

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

RTG Mining Inc.

ABN / ARBN:

164 362 850

Financial year ended:

31 December 2016

Our corporate governance statement² for the above period above can be found at:³

☐ These pages of our annual report:

☒ This URL on our website: <https://www.rtgmining.com>

The Corporate Governance Statement is accurate and up to date as at 31 December 2016 and has been approved by the board.

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

Date: 31 March 2016

Name of Director or Secretary authorising
lodgement: Justine Magee

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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 fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): ☒ at https://www.rtgmining.com	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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 fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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 fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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 (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	... the fact that we have a diversity policy that complies with paragraph (a): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at ... and a copy of our diversity policy or a summary of it: ☒ at https://www.rtgmining.com ... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: ☐ in our Corporate Governance Statement <u>OR</u> ☐ at ... and the information referred to in paragraphs (c)(1) or (2): ☐ in our Corporate Governance Statement <u>OR</u> ☐ at	☒ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
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 evaluation process referred to in paragraph (a): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at ... and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
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 evaluation process referred to in paragraph (a): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at ... and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.	[If the entity complies with paragraph (a):] ... the fact that we have a nomination committee that complies with paragraphs (1) and (2): ☒ in our Corporate Governance Statement OR ☐ at ... and a copy of the charter of the committee: ☒ at https://www.rtgmining.com ... and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement OR ☐ at [If the entity complies with paragraph (b):] ... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively: ☐ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	... our board skills matrix: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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 names of the directors considered by the board to be independent directors: ☒ in our Corporate Governance Statement OR ☐ at ... and, where applicable, the information referred to in paragraph (b): ☒ in our Corporate Governance Statement OR ☐ at ... and the length of service of each director: ☒ in our Corporate Governance Statement OR ☐ at [insert location here]	☐ an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [insert location here]	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	... the fact that we follow this recommendation: ☐ in our Corporate Governance Statement OR ☐ at	☒ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: ☒ in our Corporate Governance Statement OR ☐ at [insert location here]	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	[If the entity complies with paragraph (a):] ... the fact that we have an audit committee that complies with paragraphs (1) and (2): ☒ in our Corporate Governance Statement OR ☐ at ... and a copy of the charter of the committee: ☒ at https://www.rtgmining.com ... and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement OR ☐ at [If the entity complies with paragraph (b):] ... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner: ☐ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement
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 fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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 fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
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.	... our continuous disclosure compliance policy or a summary of it: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: ☒ at https://www.rtgmining.com	☐ an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement
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.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
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 fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.	[If the entity complies with paragraph (a):] ... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): ☒ in our Corporate Governance Statement OR ☐ at ... and a copy of the charter of the committee: ☒ at https://www.rtgmining.com ... and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement OR ☐ at [If the entity complies with paragraph (b):] ... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework: ☐ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement
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 fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound: ☒ in our Corporate Governance Statement OR ☐ at ... and that such a review has taken place in the reporting period covered by this Appendix 4G: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs: ☐ in our Corporate Governance Statement <u>OR</u> ☐ at [If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at	☐ an explanation why that is so in our Corporate Governance Statement
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.	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.	[If the entity complies with paragraph (a):] ... the fact that we have a remuneration committee that complies with paragraphs (1) and (2): ☒ in our Corporate Governance Statement OR ☐ at ... and a copy of the charter of the committee: ☐ at https://www.rtgmining.com ... and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement OR ☐ at [If the entity complies with paragraph (b):] ... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: ☐ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	... our policy on this issue or a summary of it: ☒ in our Corporate Governance Statement OR ☐ at	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	... the information referred to in paragraphs (a) and (b): ☐ in our Corporate Governance Statement <u>OR</u> ☐ at	☐ an explanation why that is so in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	... the terms governing our remuneration as manager of the entity: ☐ in our Corporate Governance Statement <u>OR</u> ☐ at	☐ an explanation why that is so in our Corporate Governance Statement

2016 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
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.	Yes	The Board has adopted a formal Board Charter, which sets out matters delegated to the Board, and those delegated to management. 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. 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. The Board Charter is available on RTG Mining Inc.'s website at www.rtgmining.com
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.	Yes	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: • 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. 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 2 of the 2016 Annual Report (Directors' Report – Section 1). Details of any other listed company directorships currently held are also provided within the 2016 Annual Report (Directors' Report – Section 1). 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.
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	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 2 of the 2016 Annual Report (Directors' Report – Section 14). 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.

