

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Aeris Resources Limited

ABN / ARBN:

30 147 131 977

Financial year ended:

30 June 2020

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

This URL on our website: <https://www.aerisresources.com.au/investor-centre/#corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 27 August 2020 and has been approved by the board.

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

Date: 27 August 2020

Name of Director or Secretary authorising lodgement: Robert Brainsbury (Secretary)

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Disclosure
1.1	<p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed ...</p> <p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... 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):</p> <p><input checked="" type="checkbox"/> and our Board Charter located at: https://www.aerisresources.com.au/wp-content/uploads/2020/01/Board_Charter_Aeris.pdf</p>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>
1.4	<p>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.</p>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		Disclosure
1.5	<p>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>We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...</p> <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> located at: https://www.aerisresources.com.au/wp-content/uploads/2020/01/Aeris_Diversity_Policy.pdf</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed ...</p> <p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>
1.7	<p>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>We have followed the recommendation in full for the whole of the period above. We have disclosed ...</p> <p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>

Corporate Governance Council recommendation	Disclosure
<p>2.1 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>We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...</p> <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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 checked="" type="checkbox"/> in our Corporate Governance Statement</p>
<p>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.</p>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>
<p>2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, 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</p> <p>(c) the length of service of each director.</p>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed ...</p> <p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our 30 June 2020 Annual Financial Report located at: https://www.aerisresources.com.au/investor-centre/#annual-reports</p>
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...</p> <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		Disclosure
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.	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
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.	We have followed the recommendation in full for the whole of the period above. We have disclosed the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement
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.	We have followed the recommendation in full for the whole of the period above. We have disclosed our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Directors Code of Conduct and Corporate Code of Conduct located at: https://www.aerisresources.com.au/wp-content/uploads/2020/01/Directors_Code_of_Conduct_Aeris.pdf https://www.aerisresources.com.au/wp-content/uploads/2020/01/Directors_Code_of_Conduct_Aeris.pdf
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 disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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.	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement ... and a copy of the charter of the committee: <input checked="" type="checkbox"/> located at: https://www.aerisresources.com.au/wp-content/uploads/2020/01/Audit_Committee_Charter_B2_Aeris.pdf ... and the information referred to in paragraphs (4) and (5): <input checked="" type="checkbox"/> in the Directors Report included in the 30 June 2020 Annual Financial Report located at: https://www.aerisresources.com.au/investor-centre/#annual-reports

Corporate Governance Council recommendation	Disclosure
<p>4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>
<p>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>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>
<p>5.1 A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed our continuous disclosure compliance policy or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Disclosure Policy located at: https://www.aerisresources.com.au/wp-content/uploads/2020/01/Disclosure_Policy_Aeris.pdf</p>
<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed information about us and our governance on our website:</p> <p><input checked="" type="checkbox"/> https://www.aerisresources.com.au/investor-centre/#corporate-governance</p>
<p>6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> in our Shareholder Communication Guidelines and Policy located at: https://www.aerisresources.com.au/wp-content/uploads/2020/01/Shareholder_Communication_Guidelines_and_Policy_Aeris.pdf</p>
<p>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>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>

Corporate Governance Council recommendation	Disclosure
<p>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>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>
<p>7.1 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>We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...</p> <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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 checked="" type="checkbox"/> in our Corporate Governance Statement</p>
<p>7.2 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>We have followed the recommendation in full for the whole of the period above. We have disclosed ...</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</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</p>
<p>7.3 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>We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...</p> <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> <p>[If the entity complies with paragraph (b):]</p> <p>... 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 checked="" type="checkbox"/> in our Corporate Governance Statement</p>

