



KINGSROSE
MINING LIMITED

2016

Corporate Governance
Statement

CORPORATE GOVERNANCE STATEMENT 2016

This Corporate Governance Statement is current as at 8 September 2016 and was reviewed and approved by the Board of Directors on that date.

Kingsrose Mining Limited (**Kingsrose** or the **Company**) has established a corporate governance framework, the key features of which are set out in this statement. The Company's corporate governance practices reflect the commitment by the Board of Directors to implementing the highest standards of ethics, integrity, legal and statutory compliance. In establishing the corporate governance framework of the Company, the Board has adopted practices that are consistent with the ASX Corporate Governance Council's Principles and Recommendations (3rd Edition). The Company has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where, after due consideration, the Company's corporate practices depart from a recommendation, the Board has offered full disclosure and explained its reasons for the adoption of an alternative practice, in compliance with the "if not, why not" reporting regime. All practices, unless otherwise stated, were in place for the entire reporting period ended 30 June 2016.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

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**

The Board is responsible for the overall performance and success of the Company and takes responsibility for setting its strategic direction, overseeing management of the Company, monitoring financial performance, reviewing and monitoring systems of risk management and internal control, overseeing the corporate governance of the Company and monitoring the implementation of the Company's code of conduct, policies and charters that reflect the values of the Company and guide the conduct of its Directors and employees.

The Managing Director (or Executive Chairman as relevant), supported by Senior Management is responsible for managing the day to day activities of the Company and in addition is responsible for advancing the strategic direction of the Company as set and monitored by the Board.

The Company's Board Charter sets out the specific responsibilities of the Board, and those matters delegated to Senior Management.

A copy of the Board Charter is located at: http://www.kingsrosemining.com.au/images/corporate_governance/board-charter.pdf

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 will all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.**

When considering Board appointments, the Company ensures that appropriate checks are undertaken to verify the candidate's character, experience, education, criminal record and bankruptcy history.

A profile of each Director is included in every Annual Report and the Company ensures that all material information in its possession relevant to a Shareholder's decision on whether to elect or re-elect a Director is provided to Shareholders in the relevant notice of 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.

The Company has in place a written agreement with each Non-Executive Director which outlines the terms of their appointment, the Company's expectations in relation to the Director's duties and responsibilities, time commitment and compliance with Company policies and procedures and regulatory requirements. In addition, the agreement sets out the indemnity and insurance arrangements that the Company has in place and the Company's policy on Directors access to information and seeking external independent professional advice. Any material variations to written agreements with Directors are disclosed to ASX.

The Company has written contracts in place with each Senior Executive which sets out the terms of their appointment, a description of their position, duties and responsibilities, remuneration details and the circumstances giving rise to termination.

Further information can be found in the Remuneration Report in the 2016 Annual Report.

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.

The Company Secretary is appointed by the Board and has a dual reporting function to the Managing Director (or Executive Chairman as relevant) and the Board.

The Company Secretary has a direct line of communication with the Chairman and all Directors, and is responsible for supporting the proper functioning of the Board which includes, but not limited to, providing advice on governance and procedural issues, the preparation of detailed papers and minutes for all Board and Committee meetings, communicating with ASX and the ASIC on all regulatory matters, monitoring adherence to Board policies and procedures and retaining all professional advisors at the Board's request.

The responsibilities of the Company Secretary are set out in the Board Charter located at:

http://www.kingsrosemining.com.au/images/corporate_governance/board-charter.pdf

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 disclose 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:**
 - (i) 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**
 - (ii) If the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.**

The Company recognises that a talented and diverse workforce is a key competitive advantage and is committed to developing a workplace free from discriminatory practice of any kind in which individuals are treated fairly and equally with dignity and respect and where every employee has the opportunity to contribute to the Company's success whilst realising their full potential as an individual.

To this end, the Company has adopted an Equal Employment Opportunity & Diversity Policy whereby to the extent possible permitted by the laws of the jurisdictions in which it operates, there shall be no discrimination for or against any employee or applicant because of their race, religion, colour, gender, age, national or ethnic origin, family responsibilities, or political belief. Whilst the Company is committed to fostering diversity at all levels across the organisation, it firmly believes that this must be done on a non-discriminatory basis, always seeking to employ or promote the best qualified person for the job irrespective of

race, colour, gender, religion, age, nationality, disability, marital status, sexual orientation, political conviction or any other personal attributes not relevant to the requirements of the job.

