

GEOPACIFIC RESOURCES LIMITED

ACN 003 208 393
and controlled entities

ASX code: GPR

2016 Corporate Governance Statement

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GEOPACIFIC RESOURCES LIMITED
CORPORATE GOVERNANCE STATEMENT 2016

This Corporate Governance Statement is current as at 16 March 2017 and was reviewed and approved by the Board of Directors on that date.

The Statement is designed to set out the key features of the corporate governance framework that Geopacific Resources Limited (Geopacific or the Company) has established. The Company's corporate governance practices reflect the commitment of the Board of Directors to implement the highest standards of ethics, integrity, legal and statutory compliance.

In establishing the corporate governance framework of the Company, the Board has adopted, where appropriate, practices consistent with the ASX Corporate Governance Council's Principles and Recommendations (3rd Edition). Where after consideration, the Company's corporate governance practices depart from the recommendations, this statement provides an explanation 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 31 December 2016.

All Policies and Charters referred to in this Statement are available in the Corporate Governance Page on the Company's website www.geopacific.com.au

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 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, supported by senior management, is responsible for the management of 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 has established respective roles and responsibilities of its Board and management, including those matters expressly reserved to the Board and those delegated to management. The roles and responsibilities of the Board and management are further described and documented in the Company's *Board Charter*.

Recommendation 1.2

A listed entity should:

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

The Company undertakes appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director.

A profile of each Director is included in every Annual Report and the Company ensures that all 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. This recommendation is adopted in section 2.2 of the Company's *Board Charter*.

Recommendation 1.3

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

All Directors and Senior Executives of the Company have entered into written appointed agreements. Directors and Senior Executives are provided with a formal letter of appointment that sets out the terms and conditions of their appointment including their duties, rights and responsibilities.

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 and the Board. The Company Secretary has a direct line of communication with the Chairman and all Directors on all matters to do with the functioning of the Board.

The responsibilities of the Company Secretary are outlined in the Company's *Board Charter*.

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 and published under the Act.

The Company's *Diversity Policy* is applicable to all Company Directors, Officers and employees and includes, but is not limited to, factors such as gender, age and ethnicity.

The Policy provides the opportunity for the Board and relevant Committees to set measurable objectives for achieving gender diversity in accordance with the Diversity Policy and to annually assess both the objectives and progress in achieving those objectives.

During the reporting period, no measurable objectives were set. The Board considered it to be impractical to set measurable objectives of this nature given the size and nature of the organisation.

The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation as at 31 December 2016 are displayed in the table below. A Senior Executive comprises the senior management team and is delegated tasks by the Managing Director to whom they report to directly. A Senior Executive has authority to materially influence the strategy, direction and operation of the Company's performance.

As at the end of the reporting period 31 December 2016, the proportion of men to women across the whole organisation, Senior Executive positions and the Board are reported in the table below.

Category	Proportion of Women	
	By Number	By Percentage
Whole Organisation	5 out of 14	36%
Senior Executive Positions	1 out of 5	20%
Board	0 out of 4	0%

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 process of periodic evaluation of the Board, Board committees and individual Directors is outlined in the Company's *Board Charter*.

The Board will arrange for a performance evaluation of itself, its Committees and individual Directors to be conducted on an annual basis.

The review is based around the achievement of key goals for the Board and individual Directors. The goals are based on key corporate requirements and any areas for improvement that may be identified.

The Board considers the outcomes of the reviews in a dedicated meeting, designed to develop a series of actions and goals to guide improvement. It is the Chairman's role to provide each Director with confidential feedback on his or her performance.

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 process of periodic evaluation of senior executives is disclosed in the Company's *Board Charter*.

All senior executives at the Company are subject to an annual performance evaluation. Senior executives (including the CEO) each establish a set of performance targets. These targets are aligned to overall business goals and the Company's requirements of the position.

An informal assessment of progress is carried out throughout the year. A full evaluation of the Executive's performance against the agreed targets takes place annually. This will normally occur in conjunction with goal setting for the coming year.

During the reporting period an evaluation of Senior Executives took place in accordance with the process disclosed in the Company's *Board Charter*.

PRINCIPLE 2: STRUCTURE 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:
 - i. the charter of the committee;
 - ii. the members of the committee;
 - iii. 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 the fact and the process 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.

Due to the size and composition of the Board, the Company has not established a Nomination Committee. Instead, the Board undertakes the role of the Nomination Committee. The board considers that the establishment and operation of a separate Nomination Committee would not provide any additional benefits.

The Board has the power to establish a Nomination Committee that complies with Recommendation 2.1, however given the current size and composition of the Board a Nomination Committee would not be more efficient nor effective than the Board performing the role and responsibilities of the Nomination Committee.

