

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

DGO Gold Limited

ABN/ARBN

96 124 562 849

Financial year ended:

30 June 2021

Our corporate governance statement¹ for the period above can be found at:²

☐ These pages of our annual report:

☒ This URL on our website:

<https://www.dgogold.com.au/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 29 September 2021 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 29 September 2021

Name of authorised officer authorising lodgement:

Markus Ziemer, COO and Company Secretary

¹ "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.

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 Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ 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.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Board-Charter.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate governance/charters/”).

⁵ 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.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) 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>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Diversity-Policy.pdf</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: See discussion in Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: See discussion in Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: See discussion in Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: See discussion in Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND 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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> <p>and we have disclosed a copy of the charter of the committee at: https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Remuneration-and-Nomination-Committee-Charter.pdf</p> <p>Since the end of the reporting period, the Remuneration and Nomination Committee composition was changed so that a majority of the members are independent directors.</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: See details set out in Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation 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 or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at: https://www.dgogold.com.au/board-of-directors-and-management/ and, where applicable, the information referred to in paragraph (b) at: https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Continuous-Disclosure-Policy.pdf and the length of service of each director at: https://www.dgogold.com.au/board-of-directors-and-management/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <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 for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Code-of-Conduct.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Code-of-Conduct.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Whistleblower-Policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: Contained in the DGO Gold Code of Conduct https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Code-of-Conduct.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>The information referred to in paragraphs (4) and (5): set out in our Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement we have disclosed a copy of the charter of the committee at:</p> <p>https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Audit-and-Risk-Committee-Charter.pdf</p> <p>DGO Gold's Audit and Risk Committee is Chaired by an Independent Director.</p> <p>The Committee is comprised of two independent non-executive directors and one executive director.</p>
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Continuous-Disclosure-Policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out 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.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.dgogold.com.au/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Shareholder-Communication-Policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://www.dgogold.com.au/asx/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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>	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> <p>We have disclosed a copy of the charter of the committee at: https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Audit-and-Risk-Committee-Charter.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: 30 June 2021 Annual Report – Directors Meetings (page 9)</p> <p>Since the end of the reporting period, the Audit and Risk Committee composition was changed so that a majority of the members are independent directors.</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 that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>See Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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 governance, risk management and internal control processes.	<input type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[If the entity complies with paragraph (b):]</i> and we have disclosed 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 at:	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: https://www.dgogold.com.au/wp-content/uploads/2021/07/DGO-Environment-Policy.pdf and https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Heritage-and-Community-Policy.pdf and, if we do, how we manage or intend to manage those risks at: See discussion in Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and the information referred to in paragraphs (4) and (5) in the Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> <p>and we have disclosed a copy of the charter of the committee at: https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Remuneration-and-Nomination-Committee-Charter.pdf</p> <p>Since the end of the reporting period, the Remuneration and Nomination Committee composition was changed so that a majority of the members are independent directors.</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><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the Remuneration Report in the Annual Report</p> <p>https://www.dgogold.com.au/wp-content/uploads/2021/06/DGO-Remuneration-and-Nomination-Committee-Charter.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<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><input type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at:</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at:	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed 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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an 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; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at:	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	<input type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity at:	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Statement 2021

The Board of Directors of DGO Gold Limited ("the Company") believes that effective corporate governance improves Company performance, enhances corporate social responsibility and benefits all stakeholders. At its meeting on 15 September 2021, the Board adopted and approved this Corporate Governance Statement having considered the Corporate Governance Principles and Recommendations 4th Edition issued by the ASX Corporate Governance Council and the interests of its stakeholders and the size and nature of the Company's operations.

The Board and management are committed to the corporate governance framework that guides the business and affairs of the Company. The table below summarises the Company's compliance with the principles and recommendations by the ASX Corporate Governance Council.

