

DRAGON MINING LIMITED
Corporate Governance Statement
24 April 2018

Dragon Mining Limited's Board of Directors is responsible for establishing the corporate governance framework of the Company and its related bodies corporate. In establishing this framework, the Board has considered and reports against the Corporate Governance Principles and Recommendations (3rd Edition) as published by the ASX Corporate Governance Council ("**ASX Corporate Governance Principles**").

This Corporate Governance Statement has been approved by the Dragon Mining Board and summarises the corporate governance practices and procedures that were in place throughout the financial year commencing 1 January 2017 and to the date of this statement. In addition to the information contained in this statement, the Company's website at www.dragonmining.com contains additional details of its corporate governance practices and procedures.

The ASX Listing Rules require listed companies to include in their Annual Report or website a statement disclosing the extent to which they have adopted the ASX Corporate Governance Principles in the reporting period. The recommendations are not prescriptive and if a company considers that a recommendation is inappropriate having regard to its particular circumstances, the company has the flexibility not to adopt it.

Where Dragon Mining considered it was not appropriate to presently adopt with a particular recommendation, the reasons are set out in the relevant section of this Corporate Governance Statement.

With the exception of the departures detailed in this Corporate Governance Statement, the corporate governance practices adopted by the Company during the reporting period were consistent with the ASX Corporate Governance Principles (3rd Edition).

The table below provides a summary of the Company's adoption of each of the eight ASX Corporate Governance Principles:

	Recommendation	Adopted Yes/No/Partly
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes Yes
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 re-elect a director.	Yes Yes
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes
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
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); and (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined and published under that Act.	Yes Yes No Yes Not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes Yes
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes Yes

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6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes
6.4	A listed entity should give security holders the option to receive communications from, and send communication to, the entity and its security registry electronically.	Yes
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.	Yes No Yes Yes Yes Yes Not applicable
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes Yes
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluation and continually improving the effectiveness of its risk management and internal control processes.	Not applicable Yes
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risk and, if it does, how it manages or intends to manage those risks.	Yes
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.	Not applicable Yes
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
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.	Not applicable

Board Responsibilities

The Company has established the functions that are reserved to the Board. The Board acts on behalf of the shareholders and is therefore accountable to the shareholders. It also has other obligations of a regulatory or ethical nature. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to appropriately manage those risks.

The Board's role is to govern the consolidated entity. Without limiting the generality of that stated role, the key matters reserved specifically for the Board include:

- Overseeing the Company, including its control and accountability systems;
- Appointing and removing the Managing Director (or equivalent);
- Where appropriate, ratifying the appointment and the removal of senior executives;

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- Providing input into and final approval of senior executives' development of corporate strategy and performance objectives;
- Reviewing, ratifying and monitoring systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- Overseeing the management of safety and occupational health, environmental issues, native title, cultural heritage and community development;
- Monitoring senior executives' performance and implementation of strategy;
- Ensuring appropriate resources are available to senior executives;
- Approving and monitoring the progress of major capital expenditure, capital management, acquisitions and divestments;
- Reviewing and approving remuneration of the Managing Director (or equivalent) and senior executives;
- Satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review;
- Appointment, re-appointing or removing the Company's external auditors (on the recommendation of the Audit and Risk Management Committee); and assuring itself that proper audit procedures are in place; and
- Monitoring and overseeing the management of shareholder and community relations.

For a complete list of the functions reserved to the Board and a copy of the Board's charter, please refer to the Corporate Governance section of the Company's website at www.dragonmining.com.

While the Board retains full responsibility for guiding and monitoring the consolidated entity, in discharging its stewardship it may make use of sub-committees. Specialist committees are able to focus on a particular responsibility and provide informed feedback to the Board.

To achieve this objective, the Board has established the following committees:

- Audit and Risk Management Committee

Refer to the Corporate Charters section of the Company's website at www.dragonmining.com for further detail on the roles and responsibilities of the Audit and Risk Management Committee.

Due to the size of the Board and the stage of the Company's operations, the Board has opted not to establish a Remuneration or Nomination Committee. The nomination and remuneration responsibilities are discharged by the full Board, in accordance with a Remuneration and Nomination Committee Charter.

Responsibilities of Senior Executives

The responsibility for the day to day operation and administration of the consolidated entity, in accordance with the direction of the Board, is delegated by the Board to the Executive Director and the executive team. The Board ensures that this team is appropriately qualified and experienced to carry out their responsibilities and has in place procedures to assess the performance of the Executive Director and the executive team. In delegating this power, the Board must also be satisfied that the Executive Director and senior executives will exercise their powers reliably and competently, and in accordance with the requirements of the Board.

