

2020 Corporate Governance Statement



Revised ASX Corporate Governance Principles and Recommendations

A fourth edition of the ASX Recommendations came into effect on 1 January 2020, so entities with a 31 December balance date use these revised recommendations starting with the financial year ended 31 December 2020.

Principle 1: Lay solid foundations for management and oversight

| Principle | Complied | Comment |
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| <p>1.1 A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p> | Yes | <p>The Board has adopted a formal Board Charter, which sets out matters delegated to the Board, and those delegated to management.</p> <p>The Board's functions include: setting and monitoring the Company's strategic direction in conjunction with management, review of performance against targets and objectives, and appropriate monitoring of compliance activities, and also reporting to shareholders on the director and performance of the Company.</p> <p>The CEO, supported by members of senior management, is responsible for the day-to-day management of the Company's affairs and the implementation of strategy and policy initiatives.</p> <p>The Board Charter is available on RTG Mining Inc.'s website at www.rtgmining.com</p> |
| <p>1.2 A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward to for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p> | Yes | <p>The Company complies with this recommendation as per the Remuneration and Nomination Committee Charter – section 2 (available on the Company's website) which provides that the Committee will:</p> <ul style="list-style-type: none"> • undertake appropriate checks (including bankruptcy, character, criminal record and education history) before appointing or putting forward a candidate for director; and • ensure that security holders will be provided with all material information on prospective board appointees. <p>Director's biographical details, including relevant qualifications, experience and the skills they bring to the Board are detailed on the Company's website and within the Company's 2020 Annual Financial Report (Directors' Report). Details of any other listed company directorships currently held are also provided within the 2020 Annual Financial Report (Directors' Report).</p> <p>All material information relevant to whether or not to elect or re-elect a Director is provided to the Company's shareholders as part of the information Circular for each annual general meeting of the Company.</p> |
| <p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p> | Yes | <p>Written agreements are in place with each Director and Key Management Personnel ("KMP") setting out the terms of their appointment. Key terms of agreements with KMP are included in the 2020 Annual Financial Report (Directors' Report).</p> <p>Each KMP enters into a service contract which sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangement and termination rights and entitlements. In accordance with the TSX Listing requirements, each Director retires at each annual general meeting of the Company and is then eligible for re-election.</p> |

| 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 | <p>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 CEO in relation to management matters.</p> <p>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.</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| 1.5 | <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy:</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>1) the measurable objectives set for that period to achieve gender diversity;</p> <p>2) the entity's progress towards achieving those objectives; and</p> <p>3) either:</p> <p>A. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive for these purposes); or</p> <p>B. 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.</p> <p>If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity</p> | <p>Yes</p> <p>No</p> <p>No</p> | <p>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.</p> <p>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.</p> <p>The Group workforce gender profile as at 31 December is set out in the following table:</p> <table border="1" data-bbox="1008 798 1904 989"> <thead> <tr> <th></th> <th>Male</th> <th>Female</th> <th>Total</th> <th>Male (%)</th> <th>Female (%)</th> <th>Total (%)</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>5</td> <td>1</td> <td>6</td> <td>83</td> <td>17</td> <td>100</td> </tr> <tr> <td>Senior management positions*</td> <td>2</td> <td>-</td> <td>2</td> <td>100</td> <td>-</td> <td>100</td> </tr> <tr> <td>Other positions</td> <td>-</td> <td>3</td> <td>3</td> <td>-</td> <td>100</td> <td>100</td> </tr> <tr> <td>Total</td> <td>7</td> <td>4</td> <td>11</td> <td>64</td> <td>36</td> <td>100</td> </tr> </tbody> </table> <p>* Senior management positions include the Interim Chief Financial Officer and Chief Operations Officer.</p> <p>Throughout the year there was 1 woman that held a position on the Board:</p> <ul style="list-style-type: none"> Justine Magee – President, CEO and executive director. <p>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:</p> <p>a) promoting flexible work arrangements;</p> | | Male | Female | Total | Male (%) | Female (%) | Total (%) | Board | 5 | 1 | 6 | 83 | 17 | 100 | Senior management positions* | 2 | - | 2 | 100 | - | 100 | Other positions | - | 3 | 3 | - | 100 | 100 | Total | 7 | 4 | 11 | 64 | 36 | 100 |
| | Male | Female | Total | Male (%) | Female (%) | Total (%) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Board | 5 | 1 | 6 | 83 | 17 | 100 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Senior management positions* | 2 | - | 2 | 100 | - | 100 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Other positions | - | 3 | 3 | - | 100 | 100 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total | 7 | 4 | 11 | 64 | 36 | 100 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| | in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period. | | <ul style="list-style-type: none"> 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. <p>RTG is not a relevant employer under the Workplace Gender Equality Act 2012 (Cth) as it is not a higher education provider or an employer of 100 or more employees in Australia.</p> |
| 1.6 | <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. | Yes | <p>The Board, with the assistance of the Remuneration and Nomination Committee, monitors its performance and the performance of Directors and Board Committees throughout the year. This may occur through an internal review led by the Chairman or be performed with the assistance of external advisors as considered appropriate.</p> <p>The process for evaluation has remained in-house and informal during the year, with two formal reviews of the Board, its Committees and individual directors being undertaken by the Remuneration and Nomination Committee.</p> <p>The Remuneration and Nomination Committee Charter provides that disclosure is made at the end of each reporting period whether a performance evaluation was undertaken in that period in accordance with that process.</p> <p>We refer readers to the 2020 Annual Financial Report (Directors' Report).</p> |
| 1.7 | <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. | Yes | <p>During the reporting period performance reviews of KMP were carried out on an informal basis.</p> <p>We refer readers to the 2020 Annual Financial Report (Directors' Report).</p> |

