

2017 Corporate Governance Statement



Revised ASX Corporate Governance Principles and Recommendations

A third edition of the ASX Recommendations was released on 27 March 2014. The revised ASX Recommendations took effect from 1 July 2014.

Principle 1: Lay solid foundations for management and oversight

| Principle | Complied | Comment |
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| <p>1.1 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> | Yes | <p>The Board has adopted a formal Board Charter, which sets out matters delegated to the Board, and those delegated to management.</p> <p>The Board's functions include: setting and monitoring the Company's strategic direction in conjunction with management, review of performance against targets and objectives, and appropriate monitoring of compliance activities, and also reporting to shareholders on the director and performance of the Company.</p> <p>The CEO, supported by members of senior management, is responsible for the day-to-day management of the Company's affairs and the implementation of strategy and policy initiatives.</p> <p>The Board Charter is available on RTG Mining Inc.'s website at www.rtgmining.com</p> |
| <p>1.2 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> | Yes | <p>The Company complies with this recommendation as per the Remuneration and Nomination Committee Charter – section 2 (available on the Company's website) which provides that the Committee will:</p> <ul style="list-style-type: none"> • undertake appropriate checks (including bankruptcy, character, criminal record and education history) before appointing or putting forward a candidate for director; and • ensure that security holders will be provided with all material information on prospective board appointees. <p>Director's biographical details, including relevant qualifications, experience and the skills they bring to the Board are detailed on the Company's website and within the Company's Appendix II of the 2017 Annual Report (Directors' Report – Section 1). Details of any other listed company directorships currently held are also provided within the 2017 Annual Report (Directors' Report – Section 1).</p> <p>All material information relevant to whether or not to elect or re-elect a Director is provided to the Company's shareholders as part of the information Circular for each annual general meeting of the Company.</p> |
| <p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p> | Yes | <p>Written agreements are in place with each Director and Key Management Personnel ("KMP") setting out the terms of their appointment. Key terms of agreements with KMP are included in the Appendix II of the 2017 Annual Report (Directors' Report – Section 14)</p> <p>Each KMP enters into a service contract which sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangement and termination rights and entitlements. In accordance with the TSX Listing requirements, each Director retires at each annual general meeting of the Company and is then eligible for re-election.</p> |

RTG is not a relevant employer under the Workplace Gender Equality Act 2012 (Cth) as it is not a higher education provider or an employer of 100 or more employees in Australia.

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| 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. | Yes | <p>The Board, with the assistance of the Remuneration and Nomination Committee, monitors its performance and the performance of Directors and Board Committees throughout the year. This may occur through an internal review led by the Chairman or be performed with the assistance of external advisors as considered appropriate.</p> <p>The process for evaluation has remained in-house and informal during the year, with one formal review of the Board, its Committees and individual directors being undertaken by the Remuneration Committee.</p> <p>The Remuneration and Nomination Committee Charter provides that disclosure is made at the end of each reporting period whether a performance evaluation was undertaken in that period in accordance with that process.</p> <p>We refer readers to Appendix II the 2017 Annual Report (Directors' Report - Section 14).</p> |
| 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. | Yes | <p>During the reporting period performance reviews of KMP were carried out on an informal basis.</p> <p>We refer readers to Appendix II of the 2017 Annual Report (Directors' Report - Section 14).</p> |

