

CANNINDAH RESOURCES LIMITED CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement discloses the extent to which the Company follows the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (Recommendations). The Recommendations are not mandatory, however the Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.

The Board is committed to achieving and demonstrating the highest standards of corporate governance which are consistent with the current size and stage of development of the Company.

Compliance with ASX corporate governance guidelines and best practice recommendations

The Australian Securities Exchange Corporate Governance Council has issued the *Corporate Governance Principles and Recommendations 3rd Edition* ('Guidelines') applying to listed entities.

The Board has assessed the Company's current practice against the Guidelines and except where disclosed below, the best practice recommendations of the ASX Corporate Governance Council have been applied. This statement incorporates the disclosures required by the ASX Principles under the headings of the eight core principles.

In addition to its Constitution and applicable laws and regulations, the operations and conduct of Cannindah Resources Limited (Cannindah Resources) are administered in accordance with all governance materials approved by the Board, including but not limited to:

- Board Charter;
- Corporate Code of Conduct;
- Securities Trading Policy;
- Ethics and Disclosure Policy;
- Diversity Policy; and
- Risk Management Policy

Further information on the Company's corporate governance policies and practices can be found on the website at www.cannindah.com.au.

Principle 1 – Lay Solid Foundations for Management and Oversight

Role and Responsibilities of the Board and Management

The Board's primary responsibility is to oversee the company's business activities and management for the benefit of shareholders which it accomplishes by:

- establishing corporate governance, and ethical, business standards;
- setting and monitoring objectives, goals and strategic direction with a view to maximising shareholder value;
- approving and monitoring budgets and financial performance;
- ensuring adequate internal controls exist and are appropriately monitored for compliance;
- ensuring significant business risks are identified and appropriately managed;
- approving of financial and other reporting, and announcements prior to lodgement with the ASX and release to shareholders;
- ensuring the composition of the Board is appropriate, selecting directors for appointment to the Board and reviewing the performance of the Board and the contributions of individual directors; and
- setting remuneration policy;

The Board has delegated responsibilities and authorities to management to enable management to conduct the company's day to day activities. Matters which are not covered by these delegations, such as approvals which exceed certain limits or do not form part of the approved budget, require Board approval.

The responsibility for the operation and administration of the Company is delegated by the Board to the Executive Chairman. The Board ensures that the Executive Chairman is appropriately qualified

**CANNINDAH RESOURCES LIMITED
CORPORATE GOVERNANCE STATEMENT**

and experienced to discharge his responsibilities and has in place procedures to monitor performance.

Directors, Company Secretary and Executives

In considering the appointment of new Directors, the Board, will conduct appropriate background checks, including education, character, criminal record and bankruptcy checks before the Company appoints a person, or puts forward a new candidate for election as a director.

Each of the Directors and Executives has a written agreement with the company setting out the terms of their appointment.

The Company Secretary is accountable to the Board through the Chairman on all matters to do with the proper functioning of the Board. All Directors have access to the Company Secretary.

Diversity Policy

The Company recognises that a diverse workforce, senior management and Board can enhance business performance and productivity and has implemented a diversity policy in support of these aims. The Company is committed to promoting an environment which is conducive to the appointment and development of well qualified employees, senior management and Board candidates and to the extent that it is consistent with the current size, nature and complexity of the organisation, to embracing diversity when determining the composition of employees, senior management and the Board. While embracing the concept of diversity, the Board is of the view that at this time and as the Company has a small Board and no other employees, it is inappropriate to establish measurable diversity objectives or targets and to tie diversity objectives to the Key Performance Indicators for the Board.

Performance Evaluation

Due to the size and makeup of the Board, Directors considered that there is significant feedback provided by Board members on the performance of the Board. Accordingly no performance evaluation was performed during the 2015 financial year.

The Board reviews the performance of the Executive Chairman on an annual basis and will be putting in place a set of key performance indicators which are being established with reference to the Company's strategy and the Executive Chairman's individual responsibilities. As the Executive Chairman receives significant feedback on his performance progressively during the period, no formal performance review was conducted during 2015. The Executive Chairman is responsible for the review and monitoring of the performance of senior executives where such are engaged.

