

**INDOCHINE MINING LIMITED**  
**(Subject to Deed of Company Arrangement)**  
**ACN: 141 677 385**

**Corporate Governance Statement**  
**30 JUNE 2016**

**Indochine Mining Limited (Subject to Deed of Company Arrangement)**  
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## **CORPORATE GOVERNANCE STATEMENT**

The Board of Directors (the **Board**) of Indochine Mining Limited (**Indochine** or the **Company**) is responsible for protecting the rights and interests of shareholders through the implementation of sound strategies and action plans, and the development of an integrated framework of controls over the consolidated entity's resources, functions and assets. The Company's Corporate Governance practices, which are detailed, are reviewed and amended by the Board at appropriate intervals (at least annually).

Commensurate with the spirit of the third edition of the Australian Stock Exchange (**ASX**) Corporate Governance Principles and Recommendations (**ASX Principles and Recommendations**), as amended 27 March 2014, the Board (consisting of Non-Executive Directors Craig Dawson, Keith Murray and Anthony Gates) has considered each of the ASX Principles and Recommendations and followed them where it is considered to be appropriate for its Corporate Governance practices. Where the Company's Corporate Governance practices follow a recommendation, the Board has made the appropriate statement reporting on the adoption of the recommendation. Where the Corporate Governance practices depart from a recommendation, the Board has offered full disclosure and reasons for the adoption of its own practice. The ASX Principles and Recommendations are not mandatory; however the Company is required to provide this statement disclosing the extent to which it has followed the recommendations contained in the ASX Principles and Recommendations. While Indochine attempts to adhere to the principles proposed by the ASX, it is mindful that there may be some instances where compliance is not practicable for a company of its size. However, all listed companies are required to produce a Corporate Governance Statement that discloses the extent to which the entity has followed the ASX Principles and Recommendations, and to identify any recommendations that have not been followed, the period during which they were not followed, the reasons for not doing so and any alternative governance practices that have been adopted in lieu of the ASX Principles and Recommendations.

The Board has recently reviewed the ASX Principles and Recommendations and approved the Company's Corporate Governance Statement as at 30 June 2016. In many cases the Company was already achieving the standard required. In other cases the Company has considered other arrangements to enable compliance. In a limited number of instances, the Company has determined not to meet the standard set out in the ASX Principles and Recommendations, largely due to the recommendation being considered by the Board to be unduly onerous for a company of Indochine's size. The Company's written policies on corporate governance matters are included in its Corporate Governance Manual, as well as in the Investor section of the Company's website at [www.indochinemining.com](http://www.indochinemining.com). The following section sets out the Company's position in respect of each of the eight principles and recommendations contained in the ASX Principles and Recommendations.

### ***Principle 1: Lay Solid Foundations for Management and Oversight***

A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.

#### **Recommendation 1.1**

A listed entity should disclose:

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

#### **Disclosure**

The Company has established the functions reserved to the Board and has set out its roles and responsibilities in its Statement of Board and Management Functions, which is available on the Company's website at [www.indochinemining.com](http://www.indochinemining.com) under the section marked "Corporate" – 'Corporate Governance'.

The Company has established and disclosed the respective roles and responsibilities of its Board and Management in its Corporate Governance Statement which is available on the Company's website [www.indochinemining.com](http://www.indochinemining.com) under section marked Corporate. The Board is responsible for promoting the success of the Company through its key functions, which are:

- ensuring the Company is properly managed;
- providing overall Corporate Governance of the Company;
- monitoring the financial performance of the Company;
- engaging appropriate management commensurate with the Company's structure and objectives;
- approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures; and
- reviewing, ratifying and monitoring systems of risk management and internal control, the Code of Conduct and legal compliance.

The matters expressly delegated to Management are:

- being responsible for supporting the Board in implementing the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board; and
- being responsible for reporting all significant matters to the Chairman.

### **Departure**

At the end of July 2014, the Company entered into discussions on strategic funding with a number of parties including discussions with the secured creditor to provide additional funding by way of extension of the existing facility to allow the Company to continue to operate. As a consequence of these discussions and a change in the strategic direction of the Company, directors Mr Hugh Thomas and Mr Robert Thomson and Chief Executive Officer (**CEO**) Mr Stephen Promnitz resigned and new directors Mr Dermott McVeigh (resigned 3 November 2015) and Mr Keith Murray were subsequently appointed to the board and the Company was relocated to Perth. On 27 March 2015, the Board placed the Company into voluntary administration (**VA**).