Principle 2: Structure the board to add value

| ASX recommendations | Check | Evidence of compliance/comments/suggested amendments | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|-----------------|--|-----------------|--------------------|--------------------|----------------|--------------------|----------------|-----------------|---|---|--|---|---|---------------|---|---|--|---|---|--------------|---|---|--|---|---|-------------|---|---|--|---|---|----------------|---|---|---|--|---|
| <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,</p> <p>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</p> | Yes | <p>The Company complied with this recommendation during the reporting period with the Nomination and Remuneration Committee comprising Mr Robert Scott, Mr David Cruse and Mr Phillip Lockyer, whom are considered independent Non-Executive Directors.</p> <p>The Remuneration and Nomination Committee Charter is disclosed on RTG's website (www.rtgmining.com).</p> <p>The members of the Committee and their attendance are disclosed in Appendix II of the 2017 Annual Report (Directors' Report - Section 5)</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> | Yes | <table border="1"> <thead> <tr> <th data-bbox="904 890 1106 922">Director/Skills</th> <th data-bbox="1115 890 1240 946">Capital Markets</th> <th data-bbox="1249 890 1397 946">Resources Industry</th> <th data-bbox="1406 890 1621 922">Mining/Geology</th> <th data-bbox="1630 890 1890 922">Finance/Accounting</th> <th data-bbox="1899 890 2038 946">Listed Company</th> </tr> </thead> <tbody> <tr> <td data-bbox="904 946 1106 978">Michael Carrick</td> <td data-bbox="1115 946 1240 978">✓</td> <td data-bbox="1249 946 1397 978">✓</td> <td data-bbox="1406 946 1621 978"></td> <td data-bbox="1630 946 1890 978">✓</td> <td data-bbox="1899 946 2038 978">✓</td> </tr> <tr> <td data-bbox="904 978 1106 1010">Justine Magee</td> <td data-bbox="1115 978 1240 1010">✓</td> <td data-bbox="1249 978 1397 1010">✓</td> <td data-bbox="1406 978 1621 1010"></td> <td data-bbox="1630 978 1890 1010">✓</td> <td data-bbox="1899 978 2038 1010">✓</td> </tr> <tr> <td data-bbox="904 1010 1106 1042">Robert Scott</td> <td data-bbox="1115 1010 1240 1042">✓</td> <td data-bbox="1249 1010 1397 1042">✓</td> <td data-bbox="1406 1010 1621 1042"></td> <td data-bbox="1630 1010 1890 1042">✓</td> <td data-bbox="1899 1010 2038 1042">✓</td> </tr> <tr> <td data-bbox="904 1042 1106 1074">David Cruse</td> <td data-bbox="1115 1042 1240 1074">✓</td> <td data-bbox="1249 1042 1397 1074">✓</td> <td data-bbox="1406 1042 1621 1074"></td> <td data-bbox="1630 1042 1890 1074">✓</td> <td data-bbox="1899 1042 2038 1074">✓</td> </tr> <tr> <td data-bbox="904 1074 1106 1106">Philip Lockyer</td> <td data-bbox="1115 1074 1240 1106">✓</td> <td data-bbox="1249 1074 1397 1106">✓</td> <td data-bbox="1406 1074 1621 1106">✓</td> <td data-bbox="1630 1074 1890 1106"></td> <td data-bbox="1899 1074 2038 1106">✓</td> </tr> </tbody> </table> | Director/Skills | Capital Markets | Resources Industry | Mining/Geology | Finance/Accounting | Listed Company | Michael Carrick | ✓ | ✓ | | ✓ | ✓ | Justine Magee | ✓ | ✓ | | ✓ | ✓ | Robert Scott | ✓ | ✓ | | ✓ | ✓ | David Cruse | ✓ | ✓ | | ✓ | ✓ | Philip Lockyer | ✓ | ✓ | ✓ | | ✓ |
| Director/Skills | Capital Markets | Resources Industry | Mining/Geology | Finance/Accounting | Listed Company | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Michael Carrick | ✓ | ✓ | | ✓ | ✓ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Justine Magee | ✓ | ✓ | | ✓ | ✓ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Robert Scott | ✓ | ✓ | | ✓ | ✓ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| David Cruse | ✓ | ✓ | | ✓ | ✓ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Philip Lockyer | ✓ | ✓ | ✓ | | ✓ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | <p>The Board seeks a mix of skills suitable for a junior resources company. A summary of key board skills is set out above. The current mix of skills that are available to the Board is diverse, and the Board has been selected to ensure that such a range of skills exists for the benefit of the Company. These skills are set out in Appendix II of the 2017 Annual Report (Directors' Report - Section 1) and on the Company website (www.rtgmining.com).