7.2:
The Board should review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and disclose whether such a review has taken place.

Management, through the Managing Director, is responsible for designing, implementing and reporting on the adequacy of the Company's risk management and internal control system.

The Company's risk management policy is designed to provide the framework to identify, assess, monitor and manage the risks associated with the Company's business. The Company adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the Company's risk profile. The risks involved in a resources sector company and the specific uncertainties for the Company continue to be regularly monitored and the Managing Director regularly appraises the Board as to the effectiveness of the Company's management of its material business risks.

The Board considers risks and discusses risk management at each Board meeting. Review of the risk management framework is an on-going process rather than simply an annual formal review. The Company has identified the following as the current areas of significant business risk that the Board carefully monitors:

- mine and plant operation
- expenditure controls and financial reporting
- funding
- global economic commodity pricing - copper
- mineral lease tenure
- sovereign and political risks
- compliance with laws and regulations
- continuous disclosure
- occupational health and safety (OH&S) and security risk
- access to land, environment and community considerations
- exploration and evaluation activities
- new project acquisitions or business opportunities

The Board is committed to a continuous review and update of its risk management policy and to ensuring that each identified risk is efficiently managed and monitored to enable achievement of the Group's business objectives.

Recommendation 7.3:
The Company should disclose if it has an internal audit function.

The Company does not have an independent internal audit function. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of an internal audit function at this time. The Board as a whole regularly evaluates and improves the effectiveness of its risk management (refer above) and internal control processes.

On site visits to the Kipoi mine are regularly made by senior executives including the CEO, Finance Director and CFO. The site visits focus on issues identified during previous reviews and high risk areas and findings and recommendations are reported. In addition, specific reviews are conducted from time to time based on instructions by the CFO and the external auditors, e.g. procurement processes and systems. Any material findings are reported to the Audit and Risk Committee.

Recommendation 7.4:
The Company 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.

The Company's material economic, environmental and social sustainability risks, as well as other risks, are described and discussed in Annual Reports, Investor Presentations and other documents released to the ASX. Strategies are in place to manage those material sustainability risks, which are reviewed and discussed by the Board on a regular basis.

Principle 8: Remunerate fairly and responsibly

Recommendation 8.1:
The Board should have a Remuneration Committee.

As described earlier in the Statement, there exists a Remuneration, Nomination and Corporate Governance Committee. The Committee's primary remuneration roles are to:

- oversee and provide support to the Board concerning the Company's remuneration policies and practices
- consider the overall remuneration strategy, including the award of short-term and long-term incentives; and
- where possible, verify the appropriateness of existing remuneration levels using external sources for comparison.

Recommendation 8.2:
Companies should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Company provides disclosure of all Directors and key management personnel remuneration in its annual report.

The remuneration policy of the Company has been designed to align directors' objectives with shareholder and business objectives by providing a fixed remuneration component which is assessed on an annual basis in line with market rates. The Board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best directors to run and manage the company. Non-executive Directors' remuneration pool is approved by shareholders and executive directors' remuneration is approved by the Remuneration, Nomination and Corporate Governance Committee and Board resolutions.

Each member of the senior executive team signs a formal employment contract at the time of their appointment covering a range of matters including their duties, rights, responsibilities and any entitlements on termination. The contract refers to a specific formal job description. This job description is reviewed by the Committee or the CEO on an annual basis and, where necessary, is revised in consultation with the relevant employee.

For a full discussion of the Company's remuneration philosophy and framework and the remuneration received by directors and executives in the reporting period please refer to the Remuneration Report, which is a distinct section forming part of the Directors' Report of the Financial Report 2015 and which is subject to external audit.

Recommendation 8.3:

A Company which has an equity based remuneration scheme should 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 disclose that policy or summary of it.

The Company has a performance rights and an employee option scheme to incentivise employees and further align their interests with those of the Company's security holders. Under the Company's Securities Trading Policy, a participant in the scheme may not enter into an arrangement (with anyone) if the arrangement would have the effect of limiting the exposure of that participant to risk relating to an element of that participant's remuneration that has not vested in that participant or has vested but remains subject to a holding lock.