Principle 2: Structure the board to be effective and add value

| ASX recommendations | Check | Evidence of compliance/comments/suggested amendments | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| <p>2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings</p> | Yes | <p>The Company complied with this recommendation during the reporting period with the Remuneration and Nomination Committee comprising Mr Robert Scott, Mr David Cruse and Mr Phillip Lockyer, whom are considered independent Non-Executive Directors.</p> <p>The Remuneration and Nomination Committee Charter is disclosed on RTG's website (www.rtgmining.com).</p> <p>The members of the Committee and their attendance are disclosed in the 2020 Annual Financial Report (Directors' Report).</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p> | Yes | <table border="1"> <thead> <tr> <th data-bbox="898 890 1122 943">Director/Skills</th> <th data-bbox="1122 890 1256 943">Capital Markets</th> <th data-bbox="1256 890 1435 943">Resources Industry</th> <th data-bbox="1435 890 1615 943">Mining / Geology</th> <th data-bbox="1615 890 1883 943">Finance / Accounting</th> <th data-bbox="1883 890 2067 943">Listed Company</th> </tr> </thead> <tbody> <tr> <td data-bbox="898 943 1122 970">Michael Carrick</td> <td data-bbox="1122 943 1256 970">✓</td> <td data-bbox="1256 943 1435 970">✓</td> <td data-bbox="1435 943 1615 970"></td> <td data-bbox="1615 943 1883 970">✓</td> <td data-bbox="1883 943 2067 970">✓</td> </tr> <tr> <td data-bbox="898 970 1122 997">Justine Magee</td> <td data-bbox="1122 970 1256 997">✓</td> <td data-bbox="1256 970 1435 997">✓</td> <td data-bbox="1435 970 1615 997"></td> <td data-bbox="1615 970 1883 997">✓</td> <td data-bbox="1883 970 2067 997">✓</td> </tr> <tr> <td data-bbox="898 997 1122 1024">Robert Scott</td> <td data-bbox="1122 997 1256 1024">✓</td> <td data-bbox="1256 997 1435 1024">✓</td> <td data-bbox="1435 997 1615 1024"></td> <td data-bbox="1615 997 1883 1024">✓</td> <td data-bbox="1883 997 2067 1024">✓</td> </tr> <tr> <td data-bbox="898 1024 1122 1051">Sean Fieler</td> <td data-bbox="1122 1024 1256 1051">✓</td> <td data-bbox="1256 1024 1435 1051">✓</td> <td data-bbox="1435 1024 1615 1051"></td> <td data-bbox="1615 1024 1883 1051">✓</td> <td data-bbox="1883 1024 2067 1051">✓</td> </tr> <tr> <td data-bbox="898 1051 1122 1078">David Cruse</td> <td data-bbox="1122 1051 1256 1078">✓</td> <td data-bbox="1256 1051 1435 1078">✓</td> <td data-bbox="1435 1051 1615 1078"></td> <td data-bbox="1615 1051 1883 1078">✓</td> <td data-bbox="1883 1051 2067 1078">✓</td> </tr> <tr> <td data-bbox="898 1078 1122 1106">Philip Lockyer</td> <td data-bbox="1122 1078 1256 1106">✓</td> <td data-bbox="1256 1078 1435 1106">✓</td> <td data-bbox="1435 1078 1615 1106">✓</td> <td data-bbox="1615 1078 1883 1106"></td> <td data-bbox="1883 1078 2067 1106">✓</td> </tr> </tbody> </table> <p>The Board seeks a mix of skills suitable for a junior resources company. A summary of key board skills is set out above. The current mix of skills that are available to the Board is diverse, and the Board has been selected to ensure that such a range of skills exists for the benefit of the Company. These skills are set out in the 2020 Annual Financial Report (Directors' Report) and on the Company website (www.rtgmining.com).</p> | Director/Skills | Capital Markets | Resources Industry | Mining / Geology | Finance / Accounting | Listed Company | Michael Carrick | ✓ | ✓ | | ✓ | ✓ | Justine Magee | ✓ | ✓ | | ✓ | ✓ | Robert Scott | ✓ | ✓ | | ✓ | ✓ | Sean Fieler | ✓ | ✓ | | ✓ | ✓ | David Cruse | ✓ | ✓ | | ✓ | ✓ | Philip Lockyer | ✓ | ✓ | ✓ | | ✓ |