Corporate Governance Council recommendation	Disclosure
<p>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.</p>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed 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> <ul style="list-style-type: none"> <input checked="" type="checkbox"/> in our Corporate Governance Statement <input checked="" type="checkbox"/> in the Directors Report included in the 30 June 2020 Annual Financial Report located at: https://www.aerisresources.com.au/investor-centre/#annual-reports
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a 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>We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...</p> <ul style="list-style-type: none"> <input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <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> <ul style="list-style-type: none"> <input checked="" type="checkbox"/> in our Corporate Governance Statement <input checked="" type="checkbox"/> in the Remuneration Report included in the 30 June 2020 Annual Financial Report located at: https://www.aerisresources.com.au/investor-centre/#annual-reports
<p>8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>We have followed the recommendation in full for the whole of the period above. We have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <ul style="list-style-type: none"> <input checked="" type="checkbox"/> in our Corporate Governance Statement <input checked="" type="checkbox"/> in the Remuneration Report included in the 30 June 2020 Annual Financial Report located at: https://www.aerisresources.com.au/investor-centre/#annual-reports
<p>8.3 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>We have followed the recommendation in full for the whole of the period above. We have disclosed our policy on this issue or a summary of it:</p> <ul style="list-style-type: none"> <input checked="" type="checkbox"/> in our Corporate Governance Statement <input checked="" type="checkbox"/> in the Remuneration Report included in the 30 June 2020 Annual Financial Report located at: https://www.aerisresources.com.au/investor-centre/#annual-reports



Aeris Resources Limited

ACN: 147 131 977

Corporate Governance Statement - 2020

OVERVIEW

ASX Principles of Corporate Governance

The Directors of Aeris Resources Limited (Aeris or the Company) believe that effective corporate governance improves company performance, enhances corporate social responsibility and benefits all stakeholders. Governance practices are not a static set of principles, and the Company assesses its governance practices on an ongoing basis. Changes and improvements are made in a substance over form manner, which appropriately reflects the changing circumstances of the Company as it grows and evolves. Accordingly, the Board has established a number of practices and policies to ensure that these intentions are met and that all shareholders are fully informed about the affairs of the Company.

The Australian Securities Exchange (ASX) Corporate Governance Council sets out best practice recommendations including corporate governance practices and suggested disclosures. ASX Listing Rule 4.10.3 requires companies to disclose the extent to which they have complied with the ASX recommendations and to give reasons where they have not been followed.

The Company has a corporate governance section on its website at: <https://www.aerisresources.com.au/investor-centre/#corporate-governance>. The corporate governance section includes details on the Company's governance arrangements and copies of relevant policies and charters.

Compliance with ASX Principles of Corporate Governance

Unless otherwise indicated, the best practice recommendations of the ASX Corporate Governance Council (CGC), including corporate governance practices and suggested disclosures, have been adopted by the Company for the year ended 30 June 2020, as relevant to the size and complexity of the Company and its operations. Where the Company has not followed a recommendation, reasons for non-compliance have been identified.

The Board currently consists of four Directors, one of whom is the Executive Chairman. In view of the current size of the Board, the Board considers it more effective to set aside time at Board meetings to specifically address the matters that would have been ordinarily attended to by a Nomination Committee, Risk Committee and Remuneration Committee and consequently does not comply with CGC recommendations 2.1, 7.1 and 8.1 respectively.

The size and structure of the Board has also resulted in the following CGC recommendations not being complied with:

- Recommendation 2.4 - a majority of the Board should be independent directors. Subsequent to 30 June 2020, the Board has a majority of independent directors;
- Recommendation 2.5 - the chair should be an independent director and in particular, should not be the same person as the CEO of the company; and
- Recommendation 4.1 - the Board should establish an audit committee which has at least three members, all of whom are non-executive directors.

The other recommendations that are not fully complied with are: 1.5 and 1.6, and the reasons for non-compliance are set out in the commentary for the respective recommendations.

Following the resignation of Marcus Derwin as a Director on 27 July 2020 and the appointment of Colin Moorhead on the same date, the Board currently has a majority of independent directors, resulting in recommendation 2.4 now being complied with.

The Board will continue to review and amend its governance policies as appropriate to reflect changes in the Company's operations.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT**Recommendation 1.1: A company should disclose:**

- **the respective roles and responsibilities of the Board and management; and**
- **those matters expressly reserved to the Board and those delegated to management.**

The Board is responsible to the shareholders for the performance of the Company in both the short and long term. Their focus is to enhance the interest of shareholders, taking into account the interests of other stakeholders and to ensure the Company is properly managed.