The matters and functions delegated by the Board to the Executive Director and other senior executives include progressing the strategic direction provided by the Board.

For a complete list of the functions delegated to the Executive Director and the executive team, please refer to the Corporate Charters section of the Company's website at www.dragonmining.com.

Performance evaluation of Board and Senior Executives

The Board has adopted a policy for regular evaluation of the performance of the Board, including its committees and Directors, a copy of which is available on its website. Informal evaluation of the Board, its committees and Directors took place in the reporting period and was carried out on a continual basis by the Chairman. Although the evaluation was not in accordance with the process disclosed in this document and the Company's Corporate Governance Policy, the Board is satisfied that the evaluation undertaken was effective given the size and nature of the Board and the Company's operations.

The Board is responsible for an annual evaluation of the Executive Director, to be coordinated by the Chairman. This review took place on an ongoing and informal basis during the financial year. Although the evaluation was not formalised in accordance with the Company's Corporate Governance Policy, the Board is satisfied that the evaluation undertaken was effective given the size and nature of the Company's operations.

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The Executive Director is responsible for an annual evaluation of senior executives. These evaluations took place during the financial year.

Structure of the Board and Skills Matrix

To ensure the Board is well equipped to discharge its responsibilities it has established guidelines for the nomination, selection, induction and ongoing professional development of Directors. These guidelines include a requirement to undertake appropriate background checks prior to the appointment of a person as a director, including but not limited to undertaking police and solvency checks. The Board has a formal induction or professional development policy which facilitates Directors to build their knowledge and make an effective contribution in a timely manner, and the provision of appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their roles as Directors effectively.

The Directors in office and the date of their appointment at the date of this Corporate Governance Statement are:

Name	Position	Date of Appointment
Mr A Dew	Chairman, Non-executive Director	7 February 2014
Mr B Smith	Executive Director	7 February 2014
Mr C Procter	Independent Non-executive Director	19 May 2015
Mr M Wong	Alternate to Mr A Dew	19 May 2015

The skills, experience and expertise relevant to the position of Director held by each Director at the date of this Statement are included in the Company's 2017 Annual Report.

The composition of the Board is reviewed regularly by the Board to ensure that the Directors between them bring the range of skills, knowledge and experience necessary to direct the Company's operations. The Board has developed a skills matrix suitable for the Board of the Company at its current stage and into the future, taking into account its current strategy, operations and expectations for changes in the nature and scope of its activities. The Board skills matrix identifies a mix of areas the Board should collectively hold across its membership, including geological, mining and engineering, project development, commercial, legal, financial and capital markets. The Board is satisfied that the identified skills are well represented in the current Board. However, the Board will consider appointing additional directors to enhance relevant areas as it further evolves.

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. All Directors have unfettered access to the Company Secretary. In addition, Directors are entitled, in furtherance of their duties, to seek independent professional advice at the Company's expense.

Independence

Recommendation 2.4 requires a majority of the Board to be independent Directors. The ASX guidance on factors relevant to an assessment of independence includes interests, positions, associations or relationships which might interfere with, or reasonably be seen to interfere with, a director's capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the entity and its security holders generally. Mr C Procter is considered independent however in accordance with this guidance, two of the three Directors are not considered to be independent:

Name	Position
Mr A Dew	Chairman, Non-executive Director
Mr B Smith	Executive Director

The Chairman Mr A Dew is not considered to be independent as he is also a director of companies associated with Allied Properties Resources Limited, which is a substantial shareholder of the Company. Mr B Smith is not considered independent as he is employed in an executive capacity by the Company. Notwithstanding that a majority of the Board is not considered independent, the Board believes the Board can and does make decisions in the best interests of the Company and its security holders.

The Company recognises Recommendation 2.5 which recommends that the Chairman of the Company be independent. As noted above, the Chairman, Mr A Dew is a director of a substantial shareholder of Dragon Mining and, as a result, is not considered independent. However, Mr Dew has been appointed to this position as he has considerable experience as a public company Chairman and is a well-qualified person for this position. The Board believes that Mr Dew is able to and does bring impartial judgment to all relevant issues falling within the scope of the role of Chairman.

