

## CORPORATE GOVERNANCE

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### CORPORATE GOVERNANCE STATEMENT – 2018

This statement reports on the main corporate governance practices of Dynasty Resources Limited (Company) as at 28 September 2018. References in this statement to “reporting period” are to the financial year ended 30 June 2018.

### THE COMPANY’S APPROACH TO CORPORATE GOVERNANCE

The Board are committed to maintaining high standards of ethical behaviour and having an effective system of corporate governance, which is commensurate with the size of the Company and the nature of its business operations and activities.

The ASX Corporate Governance Council’s ‘Corporate Governance Principles and Recommendations’ (Principles) provide a framework for good corporate governance. Commensurate with the spirit of the Principles, the Company has sought to apply the recommendations to the extent the Board considered their implementation was practical and likely to genuinely improve the Company’s internal processes and accountability to external stakeholders. The directors of the Company recognise the need for high standards of corporate governance. This Statement explains how the Company addresses the ASX Corporate Governance Council’s ‘Corporate Governance Principles and Recommendations – 3rd Edition’ (referred to as either ASX Principles or Recommendations).

Where the Company’s compliance with the Principles and Recommendations is reflected in a separate document or policy, a reference to the location of that document or policy is included in this statement.

### PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

#### RECOMMENDATION 1.1 – RECOMMENDATION FOLLOWED

*A listed entity should disclose:*

- (a) the respective roles and responsibilities of its board and management; and*
- (b) those matters expressly reserved to the board and those delegated to management.*

The Company’s Board Charter sets out (amongst other things): (a) the roles and responsibilities of the Board and of management; (b) the matters expressly reserved to the Board; and (c) the matters delegated to management.

A copy of the Board Charter can be viewed on the Company’s website, or via this link: [Board Charter](#)

The Audit & Risk Committee has also been referred responsibilities by the Board as set out in the Committee’s Charter. The Charter for the Committee can be viewed on the Company’s website, or via this link: [Audit and Risk Committee Charter](#)

#### *Other Delegations*

The Board has appointed various parties to provide technical and consulting services to the Company, advising the Board and management on matters including financials, geology and exploration, tenement management, and other areas as the Board determines necessary.

**RECOMMENDATION 1.2 – RECOMMENDATION FOLLOWED**

*A listed entity should:*

- (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and*
- (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.*

Prior to the appointment of a person, or putting forward to security holders a candidate for election, as a director, the Company will undertake checks which it believes are appropriate to verify a director's character, experience, education, criminal record and bankruptcy history including for new directors:

- background and reference checking;
- requesting information in relation to the person's current and previous positions, directorships, bankruptcy history and any potential conflicts of interests.

The Company ensures that all material information in its possession relevant to a shareholder's decision whether to elect or re-elect a director, including the information referred to in Recommendation 1.2 (or a summary of that information), is provided to shareholders in the Company's Notice of Annual General Meeting.

**RECOMMENDATION 1.3 – RECOMMENDATION FOLLOWED**

*A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.*

Each director and senior executive of the Company has an agreement in writing with the Company which sets out the key terms and conditions of their appointment including their duties, rights and responsibilities and (to the extent applicable) the matters referred to in the commentary to Recommendation 1.3.

**RECOMMENDATION 1.4 – RECOMMENDATION FOLLOWED**

*The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.*

The Company Secretary is accountable to the Board through the Chairman on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for:

- advising the Board on corporate governance matters;
- managing the company secretarial function;
- attending all Board and Board committee meetings; and
- taking minutes and communicating with the ASX.

A copy of the Board Charter can be viewed on the Company's website, or via this link: [Board Charter](#)

**RECOMMENDATION 1.5 – RECOMMENDATION NOT FOLLOWED**

*A listed entity should:*

- (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;*
- (b) disclose that policy or a summary of it; and*
- (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:*
  - 1. the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or*
  - 2. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.*

The Company has adopted a Diversity Policy. Taking into consideration the scale of the Company's operations, the size of the Board, and that the Company does not have any employees, the Board has not established measureable objectives relating to diversity.