</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| <p>2.3</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>A listed entity should disclose:</p> | <p>Yes</p> | <p>The position of each director and as to whether or not they are considered to be independent is set out below:</p> <table border="1" data-bbox="896 279 1993 454"> <thead> <tr> <th>Name</th> <th>Position</th> <th>Independence</th> <th>Appointment date</th> </tr> </thead> <tbody> <tr> <td>Michael J Carrick</td> <td>Chairman</td> <td>Not independent</td> <td>28/3/2013</td> </tr> <tr> <td>Justine A Magee</td> <td>Managing Director</td> <td>Not independent</td> <td>28/3/2013</td> </tr> <tr> <td>Robert N Scott</td> <td>Non-Executive Lead-Director</td> <td>Independent</td> <td>28/3/2013</td> </tr> <tr> <td>Phil C Lockyer</td> <td>Non-Executive Director</td> <td>Independent</td> <td>28/3/2013</td> </tr> <tr> <td>David A Cruse</td> <td>Non-Executive Director</td> <td>Independent</td> <td>28/3/2013</td> </tr> </tbody> </table> <p>The Independence of directors is set out in Appendix II of the 2017 Annual Report (Directors' Report), the Annual Information Form (Section 10) and on the RTG website. This also discloses the names of directors that are considered by the board to be independent, and their length of service.</p> | Name | Position | Independence | Appointment date | Michael J Carrick | Chairman | Not independent | 28/3/2013 | Justine A Magee | Managing Director | Not independent | 28/3/2013 | Robert N Scott | Non-Executive Lead-Director | Independent | 28/3/2013 | Phil C Lockyer | Non-Executive Director | Independent | 28/3/2013 | David A Cruse | Non-Executive Director | Independent | 28/3/2013 |
|--|--|---------------------|--|-------------|-----------------|---------------------|-------------------------|-------------------|----------|-----------------|-----------|-----------------|-------------------|-----------------|-----------|----------------|-----------------------------|-------------|-----------|----------------|------------------------|-------------|-----------|---------------|------------------------|-------------|-----------|
| Name | Position | Independence | Appointment date | | | | | | | | | | | | | | | | | | | | | | | | |
| Michael J Carrick | Chairman | Not independent | 28/3/2013 | | | | | | | | | | | | | | | | | | | | | | | | |
| Justine A Magee | Managing Director | Not independent | 28/3/2013 | | | | | | | | | | | | | | | | | | | | | | | | |
| Robert N Scott | Non-Executive Lead-Director | Independent | 28/3/2013 | | | | | | | | | | | | | | | | | | | | | | | | |
| Phil C Lockyer | Non-Executive Director | Independent | 28/3/2013 | | | | | | | | | | | | | | | | | | | | | | | | |
| David A Cruse | Non-Executive Director | Independent | 28/3/2013 | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>2.4</p> | <p>A majority of the board of a listed entity should be independent directors.</p> | <p>Yes</p> | <p>The Board currently comprises a majority of independent directors with three of five considered independent.</p> <p>All Directors having a conflict of interest in relation to a particular item of business must absent themselves from the Board meeting before commencement of discussion on the topic.</p> <p>We refer readers to Section 3 of the Board Charter found on the Company's website (www.rtgmining.com).</p> | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>2.5</p> | <p>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.</p> | <p>No</p> | <p>Whilst the Company recognises the benefit of having an independent director as Chairman, the Board considers that Mr Carrick retains independent judgment such that it does not interfere with the discharge of his duties to the Company. The Board has had due regard to the current size and structure of the Company, composition of the current Board (with a majority of directors being independent) and Mr Carrick's extensive experience in managing companies in the resources industry. The Board considers that Mr Carrick is the most suitable person to act as chair and believes that it can maintain a high level of integrity to discharge its duties and responsibilities as a Board. Under the Canadian Corporate Governance Policies, the Chair of the Board should be independent; and where this is not appropriate, an independent director should be appointed as "Lead Director". Mr Robert Scott was appointed as Lead Director on 30 October 2015.</p> <p>The role of Chairman and CEO are not exercised by the same individual. Mr Carrick currently holds the position of Chairman of the Board and Ms Magee holds the office of CEO.</p> <p>We refer readers to Section 3 of the Board Charter found on the Company's website (www.rtgmining.com).</p> | | | | | | | | | | | | | | | | | | | | | | | | |