Principle 2 – Structure the Board to Add Value

The names of the members of the Board as at the date of this report and the length of service (in completed years) of each Director are as follows:

- Thomas J Pickett (Executive Chairman) (2 years)
- Laurie G Johnson (Independent Non-Executive Director) (2 years)
- John Hamilton (Non-Executive Director) (2 years)
- Adam P Colrain (Non-Executive Director) (2 years)

When determining whether a non-executive Director is independent the Director must not fail any of the tests included in the Guidelines. The Board have considered the position of the Directors and consider that only Mr Johnson is "independent" as defined by the Guidelines. Messrs Pickett, Hamilton and Colrain are (or in the case of Mr Colrain were during the year) substantial shareholders in the Company. The Company considers that, reflective of their majority shareholding, the Board will function more effectively with these shareholders as Directors. The Board also consider that the appointment of an Executive Chairman is appropriate given the current size of the Company and the nature of its operations.

The skills and qualifications of each of the Directors are set out in the Directors' Report which accompanies the financial statements. All Directors have considerable experience with backgrounds in mineral exploration, law, finance and business. The Board believes that the level of skill and experience possessed by individual Directors is appropriate for the company's size and complexity.

CANNINDAH RESOURCES LIMITED CORPORATE GOVERNANCE STATEMENT

New Directors undergo an induction process in which they are given a full briefing on the Company and its operations. Where possible, this includes meetings with key staff, tours of premises and projects, provision of a due diligence package and presentations from Management.

In order to achieve continuing improvement in Board performance, all Directors are encouraged to undergo continual professional development.

Committees

As at the date of this report, the Company does not have a Nomination or Remuneration Committee of the Board of Directors. The full Board of Directors undertakes the role of this individual. Given the composition of the Board and the size of the company, it is felt that individual nomination and remuneration committees are not yet warranted, however it is expected that as the Company's operations expand that each of these committees will be established.

The Company has an Audit and Risk Committee the members of which are all of the non-executive Directors. The Committee did not meet during the year referring all matters which might otherwise be delegated to the committee to the full Board. The Board Charter sets out the procedures adopted by the Board to satisfy itself of the matters which may otherwise be dealt with by Committees. The Board Charter may be viewed at the Company's website at www.cannindah.com.au in the Corporate Governance section.

Independent Professional Advice and Access to Information

Each Director has the right of access to all relevant information in the Company in addition to access to the Company's executives. Each Director also has the right to seek independent professional advice subject to prior consultation with, and approval from, the chairman. This advice will be provided at the Company's expense and will be made available to all members of the Board.

Insurance

The Company has in place a Directors and Officers liability insurance policy providing a specified level of cover for current and former Directors and executive Officers of the Company against liabilities incurred whilst acting in their respective capacity.

Principle 3: Promote Ethical and Responsible Decision Making

Code of Conduct

As part of the Board's commitment to the highest standard of conduct, the Company adopts a code of conduct to guide executives, management and employees in carrying out their duties and responsibilities. The code of conduct covers such matters as:

- responsibilities to shareholders;
- compliance with laws and regulations;
- relations with customers and suppliers;
- ethical responsibilities;
- employment practices; and
- responsibility to the environment and the community.

Securities Trading Policy

The Company has established a share trading policy which governs the trading in the Company's shares and applies to all Directors and employees of the Company. The policy is available in the Corporate Governance section of the Cannindah Resources' website.

Under the share trading policy, an executive, employee or director must not trade in any securities of the Company at any time when they are in possession of unpublished, price sensitive information in relation to those securities.

No acquisitions or sales of Company securities may be made during Blackout Periods i.e. the time from the end of a quarter until 24 hours following the release of the quarterly cash flow report nor prior to any anticipated announcement to the ASX nor for a 24 hour period after the announcement.

**CANNINDAH RESOURCES LIMITED
CORPORATE GOVERNANCE STATEMENT**

Trading of securities outside the trading windows can only occur in exceptional circumstances and with the approval of the Chairman or Company Secretary.

As required by the ASX listing rules, the Company notifies the ASX of any transaction in the securities of the Company conducted by Directors.

Principle 4: Safeguard Integrity in Financial Reporting

Certification of Financial Reports

The Executive Chairman and the Chief Financial Officer state in writing to the Board each reporting period that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards.

Auditors

The external auditor, Grant Thornton, has declared its independence to the Board through the provision of its Auditor's Independence Declaration to the Board, which states that there have been no contraventions of auditor independence requirements as set out in the Corporations Act or any auditors' professional code.

The Board satisfies itself that the auditors have in place a process to ensure rotation of the audit engagement partner.

The external auditor attends the Annual General Meeting to answer any questions concerning the audit of the Company and the contents of the auditor's report.

Other Matters

The Board Charter which can be viewed in the Corporate Governance section of the Company's website sets out the processes the Board employs to verify and safeguard the integrity of its corporate reporting.