As a consequence of the Company being placed in VA on 27 March 2015, the Company is currently operating under a Deed of Company Arrangement (**DOCA**). The full implementation of the DOCA is subject to shareholder approval and recapitalisation, after which the Company will be returned to the Board and an adequate management structure and organisation capability will be put in place to comply with the DOCA recommendations, as well as with other recommendations.

### **Recommendation 1.2**

A listed entity should:

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

### **Disclosure**

The Company undertakes appropriate checks, and will do police checks before appointing a new Director or putting forward a Director to shareholders for election. These include checks as to the person's character, experience, education and bankruptcy history. The Company provides its shareholders with relevant information in its Notices of Meeting (**NOM**) when Directors stand for election or re-election.

Candidates for the Board are considered and selected by reference to a number of factors, which include, but are not limited to:

- their relevant experience and achievements;
- compatibility with other Board members;
- credibility within the Company's scope of activities; and

- intellectual and physical ability to undertake Board duties and responsibilities.

Directors are initially appointed by the full Board, subject to election by shareholders at the following general meeting.

The Board recognises that Board renewal is critical to performance and the impact of Board tenure on succession planning. Each Director must not hold office (without re-election) past the third Annual General Meeting (**AGM**) of the Company following the Director's appointment, or three years following that Director's last election or appointment (whichever is the longer). However, a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next AGM of the Company. At each AGM a minimum of one Director, or a third of the total number of Directors, must resign. A Director who retires at an AGM is eligible for re-election at that meeting.

### **Recommendation 1.3**

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

#### **Disclosure**

The Company implements written agreements with senior executives setting out the terms of their appointment, including a clear understanding of their roles and responsibilities, and of the Company's expectations of them, and this is contained within their written agreements. These agreements take the form of Letters of Appointment.

#### **Departure**

Given the Company's current situation as explained under Departure in Recommendation 1.1, the Board has not implemented any written agreements with Directors. However, this will be implemented once the Company is out of VA.

### **Recommendation 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.

#### **Disclosure**

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. The Company Secretary plays an important role in supporting the effectiveness of the Board and its Committees. Each Director is able to communicate directly with the Company Secretary and vice versa. The decision to appoint or remove a Company Secretary is made by the Board.

#### **Departure**

Given the Company's current situation as explained under Departure in recommendation 1.1, the Company Secretary currently reports to the Deed Administrator, as all powers of the Board reside with the Deed Administrator until the Company is out of VA and returned to the Board.

### **Recommendation 1.5**

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 executives” 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.

### **Disclosure and Departure**

The Company has established a Diversity Policy, which includes requirements for the Board to set measurable objectives for achieving gender diversity, and to annually assess both the objectives and its progress in achieving them. The Company's Diversity Policy is available on the Company's website under section marked Corporate. At this time, given the size and composition of the Company's workforce, the Board has not formalised measurable objectives for achieving gender diversity. However it is committed to providing equal employment opportunity to enable a workplace based on gender diversity.

### **Recommendation 1.6**

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.

### **Departure**

This recommendation has not been implemented due to the Company being in state of transition since August 2014. However, once the Company is out of VA and control is returned to the Board, it is the intention of the Board to fully implement this recommendation.

### **Recommendation 1.7**

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.

### **Departure**

This recommendation has not been implemented due to the Company being in a state of transition since August 2014. However, once the Company is out of VA and control is returned to the Board, it is the intention of the Board to fully implement this recommendation.

## ***Principle 2: Structure the Board to add value***

A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.

### **Recommendation 2.1**

The board of a listed entity should:

- a) have a nomination committee which:
    1. has at least three members, a majority of whom are independent directors; and
    2. is chaired by an independent director, and discloses
      - i. (3) the charter of the committee;
      - ii. (4) the members of the committee; and
      - iii. (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

- 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.

### **Disclosure**

Given the current size and composition of the Board, the Directors have decided that a separate Nomination Committee is not appropriate until the Company is out of VA and control is returned to the Board. In the interim, this function is carried out by the full Board, the full Board being the three Non-Executive Directors Messrs. Craig Dawson, Keith Murray and Anthony Gates. All Non-Executive Directors are Independent Directors.