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.

Yes

The appointment of the Company Secretary is approved by resolution of the Board. The Company Secretary is accountable directly to the Board through the Chairman, on all matters to do with the proper functioning of the Board and a reporting function to the Managing Director in relation to management matters.

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 is not limited to, providing advice on governance and procedural issues, and the preparation of Board papers and minutes.

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

(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:

(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive for these purposes); or

Yes

The Board has a diversity policy in place, which outlines the Company's commitment to ensuring a diverse mix of skills and talent amongst its Directors, officers and employees to enhance Company performance.

A copy of the Company's Diversity Policy is disclosed on the Company's website www.rtgmining.com.

At this stage of development, measurable objectives in relation to the Diversity Policy have not yet been established by the Board, however, the Company makes its appointment decisions based on merit, by assessing whether a person's skills and experience are appropriate for particular roles. It does not discriminate based on gender, age, ethnicity or cultural background.

The Group workforce gender profile as at 31 December is set out in the following table:

	Male	Female	Total	Male (%)	Female (%)	Total (%)
Board	4	1	5	80	20	100
Senior management positions*	2	-	2	100	-	100
Other positions	1	4	5	20	80	100
Total	7	5	12	58	42	100

*Senior management positions include Chief Financial Officer and Chief Operations Officer.

Throughout the year there was 1 women that held a position on the Board:

- Justine Magee – President, CEO and executive director.

1.5	cont. (2) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.	The Company has in place a Diversity Policy appropriate for the Company’s size and stage of development. As the Company’s operations develop, it will consider the adoption and the setting of measurable objectives for achieving gender diversity. To date the Company has focused on the following: a) promoting flexible work arrangements; b) eliminating all forms of unlawful discrimination and inappropriate workplace behaviour such as bullying, harassment and victimisation; c) recruiting and retaining a workforce from a broad pool of candidates with diversified backgrounds and experiences; and d) rewarding and maintaining high performing employees and encouraging the development of skills and experience. 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.
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 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. 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. 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. We refer readers to Appendix 2 of the 2016 Annual Report (Directors’ Report – Section 14).
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 During the reporting period performance reviews of KMP were carried out on an informal basis. We refer readers to Appendix 2 of the 2016 Annual Report (Directors’ Report – Section 14).

Principle 2: Structure the board to add value

ASX recommendations	Check	Evidence of compliance/comments/suggested amendments																																				
2.1 The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings	Yes	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 Michael Carrick, a majority of whom are considered independent non-executive directors. The Remuneration and Nomination Committee Charter is disclosed on RTG's website www.rtgmining.com The members of the Committee and their attendance are disclosed in Appendix 2 of the 2016 Annual Report (Directors' Report – Section 5).																																				
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.	Yes	<table><thead><tr><th>Director/Skills</th><th>Capital Markets</th><th>Resources industry</th><th>Mining/Geology</th><th>Finance / Accounting</th><th>Listed Company</th></tr></thead><tbody><tr><td>Michael Carrick</td><td>✓</td><td>✓</td><td></td><td>✓</td><td>✓</td></tr><tr><td>Justine Magee</td><td>✓</td><td>✓</td><td></td><td>✓</td><td>✓</td></tr><tr><td>Robert Scott</td><td>✓</td><td>✓</td><td></td><td>✓</td><td>✓</td></tr><tr><td>David Cruse</td><td>✓</td><td>✓</td><td></td><td>✓</td><td>✓</td></tr><tr><td>Philip Lockyer</td><td>✓</td><td>✓</td><td>✓</td><td></td><td>✓</td></tr></tbody></table> 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.	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																																	
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Robert Scott	✓	✓		✓	✓																																	
David Cruse	✓	✓		✓	✓																																	
Philip Lockyer	✓	✓	✓		✓																																	

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.	Yes	The position of each director and as to whether or not they are considered to be independent is set out below: <table border="1"> <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> The Independence of directors is set out in Appendix 2 of the 2016 Annual Report (Directors' Report), 2016 Annual Information Form (Section 10) and the RTG website disclosed the names of directors that are considered by the board to be independent, and their length of service.	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
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David A Cruse	Non-Executive Director	Independent	28/3/2013																								
2.4	A majority of the board of a listed entity should be independent directors.	Yes	The Board currently comprises a majority of independent directors with three of five considered independent. 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. We refer readers to Section 3 of the Board Charter found on the Company's website www.rtgmining.com.																								
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.	No	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. 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. We refer readers to Section 3 of the Board Charter found on the Company's website www.rtgmining.com.																								