Broadly, the key responsibilities of the Board are:

- Setting the strategic direction of the Company with management, and monitoring management's implementation of that strategy;
- Evaluating, approving and monitoring major capital expenditure, capital management and all major corporate transactions;
- Approving the annual operating budget, annual shareholders' report and annual financial statements;
- Appointing, monitoring, managing the performance of, and if necessary terminating, the employment of the Managing Director/Chief Executive Officer;
- Approving and monitoring the Company's Risk Management Policy and Guidelines; and
- Ensuring compliance with the Corporations Act 2001, ASX listing rules and other relevant regulations.

The Board Charter sets out the Board's delegation of responsibility to allow the Managing Director/Chief Executive Officer and the executive management team to carry on the day-to-day operations and administration of the Company. The Board Charter supports all delegations of responsibility by formally defining the specific functions reserved for the Board and its Committees and those matters delegated to management.

Recommendation 1.2: A company should:

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

The Company requires reference checks prior to appointing a director or putting that person forward as a candidate to ensure that person is competent, experienced, and would not be impaired in any way from undertaking the duties of a director.

The Company provides relevant information to shareholders for their consideration about the attributes of candidates together with whether the Board supports the appointment or re-election in order to enable them to make a decision on whether or not to appoint or re-elect a director.

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

All Directors and senior executives reporting to the Executive Chairman of the Company have been given formal letters of appointment outlining key terms and conditions of their appointment. A summary of the contract details of the Directors and senior executives who are Key Management Persons is set out in the Directors' Report section of the 30 June 2020 Annual Financial Report.

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

The Company Secretaries are accountable to the Board through the Chairman on all matters to do with the proper functioning of the Board. The Board Charter confirms that all Directors have direct access to the Company Secretaries. The Company Secretaries are responsible for:

- Advising the Board on corporate governance matters;
- Managing the company secretarial function;
- Attending and taking minutes at all Board and Committee meetings; and
- Communicating with the ASX.

The decision to appoint or remove a Company Secretary is made by the Board.

Recommendation 1.5: A company should:

- **have a Diversity Policy which sets measurable objectives for achieving gender diversity;**
- **disclose the Diversity Policy or a summary of it; and**
- **disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the Board in accordance with the Diversity Policy and its progress towards achieving them, and the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation.**

The Board has adopted a formal Diversity Policy that is available in the Corporate Governance section of the Company's website. The Board values diversity and recognises the potential benefits it can bring to the Company's ability to achieve its goals. The Board has elected not to set measurable objectives regarding gender diversity; however, the Board has endeavoured to maintain existing participation levels within the Company for female employees.

The Company's Diversity Policy is to provide opportunities for women wherever possible through internal promotion and external recruitment across all levels.

At 30 June 2020, female employees represented approximately 14% (2019: 17%) of the total workforce.

There are currently no female senior executives or Directors on the Board of Aeris. The small number of senior executive positions within the Company and the low turnover rate limits the opportunity to increase female representation in this area. The Board has undertaken to include both male and female candidates in the process for selection of new Directors and all candidates will continue to be assessed on their skills, knowledge and experience and on the relevance of these to the Company's needs.

Recommendation 1.6: A company should:

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

The Board does not have a formal process for evaluating its performance. The Board, as a whole, continuously monitors its efficiency and effectiveness with reference to the achievement of the Company's financial and operating objectives.

In his role of 'senior independent director', Michele Muscillo meets with the other non-executive Directors to review the Executive Chairman's performance (refer to Recommendation 2.5 for the role of the 'senior independent director'). The Executive Chairman's performance was reviewed by the non-executive Directors during the reporting period. There is no formal process for evaluating the performance of individual non-executive Directors, however should an issue be identified with the performance of a particular Director, the matter is discussed with the Director at the time.

Whilst the recommendation is not strictly followed, the Directors consider that at the date of this report the current evaluation process of Company directors is appropriate and effective.

Recommendation 1.7: A company should:

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

The Board sets a range of goals and specific, measurable targets at the start of the performance year for each senior executive, including the Executive Chairman. The Board undertook a performance evaluation of each senior executive during the 2020 financial year and performance was assessed against the goals and targets that were set at the start of the performance year.

PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE

Recommendation 2.1: The Board should establish a nomination committee which:

- **has at least three members;**
- **consists of a majority of independent directors; and**
- **is chaired by an independent director.**

and disclose:

- **the charter of the committee;**
- **the members of the committee; and**
- **as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.**

The Board currently consists of four Directors, one of whom is the Executive Chairman. In view of the current size of the Board, the Board considers it more effective to set aside time at Board meetings to specifically address the matters that would have been ordinarily attended to by the Nomination Committee.

The Board has adopted a formal Nomination Committee Charter which is available from the Corporate Governance section of the Company's website. When a Director is appointed by the Board to fill a casual vacancy or as an addition to the Board, an independent Director assumes the role of chair at the Board meeting held to confirm the appointment.

Recommendation 2.2: A company should have and disclose a Board skills matrix setting out the skills and diversity that the Board has or is currently looking to achieve in its membership.

The current Board members represent individuals who have extensive industry experience as well as professionals who bring to the Board their specific skills in order for the Company to achieve its strategic, operational and compliance objectives. Their suitability as Directors has been determined primarily on the basis of their ability to deliver outcomes in accordance with the Company's short to medium term objectives and therefore deliver value to shareholders.

The mix of skills and experience comprised in the current Board, and that the Board would look to maintain and to build on, include:

- Industry and technical experience – experience in the mining sector;
- Financial expertise – knowledge of accounting and reporting processes, financial and capital management strategies and corporate finance issues;
- Capital markets and strategy - setting and reviewing organisational strategy, organic growth and merger and acquisition opportunities;
- Corporate governance and compliance - knowledge, experience and commitment to the highest standards of corporate governance; and
- Leadership - driving engagement and enablement, strategic workforce planning and leading organisational change.

The Board aspires to have a Board comprised of individuals diverse in gender, culture, background, perspectives and experience and will be mindful of this when making any appointments, which will also be based on merit.

Details of Board members, their experience, expertise and qualifications are set out at the commencement of the Directors' Report section of the 30 June 2020 Annual Financial Report.

Recommendation 2.3: A company should disclose:

- **the names of the directors considered by the Board to be independent directors;**
- **if a director has an interest, position, association or relationship described and the Board is of the opinion that it does not compromise the independence of the director, an explanation of why the Board is of that opinion; and**
- **the length of service of each director.**

In determining the independence of Directors, the Board has regard to the independence criteria as set out in the ASX Principles. The Board periodically assesses the independence of each Director. The Board has determined that Michele Muscillo, Alastair Morrison and Colin Moorhead are the only independent Directors. Colin Moorhead was appointed a Non-executive Director on 27 July 2020.

Marcus Derwin was a Non-executive Director during the reporting period and up until the date of his resignation on 27 July 2020. Marcus but did not fall within the ASX definition of “independent” as he was a nominee Director of Standard Chartered Bank (SCB), which had a material business relationship with Aeris. In terms of the restructuring deed, Aeris entered into with SCB and Special Portfolio V Limited (PAG SPV) on 31 December 2015, SCB and PAG SPV each had a separate entitlement to appoint one director to the Aeris Board, whilst certain conditions prevail. SCB’s right to appoint a director to the Aeris Board was extinguished in April 2020 as a result of SCB selling the majority of the Convertible Redeemable Preference Shares it held to a third party.

In respect of Michele Muscillo, a partner with HopgoodGanim Lawyers (HG) who act as lawyers for the Company, the Board considers that despite the business relationship between Aeris and HG, Michele is independent as Michele’s annual billings to the Company do not represent more than 1% of the Company’s annual revenue or more than 5% of HG’s total annual billings.

The term in office of each Board member is set-out at the commencement of the Directors’ Report section of the 30 June 2020 Annual Financial Report.

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

The current structure of the Board complies with ASX Recommendation 2.4 as the majority of the Directors are independent however, during the reporting period, the Board did not have a majority of independent directors. During the reporting period, the Board comprised of four Directors and only two Directors were determined by the Board to be independent. Following the appointment of Mr Colin Moorhead as a Non-executive Director on 27 July 2020, the Board currently comprises a majority of independent directors.

Recommendation 2.5: The chair should be an independent director and in particular should not be the same person as the CEO of the company.