| Director/Skills | Capital Markets | Resources Industry | Mining / Geology | Finance / Accounting | Listed Company | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Michael Carrick | ✓ | ✓ | | ✓ | ✓ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Justine Magee | ✓ | ✓ | | ✓ | ✓ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Robert Scott | ✓ | ✓ | | ✓ | ✓ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sean Fieler | ✓ | ✓ | | ✓ | ✓ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| David Cruse | ✓ | ✓ | | ✓ | ✓ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Philip Lockyer | ✓ | ✓ | ✓ | | ✓ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| <p>2.3</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p> | <p>A listed entity should disclose:</p> | <p>Yes</p> | <p>The position of each director and as to whether or not they are considered to be independent is set out below:</p> <table border="1" data-bbox="913 284 2004 481"> <thead> <tr> <th data-bbox="913 284 1108 311">Name</th> <th data-bbox="1137 284 1534 311">Position</th> <th data-bbox="1545 284 1758 311">Independence</th> <th data-bbox="1787 284 2004 311">Appointment date</th> </tr> </thead> <tbody> <tr> <td data-bbox="913 316 1108 343">Michael J Carrick</td> <td data-bbox="1137 316 1534 343">Chairman</td> <td data-bbox="1545 316 1758 343">Not independent</td> <td data-bbox="1787 316 2004 343">28/3/2013</td> </tr> <tr> <td data-bbox="913 347 1108 375">Justine A Magee</td> <td data-bbox="1137 347 1534 375">President & CEO</td> <td data-bbox="1545 347 1758 375">Not independent</td> <td data-bbox="1787 347 2004 375">28/3/2013</td> </tr> <tr> <td data-bbox="913 379 1108 406">Robert N Scott</td> <td data-bbox="1137 379 1534 406">Non-Executive Lead-Director</td> <td data-bbox="1545 379 1758 406">Independent</td> <td data-bbox="1787 379 2004 406">28/3/2013</td> </tr> <tr> <td data-bbox="913 411 1108 438">Sean Fieler</td> <td data-bbox="1137 411 1534 438">Non-Executive Director</td> <td data-bbox="1545 411 1758 438">Independent</td> <td data-bbox="1787 411 2004 438">12/10/2020</td> </tr> <tr> <td data-bbox="913 443 1108 470">Phil C Lockyer</td> <td data-bbox="1137 443 1534 470">Non-Executive Director</td> <td data-bbox="1545 443 1758 470">Independent</td> <td data-bbox="1787 443 2004 470">28/3/2013</td> </tr> <tr> <td data-bbox="913 475 1108 502">David A Cruse</td> <td data-bbox="1137 475 1534 502">Non-Executive Director</td> <td data-bbox="1545 475 1758 502">Independent</td> <td data-bbox="1787 475 2004 502">28/3/2013</td> </tr> </tbody> </table> <p>The Independence of directors is set out in the 2020 Annual Financial Report (Directors' Report) and on the RTG website. This also discloses the names of directors that are considered by the board to be independent, and their length of service.</p> | Name | Position | Independence | Appointment date | Michael J Carrick | Chairman | Not independent | 28/3/2013 | Justine A Magee | President & CEO | Not independent | 28/3/2013 | Robert N Scott | Non-Executive Lead-Director | Independent | 28/3/2013 | Sean Fieler | Non-Executive Director | Independent | 12/10/2020 | Phil C Lockyer | Non-Executive Director | Independent | 28/3/2013 | David A Cruse | Non-Executive Director | Independent | 28/3/2013 |