A copy of the Diversity Policy is located on the Company's website, or via this link: [Diversity Policy](#)

The composition of the board is however reviewed on an annual basis and in the event a vacancy arises, the Board Charter requires that diversity be considered as part of the criteria in assessing candidates. As at the date of this Statement, the Board is composed of three male directors, and a female company secretary. A copy of the Board Charter can be viewed on the Company's website, or via this link: [Board Charter](#)

#### **RECOMMENDATION 1.6 – RECOMMENDATION FOLLOWED**

*A listed entity should:*

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*
- (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

The Board's overall performance evaluation is conducted informally by the Chairman on a periodic basis. Whilst Recommendation 1.6 is not strictly followed, the Directors consider that at the date of this report the evaluation process of company directors is appropriate given the size of the Board

The informal review undertaken by the Board takes into account various matters including those set out in the Board Charter located on the Company's website, or via this link: [Board Charter](#)

The Board undertook this review during the period.

#### **RECOMMENDATION 1.7 – RECOMMENDATION FOLLOWED**

*A listed entity should:*

- (a) have and disclose a process for periodically evaluating the performance of its senior executives; and*
- (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

The Company's only executive director is the Managing Director, whose performance is reviewed in accordance with Recommendation 1.6 above. This review was undertaken as part of that Board review during the period.

### **PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE**

#### **RECOMMENDATION 2.1 – RECOMMENDATION FOLLOWED**

*The board of a listed entity should:*

- (a) have a nomination committee which:*
  - (i) has at least three members, a majority of whom are independent directors; and*
  - (ii) is chaired by an independent director,**and disclose:*
  - (iii) the charter of the committee;*
  - (iv) the members of the committee; and*
  - (v) 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*
- (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.*

The Company has not formed a separate nomination committee. The Board considers that the Company is not currently of a size, or its affairs of such complexity, or any efficiencies or other benefits would be gained by establishing a separate nomination committee. The Board as a whole considers those matters that would usually be the responsibility of a nomination committee.

The composition of the Board is reviewed annually by the Board to ensure it has an appropriate mix of skills and experience that enables the directors individually, and the Board collectively, to:

- have a proper understanding of, and competence to deal with, the current and emerging issues of the Company and can effectively review and challenge the performance of those consultants and other advisors engaged to assist the Company in its exploration and other activities; and
- discharge their legal duties and responsibilities effectively and efficiently.

## RECOMMENDATION 2.2 – RECOMMENDATION FOLLOWED

*A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.*

The Board periodically evaluates the mix of skills, experience and diversity at the Board level. The Board believes that a highly credentialed Board, with a diversity of background, skills and perspectives, will be effective in supporting and enabling delivery of good governance for the Company and value for the Company's shareholders. The mix of skills comprised in the current Board, and that the Board would look to maintain, and to build on, includes:

- mining industry expertise;
- Asia international business experience and understanding of cultural, political, regulatory, and business requirements
- ASX governance experience and expertise.
- Accounting and corporate finance – including capital markets, corporate finance and restructuring
- Acquisitions / joint ventures – experience in mergers and acquisitions, and joint venture business arrangements..

The Board aspires to have a Board comprised of individuals' diverse experience and expertise and will be mindful of this when making appointments which will also be based on merit.

The Non-Executive Directors possess a range of skills summarised in the below table:

Skills and Experience	Number of Directors
Mining industry	1
Asia international	2
ASX governance	1
Accounting and corporate finance	2
Acquisitions / joint ventures	2

## RECOMMENDATION 2.3 – RECOMMENDATION FOLLOWED

*A listed entity should disclose:*

- (a) the names of the directors considered by the board to be independent directors;*
- (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and*
- (c) the length of service of each director.*

As at the date of this Statement the board comprises two independent directors (Bin Wang and Kenneth Charteris), and one executive, non-independent director (Lewis Tay, Chairman and Managing Director).

The names of the directors who held office during the year are detailed in the Company's 2018 Annual Report in the Director's Report, together with details of each director's skills, experience and expertise, appointment date and whether the director is considered to be 'independent'.

The independence of directors is reviewed annually. Based on the Company's criteria for assessing director independence, independent directors are asked to confirm whether they have any interests or relationships that may impact either on their ability to act in the best interests of the Company or independently of management. The criteria used to assess independence, including guidance for determining materiality, are reviewed annually and are set out in the Board Charter. As at the date of this Statement the Board comprises two independent Directors (Bin Wang and Kenneth Charteris), and one Executive Director (Lewis Tay, Chairman and Managing Director).

**RECOMMENDATION 2.4 – RECOMMENDATION NOT FOLLOWED**

*A majority of the board of a listed entity should be independent directors.*

The Board comprises three members, two of whom is independent and one of whom is an Executive.

