

The Board of Directors of Tanami Gold NL (the “Company”) is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

This statement sets out the main corporate governance practices in place throughout the financial year in accordance with 3rd edition of the ASX Principles of Good Corporate Governance and Best Practice Recommendations.

This Statement was approved by the Board of Directors and is current as at 27 September 2019.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

ASX Recommendation 1.1: A listed entity should establish the functions reserved to the Board and those delegated to Senior Executives and disclose those functions.

The Company has adopted this recommendation.

The Board has established a formal charter that details the respective Board and management functions and responsibilities. A copy of this Board charter is available in the Corporate Governance section of the Company's website at www.tanami.com.au.

ASX Recommendation 1.2: A listed entity should undertake appropriate checks before appointing a person or putting forward to security holders a candidate for election as a Director and provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a Director.

The Company has adopted this recommendation.

Information in relation to Directors seeking reappointment is set out in the Directors Report and Notice of Annual General Meeting.

The Company made a Non-Executive Director appointment during the year.

ASX Recommendation 1.3: A listed entity should have a written agreement with each Director and Senior Executives setting out the terms of their appointment.

The Company has adopted this recommendation.

ASX Recommendation 1.4: The Company Secretary of a listed company should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

The Company has adopted this recommendation.

The Board Charter provides for the Company Secretary to be accountable directly to the Board through the Chair.

ASX Recommendation 1.5: A listed entity should:

- Have a diversity policy which includes the requirement for the Board to set measurable objectives for achieving gender diversity and assess annually the objectives and the entity's progress to achieving them;
- Disclose the policy or a summary of it;
- Disclose the measurable objectives and progress towards achieving them; and
- Disclose the respective proportions of men and women on the Board and at each level of management and the company as a whole.

The Board considers that, due to the small size and nature of the Company, setting measurable objectives for a Diversity Policy at this time is not practical. The Board is conscious of the benefits diversity can bring, and will consider setting measurable objectives as the Company increases in size and complexity.

The Company currently has a very small number of employees with 20% of them being women. It currently has no women on the Board.

ASX Recommendation 1.6: A listed entity should disclose the process for evaluating the performance of the Board, its committees and individual Directors.

The Company has adopted this recommendation.

The Company's Board Charter outlines the process for evaluating the performance of the Board and its Committees. This provides that the Board shall review and discuss the performance of the Board as a whole, its Committees and individual Directors. If it is apparent that there are problems which cannot be satisfactorily considered by the Board itself, the Board may decide to engage an independent adviser to undertake this review.

The Company's Nomination and Remuneration Committee is also required to review the performance of the Board, its Committees and individual Directors.

Given the Company's small size, and simple structure, it was not considered practical to undertake a performance review during the reporting period.

ASX Recommendation 1.7: A listed entity should have and disclose a process for periodically evaluating the performance of its Senior Executives and disclose in relation to each reporting period where a performance evaluation was undertaken in accordance with a process.

The Company has adopted this recommendation.

The Company has in place procedures for evaluating the performance of its Senior Executives overseen by the Nomination and Remuneration Committee. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

Given the Company's small size, the Company's Senior Executives are under the immediate oversight of the Directors, who are in a position to evaluate their performance.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

ASX Recommendation 2.1: The Board of a listed entity should establish a Nomination Committee:

- With at least three members the majority of which are independent Directors;
- Chaired by an independent Director; and
- Disclose the Charter of the Committee, the members of the Committee and the number of times the Committee met throughout the period and member attendance at those meetings.

The Company has adopted this recommendation.

The Board has established a Nomination and Remuneration Committee.

A copy of the Committee's Charter is available in the Corporate Governance section of the Company's website at www.tanami.com.au.

Details of the number of meetings of the Committee, and attendance at those meetings, are set out in the Directors Report.

ASX 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 conscious of the benefits of having a diversity of skills. On a collective basis the Board has the following skills:

- **Strategic expertise:** Ability to identify and critically assess strategic opportunities and threats and develop strategies.
- **Specific Industry knowledge:** Experience in the resources sector including exploration, mineral resource project development and mining.
- **Accounting and finance:** The ability to read and comprehend the Company's financial accounts, financial material presented to the Board, financial reporting requirements and an understanding of corporate finance.
- **Legal:** Overseeing compliance with numerous laws, ensuring appropriate legal and regulatory compliance frameworks and systems are in place and understanding an individual Director's legal duties and responsibilities.
- **Risk management:** Identify and monitor risks to which the Company is, or has the potential to be exposed to.
- **Experience with financial markets:** Experience in working in or raising funds from the equity or capital markets.
- **Investor relations:** Experience in identifying and establishing relationships with shareholders, potential investors, institutions and equity analysts.
- **Economics:** Experience in macro-economic and financial market, analysis and forecasting.
- **Corporate Governance:** Establishing and applying an appropriate Corporate Governance framework.

ASX Recommendation 2.3: A listed entity should disclose the names of the Directors considered by the Board to be independent Directors and provide details in relation to the length of service of each Director.