	ASX Principles and Recommendations	Compliance	Details
1	Lay Solid Foundations for Management and Oversight		
1.1	<p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>Yes</p> <p>Yes</p>	<p><u>Role of the Board</u></p> <p>The Board Charter clearly defines the respective roles and responsibilities of the Board and establishes functions that are reserved to the Board and functions delegated to senior executives. The responsibilities for the operation and administration of the Company have been delegated by the Board to the Chairman and the executive management team.</p> <p>A copy of the Board Charter is publicly available and can be found in the Investors Centre within the Company's website at http://www.dgogold.com.au/corporate-governance/</p> <p><u>Responsibility of the Board</u></p> <p>The Board has a number of responsibilities including input into the development of the Company's corporate strategy, understanding and monitoring the budget, and identifying areas of material business risk and ensuring arrangements are in place to adequately manage those risks. The Company has established functions reserved to the Board and matters delegated to senior executives.</p> <p>Even though the Board is responsible for guiding and monitoring the Group, the Audit and Risk Committee, and Remuneration and Nomination Committee provide focus on particular areas of responsibility and report to the Board. Overall risk management roles and responsibilities have been identified in the Risk Management Policy which is publicly available on the Company's website.</p>

1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and</p> <p>(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.</p>	<p>Yes</p> <p>Yes</p>	<p><u>New Directors and Senior Executive</u></p> <p>The Company undertakes the necessary background checks before appointing a person or before putting forward to shareholders, a candidate for election as a Director. Shareholders are provided with material information regarding each appointed Director including an explanatory memorandum to the Notice of Meeting, the ASX announcement detailing the appointment, information within the Annual Report and details contained on the Company's website.</p> <p><u>Appointment of directors and senior executives</u></p> <p>Each Director and senior executive are provided with a formal letter of appointment that sets out the terms and conditions of their appointment, any special duties attaching to their position, details of their duties, functions and responsibilities, company policies on dealing with conflicts of interest, trading securities, access to professional advice and relevant company records. The Company Secretary also provides Directors' and senior executives' access to information on corporate governance issues.</p> <p><u>Re-election by Shareholders</u></p> <p>The Directors are subject to election and re-election by shareholders as prescribed by the Company's Constitution. The Constitution provides that one-third of the directors apart from the Executive Chairman retire by rotation at each Annual General Meeting. Those Directors who are retiring may submit themselves for re-election by shareholders, including any Director appointed to fill a casual vacancy or recruited since the date of the last Annual General Meeting.</p>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Each Director and senior executive has a written agreement setting out their terms of appointment. The Directors and senior executives are required to adhere to the Code of Conduct Policy and Ethics Policy which have been made publicly available on the Company's web site. All existing Directors are required to provide the Company Secretary with the information required to be disclosed in relation to the trading of securities.
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.	Yes	The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board, set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period;</p> <ol style="list-style-type: none"> 1. the measurable objectives set for that period to achieve gender diversity; 2. the entity's progress towards achieving those objectives; and 3. either: <ol style="list-style-type: none"> A. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or B. 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>Yes</p> <p>No</p> <p>No</p>	<p><u>Diversity Policy</u></p> <p>The Company had adopted a Diversity Policy and is committed to developing diversity in its workplace to assist the Company to meet its goals and objectives by providing an environment whereby appointments, advancement and opportunities are considered on a fair and equitable basis. The Company is committed to promoting a corporate culture which embraces diversity when determining the composition of the Board, senior management and employees and considered during its recruitment and selection process.</p> <p>Due to the current size and scale of operations of the Company, the Board has determined that it is not relevant at this point in time to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress to achieving them. The Board is committed to gender equality and plans to improve on the overall company-wide rate as soon as the Company is of the size and nature to enable this to happen. As such, the Company does not comply with the recommendation to assess the measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.</p> <p>The Company ensures that recruitment and selection decisions are based on the principle of merit, skills and qualifications and regardless of age, gender, nationality, cultural background or any other factor not relevant to the position. Past skills and experience in the mining and exploration industries will be a determinant in the selection process. The Diversity Policy is publicly available in the Corporate Governance section of Company's website at http://www.dgogold.com.au/corporate-governance/.</p> <p>The percentage of women in the organisation as a whole organisation, senior management, and the Board at the date of this statement was as follows:-</p> <ul style="list-style-type: none"> • Board 25% • Whole organisation 35% • Senior management 0% <p>Senior management positions for these purposes are the roles of the Executive Chairman, Chief Financial Officer, COO/Company Secretary and General Manager Exploration.</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 for each reporting period whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.</p>	<p>Yes</p> <p>Yes</p>	<p><u>Performance Criteria</u></p> <p>Each year the Remuneration and Nomination Committee reviews the performance of the Board, Committees, Executive Chairman and Directors against a formalised set of qualitative performance criteria. The Remuneration and Nomination Committee reports its findings from the performance evaluation to the Board. The Company's performance is reported in the Remuneration Report section contained in the Directors' Report in the Annual Report.</p>