Remuneration and Nomination Committee

The Board has adopted a Remuneration and Nomination Committee Charter. As noted above, during the 2017 financial year, the full Board undertook the responsibilities for determining and reviewing compensation arrangements for the Directors and senior executives and ensuring that the Board continues to operate within

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the established guidelines, including when necessary, selecting candidates for the position of Director. For further details regarding the procedure for the nomination, selection and appointment of new Directors and re-election of incumbents, as well as a copy of the Remuneration and Nomination Committee Charter, please refer to the Corporate Charters section of the Dragon Mining website at www.dragonmining.com.

For further details on the remuneration policy of the Company, including a description of the structure of Non-executive Directors' remuneration and Executive Directors' and senior executives' remuneration are included in the remuneration report in the Company's Annual Report.

There is no scheme to provide retirement benefits (other than superannuation) for Non-executive Directors.

For additional details please refer to the Corporate Governance section of the Company's website at www.dragonmining.com.

Audit and Risk Management Committee

The Board has established an Audit and Risk Management Committee which operates under a charter approved by the Board. It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes such as the safeguarding of assets, the maintenance of proper accounting records and the reliability of financial information, as well as non-financial considerations including the benchmarking of operational key performance indicators. The Board has delegated the responsibility for the establishment and maintenance of a framework of internal control and ethical standards for the management of the consolidated entity to the Audit and Risk Management Committee. The Audit and Risk Management Committee provides the Board with additional assurance regarding the reliability of financial information for inclusion in the financial reports. The Committee is also responsible for the nomination of the external auditor and reviewing the adequacy of the scope and quality of the annual statutory audit and half year audit review.

For further details regarding the procedures for selection, appointment and rotation of external audit partners, as well as a copy of the Audit and Risk Management Committee's charter, please refer to the Corporate Charters section of the Company's website at www.dragonmining.com.

The members of the Audit and Risk Management Committee during the year were Mr C Procter (Chair) and Mr A Dew. Mr B Smith attended Committee meetings as an invitee. Mr Procter is the only independent director on the Committee. However notwithstanding that a majority of the Committee is not considered independent, the Board believes the Committee as constituted can and does make decisions in the best interests of the Company and its security holders.

For details of membership and attendance at meetings of the Audit and Risk Management Committee, refer to page 5 of the Directors' Report in the Company's 2017 Annual Report.

Communication with Shareholders

Pursuant to Principle 6, the Board aims to ensure that the shareholders are provided with full and timely information about the Company's activities. To promote effective communication with shareholders, the Company has designed a Shareholder Communication policy. Information is communicated to the shareholders through:

- the Annual Report which is made available to all shareholders;
- announcements made through the ASX companies announcements platform;
- the Company's website (<http://www.dragonmining.com>) which has a dedicated Investors section for the purpose of publishing all important Company information and relevant announcements made to the market; and
- the annual general meeting and any other meetings called to obtain approval for Board action as appropriate.

In addition, shareholders are encouraged to make their views known or to seek clarification on information available in the public arena by contacting the Company (including the Company's share registry, which facilitates electronic correspondence) or attending the annual general meeting. The external auditors also attend, and are available to answer queries on the preparation and content of the independent Audit Report, the accounting policies adopted by the Company in relation to the preparation of accounts and the independence of the Auditor in relation to the conduct of the audit at the Company's annual general meetings.

For further information regarding the Company's strategy to promote effective communication with Shareholders, please refer to the Governance section of the Company's website at www.dragonmining.com.

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Diversity Policy

Dragon Mining is committed to promoting equality and diversity in the workplace and aims to be an organisation where diversity is valued, respected and celebrated. All decisions relating to employees will be based strictly on merit, without regard to gender, ethnicity, age, relationship status or any other irrelevant factor not applicable to the position.

Pursuant to Recommendation 1.5, the Company has established a Diversity Policy. However due to the small size of the organisation and its current stage of operations, the introduction of specific measurable objectives at this stage has not been implemented.

Whilst the Board of the Company strongly endorses the concept of gender diversity, until the Company's human resource base has grown to a point where fully implementing specific measurable objectives will become more meaningful, the Company will, in accordance with its Diversity Policy, continue to recruit the best person for each role, regardless of gender, ethnicity, age, relationship status or any other irrelevant factor not applicable to the position.

In accordance with Recommendation 1.5(c)(1), the table below shows the proportion of women in the whole organisation, women in senior executive positions and women on the Board. The Company defines "senior executive" as those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, during the financial year. To provide an accurate reflection of the proportion of women across the whole organisation, the Company has opted to include contractors in the below percentages, which show the proportion of women in the organisation as at the date of this Statement:

Board: Nil (0%)

Senior Executive: 3 (3.30%)

Employees/Contractors: 22 (24.18%)

Share Trading

The Constitution of the Company permits Directors and officers to acquire shares in the Company.