The Company considers this to be an appropriate balance given the size of the Company, and considers the current Board size and composition is appropriate. The Board may appoint additional independent non-executive Directors in the future, having regard to the financial position of the Company.

The Board recognises that independent directors are important in assuring shareholders that the Board is able to act in the best interests of the Company and independently of management.

To assist directors to fully meet their responsibilities to bring an independent view on matters before them, each director has the right of access to all relevant company information and, subject to prior consultation with the Chair, may seek independent professional advice at the Company's expense.

**RECOMMENDATION 2.5 – RECOMMENDATION NOT FOLLOWED**

*The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.*

The Chair of the Board is Mr Lewis Tay, who is also the Managing Director of the Company. Given Mr Tay's operational experience with the Company's assets, the Board considers Mr Tay as being the most appropriate person to be Chair of the Board at this time. The Company will continue to review this.

**RECOMMENDATION 2.6 – RECOMMENDATION FOLLOWED**

*A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.*

All new directors are provided with an induction including comprehensive meetings with the Executive Chairman/Managing Director, and provision of information on the Company including Company and Board policies and other material documents.

All directors are expected to maintain the skills required to effectively discharge their obligations to the Company. Directors are encouraged to undertake continuing professional education and, if this involves industry seminars and approved education courses, where appropriate, this is paid for by the Company.

**PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY**
**RECOMMENDATION 3.1 – RECOMMENDATION FOLLOWED**

*A listed entity should:*

- (a) have a code of conduct for its directors, senior executives and employees; and*
- (b) disclose that code or a summary of it.*

The Company has a Code of Conduct that sets out the standards of behaviour expected of all its employees, directors, officers, contractors and consultants. The Code of Conduct is located on the Company's website, or via this link: [Code of Conduct](#)

**PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING**
**RECOMMENDATION 4.1 – RECOMMENDATION NOT FOLLOWED**

*The board of a listed entity should:*

*(a) have an audit committee which:*

*(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and*

*(ii) is chaired by an independent director, who is not the chair of the board,*

*and disclose:*

*(iii) the charter of the committee;*

*(iv) the relevant qualifications and experience of the members of the committee; and*

*(v) 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*

*(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.*

The Company has established an Audit and Risk Committee. Given the current size of the Company's Board, the functions of the Audit and Risk Committee are fulfilled by the full Board. The Chair of the Board also chairs the meetings of the Audit and Risk Committee. The Company does not comply given the Committee includes two executive directors, there is not a majority of independent directors, and the Committee is chaired by the Chair of the Board.

The Audit & Risk Committee's Charter is located on the Company's website, or via this link: [Audit and Risk Committee Charter](#)

The Committee's members and their relevant qualifications and experience, the number of times the Committee met throughout the reporting period and the attendance of the Committee's members at those meetings is set out on page 13 of the 2018 Annual Report.

**RECOMMENDATION 4.2 – RECOMMENDATION FOLLOWED**

*The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.*

The Board has received a declaration in the form set out in Recommendation 4.2 from those who collectively fulfil the functions of chief executive officer and chief financial officer in relation to the financial statements.

**RECOMMENDATION 4.3 – RECOMMENDATION FOLLOWED**

*A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.*

The Company's external auditor attends each AGM of the Company and is available to answer questions from security holders relevant to the audit.

**PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE**
**RECOMMENDATION 5.1 – RECOMMENDATION FOLLOWED**

*A listed entity should:*

*(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and*

*(b) disclose that policy or a summary of it.*

The Company has a Continuous Disclosure Policy that outlines the processes followed by the Company to ensure compliance with its continuous disclosure obligations and the corporate governance standards applied by the Company in its communications to the market.

The Continuous Disclosure Policy is available on the website or via this link: [Continuous Disclosure Policy](#)

**PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS**
**RECOMMENDATION 6.1 – RECOMMENDATION FOLLOWED**

*A listed entity should provide information about itself and its governance to investors via its website.*

The Company's Corporate Governance Statement, Charters and Corporate Governance Policies are included on its website [www.dynastyresources.com.au](http://www.dynastyresources.com.au).

**RECOMMENDATION 6.2 – RECOMMENDATION FOLLOWED**

*A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.*

The Company has a Shareholder Communications Policy that outlines the processes followed by the Company to ensure communication with shareholders and the investment community is effective, consistent and adheres to the principles of continuous disclosure.