Andre Labuschagne was appointed to the role of Managing Director on 20 December 2012 and subsequently as Executive Chairman on 19 April 2013. The Board considered that the combined role is in the interests of shareholders in order to utilise the proven leadership qualities and significant experience of Mr Labuschagne through a challenging period for the Company and to ensure the on-going commercial success of the Company. Furthermore, Mr Labuschagne has been with the Company since 2012 and has therefore provided stability and continuity through his detailed understanding of the Company’s operations and the markets in which it operates.

Recognising, however, that an Executive Chairman is not able to provide an independent review of the performance of management, Michele Muscillo, an independent Director, fulfils the role of the ‘senior independent Director’ whenever the Chairman is conflicted. In the role of ‘senior independent Director’ Mr Muscillo:

- Works closely with the Executive Chairman, acting as a sounding board and providing support;
- Being available to shareholders to address any concerns or issues they feel have not been adequately dealt with through the usual channels of communication;
- Meeting with the other non-executive Directors to review the Executive Chairman’s performance and carrying out succession planning for the Chairman’s role; and
- Attending sufficient meetings with major shareholders to obtain a balanced understanding of their issues and concerns.

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

New Directors are provided with a comprehensive induction programme that includes business briefings by management and site visits.

The Board encourages Directors to continue their education and maintain the skills required to discharge their duties by providing professional development opportunities. The Company meets all reasonable costs of continuing Director education.

A Director of the Company is entitled to seek independent professional advice (including, but not limited to, legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of his or her responsibilities, in accordance with the procedures, and subject to the conditions set out in the Company's Board Charter.

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1: A company should:

- **establish a code of conduct for its directors, senior executives and employees; and**
- **disclose the code or a summary of the code.**

The Board has adopted a formal Corporate Code of Conduct. A copy of the Code is made available to all employees of the Company and is also available from the Corporate Governance section of the Company's website.

This Code expresses certain basic principles that the Company, Directors and employees should follow in all dealings related to the Company. They should show the highest business integrity in their dealings with others, including preserving the confidentiality of other peoples' information, and should conduct the Company's business in accordance with relevant legislation and principles of good business practice.

The Company encourages the reporting of unlawful and unethical behaviour, and protects those who report breaches in good faith. The Corporate Code of Conduct provides protection to whistle-blowers, as required by the Corporations Act 2001.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Recommendation 4.1: The board should establish an audit committee which:

- **has at least three members, all of whom are non-executive directors;**
- **consists of a majority of independent directors; and**
- **is chaired by an independent director, who is not chair of the board.**

and disclose:

- **the charter of the committee;**
- **the relevant qualifications and experience of the members of the committee; and**
- **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.**

The Audit Committee members are Michele Muscillo (Chairman) and Alastair Morrison. The Committee does not comply with Recommendation 4.1 as it only has two members and not three. The Board is of the view that the current size of the Audit Committee is appropriate given the size and structure of the Board.

Both members of the Audit Committee are financially literate and have an appropriate understanding of the mining industry. All other details of the members' qualifications and the number of meetings held and attended can be found in the Directors' Report section of the 30 June 2020 Annual Financial Report.

The Board has adopted a formal Audit Committee Charter. The Charter sets out the roles and responsibilities of the Audit Committee and contains information on the procedures for the selection, appointment and rotation of the external and internal auditors. The Audit Committee Charter is available from the Corporate Governance section of the Company's website.

Recommendation 4.2: The Board should, before it approves the company's financial statements for a financial period, receive from the chief executive officer and the chief financial officer a declaration that, in their opinion, the financial records of the company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the company and the opinion is founded on a sound system of risk management and internal control that is operating effectively.

In accordance with section 295A of the Corporations Act, the Chief Executive Officer (who is the Executive Chairman) and Chief Financial Officer have provided a written statement to the Board in respect of each half and full-year financial period that:

- The Company's financial records have been properly maintained;
- The financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company;
- Their view provided on the Company's financial report is founded on a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board; and
- The Company's risk management and internal compliance and control system is operating effectively in all material respects.

The Board acknowledges that the internal control assurances from the Chief Executive Officer and Chief Financial Officer are not absolute and can only be provided on a reasonable basis after having made due enquiries. This is due to such factors as the need for judgement, the use of testing on a sample basis, the inherent limitations in internal control and because much of the evidence available is persuasive rather than conclusive and therefore is not, and cannot be, designed to detect all weaknesses in control procedures.