The Company's Remuneration and Nomination Committee Charter is available on the Company's website under "Corporate" – 'Compensation Arrangements and Remuneration Committee'.

### **Departure**

During the Reporting Period no matters pertaining to Remuneration and Nomination were discussed due to the Company being in a state of transition. However, the Company intends to rectify this situation once control of the Company is returned to the Board and it is fully functional.

### **Recommendation 2.2**

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

### **Disclosure and Departure**

The Board has not considered it necessary to create a formal document that sets out the particular skills of the existing Board. However, the Board is cognisant that the appropriate mix of skills, qualifications and expertise is present within the Board to implement the strategic direction and growth aspirations of the Company and deliver value to shareholders.

The Board is also cognisant that, as the Company expands and develops its activities, the Board will be required to further review and restructure its composition to meet the specific expertise and skill requirements needed to progress the Company to meet its objectives moving forward. A profile of each Director, containing their skills, experience, expertise and term of office, is set out in the Directors' Report of the Annual Report, as well as on the Company's website under the section marked "Corporate" – 'Composition of the Board'.

The Board discusses on a regular basis the need to review and, when appropriate, alter the Board's composition and skill-set mix to enable the Company to progress its activities and achieve its long-term goals.

### **Recommendation 2.3**

A listed entity should disclose:

- a. the names of the directors considered by the board to be independent directors;
- b. if a director has an interest, position, association or relationship of the type described in Box 2.3 of Appendix 4G 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.

### **Disclosure**

The Board considers the current directors to be Independent Directors, as none of the directors have an interest, position or relationship with the Company.

The length of service of each Director (as at 30 June 2016) is as follows:

Commencement Date	Board Member	Independent/Non-Independent
18 February 2014 i.e. 2 yrs. and 4 months	Craig Dawson	Independent
20 October 2014 i.e. 1 yr. and 8 months	Keith Murray	Independent
30 May 2016 i.e. 1 month	Anthony Gates	Independent

#### **Recommendation 2.4**

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

#### **Disclosure**

All Directors of the Company are considered to be Independent Non-Executive Directors.

#### **Recommendation 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.

#### **Disclosure**

The Company currently does not have a chairman as it is under the oversight of the Deed Administrator under the DOCA. This will be rectified once it is out of VA.

#### **Departure**

The Company currently does not have a CEO following the resignation of the last CEO in July 2014. A new CEO will be appointed once the Company is out of VA and control of the Company is returned to the Board. Currently, the day to day management of the Company is under the control of the Deed Administrator, Ferrier Hodgson.

#### **Recommendation 2.6**

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

#### **Departure**

An induction program for new Directors of the Company is being considered but does not currently exist. Each Director of the Company has the right to seek independent professional advice at the expense of the Company, and the Company provides appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively. Prior approval of the Chairman is required, but this will not be unreasonably withheld. To assist Directors with independent judgement it is the Board's policy that if a Director considers it necessary to obtain independent professional advice to properly discharge the responsibility of their office as a Director then, provided the Director first obtains approval from the Chairman for incurring such an expense, the Company will pay the reasonable expenses associated with obtaining such advice.

### ***Principle 3: Act ethically and responsibly***

A listed entity should act ethically and responsibly.

#### **Recommendation 3.1**

A listed entity should:

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

#### **Disclosure**

The Company has a code of conduct for its Directors, senior executives and employees to guide compliance with legal and other obligations and has disclosed that code in its Corporate Governance Manual. The Board

of Directors continues to review the code and the Company's situation to determine if its code contains the most appropriate and effective operational procedures for a company of its size.

#### ***Principle 4: Safeguard integrity in corporate reporting***

A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.

##### **Recommendation 4.1**

The board of a listed entity should:

- a) have an audit committee, which:
  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, and discloses:
    - i. the charter of the committee;
    - ii. the relevant qualifications and experience of the members of the committee; and
    - iii. 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 process for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

##### **Disclosure and Departure**

Under normal circumstances the Company has a combined Audit and Risk Management Committee, which operates under the Audit Committee Charter, which can be found on the Company's website under the section marked "Corporate Governance" – 'Audit Committee'. However, as the Company is not fully functional at the moment due to it being under the oversight of the Deed Administrator while it is under a DOCA, the Board reviews the audited half yearly accounts and annual report and authorises their release.

The Board is responsible for the selection, appointment and rotation of its external Auditor. The Board is responsible for the initial appointment of the external Auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the position of external auditor must demonstrate complete independence from the Company throughout the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances.