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| 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. | Yes | <p>The Company has procedures in place to provide new Directors with any information they may request and provide direct access to the Company Secretary and KMP available to any new appointee. The Remuneration and Nomination Committee reviews the skills and experience of prospective Directors in order to ensure appropriate development opportunities. Existing directors are encouraged to participate in appropriate professional development to develop and maintain the skills and knowledge needed to perform their role as Director.</p> <p>Each new Director is inducted into the Company's policies and processes on appointment.</p> <p>The Remuneration and Nomination Committee Charter can be found on the Company's website (www.rtgmining.com).</p> |
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Principle 3: Act ethically and responsibly

| ASX recommendations | Check | Evidence of compliance/comments/suggested amendments |
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| <p>3.1 A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p> | Yes | <p>The Board has adopted a Code of Conduct, available on the Company's website (www.rtgmining.com), which sets out standards for appropriate ethical and professional behaviour that all Directors, management and employees are encouraged to comply with when dealing with each other, shareholders, customers and the broader community.</p> |

Principle 4: Safeguard integrity in corporate reporting

| ASX recommendations | Check | Evidence of compliance/comments/suggested amendments |
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| <p>4.1 The board of a listed entity should have:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of corporate reporting, including the processes for appointment and removal of external auditor and rotation of audit engagement partner.</p> | <p>Yes</p> | <p>The Risk and Audit Committee currently comprises:</p> <ul style="list-style-type: none"> • Robert Scott (Non-Executive Lead Director, Chair of the Risk and Audit Committee); • Phil Lockyer (Non-Executive Director); and • David Cruse (Non-Executive Director). <p>All members are independent within the meaning of Canadian Securities National Instrument 52-110 and CGC Principles and Recommendations. Each of the members is financially literate under Section 1.5 of Canadian Securities National Instrument 52-110. Details of each members' experience and education is available on RTG's website and within the Company's 2017 Annual Report.</p> <p>A copy of the Company's Risk and Audit Committee Charter can be found on the Company's website (www.rtgmining.com), and experience of the Committee together with details of their attendance at meetings held during the reporting period, and experience are included within the Directors' Report contained within the 2017 Annual Report (Directors' Report – Section's 1 & 5).</p> <p>The Committee met four times during the reporting period, with those members appointed at the time attending each of the meetings.</p> <p>Section 3 Risk and Audit Committee Charter determines the composition of the committee.</p> |

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| 4.2 | The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. | Yes | As a foreign registered company, RTG is not required to comply with section 295A of the Corporations Act with respect to declarations in relation to financial statements by the chief executive officer and chief financial officer. However similar certificates are issued under Form 502-109F1 on the TSX for the CEO and Interim CFO declaring that accounts have been reviewed, are fairly represented and are without misrepresentation onto the Canadian compliance network SEDAR and can also be viewed on the Company's website (www.rtgmining.com). |
| 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. | Yes | The Company's external auditor is invited to, and attends, the Annual General Meeting. The auditors' presence is made known to the meeting and shareholders are provided with an opportunity to ask questions. |

Principle 5 : Make timely and balanced disclosure

| ASX recommendations | Check | Evidence of compliance/comments/suggested amendments |
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| <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> | Yes | The Board has adopted a Policy on Continuous Disclosure which is available on the Company's website (www.rtgmining.com). The policy raises awareness of the Company's obligations under the continuous disclosure regime; establishes a process to ensure that information about the Company, which may be market sensitive and which may require disclosure, is brought to the attention of the person primarily responsible for ensuring that the Company complies with its continuous disclosure obligations in timely manner. |

Principle 6: Respect the rights of security holders

| ASX recommendations | Check | Evidence of compliance/comments/suggested amendments |
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| <p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p> | Yes | <p>The Company keeps investors informed of its corporate governance, financial performance and prospects via its website (www.rtgmining.com).</p> <p>Investors can access copies of all announcements to the ASX/TSX, notices of meetings, annual reports and financial statements, investor presentations via the “Investor” tab, and can access general information regarding the Company and structure of the business under the “About Us” and “Projects” tabs.</p> <p>Investors can access information about the Company’s corporate governance practices via the “Governance” page of the website.</p> |
| <p>6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p> | Yes | <p>The Company conducts regular investor briefings, roadshows, site visits and attends regional and industry specific conferences in order to facilitate effective two way communication with investors and other financial market participants. Access to Directors and KMP is provided at these events, with separate one-on-one or group meetings offered wherever possible.</p> <p>The presentation material provided at these events is posted on the Company’s website (www.rtgmining.com), which also provides the opportunity for interested parties to join the mailing list to receive regular updates from the Company.</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> | Yes | <p>RTG does not have a shareholder communication policy.</p> <p>The Company facilitates communications with shareholders at meetings by:</p> <ul style="list-style-type: none"> • Ensuring the attendance of a representative of the Company’s auditors at the Company’s AGM to respond directly to questions on audit related matters; and • Directing shareholders to raise any questions with the Company through the Company’s website or through direct communication with Company personnel at Company meetings. |
| <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> | Yes | <p>The Company welcomes electronic communication from its shareholders via its email address (reception@rtgmining.com). In addition, details of ASX announcements and Company reports are distributed to interested parties via email as well as being uploaded to the website (www.rtgmining.com).</p> <p>The Company’s share registry also engages with shareholders electronically. Shareholders can register with Computershare to access their personal information and shareholdings via the internet.</p> |