The Company has adopted this recommendation.

The Board currently consists of three independent Directors, namely Mr Gerard McMahon, Mr. Brett Montgomery, Mr Carlisle Procter.

Mr McMahon, Mr Montgomery and Mr Smith are shareholders of the Company.

Messrs, McMahon, Montgomery and Procter are members of the Audit and Risk Management Committee and the Remuneration and Nomination Committee.

Mr. Procter has been a Director since December 2011, Mr. Montgomery was appointed in February 2013 and Mr. McMahon was appointed in April 2013.

ASX Recommendation 2.4: The majority of the Board of a listed entity should be independent Directors.

The Company has adopted this recommendation.

Three of the Company's five Directors are Independent.

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.

ASX Recommendation 2.5: The Chair of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.

The Company has not adopted this recommendation.

The Chairperson, Mr Dew is a non-independent Director. The Directors believe that Mr Dew is able to, and does, exercise quality independent judgement in the best interests of the Company.

The Company does not currently have a Managing Director.

ASX Recommendation 2.6: A listed entity should have a program for inducting new Directors and provide appropriate professional development opportunities.

The Company has adopted this recommendation.

The Nomination and Remuneration Committee has responsibility for the approval and review of induction procedures for new appointees to the Board. The Company Secretary facilitates the application of these procedures.

The Nomination and Remuneration Committee is also responsible for overseeing the provision of adequate professional development opportunities for Directors and management.

The Company appointed a Non-Executive Director during the year.

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

ASX Recommendation 3.1: A listed entity should establish a code of conduct and disclose the code or a summary of the code.

The Company has adopted this recommendation.

The Company has established a code of conduct that sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from Directors and employees.

A copy of the Company's code of conduct is available in the Corporate Governance section of the Company's website at www.tanami.com.au.

PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

ASX Recommendation 4.1: The Board of a listed entity should establish an audit committee:

- With at least three members, all of whom are Non-Executive Directors and a majority of which are independent Directors;
- Chaired by an independent Director; and
- Disclose the Charter of the Committee, the members of the Committee and the number of times the Committee met throughout the period and member attendance at those meetings.

The Company has adopted this recommendation.

 **TANAMI GOLD NL**
CORPORATE GOVERNANCE STATEMENT
FOR THE YEAR ENDED 30 JUNE 2019

The Board has established an Audit and Risk Management Committee and adopted a charter that sets out the committee's role and responsibilities, composition, and membership requirements. Currently the three Independent Directors, Mr. Procter (Chair), Mr. McMahon and Mr. Montgomery serve on the Audit and Risk Management Committee.

The role of the Audit and Risk Management Committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting, risk management and compliance.

The qualifications of the members of the Audit and Risk Management Committee are set out in the Directors report.

A copy of the charter of the Audit and Risk Management Committee is available in the Corporate Governance section of the Company's website at www.tanami.com.au.

Details of the number of meetings of the Committee, and attendance at those meetings are set out in the Directors Report.

ASX 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, or equivalent, 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 Company has adopted this recommendation.

The Board has received the assurance from the CFO and one of the independent Non-Executive Directors (acting as a member of the Committee of Directors currently overseeing the Company's operations - the Company does not presently have a CEO) in respect of the financial statements for the half year ended 31 December 2018 and the full year ended 30 June 2019. Given the size and nature of the Company's operations the Board has not received a similar assurance in respect of the quarterly cash flow statements, believing that the provision of the assurance for the half and full year financial statements is sufficient.

ASX Recommendation 4.3: A listed entity should ensure that the external auditor attends its Annual General Meeting and is available to answer questions from security holders relevant to the audit.

The Company has adopted this recommendation.

The external auditor attends the Annual General Meeting and is available to answer questions from shareholders relevant to the audit and financial statements. The external auditor will also be allowed a reasonable opportunity to answer written questions submitted by shareholders to the auditor as permitted under the Corporations Act.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

ASX Recommendation 5.1: A listed entity should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a Senior Executive level for that compliance and disclose those policies or a summary of those policies.

The Company has adopted this recommendation.

The Company has established a Continuous Disclosure Policy which is designed to guide compliance with ASX Listing Rule disclosure requirements and to ensure that all Directors, Senior Executives and employees of the Company understand their responsibilities under the policy. The Board has designated the Chairman, an Independent Non-Executive Director, and the Company Secretary as the persons responsible for ensuring that this policy is implemented, and that all required price sensitive information is disclosed to the ASX as required.

In accordance with the Company's Continuous Disclosure Policy, all information provided to ASX for release to the market is posted to its website at www.tanami.com.au after ASX confirms an announcement has been made.

A copy of the Continuous Disclosure Policy is available in the Corporate Governance section of the Company's website at www.tanami.com.au.

PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

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

The Company has adopted this recommendation.