##### **Recommendation 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 Chief Financial Officer (**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.

##### **Disclosure and Departure**

Before it approves the Company's financial statements for a financial period, the Board receives from the CFO a declaration that, in his opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards. The declaration also states that the financial records give a true and fair view of the financial position and performance of the Company, and that the opinion has been formed on the basis of a sound system of risk management and internal control that is operating effectively. Currently only the CFO of the Company provides this declaration as it does not have a CEO. However, this will be rectified once control of the Company is returned to the Board and it is fully functional.



### **Recommendation 4.3**

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

#### **Disclosure**

The Company makes sure that its external Auditor is invited to and attends its AGM and is available to answer questions from shareholders that are relevant to the audit. The Company recognises that the opportunity for shareholders to question a listed entity's external auditor at the AGM is an important safeguard for the integrity of the corporate reporting process. At the Company's last AGM, held on 30 May 2016, the Company's Auditor from Crowe Horwath attended and was available to answer questions.

### ***Principle 5: Make timely and balanced disclosure***

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

### **Recommendation 5.1**

A listed entity should:

- a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and
- b) disclose that policy or a summary of it.

#### **Disclosure**

ASX Listing Rule 3.1 requires a listed entity, subject to certain exceptions, to disclose to the ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of its securities. The Company is mindful of this Rule and has written policies designed to ensure compliance with this ASX Listing Rule on continuous disclosure and accountability. The Policy can be found under the section marked "Corporate Governance" – 'ASX Corporate Governance – Corporate Governance Statement' on the Company's website.

### ***Principle 6: Respect the rights of security holders***

A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.

### **Recommendation 6.1**

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

#### **Disclosure**

The Company provides information about itself and its governance to investors via its website [www.indochinemining.com](http://www.indochinemining.com). The names, photographs and brief biographical information for the Company's Board of Directors and Management Team can be found under the "Corporate" – 'Directors and Management' section of the website. The Corporate tab also provides information on the Company's Corporate Governance, including its Policies, Charters and Procedures, its Policy for Trading in Company Securities and the Historical Milestones of the Company.

The Company's Tenement is shown under the tab "Projects" and provides information on the Company's current project.

The Company has also posted under the Investor section of its website copies of its ASX announcements, Financial Reports, Research Reports and Shareholder Information. It also provides information on the Company's project, including its Competent Person Reports (**JORC**). Visitors can email or otherwise contact the Company by visiting the Contact Us section of the website. The contact details for the Company's Lawyers, Taxation Advisor and Auditor can be found on the Corporate Directory section of the Company's website.

### **Recommendation 6.2**

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

#### **Disclosure**

The Company has designed and implemented an appropriate investor relations program to communicate two-way communication with investors. The Company has an Investor Distribution List, which is used to distribute announcements to shareholders and interested parties. Shareholders and prospective shareholders are welcome, by prior appointment, to speak with the executive manager responsible for investor relations and to view the Company's operations.

### **Recommendation 6.3**

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

#### **Disclosure and Departure**

The Company has not formalised a communications policy for promoting effective communication with shareholders due to the current circumstances of the Company but this will be rectified once the Company is out of VA and fully functional. However, shareholders are encouraged to participate at general meetings. Shareholders are invited to ask questions at the AGM and key members of management and Board members are available to answer questions during and after the formal business of the AGM. The Company encourages shareholder participation, particularly attendance at the general meetings of the Company. The Company views meetings of shareholders as an important forum for two-way communication between the Company and its shareholders, providing an opportunity for the Company to impart to shareholders a greater understanding of the Company's business, governance, financial performance and prospects, as well as to discuss areas of concern or interest to the Board and management. Meetings of shareholders also provide an opportunity for shareholders to express their views to the Company's Board and management about any areas of concern or interest for them.

### **Recommendation 6.4**

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

#### **Disclosure**

The Company gives security holders the option to receive communications from, and send communications to, the Company electronically via the Investor Contact area of the Investor section of its website and its security registry electronically.

