

Corporate Governance Statement

This statement outlines the Corporate Governance practices adopted by the Board of Directors for the financial year ending 30 September 2017.

The Board of Aspermont Limited (**Aspermont** or the **Company**) is committed to conducting the Company's business in accordance with a high standard of corporate governance commensurate with its size, operations and the industry within which it participates. The Board has established a corporate governance framework, including corporate governance policies, procedures and charters to support this commitment. It is the Company's policy to regularly review and update its corporate governance practices to ensure they remain appropriate to the Company's circumstances.

The Directors of Aspermont are responsible for corporate governance of the Company and support the principles of the ASX Corporate Governance Council's Principles and Recommendations 3rd edition.

In addition to the information contained in this statement, the Company's website www.aspermont.com has a dedicated corporate governance section which includes copies of key corporate governance policies adopted by the Company.

The extent to which the Company has complied with the ASX Recommendations during the year ended 30 September 2017, and the main corporate governance practices in place, are set out below.

This statement is current as at 17 November 2017 and has been approved by the Board.

PRINCIPLES AND RECOMMENDATIONS		COMPLY	DISCLOSURE
Principle 1: Lay solid foundations for management and oversight <i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i>			
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 Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved to the Board and those delegated to management and has documented this in its Board Charter, which is disclosed on the Company's website.
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's has a Nomination Committee Charter which is available on the Corporate Governance page of the Company's website. The Nomination Committee is responsible for reviewing and considering the structure and balance of the Board and making recommendations regarding appointments, retirements and terms of office of Directors. 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 Notice of Meeting and Explanatory Statement for the relevant meeting of shareholders which addresses the election or re-election of a Director. Details of the Directors in office, including their qualifications, experience, date of appointment and their status as Non-Executive, independent or Executive Director are set out in the Directors' Report in the Company's Annual Report.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	Non-executive directors are required to sign a letter of appointment which sets out the key terms and conditions of their appointment, including roles and responsibilities, time commitments and remuneration. Executive directors and other senior executives enter into an employment agreement which governs the terms of their appointment.
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 accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board as outlined in the Company's Board Charter.
1.5	A listed entity should: (a) have a diversity policy which includes requirements for	☐	Subsequent to the end of the Reporting Period, the Company adopted a Diversity Policy, which provides a framework for

Corporate Governance Statement

PRINCIPLES AND RECOMMENDATIONS		COMPLY	DISCLOSURE								
	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.		maintaining and improving workplace diversity with a particular focus on achieving gender diversity. Due to the size of the Company, the Board does not consider it appropriate at this time, to formally set measurable objectives for gender diversity. The Board continues to monitor diversity and is satisfied with the current level of gender diversity within the Company given the current activities of the Company. As at 30 September 2017, the proportion of women employees in the whole organisation, women in senior executive positions and women on the Board are set out below: <table><tr><td></td><td>% Women</td></tr><tr><td>Organisation as a whole</td><td>46%</td></tr><tr><td>Senior executives</td><td>0%</td></tr><tr><td>Board and Company Secretary</td><td>0%</td></tr></table> For this purpose, “Senior Executive” is defined as a member of Key Management Personnel as outlined in the Remuneration Report in the Company’s Annual Report. The Diversity Policy is available on the Corporate Governance page of the Company’s website.		% Women	Organisation as a whole	46%	Senior executives	0%	Board and Company Secretary	0%
	% Women										
Organisation as a whole	46%										
Senior executives	0%										
Board and Company Secretary	0%										
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	✔	The Company has adopted performance evaluation practices. The Nomination Committee is responsible for the performance evaluation of the Board, its committees (if any) and its individual Directors on an annual basis. The review will include: (a) comparing the performance of the Board with the requirements of its Charter; (b) examination of the Board’s interaction with management; (c) the nature of information provided to the Board by management; and (d) management’s performance in assisting the Board to meet its objectives. As the Company has no Nomination Committee, this function was performed by the Board as a whole. There was a formal performance evaluation undertaken during the 2017 financial year. The Board also reviews the performance of the Company and Board on a regular basis. The Board Charter and Nomination Committee Charter are available on the Corporate Governance page of the Company’s website.								
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	✔	The Company has adopted performance evaluation practices for evaluating senior executives. All senior executives are subject to annual performance evaluations. Performance reviews were undertaken during the 2017 year. The Remuneration Committee is responsible for the performance evaluation of the senior executives. The Remuneration Committee Charter is available on the								