This Equal Opportunity Employment & Diversity Policy does not set measurable objectives specifically to achieve gender diversity as it is arguably inconsistent with the policy of non-discrimination described above.

A copy of the Company's Equal Opportunity Employment & Diversity Policy is located at:

http://www.kingsrosemining.com.au/images/corporate_governance/Equal_Opportunity_and_Diversity_policy.pdf

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.**

The Company has a Process for Performance Evaluation which details the performance review process of the Board, Committees, individual Directors and Senior Executives.

The Chairman is responsible for evaluation of the Board and its members, as well as the various committees.

The Chairman and the Board regularly discussed the performance and composition of the Board and various Committees during the 2016 financial year, considering issues or concerns if and when they arose. In addition, a formal review was undertaken during the year which involved each Director completing a questionnaire which included a self-evaluation component, an individual feedback component, the composition of the Board and the Committees, and the effectiveness of the performance of the Board, the Committees and individual Directors.

The results of the review were circulated to all Board members and discussed at the next Board meeting.

A copy of the Company's Process for Performance Evaluation is located at:

http://www.kingsrosemining.com.au/image/corporate_governance/performance-evaluation.pdf

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.**

The Company has a Process for Performance Evaluation which details the performance review process of the Board, Committees, individual Directors and Senior Executives.

The Group's current size and structure allowed the Chairman and the Board to regularly discuss the performance of the all Senior Executives throughout the period, considering issues or concerns if and when they arose. This ongoing process remained informal.

A copy of the Company's Process for Performance Evaluation is located at:

http://www.kingsrosemining.com.au/image/corporate_governance/performance-evaluation.pdf

PRINCIPLE 2: STRUCTURE OF THE BOARD TO ADD VALUE

Recommendation 2.1

The board of a listed entity should:

- (a) have a nomination committee which:
 - (i) has at least three members, a majority of whom are independent directors; and
 - (ii) is chaired by an independent director,
 - (iii) and disclose:
 - (iv) the charter of the committee;
 - (v) the members of the committee; and
 - (vi) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendance 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.

Given the size and scale of the Company's operations, the full Board undertakes the role of the Nomination Committee. The Board considers that the formation of a separate Nomination Committee would not provide any additional benefits.

The Board as a whole (with abstentions from relevant Directors where there is a conflict of interest) carries out the role and has the responsibilities typically assumed by a Nomination Committee. These responsibilities include, but are not limited to, regularly reviewing the size and composition of the Board and consideration of any appropriate changes, identifying and assessing the necessary and desirable skills and competency levels of Directors with a view to enhancing the Board, and making recommendations on the appointment, re-appointment or removal of Directors if and when necessary.

The Board as a whole reviews the Company's succession plans to assist in maintaining the appropriate mix of skills, experience, expertise and diversity on the Board.

The Board may, when it considers it necessary or appropriate, seek advice from external consultants or specialists.

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.

The Board recognises the need for Directors to have a relevant blend of skills and personal experience across a range of disciplines to properly manage and oversee the Company's operations. As part of the Board Evaluation process undertaken during the year, the Board discussed its current composition and what mix of skills, knowledge and experience was necessary to direct the Company and allow the Board to operate effectively and efficiently. Whilst it was acknowledged that each Director brings a unique and varied skillset covering relevant aspects of the desired mix of skills and diversity required in the composition of the Board, it was agreed that as part of the ongoing Board renewal process the addition of a Non-Executive Director with technical expertise specifically relating to mining would be beneficial.