### ***Principle 7: Recognise and manage risk***

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

### **Recommendation 7.1**

The board of a listed entity should:

- a) have a committee or committees to oversee risk, each of which:
  1. has at least three members, a majority of whom are independent directors; and
  2. is chaired by an independent director, and discloses:
    - i. the charter of the committee;
    - ii. the members of the committee; and
    - iii. 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 risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

#### **Departure**

Under normal circumstances the CEO reports to the Board on Company risk factors, and internal controls and the Company's insurance program are periodically reviewed. However, as the Company is currently under the oversight of the Deed Administrator while it is under a DOCA and does not have a CEO or a separate risk management committee, risk reviews are considered by the full Board, but this will change once control of the Company is returned to the Board and it is fully functional.

#### **Recommendation 7.2**

The board or a committee of the board should:

- a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and
- b) disclose, in relation to each reporting period, whether such a review has taken place.

#### **Disclosure and Departure**

The Board, and the Audit and Risk Management Committee, review the Company's risk management framework at least annually to satisfy itself that it continues to be sound, and such reviews are normally carried out at two specific times during the Reporting Period. The Board has required management to design, implement and maintain risk management and internal control systems to manage the Company's material business risks. The Board also requires management to report to it confirming that those risks are being managed effectively. However, due to the current circumstances of the Company, this function is currently the under the oversight of the Deed Administrator while the Company is under a DOCA. This recommendation will be fully implemented when control of the Company is returned to the Board and is fully functional.

#### **Recommendation 7.3**

A listed entity should disclose:

- a) if it has an internal audit function, how the function is structured and what role it performs; or
- b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.

#### **Disclosure and Departure**

The Company does not have an internal audit function. The processes the Company employs for evaluating and continually improving the effectiveness of its risk management and internal control processes include the fact that the Company's Chairman reviewed and approved the CEO and CFO's expense claims, and that a member of the Audit and Risk Management Committee was designated to periodically review the Company's controls and perform spot-checks that the necessary procedures have been followed. However, these controls have not been implemented due to the oversight of the Company being under the control of the Deed Administrator under a DOCA. This recommendation will be fully implemented when control of the Company is returned to the Board and it is fully functional.

#### **Recommendation 7.4**

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

#### **Disclosure**

The Company, as a mining exploration company, is faced with a number of economic, environmental and social sustainability risks. The Company believes that it does not currently have any material exposure to economic, environmental and social sustainability risks. However, should such risks exist, the Board and the Audit and Risk Committee will carry out the assessment of these risks and disclose how it manages those risks in its Annual Report, on its website and in ASX announcements.

### ***Principle 8: Remunerate fairly and responsibly***

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.

#### **Recommendation 8.1**

The board of a listed entity should:

- a) have a remuneration committee which:
  1. has at least three members, a majority of whom are independent directors; and
  2. is chaired by an independent director, and discloses:
    - i. the charter of the committee;
    - ii. the members of the committee; and
    - iii. 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 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.

#### **Disclosure and Departure**

The Company has a combined Remuneration and Nomination Committee. Given the current size and composition of the Board, the Directors consider that there would be no efficiencies gained by establishing a separate Remuneration Committee. The Remuneration and Nomination Committee comprises the full Board. To assist the Board to fulfil its function as the Remuneration and Nomination Committee, it has adopted a Remuneration and Nomination Committee Charter, which is available on the Company's website under the section, marked "Corporate Governance" – 'Compensation Arrangement and Remuneration Committee'.

The Board deals with any conflicts of interest that may occur when acting in the capacity of the Remuneration and Nomination Committee by ensuring that the Director with conflicting interests is not party to the relevant discussions. The processes the Company employs for setting the level and composition of remuneration for Directors and senior executives, and ensuring that such remuneration is appropriate and not excessive are disclosed in the Remuneration Report in the Company's Annual Report.

The table set out in the Directors' Report of the Annual Report under the heading "Directors' Meetings" also shows the attendance of Directors at Remuneration and Nomination Committee meetings.

#### **Recommendation 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.

#### **Disclosure and Departure**

Non-Executive Directors are remunerated at a fixed fee for time, commitment and responsibilities. Remuneration for Non-Executive Directors is not linked to individual performance. From time to time the Company may grant options to Non-Executive Directors. The grant of options is designed to recognise and reward efforts, as well as to provide Non-Executive Directors with additional incentive to continue those efforts for the benefit of the Company.

Remuneration and bonuses for senior executives consist of a base salary, and may consist of performance incentives by way of performance options granted at the discretion of the Board and subject to obtaining the relevant approvals. Executives are offered competitive base salaries at market rates, which are reviewed regularly to ensure market competitiveness. However, as the Company is currently under the control of the Deed Administrator under a DOCA, the policies and practices regarding the remuneration of the directors and management are on hold and will be reviewed when control of the Company is returned to the Board and it is fully functional.

