

CAPE LAMBERT RESOURCES LIMITED

ACN 095 047 920

CORPORATE GOVERNANCE REPORT

FOR THE YEAR ENDED 30 JUNE 2018

The Board of Directors of Cape Lambert Resources Limited (**Cape Lambert** or the **Company**) is committed to maintaining a high standard of corporate governance in accordance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd Edition) (**Recommendations**).

In accordance with ASX Listing Rule 4.10.3, this corporate governance report discloses the extent to which the Company has adopted the Recommendations. Cape Lambert is pleased to advise that the Company's practices are largely consistent with the Recommendations however, in areas where they do not comply, the Company is working towards compliance or does not consider that the practices are appropriate for the current size and scale of operations.

The following table sets out the Company's position with regards to adoption of the Recommendation for the year ended 30 June 2018. The current corporate governance policies are posted in a dedicated corporate governance information section of the Company's website at www.capelam.com.au.

ASX Recommendation		Comply
Principle 1 – Lay solid foundations for management and oversight		
1.1	A listed entity should disclose: <ul style="list-style-type: none"> 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. 	✓
1.2	A listed entity should: <ul style="list-style-type: none"> a. Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and b. Provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	✓
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	✓
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	✓
1.5	A listed entity should: <ul style="list-style-type: none"> 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: <ul style="list-style-type: none"> i. The respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or ii. 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. 	✓
1.6	A listed entity should: <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. 	✓

ASX Recommendation		Comply
1.7	A listed entity should: <ul style="list-style-type: none"> 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. 	✓
Principle 2 – Structure the Board to add value		
2.1	The board of a listed entity should: <ul style="list-style-type: none"> a. Have a nomination committee which: <ul style="list-style-type: none"> i. Has at least three members, a majority of whom are independent directors; and ii. Is chaired by an independent director; And disclose: <ul style="list-style-type: none"> iii. The charter of the committee; iv. The members of the committee; and v. As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or b. If it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. 	✗
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.	✓
2.3	A listed entity should disclose: <ul style="list-style-type: none"> a. The names of the directors considered by the board to be independent directors; b. If a director has an interest, position, association or relationship of the type described in box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and c. The length of service of each director. 	✓
2.4	A majority of the board of a listed entity should be independent directors.	✓
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	✗
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	✓
Principle 3 – Act ethically and responsibly		
3.1	A listed entity should: <ul style="list-style-type: none"> a. Have a code of conduct for its directors, senior executives and employees; and b. Disclose that code or a summary of it. 	✓
Principle 4 – Safeguard integrity in corporate reporting		
4.1	The board of a listed entity should: <ul style="list-style-type: none"> a. Have an audit committee which: <ul style="list-style-type: none"> i. Has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and ii. Is chaired by an independent director, who is not the chair of the board; 	✓

ASX Recommendation		Comply
	<p>And disclose:</p> <ul style="list-style-type: none"> i. The charter of the committee; ii. The relevant qualifications and experience of the members of the committee; and iii. 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>b. If it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	
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.	✓
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	✓
Principle 5 – Make timely and balanced disclosure		
5.1	<p>A listed entity should:</p> <ul style="list-style-type: none"> a. Have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and b. Disclose that policy or a summary of it. 	✓
Principle 6 – Respect the rights of shareholders		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	✓
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	✓
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.	✓
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	✓
Principle 7 – Recognise and manage risk		
7.1	<p>The board of a listed entity should:</p> <ul style="list-style-type: none"> a. Have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> i. Has at least three members, a majority of whom are independent directors; and ii. Is chaired by an independent director; <p>And disclose:</p> <ul style="list-style-type: none"> iii. The charter of the committee; iv. The members of the committee; and v. 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>	✓

ASX Recommendation		Comply
7.2	The board or a committee of the board should: <ul style="list-style-type: none"> 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. 	✓
7.3	A listed entity should disclose: <ul style="list-style-type: none"> a. If it has an internal audit function, how the function is structured and what role it performs; or b. If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes. 	✓
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	✓
Principle 8 – Remunerate fairly and responsibly		
8.1	The board of a listed entity should: <ul style="list-style-type: none"> a. Have a remuneration committee which: <ul style="list-style-type: none"> i. Has at least three members, a majority of whom are independent directors; and ii. Is chaired by an independent director; And disclose: <ul style="list-style-type: none"> iii. The charter of the committee; iv. The members of the committee; and v. 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. 	✓
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.	✓
8.3	A listed entity which has an equity-based remuneration scheme should: <ul style="list-style-type: none"> 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. 	✓

Board

The Board of Directors

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board and it is the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

In carrying out its governance role, the primary role of the Board is the protection and enhancement of long-term shareholder value. The Board must also ensure that the Company complies with all of its contractual,

statutory and any other legal obligations, including the requirements of any regulatory body. The Board has the final responsibility for the operations of the Company.