The mix of skills, experience and expertise currently represented on the Board, and that the Board would seek to maintain and ultimately build upon include:

Areas of Competency and Skills of Kingsrose Mining Directors	
Resources Industry Expertise	Operational Management
Strategy Skills	Technical Expertise (Geology)
Safety, Environment, Community and Stakeholder Engagement	Governance and Compliance
Financial and Risk Management	Equity Markets and Global Funds Management

A profile of each Director setting out their experience, expertise and period of office is set out in the Directors' Report in the 2016 Annual Report on pages 17 to 18 and on the Company's website at this location:

<http://www.kingsrosemining.com.au/index.php/corporate/board-of-directors>

Should any Board appointment be made in the future, due consideration will be given to the balance and mix of skills on the Board and also in accordance with the Company's Policy and Procedure for Selection and (Re) Appointment of Directors. A copy of this Policy is located at:

http://www.kingsrosemining.com.au/images/corporate_governance/Policy_and_Procedure_on_Selection_and_Re_Appointment_of_Directors.pdf

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 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 current composition of the Board is as follows:

Name	Role	Length of Service	Status
John Morris	Executive Chairman	9 years	Not Independent
Douglas Kirwin	Non-Executive Director	4 months	Independent
Andrew Spinks	Non-Executive Director	4 years	Independent

The Company recognises the importance of the Non-Executive Director and the role they play in exercising independent judgement and oversight of the Company's activities and the importance of ensuring that Non-Executive Directors are free from interests and relationships that could or could reasonably be perceived to materially interfere with the Director's ability to exercise independent judgment and act in the Company's best interests.

The Board annually assesses the independence of Directors taking into consideration the criteria of the type described in Box 2.3 of the ASX Corporate Governance Council's Principles and Recommendations (3rd Edition). This assessment may occur more than once each year if there is change in circumstances that may impact upon the independence of a Non-Executive Director. Individual Directors must not participate in assessing their own independence, and must provide to the Board all information relevant to the assessment.

A copy of the Company's Policy on Assessing the Independence of Directors is located at:

http://www.kingsrosemining.com.au/images/corporate_governance/Policy-on-assessing-independence.pdf

Recommendation 2.4

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

At the date of this report, two of the three Directors are independent namely Messer's Kirwin and Spinks.

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.

Following the resignation of the Managing Director in January 2016, Mr John Morris assumed the role of Executive Chairman for an interim period whilst the Board considered the appointment of a new Managing Director. In the role of Executive Chairman, Mr Morris is required not only to operate as the Chairman of the Board but also in the capacity of a role equivalent

to a Chief Executive Officer. As a result, there is currently not a clear division of responsibility between these functions. In addition, as an Executive Chairman, Mr Morris is not independent of the Company in accordance with Recommendation 2.5 of the ASX Corporate Governance Principles and Recommendations. The role of Mr Morris as Executive Chairman is an interim measure only, and is balanced by the presence of a majority of independent Directors on the Board. In addition to the appointment of a Managing Director, the Board is also considering the appointment of a lead Independent Non-Executive Director who would chair the discussions of the Non-Executive Directors and represent the Board and the Company in situations where the Executive Chairman may be conflicted.

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.

All new Directors are provided with an induction facilitated by the Company Secretary including comprehensive meetings with the Managing Director (or Executive Chairman as relevant), Senior Executives and management and provision of an information pack including organisational structure, the constitution, and Company and Board policies and charters. In addition, all new Directors are required to undertake a site visit either prior to their appointment, or as soon as practicable after their appointment to further assist their understanding of the Company and its operations.

All Directors are expected to maintain the skills required to effectively discharge their obligations to the Company. Directors are encouraged to undertake continuing professional education and, subject to approval, the Company will pay reasonable expenses in relation to relevant industry seminars and education courses.

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1

A listed entity should disclose:

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

The Company has established a Code of Conduct as a framework for decisions and actions promoting ethical and responsible decision making and conduct during employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and its duty of care to all its employees, clients and stakeholders. It sets out the principles and standards expected of anyone working for or engaged by the Company. All employees are given a copy of the Code of Conduct and are required to sign an acknowledgement of commitment and adherence to the Code of Conduct when they commence work with the Company.

A copy of the Company's Code of Conduct is located at:

http://www.kingsrosemining.com.au/images/corporate_governance/Code_of_ConductJune.pdf

PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Recommendation 4.1

The board of a listed entity should:

- (a) have an audit committee which:**
 - (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and**
 - (ii) is chaired by an independent director, who is not the chair of the board, and disclose:**
 - (iii) the charter of the committee;**
 - (iv) the relevant qualifications and experience of the members of the committee; and**
 - (v) in relation to each reporting period the number of times the committee met through 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 rotation of the audit engagement partner.**

During the reporting period the Board suspended the Audit Committee due to the reduced size of the Board. It was deemed appropriate for audit matters to be discussed during meetings of the full Board, with Directors excluded from individual discussions as required. The Board will continue to assess the Company's circumstances and reinstate the Audit Committee when deemed appropriate.