### **Recommendation 8.3**

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.

### **Disclosure and Departure**

The Company does not have an equity-based remuneration scheme but from time to time directors and executives have been offered shares in lieu of fees and salaries owing so as to reduce the Company's debt. The Company has a policy that participants are not permitted to enter into transactions (whether through the use of derivatives or otherwise) that limit the economic risk of participating in shares in lieu of debt. There are no termination or retirement benefits for Non-Executive Directors (other than superannuation). The Company's Securities Trading Policy for trading in Company Securities, which is available on the Company's website under the section marked "Corporate Governance" – 'Principle Five Securities Trading Policy', includes a statement of the Company's policy on prohibited transactions.

Until the resignation of Mr. Farley on 30 October 2014, the Board of the Company had a Remuneration Committee, consisting of Non-Executive Directors Messrs. Farley and Dawson, both of whom were independent Directors, including the Committee Chairman. The Remuneration Committee did not comply with the recommendation that the Committee should have at least three members. Following the resignation of Mr. Farley, the responsibilities of the Remuneration Committee were assumed by a combined Remuneration and Nomination Committee, comprising the full Board, which reviewed the remuneration of all Directors and Executives during the financial year. The Remuneration and Nomination Committee has disclosed the charter of the Committee on its website, and, as at the end of each reporting period, discloses the number of times the Committee met throughout the period and the individual attendances of the members at those meetings. The Committee seeks independent external advice and market comparisons as necessary. Directors believe that the size of the Company makes individual salary negotiation more appropriate than formal remuneration policies. Indochine's Remuneration and Nomination Committee determines remuneration levels on an individual basis. The Company separately discloses its policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of senior executives. In accordance with Corporations Act requirements, Indochine discloses the fees or salaries paid to all Directors in its Annual Report. Non-Executive Directors are remunerated by way of fees. The Company has an equity-based remuneration scheme with a policy that does not permit participants in the scheme to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme. However, as the Company is currently under the oversight of the Deed Administrator while it is under a DOCA it is not necessary to have Remuneration and Nomination Committee but this will change once control of the Company is returned to the Board and it is fully functional.



Rules 4.7.3 and 4.10.3<sup>1</sup>

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

INDOCHINE MINING LIMITED ( SUBJECT TO DEED OF COMPANY ARRANGEMENT)

ABN / ARBN:

141 677 3858

Financial year ended:

30 June 2016

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

- These pages of our annual report:
- This URL on our website:  
<http://www.indochinemining.com/corporate/governance>

The Corporate Governance Statement is accurate and up to date as at 25 October 2017 and has been approved by the board.

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

Date: 25 October 2017

Name of ~~Director or~~ Secretary authorising  
lodgement:

**Ashok Jairath**

<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

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

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

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> in our Corporate Governance Statement and under the section marked "Corporate" – 'Corporate Governance' under the Corporate section of the Company's website at <a href="http://www.indochinemining.com">www.indochinemining.com</a>	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<p>1.5 A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>



Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.indochinemining.com/_literature_81579/Charter_of_the_Remuneration_and_Nomination_Committee">http://www.indochinemining.com/_literature_81579/Charter_of_the_Remuneration_and_Nomination_Committee</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ 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"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at /www.indochinemining.com/corporate/directors ... and, where applicable, the information referred to in paragraph (b): <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location] ... and the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.indochinemining.com/literature_81578/Charter_of_the_Audit_and_Risk_Management_Committee">www.indochinemining.com/ literature_81578/Charter of the Audit and Risk Management Committee</a></p> <p>and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our 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 checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	<p>... our continuous disclosure compliance policy or a summary of it:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>... information about us and our governance on our website:</p> <input type="checkbox"/> at <a href="http://www.indochinemining.com">www.indochinemining.com</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

	Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
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 risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):]  ... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]  ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.4	<p>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.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> in our Annual Reports and ASX announcements.</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p><a href="http://www.indochinemining.com/_literature_81579/Charter_of_the_Remuneration_and_Nomination_Committee">http://www.indochinemining.com/_literature_81579/Charter_of_the_Remuneration_and_Nomination_Committee</a></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ 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 checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>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>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>