The Shareholder Communications Policy is available on the website or via this link: [Shareholder Communications Policy](#)

The Company's Continuous Disclosure Policy also outlines policies and requirements for communications with analysts and investors to ensure that the communications are effective and comply with the Company's continuous disclosure obligations under the Corporations Act and the ASX Listing Rules.

The Continuous Disclosure Policy is available on the website or via this link: [Continuous Disclosure Policy](#)

**RECOMMENDATION 6.3 – RECOMMENDATION FOLLOWED**

*A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.*

The Shareholder Communication Policy sets out the policies and processes the Company has in place to facilitate and encourage participation at meetings of security holders. The Company permits shareholders to cast their proxies prior to a General Meeting if they are unable to attend the meeting.

**RECOMMENDATION 6.4 – RECOMMENDATION FOLLOWED**

*A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.*

The Company gives security holders the option to receive communications from, and send communications to, the Company and its security registry electronically, as provided for in the Company's Shareholder Communications Policy.

The Shareholders Communications Policy is available on the website or via this link: [Shareholder Communications Policy](#)

**PRINCIPLE 7 – RECOGNISE AND MANAGE RISK**
**RECOMMENDATION 7.1 – RECOMMENDATION FOLLOWED**

*The board of a listed entity should:*

*(a) have a committee or committees to oversee risk, each of which:*

*(i) has at least three members, a majority of whom are independent directors; and*

*(ii) is chaired by an independent director,*

*and disclose:*

*(iii) the charter of the committee;*

*(iv) the members of the committee; and*

*(v) 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*

*(b) if it does not have risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.*

The Company has established an Audit and Risk Committee to oversee risk whether financial, operational or otherwise. Given the size of the Company's Board, the functions of the Audit and Risk Committee are fulfilled by the full Board. The Chair of the Board also chairs the meetings of the Audit and Risk Committee. The full Board maintains responsibility for ensuring a sound system of risk management and internal compliance and control has been implemented. These responsibilities are set out in the Board Charter. The Audit and Risk Committee is responsible for advising the Board on the system of internal controls and risk management and the financial reporting and audit process, and reviewing the effectiveness of the Company's risk management system and internal control framework. The Board Charter can be viewed on the website via this link: [Board Charter](#)

The Audit & Risk Committee's Charter is available on the website or via this link: [Audit and Risk Committee Charter](#)

The Committee's members and their relevant qualifications and experience, the number of times the Committee met throughout the reporting period and the attendance of the Committee's members at those meetings is set out in the 2018 Annual Report.

**RECOMMENDATION 7.2 – RECOMMENDATION FOLLOWED**

*The board or a committee of the board should:*

*(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and*

*(b) disclose, in relation to each reporting period, whether such a review has taken place.*

The Company's Risk Management Policy requires the Board to, at least annually, undertake a structured consideration and review of the risk management framework and the material risks faced by, and the risk attitude of, the Company. The Risk Management Policy is available on the website or via this link: [Risk Management Policy](#)

In the reporting period, the Board undertook an informal review of the Company's risk management framework with a structured review scheduled to occur within the next quarter.

**RECOMMENDATION 7.3 – RECOMMENDATION FOLLOWED**

*A listed entity should disclose:*

*(a) if it has an internal audit function, how the function is structured and what role it performs; or*

*(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.*

The Board has considered the requirements under Recommendation 7.3 and determined not to establish an internal audit function, given the Company's size and the costs of implementing an internal audit function are likely to outweigh the benefits.

The Board is responsible for implementing the risk management framework to ensure the Company's material business risks are being managed effectively.

Operational, financial, legal, compliance, strategic and reputational risks continue to be managed primarily by the Executive Chairman, Company Secretary and supported by relevant external professional advisers.