The procedures detailed in the Audit Committee Charter continue to be relevant and outlines the process employed by the Board of Directors to 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.

A copy of the Audit Committee's charter is located at:

http://www.kingsrosemining.com.au/images/corporate_governance/audit-committee-charter.pdf

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 CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Executive Chairman and Chief Financial Officer have provided the Board with a declaration in accordance with S295A of the *Corporations Act 2001 (Cth)* that all financial statements lodged throughout the reporting period are founded on a sound system of risk management and internal compliance. Their statements assured the Board that the risk management and internal compliance and control system is operating efficiently and effectively in all material aspects.

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.

The Company's external auditor, Ernst & Young is invited to, and attends each Annual General Meeting of the Company. Shareholders are provided with an opportunity to address questions to the auditor.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

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.**

The Company has a Policy on Continuous Disclosure designed to comply with its disclosure obligations under the *Corporations Act 2001 (Cth)* and ASX Listing Rules and to promote investor confidence in the Company. The Board has appointed the Company Secretary as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX, subject to prior review and approval of all announcements by the Directors. In addition, the Policy sets out the obligations and accountability of all Directors, Officers and employees of the Group in relation to confidentially and continuous disclosure.

A copy of the Company's Policy on Continuous Disclosure is located at:

http://www.kingsrosemining.com.au/images/corporate_governance/continuous-disclosure.pdf

PRINCIPLE 6: RESPECT THE RIGHTS OF THE SECURITY HOLDERS

Recommendation 6.1

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

The Company's website www.kingsrosemining.com.au provides information on its Board and Management, its projects, operations, strategic objectives, community involvement and links to all material periodically released to ASX.

The website also includes an option for Shareholders to register for inclusion in the distribution of email updates from the Company including but not limited to, ASX Announcements, Investor Presentations, Financial Statements and any other information deemed relevant.

The dedicated Corporate Governance section which contains links to key policies, procedures and charters of the Company is located at:

<http://www.kingsrosemining.com.au/index.php/corporate/2013-07-29-08-01-41>

Recommendation 6.2

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

The Company has a proactive approach to clearly and consistently communicating the Company's activities and objectives to Shareholders, the media and the wider investment community and actively encourages ongoing Shareholder engagement and feedback.

The Company has engaged an external consultant to assist in developing and promoting its investor relations program and communications strategy.

The Company's Shareholder Communication Policy is located at:

http://www.kingsrosemining.com.au/images/corporate_governance/shareholder-communication.pdf

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.

The Company encourages the attendance of Shareholders at Shareholders' meetings and a designated time is set aside for a question and answer session once the formal business of the meeting has been concluded.

The Company, through its Share Registry, has established an online voting facility to permit Shareholders to vote online if they are unable to attend the meeting.

The Company's Shareholder Communication Policy is located at:

http://www.kingsrosemining.com.au/images/corporate_governance/shareholder-communication.pdf

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.

The Company welcomes electronic communications from its Shareholders via its publicised email address info@kingsrosemining.com.au.

The Company's website also includes an option for Shareholders to register for inclusion in the distribution of email updates from the Company including but not limited to, ASX Announcements, Investor Presentations, Financial Statements and any other information deemed relevant.

The Company's Share Registry also engages with Shareholders electronically and makes available a range of relevant information on its website. Shareholders can register with the Share Registry to receive all communication via electronic means, including the Annual Report and Notice of Meeting and can also register to access their personal information and details of their shareholdings via the internet.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

Recommendation 7.1

The board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:**
 - (i) has at least three members a majority of whom are independent directors; and**
 - (ii) is chaired by an independent director, and disclose**
 - (iii) the charter of the committee;**
 - (iv) the members of the committee; and**
 - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;**
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose the fact and the processes it employs for overseeing the entity's risk management framework.**

Given the size and scale of the Company's operations, the Board has not established a separate Risk Committee, instead, the Board assumes responsibility for the oversight and management of material business risks with management tasked with the responsibility for developing and maintaining a sound system of risk management and internal control to manage the Company's material business risks on a day-to-day basis.