1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>Yes</p> <p>Yes</p>	<p><u>Performance Criteria</u></p> <p>Each year the Executive Chairman provides a review of the GM Exploration, COO and Chief Financial Officer against performance criteria. The Company's performance is reported in the Remuneration Report section contained in the Directors' Report in the Annual Report.</p>
2	Structure the Board to be Effective and add Value		
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> has at least three members, a majority of whom are independent directors; and is chaired by an independent director, and disclose: the charter of the committee; the members of the committee; and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p><u>Remuneration and Nomination Committee</u></p> <p>The Company has formed a Remuneration and Nomination Committee to assess the skills, performance and remuneration of existing Directors and Board performance. The Committee Charter sets out more details about the role of the Remuneration and Nominations Committee.</p> <p>As at the date of this statement, the Remuneration and Nomination Committee is chaired by Mr Ross Hutton (Independent Director) and consists of two other members being Ms Katina Law (Independent Director) and Mr Bruce Parncutt AO. The number of times the Remuneration and Nomination Committee met throughout the period and the individual attendances of the members at those meetings are disclosed in the Directors' Report contained in the Annual Report.</p> <p><u>Succession Issues</u></p> <p>The Board must ensure that any candidate considered for appointment as a Director has the appropriate range of skills, expertise and experience that will complement the skills and experience of other directors on the Board. Any Director's appointment requires the Board to consider a mix of skills including diversity, leadership, technical expertise, corporate and governance experience, interpersonal communication, management skills, exploration and mining experience, reputation, qualifications, specific requirements of the Company at the time and the additional skills that could be added by the individual to the Board. The appointment procedures are outlined in the Diversity Policy and Remuneration and Nomination Committee Charter which are on the Company's website at http://www.dgogold.com.au/corporate-governance/.</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p>Yes</p>	<p><u>Skills of the Board</u></p> <p>The names and particulars of each of the Directors including their skills, experience and expertise relevant to the position of director the term of office held by each Director are set out in the Directors' Report section of the Company's Annual Report.</p> <p>Outlined below is the Board's skill matrix setting out the mix of skills and diversity of the members of the Board at the time of this Statement:-</p>