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	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. Each new Director is inducted into the Company's policies and processes on appointment. The Remuneration and Nomination Committee Charter can be found on the Company's website.
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Principle 3: Act ethically and responsibly

ASX recommendations	Check	Evidence of compliance/comments/suggested amendments
3.1 A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	Yes	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.

Principle 4: Safeguard integrity in corporate reporting

ASX recommendations	Check	Evidence of compliance/comments/suggested amendments
4.1 The board of a listed entity should have: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose:	Yes	The Risk and Audit Committee currently comprises: • Robert Scott (non-executive lead director, Chair of the Risk and Audit Committee); • Phil Lockyer (non-executive director); and • David Cruse (non-executive director). 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 member's experience and education is available on RTG's website and within the Company's 2016 Annual Report.

4.1	(3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of corporate reporting, including the processes for appointment and removal of external auditor and rotation of audit engagement partner.		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 2016 Annual Report. The Committee met four times during the reporting period, with those members appointed at the time attending each of the meetings. Section 3 Risk and Audit Committee Charter determines the composition of the committee.
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 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
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.	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
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company keeps investors informed of its corporate governance, financial performance and prospects via its website (www.rtgmining.com). Investors can access copies of all announcements to the ASX/TSX, notices of meetings, annual reports and financial statements, investor presentations via the "Releases & Investor information" tab, and can access general information regarding the Company and structure of the business under the "Projects" tab. Investors can access information about the Company's corporate governance practices via the "Releases & Investor information/Corporate Governance" page of the website.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company conduct s 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 on-on-one or group meetings offered wherever possible. 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.

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.	Yes	RTG does not have a shareholder communication policy. The Company facilitates communications with shareholders at meetings by: - 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.
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.	Yes	The Company welcomes electronic communication from its shareholders via its email address (info@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) The Company's share registry also engages with shareholder electronically. Shareholders can register with Computershare to access their personal information and shareholdings via the internet.

Principle 7: Recognise and manage risk

ASX recommendations		Check	Evidence of compliance/comments/suggested amendments
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members	Yes	The Company currently has a Risk and Audit Committee. Its current members are Mr Robert Scott (Chairman), Mr Philip Lockyer and Mr David Cruse, all of whom are considered Independent. 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. A copy of the Risk & Audit Committee Charter can be found on the Company's website. (www.rtgmining.com) Details of meetings for the year are set out in Appendix 2 of the 2016 Annual Report (Directors' Report – Section 5) As part of its primary duties and responsibilities, the Audit Committee identifies and monitors the management of the principal risks that could impact the financial reporting of the Company. The 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.

	at those meetings; or		
	(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.		
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.	Yes	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. 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. 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.
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, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	Yes	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.
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.	Yes	RTG outlines the risks it is exposed to in Annual Information Form 2016 (Section 4) and the Code of Conduct.

Principle 8: Remunerate fairly and responsibly

ASX recommendations	Check	Evidence of compliance/comments/suggested amendments
8.1 The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings	Yes	The Company does have a Remuneration and Nomination Committee, made up of the following • Robert Scott (independent Chairman) • Michael Carrick (non-independent director) • David Cruse (independent director) A copy of the Company's Remuneration and Nomination Committee Charter can be found on the Company's website. (www.rtgmining.com) Appendix 2 of the 2016 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.
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.	Yes	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. 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"). 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.

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 is dependent on the specific performance hurdle being achieved during the vesting period.

Further details regarding remuneration practices can be found in the 2016 Annual Report (**Directors' Report – Section 14**).

8.3

A listed entity which has an equity based remuneration scheme should:

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.

(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.