Corporate Governance Statement

PRINCIPLES AND RECOMMENDATIONS		COMPLY	DISCLOSURE										
			Corporate Governance page of the Company’s website.										
Principle 2: Structure the board to add value													
A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.													
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.		The Board has not established a separate Nomination Committee. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Nomination Committee. Accordingly, the Board performs the role of the Nomination Committee. Although the Board has not established a separate Nomination Committee, it has adopted a Nomination Committee Charter, which describes the role, composition, functions and responsibilities of the full Board in its capacity as the Nomination Committee. The Nomination Committee Charter is available on the Corporate Governance page of the Company’s website.										
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board is currently has or is looking to achieve in its membership.		The Board Charter provides that the Board will regularly review the appropriate mix of skills and expertise to facilitate successful strategic direction. In appointing new members to the Board, consideration is given to competencies of the appointee to ensure the appropriate mix of skills and experience and to contribute to the strategic direction of the Company. The Company provides details of each Director, such as their skills, experience and expertise relevant to their position in the Directors’ Report in the Annual Report and also provides these details on its website. The table below details the areas of competence and skills of the Board of Directors. The current collective experience, skills and attributes of the Board will be reviewed in conjunction with material changes to the Company’s operating requirements and strategy. <table><tr><th colspan="2">Areas of competence and skills of the Board of Directors</th></tr><tr><td>Business & Finance</td><td>Accounting, Audit, Business Strategy, Corporate Financing, Financial Literacy, Mergers & Acquisitions, Agreements/Fiscal Terms, and Risk Management</td></tr><tr><td>Industry Specific</td><td>Marketing and Advertising, Implementation of New Technologies, Media and Publications</td></tr><tr><td>Leadership</td><td>Business Leadership, Public Listed Company Experience, Executive Management and Mentoring</td></tr><tr><td>Sustainability & Stakeholder Relations</td><td>Community Relations, Corporate Governance, Environmental Issues, Government Affairs, Health & Safety, Human Resources, Industrial Relations and</td></tr></table>	Areas of competence and skills of the Board of Directors		Business & Finance	Accounting, Audit, Business Strategy, Corporate Financing, Financial Literacy, Mergers & Acquisitions, Agreements/Fiscal Terms, and Risk Management	Industry Specific	Marketing and Advertising, Implementation of New Technologies, Media and Publications	Leadership	Business Leadership, Public Listed Company Experience, Executive Management and Mentoring	Sustainability & Stakeholder Relations	Community Relations, Corporate Governance, Environmental Issues, Government Affairs, Health & Safety, Human Resources, Industrial Relations and
Areas of competence and skills of the Board of Directors													
Business & Finance	Accounting, Audit, Business Strategy, Corporate Financing, Financial Literacy, Mergers & Acquisitions, Agreements/Fiscal Terms, and Risk Management												
Industry Specific	Marketing and Advertising, Implementation of New Technologies, Media and Publications												
Leadership	Business Leadership, Public Listed Company Experience, Executive Management and Mentoring												
Sustainability & Stakeholder Relations	Community Relations, Corporate Governance, Environmental Issues, Government Affairs, Health & Safety, Human Resources, Industrial Relations and												