			<table><tr><th>Experience Skills and Attributes</th><th>Mr. E. Eshuys</th><th>Mr. R. Hutton</th><th>Ms. K. Law</th><th>Mr. B. Parncutt AO</th></tr><tr><td>Professional and Tertiary Qualifications:</td><td></td><td></td><td></td><td></td></tr><tr><td>Geology</td><td>✓</td><td></td><td></td><td>✓</td></tr><tr><td>Engineering</td><td></td><td>✓</td><td></td><td></td></tr><tr><td>Commerce and Business</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr><tr><td>Finance</td><td></td><td></td><td>✓</td><td>✓</td></tr><tr><td>Financial/Accounting and Governance</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr><tr><td>Member of professional body</td><td>✓</td><td>✓</td><td>✓</td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td></tr><tr><td>Gender:</td><td></td><td></td><td></td><td></td></tr><tr><td>Male</td><td>✓</td><td>✓</td><td></td><td>✓</td></tr><tr><td>Female</td><td></td><td></td><td>✓</td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td></tr><tr><td>Industry experience:</td><td></td><td></td><td></td><td></td></tr><tr><td>Resource industry (resources, mining)</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr><tr><td>Risk management and compliance</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr><tr><td>Corporate governance</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr><tr><td>Capital raising</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr><tr><td>Financial acumen</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr><tr><td>Safety, environment and community</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr><tr><td>Strategy</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr><tr><td>Leadership</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr></table>	Experience Skills and Attributes	Mr. E. Eshuys	Mr. R. Hutton	Ms. K. Law	Mr. B. Parncutt AO	Professional and Tertiary Qualifications:					Geology	✓			✓	Engineering		✓			Commerce and Business	✓	✓	✓	✓	Finance			✓	✓	Financial/Accounting and Governance	✓	✓	✓	✓	Member of professional body	✓	✓	✓							Gender:					Male	✓	✓		✓	Female			✓							Industry experience:					Resource industry (resources, mining)	✓	✓	✓	✓	Risk management and compliance	✓	✓	✓	✓	Corporate governance	✓	✓	✓	✓	Capital raising	✓	✓	✓	✓	Financial acumen	✓	✓	✓	✓	Safety, environment and community	✓	✓	✓	✓	Strategy	✓	✓	✓	✓	Leadership	✓	✓	✓	✓
Experience Skills and Attributes	Mr. E. Eshuys	Mr. R. Hutton	Ms. K. Law	Mr. B. Parncutt AO																																																																																																													
Professional and Tertiary Qualifications:																																																																																																																	
Geology	✓			✓																																																																																																													
Engineering		✓																																																																																																															
Commerce and Business	✓	✓	✓	✓																																																																																																													
Finance			✓	✓																																																																																																													
Financial/Accounting and Governance	✓	✓	✓	✓																																																																																																													
Member of professional body	✓	✓	✓																																																																																																														
Gender:																																																																																																																	
Male	✓	✓		✓																																																																																																													
Female			✓																																																																																																														
Industry experience:																																																																																																																	
Resource industry (resources, mining)	✓	✓	✓	✓																																																																																																													
Risk management and compliance	✓	✓	✓	✓																																																																																																													
Corporate governance	✓	✓	✓	✓																																																																																																													
Capital raising	✓	✓	✓	✓																																																																																																													
Financial acumen	✓	✓	✓	✓																																																																																																													
Safety, environment and community	✓	✓	✓	✓																																																																																																													
Strategy	✓	✓	✓	✓																																																																																																													
Leadership	✓	✓	✓	✓																																																																																																													
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position 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 or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p><u>Independence</u></p> <p>The Directors are considered to be independent when they are independent of management and free from any business or relationship that could interfere with or reasonably interfere with their independent judgement.</p> <p>In the context of Director Independence, “Materiality” is considered from both the consolidated entity and individual Director perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. It is considered to be material (unless there is qualitative evidence to the contrary) if it is equal to or greater than 5% of the appropriate base amount. Qualitative factors considered in determining “Materiality” include previous employment by the Company, shares held in the Company and any previous contractual and other relationships that the Director has held with the Company.</p> <p>In accordance with the concept of independence outlined above, the Board has considered the independence of Directors of the Company at the date of this Statement as follows in the table below.</p>																																																																																																														