Principle 7: Recognise and manage risk

| ASX recommendations | Check | Evidence of compliance/comments/suggested amendments |
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| <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> <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p> | <p>Yes</p> | <p>The Company currently has a Risk and Audit Committee. Its current members are Mr Robert Scott (Chair of the Risk and Audit Committee), Mr Philip Lockyer and Mr David Cruse, all of whom are considered independent.</p> <p>The Directors have significant experience in, and understanding of, the industry in which the Company operates and the risks associated with public companies in the mining industry, to perform the functions associated with risk under the various Charters.</p> <p>A copy of the Risk and Audit Committee Charter can be found on the Company's website (www.rtgmining.com).</p> <p>Details of meetings for the year are set out in Appendix II of the 2017 Annual Report (Directors' Report - Section 5)</p> <p>As part of its primary duties and responsibilities, the Risk and Audit Committee identifies and monitors the management of the principal risks that could impact the financial reporting of the Company.</p> <p>The Risk and Audit Committee discusses significant financial risk exposures and the steps management has taken to monitor, control, and report such exposures. The review includes a consideration of any significant findings prepared by the external auditor together with management's responses.</p> |

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| <p>7.2</p> | <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p> | <p>Yes</p> | <p>Risk management is also carried out by management and the Board under policies approved by the Board. The Board also provides regular guidance for overall risk management, including guidance on specific areas, such as mitigating foreign exchange, interest rate and credit risk.</p> <p>Management is required to periodically report to the Board as to adherence to policies, guidelines and limits approved by the Board for management of risks.</p> <p>The Board undertakes an annual review of the Company's risk management policies and procedures to ensure that it complies with its legal obligations and can effectively manage its material business risks.</p> |
| <p>7.3</p> | <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p> | <p>Yes</p> | <p>The Company does not maintain an internal audit function. However the Board and Risk and Audit Committee maintain oversight of organisational risks including financial risks. The Risk and Audit Committee is charged with reviewing and improving the Company's risk management framework and internal control processes.</p> |
| <p>7.4</p> | <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p> | <p>Yes</p> | <p>RTG outlines the risks it is exposed to in Annual Information Form 2017 – Section 4 and the Code of Conduct.</p> |

Principle 8: Remunerate fairly and responsibly

| ASX recommendations | Check | Evidence of compliance/comments/suggested amendments |
|---|-------|--|
| <p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>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</p> | Yes | <p>The Company does have a Remuneration and Nomination Committee, made up of the following:</p> <ul style="list-style-type: none"> • Robert Scott (Non-Executive Lead Director, Chair of the Remuneration and Nomination Committee) • Phillip Lockyer (Non-Executive Director) • David Cruse (Non-Executive Director) <p>A copy of the Company's Remuneration and Nomination Committee Charter can be found on the Company's website (www.rtgmining.com).</p> <p>Appendix II of the 2017 Annual Report (Directors' Report – Section 5) contains details of the number of times directors met during the reporting period and the attendance at those meeting by each of the members.</p> |
| <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> | Yes | <p>The structure of Non-Executive Director remuneration is clearly distinguishable from that of Executive Directors and other KMP. Non-Executive Directors are remunerated on a fixed fee basis for time and responsibility as part of an aggregate pool of remuneration approved by shareholders. No incentives are in place for non-executive Directors.</p> <p>KMP (including Executive Directors) are remunerated on an annual basis on a combination of total fixed remuneration (i.e. cash base salary, superannuation and the value of any fringe benefits provided) and variable "at risk" components; i.e. short term incentive ("STI") and long term incentive ("LTI").</p> <p>The STI variable component is designed to encourage and reward superior performance in a manner which aligns the element of remuneration with the creation of shareholder wealth. The LTI variable component is designed to incentivise and motivate key management personnel (KMP) to pursue the long term growth and success of the Company.</p> <p>Grant of the STI is based on achievement of Company key performance measures and personal performance measures as assessed on an annual basis. Awards of LTI's are dependent on the specific performance hurdle being achieved during the vesting period.</p> |

Further details regarding remuneration practices can be found in the 2017 Annual Report (Directors' Report - Section 14).

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| 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. | Yes | RTG executives are remunerated under the Loan Funded Share Plan. Under the Company's Insider Trading Policy, employees are prohibited from Short-Selling, the use of Puts and or Calls which would limit the economic risk of participating in the Plan (Clause 5) on the Company's website. www.rtgmining.com |
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