Corporate Governance Statement

PRINCIPLES AND RECOMMENDATIONS		COMPLY	DISCLOSURE				
			<table><tr><td></td><td>Remuneration</td></tr><tr><td>Global</td><td>Operational experience in other geographical locations other than Australia</td></tr></table> The Board is of the view that current Board possesses an appropriate mix of skills, experience and knowledge to enable the Board to discharge its responsibilities and deliver on corporate objectives and governance.		Remuneration	Global	Operational experience in other geographical locations other than Australia
	Remuneration						
Global	Operational experience in other geographical locations other than Australia						
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 that might cause doubt about the independence as a director 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 independent directors of the Company during the Reporting Period were Geoffrey Donohue, Christian West and Clayton Witter. The above directors are independent as they are non-executive directors who are not a member of management and who are free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgment. The dates of appointment of each director are contained in the Directors' Report in the Annual Report.				
2.4	A majority of the board of a listed entity should be independent directors.	✔	The Board has a majority of directors who are independent. The Board is comprised of five directors three of whom are or are deemed to be independent. The two non-independent directors are Andrew Kent (Non-Exec Chairman) and Alex Kent (Chief Executive Officer). The Board is of a size commensurate with the size and nature of the Company. Should the number of Board members increase, it is the intention of the Company to appoint an additional independent director thereby preserving a majority of independent directors.				
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.	✘	During the Reporting Period, the Company did not have an independent Chair. The Chair, Mr Andrew Kent is non-executive Chairman. The fact that Mr Andrew Kent and his associates hold a substantial shareholding in the Company, and that, in the last three years, he has held an executive director role are the determining factors that preclude him from being considered independent. The Board believes that Mr Andrew Kent is the most appropriate person for the position of Chair because of his industry experience and knowledge. The Board believes that Mr Kent makes decisions that are in the best interests of the Company. In addition, Mr Geoff Donohue has been appointed as Lead Independent Director. Specific duties of a Lead Independent Director are included in the Board Charter which is available on the Corporate Governance page of the Company's website.				
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.	✘	Subsequent to the end of the Reporting Period, the Company adopted a policy and procedure which provides for the induction and professional development for the Board. The Policy and Procedure for Selection and (Re)Appointment of Directors is available on the Corporate Governance page of the Company's website.				

Principle 3: Act ethically and responsibly

A listed entity should act ethically and responsibly.

Corporate Governance Statement

PRINCIPLES AND RECOMMENDATIONS	COMPLY	DISCLOSURE
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.	☒	The Company has established a Code of Conduct for its directors, senior executives and employees, The Company's Code of Conduct is available on the Corporate Governance page of the Company's website. The Company has also adopted a Whistleblower Policy to encourage the reporting of violations (or suspected violations) of the Company's Code of Conduct and to provide effective protection from victimization or dismissal to those reporting by implementing systems for confidentiality and report handling.
Principle 4: Safeguard integrity in financial reporting <i>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</i>		
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 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.	☒	The Board has established an Audit Committee. The members of the Audit Committee are Geoff Donohue (Chair of the committee and independent non-executive director), Christian West (independent non-executive director), and Alex Kent (Chief Executive Officer). The Audit Committee is not structured in compliance with Recommendation 4.1. The Board could establish an Audit Committee that meets the compositional requirements of Recommendation 4.1. However, the Board considers that a committee comprised of two independent directors and the Chief Executive Officer is most appropriate for the Company's needs given their experience and qualifications. The relevant qualifications and experience of each of the members of the Audit Committee are set out in the Director's Report in Company's Annual Report. The Company has also established a Procedure for the Selection, Appointment and Rotation of its External Auditor. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the position of external auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Board. Details of director attendance at Audit Committee meetings during the Reporting Period are set out in the Directors' Report in the Company's Annual Report. The Audit Committee Charter, which describes the Audit Committee's role, composition, functions and responsibilities, is available on the Corporate Governance page of the Company's website.
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 CEO and CFO provided a declaration to the Board prior to the sign-off of the full-year financial statements and the half-year financial statements.