			<table border="1"> <thead> <tr> <th>Name of Director</th><th>Position</th><th>Independent / Non Independent</th><th>Date of Appointment</th></tr> </thead> <tbody> <tr> <td>Mr. E. Eshuys</td><td>Executive Chairman</td><td>Not independent as employed in executive capacity by the Company and a substantial shareholder of the Company.</td><td>15 July 2010</td></tr> <tr> <td>Mr. R. Hutton</td><td>Non-Executive director</td><td>Independent</td><td>5 April 2007</td></tr> <tr> <td>Ms. K. Law</td><td>Non-Executive Director</td><td>Independent</td><td>1 June 2020</td></tr> <tr> <td>Mr. B. Parncutt AO</td><td>Executive director</td><td>Not independent as is an executive and a substantial shareholder of the Company.</td><td>23 May 2018</td></tr> </tbody> </table> <p>The term of office held by each Director at the date of this Annual Report is set out in the Directors' Report section of the Annual Report as well as directors' attendance at Board Meetings.</p> <p>The Board consists of two executive Directors and two Non- Executive Directors. The Board does not believe that it is warranted to have a majority of Independent Directors due to the Company's size, executive structure and the nature of the Company's activities. Mr. E. Eshuys, as the Executive Chairman, is not considered to be an Independent Director as he acts in the role. The Board believes that Mr. Eshuys is the most appropriate person to lead the Board and recognises his current and past leadership and exploration experience. Due to the size of the Company, its operations and the focus on the development of its mining and exploration tenements and investment in other exploration companies the Board does not believe that it is warranted for the Chairman to be an Independent Director.</p>	Name of Director	Position	Independent / Non Independent	Date of Appointment	Mr. E. Eshuys	Executive Chairman	Not independent as employed in executive capacity by the Company and a substantial shareholder of the Company.	15 July 2010	Mr. R. Hutton	Non-Executive director	Independent	5 April 2007	Ms. K. Law	Non-Executive Director	Independent	1 June 2020	Mr. B. Parncutt AO	Executive director	Not independent as is an executive and a substantial shareholder of the Company.	23 May 2018
Name of Director	Position	Independent / Non Independent	Date of Appointment																				
Mr. E. Eshuys	Executive Chairman	Not independent as employed in executive capacity by the Company and a substantial shareholder of the Company.	15 July 2010																				
Mr. R. Hutton	Non-Executive director	Independent	5 April 2007																				
Ms. K. Law	Non-Executive Director	Independent	1 June 2020																				
Mr. B. Parncutt AO	Executive director	Not independent as is an executive and a substantial shareholder of the Company.	23 May 2018																				
2.4	A majority of the board of a listed entity should be independent directors.	No	The Board considers Ms. Katina Law and Mr. Ross Hutton, two of its four directors, to be independent directors of the Company.																				
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.	No	The Company's Executive Chairman, Mr. Eduard Eshuys is not an independent director.																				
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p><u>Induction and Professional Development</u></p> <p>New directors undergo an induction process in which they will be given a full briefing on the Company and its operations. The Directors are provided with appropriate professional development to allow them to maintain the skills and knowledge necessary to perform their function.</p>																				
3	Instill a Culture of Acting Lawfully, Ethically and Responsibly																						
3.1	A listed entity should articulate and disclose its values.	Yes	<p><u>Code of Conduct and Ethics Policy</u></p> <p>DGO Gold's values are encapsulated in the Company's Code of Conduct. The Company endeavours to foster a culture requiring that the directors and officers act with the utmost integrity, objectivity and in compliance with the spirit of the law and Company policies. The Code of Conduct provides practices necessary to maintain confidence in the Company's integrity practices necessary to take into account legal obligations and reasonable expectations of stakeholders and outlines the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.</p>																				