Recommendation 4.3: A company should ensure that its external auditor attends its Annual General Meeting and is available to answer questions from shareholders relevant to the audit.

PricewaterhouseCoopers, the Company's external auditor, attends each Annual General Meeting and is available to respond to shareholder questions about the conduct of the audit and the preparation and content of the audit report.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1: A company should establish a written policy to ensure compliance with ASX Listing Rules continuous disclosure requirements and disclose that policy or summary of it.

The Board has adopted a formal Disclosure Policy outlining procedures for compliance with ASX continuous disclosure requirements. The Disclosure Policy is available from the Corporate Governance section of the Company's website.

The Policy is based upon the Company's desire to promote fair markets, honest management and full and fair disclosure. The disclosure requirements must be complied with in accordance with their spirit, intention and purpose.

The purpose of the Policy is to:

- Summarise the Company's disclosure obligations;
- Explain what type of information needs to be disclosed;
- Identify who is responsible for disclosure; and
- Explain how individuals at the Company can contribute.

The Company Secretary has been nominated as the person responsible for communications with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and coordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SHAREHOLDERS

Recommendation 6.1: A company should provide information about itself and its governance to investors via its website.

The Company keeps investors informed of its corporate governance, financial performance and prospects via its website. Investors can access copies of all announcements to the ASX, notices of meetings, annual reports and financial statements, investor presentations and/or transcripts of those presentations via the *Investor Centre* tab and can access general information regarding the Company and the structure of its business under the *About*, *Operations* and *Exploration* tabs.

Recommendation 6.2: A company should design and implement an investor relations program to facilitate effective two-way communication with investors.

The Board has adopted a formal Shareholder Communication Guidelines and Policy.

All information disclosed to the ASX is posted on the Company's website as soon as it is disclosed to the ASX. When there are briefings to general groups, analysts or investors on the aspects of the Company's operations, the material used in the presentation is released to the ASX and posted on the Company's website. Procedures have also been established for reviewing whether any price sensitive information has been inadvertently disclosed, and if so, this information is released to the market.

In addition, the Company seeks to provide opportunities for shareholders to participate through electronic means. Initiatives to facilitate this include making available on the Company's website all Company announcements, media briefings, details of Company meetings and both press releases and financial reports.

The Shareholder Communication Guidelines and Policy is available from the Corporate Governance section of the Company's website.

Recommendation 6.3: A company should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of shareholders.

The Company communicates with shareholders through releases to the ASX, its website, information distributed directly to shareholders and the general meetings of shareholders. To ensure that shareholders have the opportunity to participate at meetings of members:

- At the Annual General Meeting, shareholders elect the Directors and have the opportunity to express their views, ask questions about the Company's business and vote on items of business for resolution by shareholders; and
- The Company's external auditor attends each Annual General Meeting and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

Recommendation 6.4: A company should give shareholders the option to receive communications from, and send communications to, the company and its share registry electronically.

Shareholders can send and receive communications to and from the Company electronically, as provided for in the Shareholders Communication Guidelines and Policy.

The Company's website has a *Contact* section which allows shareholders to submit an electronic form with questions or comments and shareholders can register to receive updates.

The Company's security registry facilitates electronic communication so members can access details about their holding.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Recommendation 7.1: The Board should establish a committee or committees to oversee risk, each of which:

- has at least three members;
- consists of a majority of independent directors; and
- is chaired by an independent director.

and disclose:

- the charter of the committee;
- the members of the committee; and
- as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances at those meetings.

The Board has not formed a committee to oversee risk. The full Board consists of only four Directors and has formed the view that it is more efficient for the Board as a whole to deal with matters that would otherwise be dealt with by a Risk Committee.

Recommendation 7.2: The board or a committee of the board should review the company's risk management framework at least annually to satisfy itself that it continues to be sound; and disclose, in relation to each reporting period, whether such a review has taken place.

The Board is responsible for reviewing, ratifying and monitoring systems of risk management. The Board has adopted a Risk Management Policy and this policy is available from the Corporate Governance section of the Company's website. A review of the Risk Management Policy was undertaken at a Board meeting during the reporting period and the Board is satisfied that the policy continues to be sound.