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| Name | Position | Independence | Appointment date | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Michael J Carrick | Chairman | Not independent | 28/3/2013 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Justine A Magee | President & CEO | Not independent | 28/3/2013 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Robert N Scott | Non-Executive Lead-Director | Independent | 28/3/2013 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sean Fieler | Non-Executive Director | Independent | 12/10/2020 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Phil C Lockyer | Non-Executive Director | Independent | 28/3/2013 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| David A Cruse | Non-Executive Director | Independent | 28/3/2013 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>2.4</p> | <p>A majority of the board of a listed entity should be independent directors.</p> | <p>Yes</p> | <p>The Board currently comprises a majority of independent directors with four of six considered independent.</p> <p>All Directors having a conflict of interest in relation to a particular item of business must absent themselves from the Board meeting before commencement of discussion on the topic.</p> <p>We refer readers to Section 3 of the Board Charter found on the Company's website (www.rtgmining.com).</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>2.5</p> | <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p> | <p>No</p> | <p>Whilst the Company recognises the benefit of having an independent director as Chairman, the Board considers that Mr Carrick retains independent judgment such that it does not interfere with the discharge of his duties to the Company. The Board has had due regard to the current size and structure of the Company, composition of the current Board (with a majority of directors being independent) and Mr Carrick's extensive experience in managing companies in the resources industry. The Board considers that Mr Carrick is the most suitable person to act as chair and believes that it can maintain a high level of integrity to discharge its duties and responsibilities as a Board. Under the Canadian Corporate Governance Policies, the Chair of the Board should be independent; and where this is not appropriate, an independent director should be appointed as "Lead Director". Mr Robert Scott was appointed as Lead Director on 30 October 2015.</p> <p>The role of Chairman and CEO are not exercised by the same individual. Mr Carrick currently holds the position of Chairman of the Board and Ms Magee holds the office of CEO.</p> <p>We refer readers to Section 3 of the Board Charter found on the Company's website (www.rtgmining.com).</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| 2.6 | A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively. | Yes | <p>The Company has procedures in place to provide new Directors with any information they may request and provide direct access to the Company Secretary and KMP available to any new appointee. The Remuneration and Nomination Committee reviews the skills and experience of prospective Directors in order to ensure appropriate development opportunities. Existing directors are encouraged to participate in appropriate professional development to develop and maintain the skills and knowledge needed to perform their role as Director.</p> <p>Each new Director is inducted into the Company's policies and processes on appointment.</p> <p>The Remuneration and Nomination Committee Charter can be found on the Company's website (www.rtgmining.com).</p> |
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Principle 3: Instil a culture of acting lawfully, ethically and responsibly