			<p>The Securities Dealing Policy outlines the policy concerning trading in its securities by Directors, senior executives and other employees. The Company effectively monitors compliance with the share trading policy. Directors, officers, senior executives and employees are required to advise the Chairman of their intentions prior to undertaking any transaction in the Company's securities. If a director, officer, senior executive and employee is considered to hold material non-public information, they will be precluded from making a security transaction until that information has become publicly available. The trading policy also precludes directors and senior management from trading in the Company's securities during the period from the end of the reporting period until the next day after the release of the financial results.</p> <p>Details of the policy concerning the trading of securities, terms of code of conduct can be found on the Company's website at http://www.dgogold.com.au/corporate-governance/.</p>
3.2	<p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	<p>Yes</p> <p>Yes</p>	<p>The Code of Conduct provides practices necessary to maintain confidence in the Company's integrity practices necessary to take into account legal obligations and reasonable expectations of stakeholders and outlines the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.</p>
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<p>Yes</p> <p>Yes</p>	<p>DGO Gold's Whistleblower Policy can be found on the Company's website at http://www.dgogold.com.au/corporate-governance/</p>
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	<p>Yes</p> <p>Yes</p>	<p>The DGO Gold Code of Conduct contains provisions regarding corrupt practices and requires reporting of breaches of that policy.</p>
4	Safeguard the Integrity of Corporate Reports		
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2. is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the relevant qualifications and experience of the members of the committee; and 	<p>No</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p><u>Audit and Risk Committee</u></p> <p>The Company has established an Audit and Risk Committee which operates under a Charter approved by the Board. As at the date of this statement, the Audit and Risk Committee comprises of its Independent Chairman and Non-Executive Director Ms. K. Law, Mr Ross Hutton (Independent Director) and Executive Director Mr. B. Parncutt AO. Details of the qualifications of the Audit and Risk Committee members, their attendance at Audit and Risk Committee meetings and the number of meetings of the Audit and Risk Committee are contained in the Directors' Report.</p> <p>The membership of the Audit and Risk Committee is in part consistent with Recommendation 4.1 as it is comprised of three Directors, a majority of whom are Independent Directors, however one of them is an Executive Director. The Chairman of the DGO Gold Audit and Risk Committee is an independent director. The membership of</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>the Committee is a departure from Recommendation 4.1 to the extent that one of the three members of the Committee is an Executive Director. As the DGO Gold Board of four Directors in total is comprised of two non-executive and two executive Directors, the Board has ensured that it has three Directors serving on the Audit and Risk Committee. The Audit and Risk Committee through its own investigations and in consultation with its external auditor ensures that the Company has met the ASX guidelines regarding the selection, appointment of the external auditor and the rotation of external audit engagement partners. Details of the procedures for the engagement of the external auditor can be found in the Code of Conduct. The Audit And Risk Committee Charter is publicly available on the Company's website at http://www.dgogold.com.au/corporate-governance/</p>
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.	Yes	<p><u>Attestations by Chief Financial Officer and Executive Chairman</u></p> <p>The Board has signed off on the Company's financial statement for the financial year after receiving from its Executive Chairman and Chief Financial Officer a declaration that, in their opinion, the financial records of the entity have been properly maintained, 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 based on a sound system of risk management and internal control which is operating effectively.</p> <p><u>Auditors' attendance at the Annual General Meeting</u></p> <p>The company ensures the external auditors are required to attend the Annual General Meeting to answer questions from its members relevant to the audit.</p>
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	N/A	The only finance-based reports that the Company releases each year are the full year and half year accounts. These accounts are audited and signed off by the Company's independent external auditors.
5	Make Timely and Balanced Disclosure		
5.1	<p>A listed entity should:</p> <p>(a) have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	Yes	<p>The Board is committed to the promotion of investor confidence by ensuring that trading in the Company's securities is undertaken in an efficient, competitive and informed market. There are written policies and procedures in place to ensure compliance with ASX listing rule disclosure requirements and accountability at a senior executive level for that compliance. The Directors and senior management are made aware of their disclosure requirements and obligations. The continuous disclosure policy can be found in the Code of Conduct which is publicly available on the Company's website at http://www.dgogold.com.au/corporate-governance/.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	DGO Gold ensures that its Board receives copies of all material market announcements promptly after they have been made.

5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	Any new and substantive investor presentations is released by DGO Gold on the ASX Market Announcements Platform prior to such materials being presented.
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.	Yes	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p><u>Investor Relations Program</u></p> <p>The Company has an investor relations program designed to facilitate effective two-way communications with investors. The Company is currently is updating its website to include regarding the Company's strategic focus on exploration of gold deposits in Australia and direct investments in other gold exploration companies.</p>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	<p><u>Shareholder Communications Policy</u></p> <p>The Company believes that the promotion of effective communication with its shareholders at all times is integral to ensuring the Company respects the rights of its shareholders.</p> <p>DGO Gold Limited is committed to:-</p> <ul style="list-style-type: none"> • Communicating effectively with its shareholders and ensuring that it is easy for shareholders to communicate with the Company; • Complying with its continuous disclosure obligations applicable to the ASX listing rules and other regulators; and • Ensuring that the shareholders and other stakeholders are provided with timely and full information about the Company's activities. <p>To promote effective communications with shareholders and to encourage participation by shareholders, the Company ensures that information is communicated to its shareholders through:</p> <ul style="list-style-type: none"> • Being available to answer any particular queries; • Posting information on the web site at www.dgogold.com.au/investorcentre_corporategovernance.html • The distribution of Notice of Meetings and other information directly to shareholders through the post and other forms of communications; • Ensuring that auditor is invited to the Annual General Meeting to consider questions regarding the conduct of the audit and the preparation and content of the auditor report; • Making presentations from time to time at shareholder meetings; • Providing a review of operations in the Directors' Report; • Allowing shareholders the opportunity at meetings to discuss resolutions; • Providing shareholder updates and quarterly reports; and • Ensuring timely release of information to the market through the ASX. <p>The shareholder communication policy is designed to ensure equal and timely access to</p>