In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company. Full details of the Board's role and responsibilities are contained in the Board Charter, a copy of which is available on the Company's website. The Board Charter was last reviewed on 28 September 2018.

The Board considers a diverse range of matters related to its role, including:

- Leadership;
- Strategy;
- Shareholder Liaison;
- Risk Management;
- Company Finances;
- Human Resources
- Occupational Health and Safety; and
- Delegation of Authority.

Structure of the Board

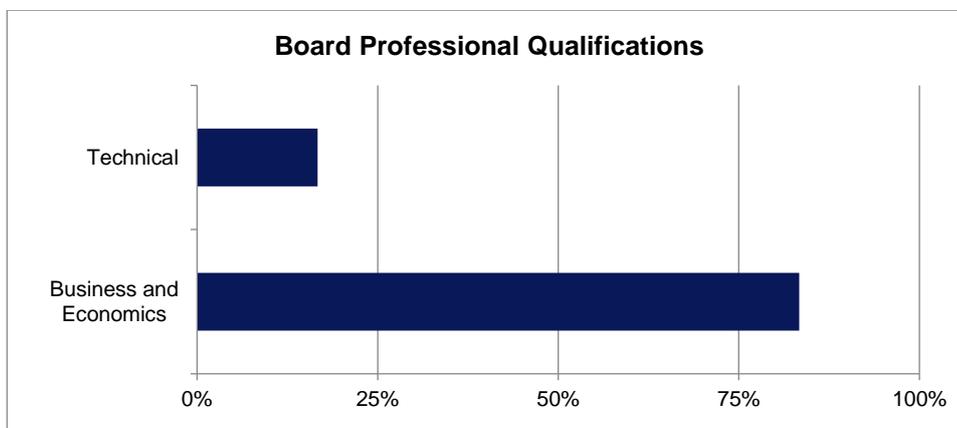
The Board has been formed so that it has effective composition, size and commitment to adequately discharge its responsibilities and duties given its current size and scale of operations. The Company recognises the importance of Non-Executive Directors and the external perspective and advice that Non-Executive Directors can offer.

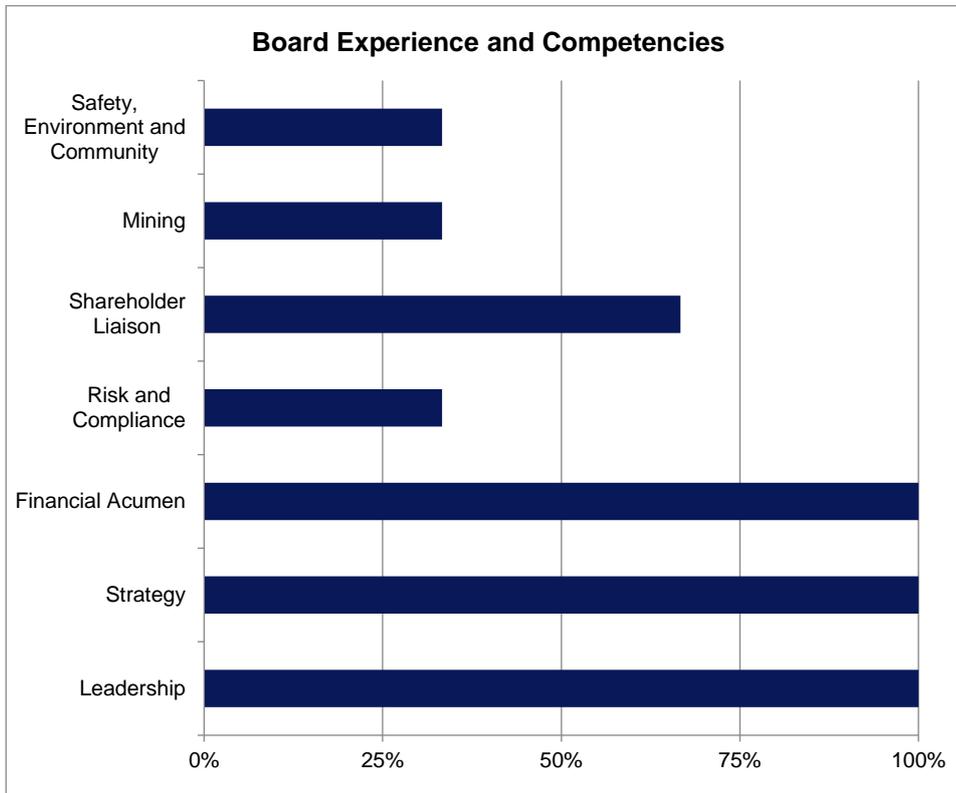
Members of the Board are:

Mr Tony Sage	(Executive Chairman)	Appointed 14 December 2000
Mr Tim Turner	(Non-Executive Independent Director)	Appointed 16 September 2004
Mr Stefan Müller	(Non-Executive Independent Director)	Appointed 1 January 2018

Director Skills, Experience and Attributes

Directors are appointed based on the specific skills required by the Company and on other attributes such as their decision-making and judgment skills. A brief description of the Boards qualifications and experience is included in the 2018 Annual Report.