Corporate Governance Statement

PRINCIPLES AND RECOMMENDATIONS		COMPLY	DISCLOSURE
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 invites the auditor to attend its AGM to answer questions from security holders relevant to the audit. BDO (Audit) WA Pty Ltd attended the Company's 2016 Annual General Meeting to answer any questions from Stakeholders.
Principle 5: Make timely and balanced disclosure <i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i>			
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 the 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 is available on the Corporate Governance page of the Company's website.
Principle 6: Respect the rights of security holders <i>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</i>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	✓	The Company's website provides information about the Company and its governance for investors.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	✓	The Company has designed and implemented an investor relations program to facilitate effective two-way communication with investors. The program is set out in the Company's Shareholder Communications Policy. The Company has engaged Pegasus Corporate Advisory Pty Ltd to provide a specialist investor relations program.
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 in place a Shareholder Communications Policy which outlines the policies and processes that it has in place to facilitate and encourage participation at meetings of shareholders. Communication to shareholders is facilitated by the production of the annual report, quarterly reports, public announcements, and ASX releases immediately after their disclosure to the ASX which are all made available on the Company's website. In addition, all shareholders are encouraged to attend the Annual General Meeting and use the opportunity to ask questions during the meeting and after the Chief Executive Officer's presentation. The external auditor also attends the shareholders meeting and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.
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.	✓	Shareholders are given the option to receive communications from, and send communications to, the Company and its share registry electronically using an online service provided by the Company's share registry. When a new shareholder appears on the Company's share register, the Company's share registry sends the new shareholder an introductory letter encouraging them to provide their shareholder information online, including their preferences in the way the shareholder would like to receive communications from the Company.
Principle 7: Recognise and manage risk <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i>			

Corporate Governance Statement

PRINCIPLES AND RECOMMENDATIONS	COMPLY	DISCLOSURE
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.	☑	The Company has a Risk Committee Charter which is available on the Corporate Governance page of the Company's website. The Board determines the Company's "risk profile" and is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems. The Board has responsibility for implementing the risk management system. The role and functions of the Risk Committee are undertaken by the full Board. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Risk Committee. Accordingly, the Board performs the role of Risk Committee.
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.	☒	Subsequent to the end of the Reporting Period, the Company adopted a risk management policy which is available on the Corporate Governance page of the Company's website. The Board will review assessments of the effectiveness of risk management and internal compliance and control on an annual basis. The Board meets on a regular basis to discuss the operating activities of the Company. As part of this, all risks are considered including but not limited to strategic, operational, legal, reputation, technology and financial risks. This is an on-going process rather than a formal annual review. The Board will review the Risk Register on a quarterly basis. The Board reviewed the Risk Management Framework, including the policies, procedures and the Company's Risk Register in November 2017.
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; and (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.	☑	Due to the size of the Company, the Board does not consider it necessary at this time, to formally implement an internal audit function, however the Audit Committee regularly assesses the need for an internal audit function. The Board continually monitors the risk management and internal control processes adopted by the Company to ensure they are appropriate to the operations of the Company. The Company's Risk Register is updated throughout the year and formally reviewed each quarter. The Board is satisfied with the current level of risk, risk management and control monitoring processes currently in place for the Company.
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's Business Risk Register identifies the material risks for the Company. These risks include cyber risk or the risk of suffering attacks by third parties on the IT systems, failure to raise future capital, workplace fatalities or disabling injuries, technical failure with loss of key data, inability to recruit and retain quality staff and adverse changes to Government Policies/Legislation. The Risk Register records all current controls in place to minimise the risks, and identifies the overall control effectiveness.

Corporate Governance Statement

PRINCIPLES AND RECOMMENDATIONS		COMPLY	DISCLOSURE
Principle 8: Remunerate fairly and responsibly <i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.</i>			
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.	☒	The Board has established a Remuneration Committee. The members of the Remuneration Committee are Geoff Donohue (Chair of the committee and independent non-executive director), Christian West (independent non-executive director), and Clayton Witter (independent non-executive director). Details of director attendance at Remuneration Committee meetings during the Reporting Period are set out in the Directors' Report in the Company's Annual Report. The Remuneration Committee Charter, which describes the Remuneration Committee's role, composition, functions and responsibilities, is available on the Corporate Governance page of the Company's website.
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.	☒	Remuneration of the Company's Non-Executive Directors, Executive Directors and senior executives, including policies and practices, are set out in the Company's Remuneration Report (which forms part of the Directors' Report) in the Company's Annual Report.
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒	The Company does not currently have an equity-based remuneration scheme.