The Company's website at www.tanami.com.au contains information about the Company's projects, Directors and management and the Company's Corporate Governance practices, policies and charters. All ASX announcements made to the market, including annual and half year financial results are posted on the website as soon as they have been released by the ASX. The full text of all notices of meetings and explanatory material, the Company's Annual Report and copies of all investor presentations are posted on website.

ASX 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 adopted this recommendation.

The Company's Chairman is the Company's main contact for investors and potential investors and is available to discuss the Company's activities when requested. In addition to announcements made in accordance with its continuous disclosure obligations the Company, from time to time, prepares and releases general investor updates about the Company.

Contact with the Company can be made via an email address provided on the website and investors can subscribe to the Company's mailing list.

ASX 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 has adopted this recommendation.

The Company encourages participation of shareholders at any general meetings and its Annual General Meeting each year. Shareholders are encouraged to lodge direct votes or proxies subject to the adoption of satisfactory authentication procedures if they are unable to attend the meeting.

The full text of all notices of meetings and explanatory material are posted on the Company's website at www.tanami.com.au.

ASX 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 register electronically.

The Company has adopted this recommendation.

Contact with the Company can be made via an email address provided on the website and investors can subscribe to the Company's mailing list.

The Company's share register provides a facility whereby investors can provide email addresses to receive correspondence from the Company electronically and investors can contact the share register via telephone, facsimile or email.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

ASX Recommendation 7.1: The Board of a listed entity should have a committee to oversee risk:

- With at least three members, all of whom are Non-Executive Directors and a majority of which are independent Directors;
- Chaired by an independent Director; and
- Disclose the Charter of the Committee, the members of the Committee and the number of times the Committee met throughout the period and member attendance at those meetings.

The Company has adopted this recommendation.

The Board has established an Audit and Risk Committee.

The Board, collectively, oversees the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.

A copy of the Charter of the Audit and Risk Policy is available in the Corporate Governance section of the Company's website at www.tanami.com.au.

ASX Recommendation 7.2: The Board or a committee of the Board, of a listed entity should review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and disclose in relation to each reporting period whether such a review was undertaken.

The Company has adopted this recommendation.

The Charter of the Audit and Risk Committee provides that the Board will annually review the Company's risk management framework to ensure that it remains sound.

Given the Company's small size, the Board collectively oversees the Company's risk management systems, and keeps them under review.

ASX Recommendation 7.3: A listed entity should disclose if it has an internal audit function and if it does not have an internal audit function that fact and the processes it employs for evaluating and continually improving the effectiveness of risk management and internal control processes.

Given the Company's current small size, and limited level of operations, it does not have an internal audit function. The Board of Directors directly oversees the Company's risk management systems, and monitors its accounting functions.

ASX 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 has adopted this recommendation.

The Company has exposure to economic risks, including general economy wide economic risks and risks associated with the economic cycle which impact on the price and demand for minerals, and which may affect sentiment for investment in exploration companies.

Should there be a future requirement for the Company to raise additional funding to pursue its business objectives, the Company's ability to raise capital may be affected by these economic risks. The Company is alert to the need to manage and minimise its exposure to these economic risks where appropriate.

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment, which may change from time to time. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to meet the highest standard of environmental responsibility, including compliance with all environmental laws.

The Board currently considers that the Company does not have any material exposure to social sustainability risk. The Company's Corporate Code of Conduct outlines the Company's commitment to integrity and fair dealing in its business affairs, and to a duty of care to all employees, clients and stakeholders, including the indigenous landholders. The code sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behavior expected from employees when dealing with stakeholders.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

ASX Recommendation 8.1: The Board of a listed entity should establish a remuneration committee:

- With at least three members the majority of which are independent Directors;
- Chaired by an independent Director; and
- Disclose the Charter of the Committee, the members of the Committee and the number of times the Committee met throughout the period and member attendance at those meetings.

The Company has adopted this recommendation.

The Board has established a Nomination and Remuneration Committee with a Charter that sets out the Committee's role and responsibilities, composition and membership requirements. Currently Mr Montgomery (Chair), Mr McMahon and Mr Procter, serve on the Nomination and Remuneration Committee.

A copy of the Committee's Charter is available in the Corporate Governance section of the Company's website at www.tanami.com.au. Details of the number of meetings of the committee, and attendance at those meetings are set out in the Directors Report.

ASX 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 Company has adopted this recommendation.

Messrs. Dew, McMahon, Montgomery, and Procter are paid a fixed annual fee for their service to the Company as Non-Executive Directors. Mr Smith does not currently receive a Directors Fee. Non-Executive Directors may, subject to shareholder approval, be granted options.

Senior Executives of the Company typically receive remuneration comprising a base salary component and other fixed benefits based on the terms of their employment agreements with the Company, and potentially have the ability to participate in bonus arrangements. They may, subject to shareholder approval if appropriate, be granted options.

ASX Recommendation 8.3: A listed entity which has an equity based remuneration scheme should have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme and disclose the policy or a summary of that policy.

The Company has adopted this recommendation.

Participants in any Company equity based remuneration scheme are not permitted to enter into transactions which limit the economic risk of participating in the scheme.