Principle 5: Make Timely and Balanced Disclosure

Cannindah Resources has established policies and procedures to ensure timely and balanced disclosure of all material matters concerning the Company, and to ensure that all investors have access to information on the Company's financial and operational performance. This ensures that the Company is compliant with the information disclosure requirements under the ASX Listing Rules.

These policies and procedures include a comprehensive Ethics and Disclosure Policy that includes processes to identify matters that may have a material impact on the price of Cannindah Resources securities, notify them to the ASX, post relevant information on the Company's website and issue media releases.

The policy is available in the Corporate Governance section of the Cannindah Resources' website

Principle 6: Respect the Rights of Shareholders

Cannindah Resources Limited aims to promote effective communication with shareholders through an investor relations program which includes:

- The annual report, including relevant information about the operations of the Company during the year, key financial information, changes in the state of affairs and indications of future developments. The annual report can be accessed either through the ASX website or Annual Reports section of the Company's website.
- The half year and full year financial results are announced to the ASX and are available to shareholders via the Cannindah Resources and ASX websites.
- All announcements made to the market and related information (including presentations to investors and information provided to analysts or the media during briefings), are made available to all shareholders under the investor information section of Cannindah Resources' website after they have been released to the ASX.
- Detailed notices of shareholder meetings are sent to all shareholders in advance of the meeting.

CANNINDAH RESOURCES LIMITED CORPORATE GOVERNANCE STATEMENT

- Shareholding details are available through the Company's share register, Boardroom Pty Ltd.
- Shareholders are provided the option of sending and receiving communications electronically.

The Board encourages full participation by shareholders at the Annual General Meeting to ensure a high level of Director accountability to shareholders and shareholder identification with the Company's strategy and goals. Important issues are presented to the shareholders as single resolutions. Shareholders are requested to vote on matters such as the adoption of the Company's remuneration report, the granting of options and shares to Directors and changes to the Constitution.

Principle 7: Recognise and Manage Risk

Risk Management

Cannindah Resources Limited recognises that the identification and management of risk is central to the Company's strategy of delivering value to shareholders through its exploration and development activities.

The Board constantly monitors the operational and financial aspects of the company's activities and is responsible for the implementation and on-going review of business risks that could affect the Company. Duties in relation to risk management that are conducted by the Directors include but are not limited to:

- initiate action to prevent or reduce the adverse effects of risk;
- control further treatment of risks until the level of risk becomes acceptable;
- identify and record any problems relating to the management of risk;
- initiate, recommend or provide solutions through designated channels;
- verify the implementation of solutions;
- communicate and consult internally and externally as appropriate; and
- inform investors of material changes to the company's risk profile.

On-going review of the overall risk management program is conducted by external parties where appropriate.

The Board ensures that recommendations made by the external parties are investigated and where considered necessary, appropriate action is taken to ensure that the Company has an appropriate internal control environment in place to manage the key risks identified.

Internal Audit

The Company does not, at this stage, have an Internal Audit function. The Board is of the view that the Company's size and scale does not currently support an independent internal audit function. The Board from time to time may utilise external parties to undertake internal audit control reviews.

The Board Charter which can be viewed in the Corporate Governance section of the Company's website sets out the processes the Board employs to oversee the Company's risk management framework.

Environmental Policy

The Company acknowledges that protection of the environment and sound environmental management strategies are essential to the continued operations of the company. The Company has established an Environmental Policy that requires the Company and its employees to:

- Observe all environmental laws and conduct activities in compliance with applicable legislation, regulations and licence requirements.
- Actively promote environmental awareness among Company personnel and contractors to increase the understanding of environmental matters.
- Incorporate environmental matters into planning and operational decisions and conduct regular audits of operations including those of contractors to ensure performance standards are maintained at the highest level

**CANNINDAH RESOURCES LIMITED
CORPORATE GOVERNANCE STATEMENT**

Principle 8: Remunerate Fairly and Responsibly

The 'Remuneration Report' section of the Directors' Report sets out the structure of remuneration of non-executive directors and of executives. The Report also details the nature and amount of each element of the remuneration of each non-executive Director and executive.

The Board assesses the appropriateness of the nature and amount of remuneration by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and management team.

Shareholders will be asked to adopt, as a non-binding vote, the Remuneration Report as contained in the Directors' Report for the financial year ended 30 June 2015.

The Board Charter which can be viewed in the Corporate Governance section of the Company's website sets out the processes the Board employs to ensure that remuneration of Directors and management is appropriate and not excessive..