			information for shareholders. The Shareholder Communication Policy is publicly available on the Company's website at http://www.dgogold.com.au/corporate-governance/
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company decides all substantive resolutions at the meeting of security holders by a poll rather than a show of hands.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	DGO Gold encourages its shareholders to receive Company Communications electronically.
7	Recognise and Manage Risk		
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the members of the committee; and 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p><u>Risk</u></p> <p>The DGO Gold Audit and Risk Committee oversees the risk exposure of the Company.</p> <p>The Company has established policies for the oversight of material business risks and believes that risk management and recognition is integral to the Company meeting its objectives. The Board is responsible for reviewing the Company's policy on risk management and risk oversight. The Audit and Risk Committee also separately assesses management of the Company's risks and makes recommendations to the Board.</p> <p>The attendance and the number of Board and Audit and Risk Committee Meetings held during the year are detailed in the Directors' Report section of the Annual Report.</p> <p>The Company has designed and implemented a risk management and internal control system to manage the Company's material business risks and report to it on whether the risks are being effectively managed. The Company has reviewed its risk management procedures. The Company continues to review its existing risk management procedures, the material business risks affecting the Company and where necessary delegated further responsibilities for those material business risks to senior staff members. The risk management system has been designed to effectively manage and report on the consolidated entity's material business risks.</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 that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Yes</p> <p>Yes</p>	<p>The Company has developed risk management procedures and undertakes reviews and updates of its Risk Register, which forms the basis of the Company's risk management and internal control system. The Audit and Risk Committee considers internal control issues during its discussions with the auditor and its review of the financial statements.</p> <p>The Risk Register has identified risk in the broad categories of health and safety, operations management, asset management, environment, heritage, compliance/financial reporting, strategic management, ethical conduct, reputation, human resources, IT security, finance/business continuity, tenements/resource statements and stakeholder communications. The Company's material business risks have been identified. The risk register is updated by the Board as required.</p> <p>The Company has a number of mechanisms in place to ensure that the Board considers matters relating to risks and the Board considers and manages its material business risks throughout the year. The Board reviews the Company's Risk Register regularly to ensure that it is sound and during the 2020 financial year a review has taken place.</p>

7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>No</p> <p>No</p>	<p><u>Internal Management Controls</u></p> <p>The Executive Chairman under the supervision of the Board exercises control over all aspects of the Company's activities including the internal controls. The Chairman is responsible for all the technical activities of the Company including all exploration and mining programs and projects, acquisitions of new projects disposal of projects and the administrative activities of the Company. The Board also monitors the performance of outside consultants engaged from time to time to complete specific projects and tasks.</p> <p>The Company is in the business of acquiring and developing mineral tenements and undertakes direct investment in other exploration companies. It is exposed to similar risks commonly associated with exploration companies. The Company holds gold tenements and has its main focus on exploration tenements in sediment hosted gold deposits. The Board has identified three material economic risks facing the Company as outlined below:-</p> <p>.</p> <p>1. Exploration and evaluation risk</p> <p>Once the tenements are granted there is a risk that the Company is unable to discover significant mineral resources. The ability of the Company to make an economic return on its tenements is dependent upon many factors including the ability to finance exploration costs, the conversion of resources to reserves and compliance with regulatory, statutory, environmental and indigenous heritage obligations. The exploration success of the Company is in part dependent on the judgement and experience of its Board, management and consultants.</p> <p>2. External Risks</p> <p>There are many external risks beyond the control of the Company that may affect the ability of the Company to explore and develop its tenements. These factors include land access, commodity prices, the ability to attract project partners and capital as well as changes to government and environmental regulatory requirements. These external risks may affect the timing and amount of future funding that the Company can attract to support its exploration and development activities.</p> <p>3. Health and Safety Risks</p> <p>The health and safety of its employees is a material risk of the Company. The Company has an obligation to ensure the occupational health and safety of its employees in all aspects of their work for the Company including when travelling to and from its tenements and for its stakeholders visiting the tenements on Company business during exploration. The Company has in place safety policies and processes which are maintained and observed during all Company activities with the aim of reducing safety risks associated with those activities.</p> <p>4. Corporate Social Responsibility Risks</p> <p>The Company is committed to ethical conduct and recognizes its corporate social responsibility (CSR) obligations when dealing with its various stakeholders. Amongst its CSR obligations the Company has identified material risks associated with the environment, cultural heritage and occupational health and safety.</p>
-----	---	---------------------	---