The Board has adopted a *Nomination Committee Charter* and a *Remuneration Committee Charter*. The *Nomination Committee Charter* addresses the processes employed to address board succession issues, to ensure an appropriate balance of skills, knowledge, experience, independence and diversity to enable The Board to discharge its duties and responsibilities effectively.

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 is of the opinion that having a diverse mix of experience, skills, and knowledge adds values to the Company's strategic direction and shareholders. The following displays the composition of skills and experience of the board:

Leadership	Public listed company experience in board and senior executive roles. Development of Company culture and strategy so that it is implemented by all levels of management and staff.
Strategy	Development and implementation of efficient, effective and successful organisational strategy in line with the Company's goals and to maximise shareholder wealth. Dynamic ability to review and adapt organisational strategy to changes in the global environment and markets. Ability to provide oversight of management for delivery of strategic objectives.
Geology	Design and implementation of systematic exploration approaches to maximise potential in an effective, economic and successful manner.
Project development	Delivering projects from exploration to production. The Board has collectively built 10 mines in 6 countries.
Mining resources & infrastructure	Large mining organisation experience. Large infrastructure organisation experience.
Financial	Experience in financial accounting and reporting, corporate finance and internal financial controls. Experience in business analysis and financial forecasting.
International experience	Experience with doing business internationally, particularly South-East Asia.
Health, safety and environment	Experience in relation to workplace health and safety. Experience with environmental & community issues in large organisations.
Stakeholder management	Experience with investors, community relations, governmental affairs. Executive experience with industrial relations.
Corporate governance	Experience in effective risk management and internal control. Commitment to ensuring effective governance structures.

Recommendation 2.3

A listed entity 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 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
- the length of service of each director.

The Board currently consists of one Executive Director (Managing Director) and three Non-Executive Directors (including the Chairman). The Board considers three of the four Directors to be independent:

- Milan Jerkovic (Chairman);
- Mark Bojanjac; and
- Ian Clyne.

The Board complies with the guidelines of the ASX Corporate Governance Council on Directors Independence. As at 31 December 2016, the period each Non-Executive Director had been in office was as follows:

- Milan Jerkovic 4 years
- Mark Bojanjac 4 years
- Ian Clyne < 1 year

Recommendation 2.4

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

As at 31 December 2016, a majority of the Board, three out of four Directors, were independent.

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.

As at 31 December 2016, the Chairman (Mr Milan Jerkovic) was an Independent Non-Executive Director.

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 their skills and knowledge needed to perform their role as directors effectively.

The Company has an induction program it uses when new directors are appointed to the Board. This includes an appointment letter, which sets out the director duties and responsibilities as well as providing the new director with access to the companies staff and the Company Secretary. The aim of the program is to enhance competency levels and provide ongoing education relevant to their position to be able to participate fully and actively in Board decision-making.

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1

A listed entity should disclose:

- (a) 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* for its Directors, senior executives and employees, which is available on the Company's website.

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:
 - i. the charter of the committee;
 - ii. the relevant qualifications and experience of the members of the committee; and
 - iii. in relation to each reporting period the number of times the committee met 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.

The Board has established an *Audit & Risk Committee Charter* which recommends the establishment of an Audit and Risk Committee comprising of at least two independent non-executive directors. At reporting date, the Company's Audit and Risk Committee was comprised of the following directors:

- Mark Bojanjac (Independent Chairman);
- Milan Jerkovic; and
- Ian Clyne.

The *Audit & Risk Committee Charter*, which is available on the Company's website, outlines the Committee's role and responsibilities. It discloses the processes the Committee employs to independently verify and safeguards 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.

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 efficiently.

Prior to approving the accounts for a relevant period, the Board receives a declaration from the Managing Director and CFO pursuant to section 295A of the *Corporations Act 2001*. The declarations also assure the Board that the risk management and internal compliance and control systems are 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, Greenwich & Co Audit Pty Ltd is invited to and attends each Annual General Meeting of the Company. The auditors' presence is advised to shareholders and they 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 disclosure obligations under the Listing Rules; and
- (b) Disclose that policy, or a summary of it.

The Company has established written policies and procedures for complying with its continuous disclosure obligations under the ASX Listing Rules. The Company's *Continuous Disclosure Policy*, which is available on the Company's website, aims to keep the market fully informed of information which may have material effect on the price of value of the Company's securities and to correct any material mistake or misinformation in the market.

PRINCIPLE 6: RESPECT THE RIGHTS OF 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.geopacific.com.au is the primary means to provide information on the Company's latest updates, background, projects, Company Directors and contact details of the Company and Share Register. Details of the Company's governance are provided on the Corporate Governance page and include hyperlinks to key policies, procedures and charters. ASX announcements are uploaded to the website following release to the ASX in addition to media articles, videos, podcasts and broker research relevant to the Company. Editorial content is updated on a regular basis.