In accordance with the provisions of the Corporations Act and the listing Rules of the ASX, Directors must advise the Company and the ASX of any transactions they conduct in securities of the Company.

The Company has established a Securities Dealing Policy concerning trading in the Company's securities by Directors and employees. This policy provides a brief summary of the law on insider trading and other relevant laws, sets out the restrictions on dealing in securities by people who work for or who are associated with Dragon Mining, and is intended to assist in maintaining market confidence in the integrity of dealings in the Company's securities.

The policy stipulates that the only appropriate time for a Director or employee to deal in the Company's securities is when he or she is not in possession of 'price sensitive information' that is not generally available to the share market. A Director wishing to deal in the Company's securities may only do so after first having received approval from the Chairman. All staff wishing to deal must obtain approval from the Executive Director. Confirmation of any dealing must also be given by the Director or employee to the Company Secretary within two business days after the dealing.

Trading in the Company's securities is also subject to specified blackout periods, which are set out in the Company's Securities Dealing Policy or as otherwise determined by the Board from time to time.

The Company prohibits directors and employees from entering into transactions in associated products which limit the economic risk of participating in invested entitlements under any equity-based remuneration schemes.

A copy of the Company's Securities Dealing Policy is available in the Governance section of Dragon Mining's website.

Integrity of Financial Reporting and Risk Management Policies

The Board has primary responsibility to ensure that the Company presents and publishes accounts which present a true and fair view of its results and financial position and that the accounting methods adopted are appropriate to the Company and consistently applied in accordance with relevant accounting standards and the applicable laws.

Under section 295A of the *Corporations Act*, the person who performs the chief executive function and the person who performs the chief financial officer function are each required to provide a written statement to the Board that the Company's annual financial report presents a true and fair view, in all material respects, of the Company's financial condition and operational results and that it is in accordance with the relevant accounting standards. Recommendation 4.2 extends this requirement such that it applies to financial statements for any financial period and that the person who performs the chief executive function and the person who performs the chief financial officer function must also confirm that this statement is founded on a sound system of risk management and internal compliance which implements the policies adopted by the Board and that the Company's risk management and internal compliance and control system is operating effectively in all material

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respects. The Board confirms that it has received written statements to this effect from the Executive Director and the Chief Financial Officer for the half year and annual financial reports from 1 January 2017 to the date of this report.

Due to the size of the Company and its current level of activity and operations, the Company does not have a formal internal audit function. Periodically, internal reviews of the Company's financial systems, documents and processes will be undertaken and any recommendation for improvement actioned by management, and where material, reported to the Board.

The Company is committed to the management of risks throughout its operations to protect all of its stakeholders. Risk management is carried out through the Audit and Risk Management Committee and the processes and procedures mentioned above.

The Board has delegated to the Audit and Risk Management Committee the primary responsibility for ensuring that risks are identified and monitored. The Audit and Risk Management Committee has in turn required management to design and implement a risk management and control system to manage the Company's material business risks. The Company's Risk Oversight Policy deals with the management and oversight of material business risks and provides the guiding principle for management in the identification of risks across the organisation as a whole, and within individual business units. The Audit and Risk Management Committee reviews the risk management framework at least annually.

The Risk Management and Internal Control Policy provides a framework for systematically understanding and identifying the types of material business risks that may threaten the Group as a whole or specific business activities within the Company and includes risk mitigation strategies.

Dragon Mining operates a number of mining and process plants. These operations are subject to risks including, but not limited to, site-specific mining and geological conditions, variations in cost and market conditions and changes in legislation. Any of these factors may substantially alter the performance of a mining operation.

The Company is also subject to environmental/social acceptability risks associated with its mining and process plants and exploration activities. The Company is subject to the ongoing risks associated with funding its exploration, mining development and other activities.

As part of its risk management and control system, management monitors all categories of risk identified and updates mitigation strategies where appropriate. In this context the Board has formed the view that the Company understands these risks and has risk mitigation strategies in place to manage these risks. The Company manages environmental/social acceptability risks by developing its environmental, community and social development programs and communicating with both community and government regarding its development plans and risk management strategies.

For a summary of the Company's Risk Management and Internal Control Policy, please refer to the Governance section of the Company's website at www.dragonmining.com.

Code of Conduct and Continuous Disclosure Policy

The Company has a Director and Senior Executives Code of Conduct and Continuous Disclosure Policy, which can be found in the Governance section of the Company's website at www.dragonmining.com.