7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	<p>The Company's activities are expected to have some impact on the environment. The Company conducts its activities in an environmentally responsible manner and in accordance with applicable laws thereby limiting its environmental impact. Environmental regulations and requirements many evolve in a manner that will require stricter standards and more stringent assessments of projects. The costs of complying with the applicable environmental obligations many adversely impact the Company's exploration and development activities.</p> <p>The Company is subject to the <i>Native Title Act 1993</i> (Cth) which recognizes and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people. The Company complies with Aboriginal heritage legislation requirements and access agreements which may require heritage survey work to be undertaken ahead of the commencement of various activities. The Directors will closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest. It is possible that Aboriginal sacred sites found within the tenements held by the Company may preclude exploration activities and the Company may also experience delays with respect to obtaining permission from the traditional owners to explore.</p>
8	Remunerate Fairly and Responsibly		
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> has at least three members, a majority of whom are independent directors; and is chaired by an independent director, and disclose the charter of the committee; the members of the committee; and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a 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>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The Company has established a Remuneration and Nomination Committee. This committee considers the procedures, policies and key performance indicators used to measure the performance of key executives and Directors. Equity based executive and director's remuneration packages have been proposed for shareholder approval. The Remuneration and Nomination Committee makes recommendations to the Board on performance and remuneration and it is the Board who is ultimately responsible for reviewing compensation agreements for the directors and the executive management.</p> <p>Full discussion of the Company's remuneration philosophy and framework and remuneration received by directors and executives and structure in the current financial year is contained in the Remuneration Report section of the Directors' Report. Directors' fees reflect the demands that are made on and the responsibilities of the Executive and Non-Executive Directors and are reviewed annually. There is no scheme to provide retirement benefits to Non-Executive Directors, except for their entitlement to the Superannuation Guarantee. Each member of the executive team that has been employed directly has signed a formal employment contract at the time of their appointment covering matters including the rights, responsibilities and entitlements on termination. The Remuneration and Nomination Committee considers companies of similar size and nature when it reviews the salaries paid to directors, Non-Executive Directors and senior executives.</p> <p>The Company has, from time to time, granted equity-based performance rights remuneration. The recipients of performance rights grants are not permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the grant of performance rights.</p> <p>Further details of the structure of the remuneration procedures can be found in the Remuneration and Nomination Committee Charter. Further details regarding the remuneration of directors, Non-Executive Directors and senior executives can be found in</p>

			<p>the Remuneration Report found in the Annual Report.</p> <p>Due to size, and nature of the Company, the Remuneration and Nomination Committee does not consist of a majority of Independent Directors and has four members including the Chairman of the Company. The Committee is chaired by a Non-Executive Director who is an Independent Director. The Chairman of the Board is not the Chairman of the Remuneration and Nomination Committee.</p> <p>The members of the Remuneration and Nomination Committee are Mr. R. Hutton (Chairman), Mr. E. Eshuys, and Mr. B. Parncutt AO.</p> <p>Details of the qualifications of the members of the Remuneration and Nomination Committee, number of meetings held during the year and the attendees at those meetings are found in the Directors' Report. A copy of the Remuneration and Nomination Committee Charter can be found in the corporate governance section at the Company's website at http://www.dgogold.com.au/corporate-governance/.</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.	Yes	DGO Gold discloses details regarding its remuneration practices in the Remuneration Report set out in the Annual Report.
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>Yes</p> <p>Yes</p>	<p>DGO Gold's Securities Trading Policy that prohibits grantees of equity based payments from entering into transactions or arrangements which limits the economic risk of being granted equity based remuneration.</p> <p>A copy of the Company's Security Trading Policy is available on the Company's website here: https://www.dgogold.com.au/corporate-governance/</p>
9.	Additional recommendations that apply only in certain cases		
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	Not applicable to DGO Gold.
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	The Company was established in Australia.

9.3	A listed entity established outside Australia, and an externally managed 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.	N/A	The Company was established in Australia.
-----	---	-----	---