| | ASX recommendations | Check | Evidence of compliance/comments/suggested amendments |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1 | A listed entity should articulate and disclose its values. | Yes | The Company sets out its values in the Code of Conduct, available on the Company's website (www.rtgmining.com). |
| 3.2 | <p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p> | 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. |
| 3.3 | <p>A listed entity should:</p> <p>(a) have and disclose a whistleblowing policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p> | Yes | The Company sets out its whistleblowing policy in the Code of Conduct, available on the Company's website (www.rtgmining.com). |

3.4

A listed entity should:

- (a) have and disclose an anti-bribery and corruption policy; and
- (b) ensure that the board or committee of the board is informed of any material breaches of that policy.

Yes

The Company sets out its anti-bribery and corruption policy in the Code of Conduct, available on the Company's website (www.rtgmining.com).

Principle 4: Safeguard the integrity of corporate reports

| ASX recommendations | Check | Evidence of compliance/comments/suggested amendments |
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| <p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of corporate reporting, including the processes for appointment and removal of external auditor and rotation of audit engagement partner.</p> | <p>Yes</p> | <p>The Risk and Audit Committee currently comprises:</p> <ul style="list-style-type: none"> • Robert Scott (Non-Executive Lead Director, Chair of the Risk and Audit Committee); • Phil Lockyer (Non-Executive Director); and • David Cruse (Non-Executive Director). <p>All members are independent within the meaning of Canadian Securities National Instrument 52-110 and CGC Principles and Recommendations. Each of the members is financially literate under Section 1.5 of Canadian Securities National Instrument 52-110. Details of each members' experience and education is available on RTG's website and within the Company's 2020 Annual Financial Report.</p> <p>A copy of the Company's Risk and Audit Committee Charter can be found on the Company's website (www.rtgmining.com), and experience of the Committee together with details of their attendance at meetings held during the reporting period, are included within the Directors' Report contained within the 2020 Annual Financial Report.</p> <p>The Committee met four times during the reporting period, with those members appointed at the time attending each of the meetings.</p> <p>Section 3 Risk and Audit Committee Charter determines the composition of the committee.</p> |

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| 4.2 | The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. | Yes | As a foreign registered company, RTG is not required to comply with section 295A of the Corporations Act with respect to declarations in relation to financial statements by the chief executive officer and chief financial officer. However similar certificates are issued when required under Form 52-109F1 on the TSX for the CEO and Interim CFO declaring that accounts have been reviewed, are fairly represented and are without misrepresentation onto the Canadian compliance network SEDAR and can also be viewed on the Company's website (www.rtgmining.com). |
| 4.3 | A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor. | Yes | The Company's Continuous Disclosure policy, available on the Company's website (www.rtgmining.com) explains the process carried out before information is released to the market. |

Principle 5 : Make timely and balanced disclosure

| ASX recommendations | Check | Evidence of compliance/comments/suggested amendments |
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| 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1. | 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. |
| 5.2 A listed entity should ensure that its board receives copies of all material announcements promptly after they have been made. | Yes | In accordance with the Company's Continuous Disclosure Policy, available on the Company's website (www.rtgmining.com), the board receives copies of material announcements promptly after they have been made. |
| 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcement Platform ahead of the presentation. | Yes | In accordance with the Company's Continuous Disclosure Policy, available on the Company's website (www.rtgmining.com), the board will release a copy of the presentation materials for any new and substantive investor or analyst presentation ahead of the presentation. |

Principle 6: Respect the rights of security holders

| | ASX recommendations | Check | Evidence of compliance/comments/suggested amendments |
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| 6.1 | A listed entity should provide information about itself and its governance to investors via its website. | Yes | <p>The Company keeps investors informed of its corporate governance, financial performance and prospects via its website (www.rtgmining.com).</p> <p>Investors can access copies of all announcements to the ASX/TSX, notices of meetings, annual reports and financial statements, investor presentations via the “Investor” tab, and can access general information regarding the Company and structure of the business under the “About Us” and “Projects” tabs.</p> <p>Investors can access information about the Company’s corporate governance practices via the “Governance” page of the website.</p> |
| 6.2 | A listed entity should have an investor relations program that facilitates effective two-way communication with investors. | Yes | <p>The Company conducts regular investor briefings, roadshows, site visits and attends regional and industry specific conferences in order to facilitate effective two way communication with investors and other financial market participants. Access to Directors and KMP is provided at these events, with separate one-on-one or group meetings offered wherever possible.</p> <p>The presentation material provided at these events is posted on the Company’s website (www.rtgmining.com), which also provides the opportunity for interested parties to join the mailing list to receive regular updates from the Company.</p> |
| 6.3 | A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. | Yes | <p>The Company facilitates communications with shareholders at meetings by:</p> <ul style="list-style-type: none"> • Ensuring the attendance of a representative of the Company’s auditors at the Company’s AGM to respond directly to questions on audit related matters; and • Directing shareholders to raise any questions with the Company through the Company’s website or through direct communication with Company personnel at Company meetings. |
| 6.4 | A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. | Yes | <p>The person chairing the meeting ascertains the true will of the security holders attending and voting at the meeting, either in person or via proxy and conducts a poll where necessary.</p> |