Recommendation 7.3: A company should disclose:

- if it has an internal audit function, how the function is structured and what role it performs; or
- 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 Company does not have an internal audit function. Given the Company's current size and nature of its operations, the Board considers it appropriate to engage external advisors (independent of the external auditor) as appropriate from time to time to undertake various tasks that an internal audit function would perform. No external advisors were engaged during the financial year ended 30 June 2020 to undertake internal audit activities.

The Executive Chairman and the Chief Financial Officer are primarily responsible for reporting to the Board on a regular basis in relation to whether the Company's material business risks are being managed effectively by way of the Company's risk management and internal control systems.

Recommendation 7.4: A company should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

The Board identifies and manages material exposures to economic, environmental and social sustainability risks in accordance with its Risk Management Policy and Guidelines.

The Board has overall responsibility for Aeris' internal control environment and ensures that Aeris has an integrated framework of control, based on formal procedures and appropriate delegation of authority and responsibility. There is a disciplined approach to the identification and management of risk.

The following categories of risks have been identified as being specific risks that have the potential to have an adverse impact on the Company's business:

- Operational;
- Environmental;
- Insurance;
- Litigation;
- Financial;
- Treasury and finance; and
- Compliance.

For further discussion on some of the above risks please refer to the *Review of Operations and Activities* section of the 30 June 2020 Annual Financial Report.

The Company has established and implemented a system for identifying, assessing, monitoring and managing material risk throughout the group. This system includes Aeris' internal compliance and control systems, which include the following:

- Aeris' Health, Safety and Environment Management System Framework;
- Aeris' Health, Safety and Environment Management Standards;
- Insurance risk engineers' operational risk reports;
- Insurance risk assessment reports;
- Insurance valuation of plant and equipment reports;
- Aeris' Group Treasury Policy and Procedure;
- Risk Assessment Registers for all mine sites; and
- Board approved policies which are available from the Corporate Governance section of Aeris' website.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1: The Board should establish a remuneration committee which:

- has at least three members;
- consists of a majority of independent directors; and
- is chaired by an independent director.

and disclose:

- the charter of the committee;
- the members of the committee; and
- as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.

The Board currently consists of four Directors, one of whom is the Executive Chairman. In view of the current size of the Board, the Board considers it more effective to set aside time at Board meetings, where an independent director assumes the role of chair to specifically address the matters that would have been ordinarily attended to by the Remuneration Committee.

The Board operates in accordance with the formal Remuneration Committee Charter, which has been adopted by the Board and is available from the Corporate Governance section of the Company's website. An independent Director assumes the role of chair at the Board meeting held

Recommendation 8.2: A company 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 determines the remuneration of its non-executive and executive Directors and other senior executives in accordance with its Remuneration Committee Charter, a copy of which is available from the Corporate Governance section of the Company's website.

Each member of the Senior Executive Team signs a letter of appointment covering a range of matters including their duties, rights, responsibilities, fees, any entitlements on termination and job description. Further information on Directors' and executives' remuneration, including principles used to determine remuneration is set out in the Directors' Report section of the 30 June 2020 Annual Financial Report under the heading *Remuneration Report*.

Non-executive Directors are appointed by letter and remunerated by way of an annual Director's fee and a superannuation contribution calculated according to that fee. Non-executive Directors are not entitled to any further remuneration by way of termination payments or any staff benefits, and are ineligible to participate in any of the Company's Incentive Plans. There is no scheme for retirement benefits, other than statutory superannuation. Executive Directors are paid a salary and provided with shares and/or options (subject to shareholder approval) and bonuses as part of their remuneration and incentive package. They do not receive a separate payment for participation on Board committees.

Further details regarding the remuneration of non-executive and executive Directors are set out in the *Remuneration Report* of the Directors' Report section of the 30 June 2020 Annual Financial Report.

Recommendation 8.3: A company which has an equity-based remuneration scheme should have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and disclose that policy or a summary of it.

Under the Company's Security's Trading Policy, participants in the Company's equity-based remuneration plans (the Employee Share Acquisition Plan and the Employee Exempt Plan and Performance Right Plan) are not permitted to enter into any transactions that would limit the economic risk of unvested entitlements.