Recommendation 6.2

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

The Board aims to ensure that shareholders are informed of all major developments regarding the Company and its projects. The Company has established a *Continuous Disclosure Policy* and The *Shareholder Communications and Investor relations Policy* that act as an investor relations program. Both Policies work in conjunction to facilitate effective two-way communication between the Company and its investors, shareholders and stakeholders. Copies of these policies are available on the Company's website.

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 full participation of shareholders at the Annual General Meeting of the Company.

Shareholders may attend meetings in person, appoint a proxy, attorney or representative to vote on their behalf or directly vote on the resolution (s) proposed at the relevant meeting.

The *Shareholder Communications and Investor relations Policy* discloses processes the Company has in place to facilitate and encourage participation at meetings of security holders. Pursuant to section 250S of the *Corporations Act 2001*, the Chair of general meetings of the Company allows all members a reasonable opportunity to ask questions, or make comments on the management of the Company.

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 gives Security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

The Company provides sufficient information on its website to enable security holders to receive Company announcements and information updates via email. The website also provides contact details

for both the Company and its Share Register to enable assistance any queries a security holders may have.

The Company Secretary is the Company's contact point with stakeholders and is available to assist in facilitating effective two-way communication, as stated in the *Shareholder Communications and Investor relations Policy*.

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.

The Board has established an *Audit & Risk Committee Charter* which recommends the establishment of an Audit and Risk Committee comprising of at least two independent non-executive directors. The composition of the Company's Audit and Risk Committee at reporting date was as follows:

- Mark Bojanjac (Independent Chairman);
- Milan Jerkovic; and
- Ian Clyne.

The *Audit & Risk Committee Charter*, which is available on the Company's website, discloses the processes it employs to oversee the entity's risk management framework. The Committee monitors and reviews the integrity of financial reporting and the Company's internal systems of financial control and risk management.

The *Board Charter* also discloses the processes employed by the Board who is charged with overseeing, reviewing and ensuring the integrity and effectiveness of the Company's risk and compliance systems.

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 take place.

The Board conducts an annual review of the Company's risk management framework to identify risk areas and to ensure the Company is operating within appropriate levels of risk.

Recommendation 7.3

A listed entity should disclose:

- (a) If it has an internal audit function, how the function is structured and what role it performs; or
- (b) If it does not have an internal audit function, the fact and 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. The Audit & Risk Committee and the Board oversee the effectiveness of the risk management and internal control processes. The *Audit & Risk Committee Charter* outlines action points employed for evaluating and continually improving the effectiveness of its risk management and internal control processes.

At the end of each reporting period the Managing Director and Chief Financial Officer provide a written statement to the Board that, in their opinion, the financial records are 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 Group and that the opinion was formed on the basis of a sound system of risk management and internal control which is operating effectively.

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 recognises the importance of identifying and managing risks by ensuring appropriate control measures are in place and has identified the following material exposures:

Risk Description	Risk management approach
Equity market related risks	
Inability to source timely access to additional equity funding	The Company maintains close financial control of future commitments and expenditure and maintains good relationships with shareholders and equity market participants.
Commodity market related risks	
Adverse commodity prices and FX currency exchange	The Company continually monitors global commodity demand and price and is well positioned to adjust its production plans to adverse prices.
Exploration & operation risks	
Exploration efforts are unsuccessful to achieve production	The Company follows a systematic exploration approach and utilises technical experts and new technologies to assess its projects and the results of its exploration.
Environmental risks	
Non-compliance with environmental, native title, heritage and or/landholder requirements	The Company has agreements in place with the relevant stakeholders, regularly undertakes compliance activities and maintains open communication and relations with these stakeholders.
Government & sovereign risks	
Exposure to sovereign risk across the Company's operations in Papua New Guinea, Cambodia and Fiji	The Company maintains sound communications with relevant parties to achieve favourable outcomes.

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:
 - i. the charter of the committee;
 - ii. the members of the committee; and
 - iii. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for settling the level and composition of remuneration for directors and senior executives and ensuring that such remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

Due to the size and nature of the Board, the Company has chosen not to establish a Remuneration Committee.

The Board has adopted a Remuneration Committee Charter and is responsible for the responsibilities of the Remuneration Committee until such a committee is established. This approach is consistent with the Company's *Remuneration Committee Charter*. The Charter outlines the process 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.

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.

The *Remuneration Committee Charter* separately discloses the Company's policies in relation to the remuneration of Non-Executive Directors and the remuneration of Executive Directors. It deals with the composition of remuneration including performance-based remuneration, fixed-remuneration, equity-based remuneration and termination remuneration.

The Company's remuneration report is available in the Company's financial accounts for year end 31 December 2016.

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 *Remuneration Committee Charter* discloses guidelines on the Company's equity-based remuneration scheme for Executive and Non-Executive Directors and whether they are permitted to enter in transactions of this nature.

The Company's *Securities Trading Policy* prohibits participants of the equity based schemes from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any such equity based remuneration scheme.