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| 6.5 | 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 | <p>The Company welcomes electronic communication from its shareholders via its email address (reception@rtgmining.com). In addition, details of ASX announcements and Company reports are distributed to interested parties via email as well as being uploaded to the website (www.rtgmining.com).</p> <p>The Company's share registry also engages with shareholders electronically. Shareholders can register with Computershare to access their personal information and shareholdings via the internet.</p> |
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Principle 7: Recognise and manage risk

| ASX recommendations | Check | Evidence of compliance/comments/suggested amendments |
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| <p>7.1 The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p> | Yes | <p>The Company currently has a Risk and Audit Committee. Its current members are Mr Robert Scott (Chair of the Risk and Audit Committee), Mr Philip Lockyer and Mr David Cruse, all of whom are considered independent.</p> <p>The Directors have significant experience in, and understanding of, the industry in which the Company operates and the risks associated with public companies in the mining industry, to perform the functions associated with risk under the various Charters.</p> <p>A copy of the Risk and Audit Committee Charter can be found on the Company's website (www.rtgmining.com).</p> <p>Details of meetings for the year are set out in the 2020 Annual Financial Report (Directors' Report)</p> <p>As part of its primary duties and responsibilities, the Risk and Audit Committee identifies and monitors the management of the principal risks that could impact the financial reporting of the Company.</p> <p>The Risk and Audit Committee discusses significant financial risk exposures and the steps management has taken to monitor, control, and report such exposures. The review includes a consideration of any significant findings prepared by the external auditor together with management's responses.</p> |

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

Principle 8: Remunerate fairly and responsibly

| ASX recommendations | Check | Evidence of compliance/comments/suggested amendments |
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| <p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings</p> | Yes | <p>The Company does have a Remuneration and Nomination Committee, made up of the following:</p> <ul style="list-style-type: none">• Robert Scott (Non-Executive Lead Director, Chair of the Remuneration and Nomination Committee)• Phillip Lockyer (Non-Executive Director)• David Cruse (Non-Executive Director) <p>A copy of the Company's Remuneration and Nomination Committee Charter can be found on the Company's website (www.rtgmining.com).</p> <p>The 2020 Annual Financial Report (Directors' Report) contains details of the number of times directors met during the reporting period and the attendance at those meeting by each of the members.</p> |

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| 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 | <p>The structure of Non-Executive Director remuneration is clearly distinguishable from that of Executive Directors and other KMP. Non-Executive Directors are remunerated on a fixed fee basis for time and responsibility as part of an aggregate pool of remuneration approved by shareholders. No incentives are in place for non-executive Directors.</p> <p>KMP (including Executive Directors) are remunerated on an annual basis on a combination of total fixed remuneration (i.e. cash base salary, superannuation and the value of any fringe benefits provided) and variable “at risk” components; i.e. short term incentive (“STI”) and long term incentive (“LTI”).</p> <p>The STI variable component is designed to encourage and reward superior performance in a manner which aligns the element of remuneration with the creation of shareholder wealth. The LTI variable component is designed to incentivise and motivate key management personnel (KMP) to pursue the long term growth and success of the Company.</p> <p>Grant of the STI is based on achievement of Company key performance measures and personal performance measures as assessed on an annual basis. Awards of LTI’s are dependent on the specific performance hurdle being achieved during the vesting period.</p> <p>Further details regarding remuneration practices can be found in the 2020 Annual Financial Report (Directors’ Report).</p> |
| 8.3 | <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p> | Yes | <p>RTG executives are remunerated under the Loan Funded Share Plan. Under the Company’s Insider Trading Policy, employees are prohibited from Short-Selling, the use of Puts and or Calls which would limit the economic risk of participating in the Plan (Clause 5) on the Company’s website. (www.rtgmining.com)</p> |