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.**

The Company operates under a Risk Management Framework which provides the process for risk management and internal control systems and applies to the management of all types of risk, financial and non-financial throughout the business. A copy of the Company's Risk Management Policy is located at:

http://www.kingsrosemining.com.au/images/corporate_governance/risk-management.pdf

The Board conducts an annual review of the Company's policies on risk oversight and management to satisfy itself that management has developed and implemented a sound system of risk management and internal control.

Recommendation 7.3

A listed entity should disclose:

- (a) if it has an internal audit function, how the function is structure and what role it performs; or**
- (b) if it does not have an internal audit function, the 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 currently have a formal internal audit function, however the Audit Committee and the Board oversee the effectiveness of risk management and internal control processes.

Management is charged with resourcing, operating and monitoring the system of internal control, incorporating risk responses in the form of controls into its management systems, and reporting results of the effectiveness of these systems to the Board.

Although no system of internal control can provide absolute assurance that the business risks will be fully mitigated, the internal control systems adopted by the Company have been designed to meet the Company's specific needs and the risks to which it is exposed. Internal control measures currently adopted by the Board include:

- monthly reporting to the Board in respect of operational and financial performance;
- weekly reporting of the Company's financial position;
- authority limits established for management which must not be exceeded unless prior Board approval is obtained;
- a compliance procedure for the purpose of ensuring compliance with the Company's continuous disclosure obligations; and
- regular reports to the Board by appropriate members of the management team and/or independent advisers, outlining the nature of particular risks and highlighting measure which are either in place or can be adopted to manage or mitigate those risks.

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.

The Company, as a gold and silver exploration and production company, faces inherent risks in its activities, including economic, environmental and social sustainability risks, which may materially impact the Company's ability to create or preserve value for its Shareholders.

In an effort to manage and mitigate these inherent risks, the Company has in place a suite of policies and procedures to ensure the Company operates within a robust risk management framework and to ensure sustainable and responsible business practices are ongoing.

The Company's exposure to material economic, environmental and social sustainability risks are discussed in the Operations Review, Directors Report and the financial statements all contained in the 2016 Annual Report.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1

The Board of a listed entity should:

- (a) **have a remuneration committee which:**
 - (i) **has at least three members, a majority of whom are independent directors; and**
 - (ii) **is chaired by an independent director, and disclose:**
 - (iii) **the charter of the committee;**
 - (iv) **the members of the committee; and**
 - (v) **as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**
- (b) **if it does not have 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.**

During the reporting period the Board suspended the Remuneration Committee due to the reduced size of the Board. It was deemed appropriate for remuneration matters to be discussed during meetings of the full board, with Directors excluded from individual discussions as required. The Board will continue to assess the Company's circumstances and reinstate the Remuneration Committee when deemed appropriate.

The procedures detailed in the Remuneration Committee Charter continue to be relevant and outlines the process employed by the Board of Directors for determining the structure of remuneration for Directors and Senior Executives.

A copy of the Remuneration Committee's charter is located at:

http://www.kingsrosemining.com.au/images/corporate_governance/rem-com-charter.pdf

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.

In accordance with good corporate governance practice, the structure of Non-Executive Director and Executive remuneration is separate and distinct.

Non-executive Directors are remunerated on a fixed fee basis for their time, commitment and responsibilities as part of an aggregate fee pool approved by Shareholders. Fees paid to Non-Executive Directors cover all activities associated with their role on the Board and any sub-committees. Remuneration for Non-Executive Directors is not linked to the performance of the Company.

Remuneration for Executive Directors and Senior Executives consists of fixed annual remuneration (base pay, superannuation and other non-cash benefits) and variable 'at risk' components (ie short-term and long-term incentives). Further details regarding the Company's remuneration policies and practices is contained in the Remuneration Report on pages 22 to 33 of the 2016 Annual Report.

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.**

The Company has an equity-based remuneration scheme. The Company's Securities Trading Policy prohibits KMP from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity based remuneration scheme.

A copy of the Company's Security Trading Policy can be located at:

http://www.kingsrosemining.com.au/images/corporate_governance/securities-trading-policy.pdf