The Risk Management Policy is available on the website or via this link: [Risk Management Policy](#)



**RECOMMENDATION 7.4 – RECOMMENDATION FOLLOWED**

*A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.*

The Company's primary operation of minerals exploration and mining development is speculative in nature and has risks inherent to its business, including economic, environmental and social sustainability risks, which may materially impact the Company's ability to create or preserve value for security holders over the short, medium or long term. These risks include:

- **Exploration** – the Company's success depends on the identification of significant mineral reserves and resources, access to adequate capital to exploit those resources, favourable commodities prices, maintaining title to the Company's exploration tenements and obtaining all necessary regulatory consents and approvals for proposed exploration activities.
- **Title risks** – All tenements are held by the Company, with tenement management outsourced to a specialist service provider and overseen by the Company's management.
- **Environmental risks** – The operations and activities of the Company are subject to environmental laws and regulations, which can be amended by the relevant authorities from time to time. As with most exploration projects, there is an element of risk of impact on the environment, depending on the stage of those exploration activities. There is a risk therefore that the Company may incur an unforeseen liability under environmental laws.
- **Native title and Aboriginal heritage** – The Native Title Act 1993 (Cth) recognises certain rights of indigenous Australians over land where those rights have not been extinguished. If these rights exist in relation to any of the Company's areas of exploration, this may impact on the Company's ability to carry out those exploration activities.
- **Access to capital** – The Company will need to raise funding for exploration activities and working capital from time to time. However, there is no guarantee that such funding will be available.
- **Investment risk** – to complement the Company's exploration assets, it holds a 75% interest in a financial leasing business that operates in Shanghai, China. Whilst the Company undertook due diligence prior to acquisition, and seeks to continue to monitor that business's activities, the Company cannot fully mitigate the associated risks of that business including access to capital, financial/credit risks, operational risks, and its ability to maintain all necessary regulatory approvals and licences to continue to conduct the business. These are detailed more fully in the Company's Annual Report 2018.
- **Country risk** – offshore investment activities (namely China) increase the Company's exposure to foreign jurisdiction risks. These investments can be impacted by changes in fiscal or regulatory regimes, material differences in business standards and practices, or reversal of current political, judicial or administrative policies.
- **Foreign currency** – The Company may enter into transactions denominated in currencies other than Australian dollars (AUD). Therefore the Company is exposed to risks that the exchange rate of its currency relative to other currencies may change in a manner that has an adverse effect on the value of that portion of the Company's assets or liabilities denominated in currencies other than the Australian dollars. The Group is mainly exposed to fluctuations in Chinese Yuan and Hong Kong Dollar through its operations (both overseas and in Australia). The Company does not currently utilise any hedging instruments.

The Company outsources key exploration activities to specialist providers who, pursuant to the engagement terms are required to operate in accordance with their own risk management policies and procedures.

The Risk Management Policy is available on the website or via this link: [Risk Management Policy](#)

Contrary to that Policy, the Company did not review its risk management framework during the reporting period.

**PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY**
**RECOMMENDATION 8.1 – RECOMMENDATION FOLLOWED**

*The board of a listed entity should:*

*(a) have a remuneration committee which:*

*(i) has at least three members, a majority of whom are independent directors; and*

*(ii) is chaired by an independent director,*

*and disclose*

*(iii) the charter of the committee;*

*(iv) the members of the committee; and*

*(v) 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*

*(b) if it does not have risk 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 remuneration is appropriate and not excessive.*

The Company has not formed a separate remuneration committee. The Board considers that the Company is not currently of a size that the formation of a separate committee is justified at this time.

The full Board maintains responsibility for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. The Board also carries responsibility for the approval of all remuneration matters and appointment terms for key service providers to the company. Details of the Board's remuneration responsibilities are set out in the Board Charter, which can be viewed at: [Board Charter](#)

Full details of director's remuneration are set out in the Remuneration Report contained in the 2018 Annual Report.

**RECOMMENDATION 8.2 – RECOMMENDATION FOLLOWED**

*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.*

The Company's policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors is set out in the Remuneration Report contained in the 2018 Annual Report.

**RECOMMENDATION 8.3 – RECOMMENDATION FOLLOWED**

*A listed entity which has an equity-based remuneration scheme should:*

*(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and*

*(b) disclose that policy or a summary of it.*

The Company does not have an equity-based remuneration scheme. There are currently no options on issue or unvested entitlements for any Director. If any such entitlements are issued in the future, the Company's Securities Dealing Policy prohibits the holder from entering into any hedging arrangements prior to the vesting of the securities.

The Securities Trading Policy is available on the website or via this link: [Securities Dealing Policy](#)

If any equity-based remuneration plans are adopted, the Board will be responsible for reviewing and making recommendations including ensuring compliance with relevant provisions of the ASX Listing Rules and Australian corporations law, as part of the Board's remuneration responsibilities set out in the Board Charter, which can be viewed at: [Board Charter](#)