Chairman and Independent Directors

Examples of interests, positions, associations and relationships that might cause doubts about the independence of a director include if the director:

- Is, or has been, employed in an executive capacity by the entity or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the board;
- Is, or has within the last three years been, a partner, director or senior employee of a provider of material professional services to the entity or any of its child entities;
- Is, or has been within the last three years, in a material business relationship (e.g. as a supplier or customer) with the entity or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship;
- Is a substantial security holder of the entity or an officer of, or otherwise associated with, a substantial security holder of the entity;
- Has a material contractual relationship with the entity or its child entities other than as a director;
- Has close family ties with any person who falls within any of the categories described above; or
- Has been a director of the entity for such a period that his or her independence may have been compromised.

Mr Tony Sage is the Executive Chairman of the Company and does not meet the Company's criteria for independence. The Board believes his experience and knowledge of the Company makes him the most appropriate person to lead the Board.

The role of the Chief Executive Officer is discharged by the Executive Chairman of Cape Lambert. The Board considers relevant industry experience and specific expertise important in providing strategic guidance and oversight of the Company, and it believes Mr Tony Sage remains the most appropriate person to fulfil this role.

Company Secretary

The Company Secretary is accountable to the Board, through the Executive Chairman, on all governance matters. The Company Secretary attends all Board and Committee meetings and ensures that the business at Board and Committee meetings is accurately captured in minutes of these meetings.

Board Meetings

The following table sets out the number of directors' meetings held during the financial year ended 30 June 2018 and the number of meetings attended by each director.

Director	Board of Directors	
	Eligible to Attend	Attended
Tony Sage	5	4
Tim Turner	5	4
Stefan Müller	2	2

Board Committees

Remuneration Committee

The Board has established a Remuneration Committee, which operates under a charter approved by the Board. A copy of this charter is published on the Company's website. The Remuneration committee charter was last reviewed on 12 August 2016. The role of the Remuneration Committee is to assist the Board in the effective discharge of its responsibilities, by advising and recommending to the Board matters relating to the remuneration of Directors and Senior Management of the Company. The Committee considers a diverse range of matters related to its role, including:

- Executive and Senior Management remuneration;
- Executive Chairman remuneration;
- Non-Executive Director remuneration;
- Short and long-term incentive plans; and
- Succession planning.

Members of the Remuneration Committee are:

Mr Tim Turner (Chairman of Committee) (Non-Executive Independent Director)
Mr Stefan Müller (Non-Executive Independent Director)

Remuneration Policy

The remuneration policy of the Company has been designed to align Director and Senior Management objectives with business objectives and consequently shareholder returns. The Board of the Company believes the remuneration policy to be appropriate and effective in its ability to attract and retain appropriately skilled Directors to run and manage the Company.

1. Executive Chairman Remuneration Policy

The Executive Chairman's remuneration is approved by the Board following recommendations by the Remuneration Committee after benchmarking against the market. The Executive Chairman receives a base component (which is based on factors such as length of service and experience). The Board endorses the use of incentive and bonus payments to align the interests of the Executive Chairman with those of shareholders and increase Company performance. Options and performance incentives may also be issued as the Company invests in projects which are subsequently successfully monetised.

2. Non-Executive Directors Remuneration Policy

Non-Executive Director remuneration has been approved by the Board and Remuneration Committee on various dates as and when Directors have been appointed to the Company. The Board's policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is approved by shareholders.

3. Senior Management Remuneration Policy

The Company is committed to remunerating its Senior Management in a manner that is market-competitive and consistent with best practice as well as supporting the interests of shareholders. Consequently, under the Remuneration Committee charter and Performance Evaluation Policy, the remuneration of Senior Management may include but is not limited to, salary, superannuation, incentive awards, compensation payments, equity awards and service contracts. The Board may use its discretion with respect to the payment of bonuses, options and other incentive payments.

Full details regarding the remuneration of Directors and Senior Management is provided in the 2018 Annual Report.

Audit and Risk Committee

The Board previously operated an Audit and Risk Committee. The role of the Audit and Risk Committee was to assist the Board in the effective discharge of its responsibilities, by advising and recommending to the Board matters relating to the effectiveness of the control environment of the Company in areas of operational and balance sheet risk, legal and regulatory compliance and financial reporting.

The Board disbanded the Audit and Risk Committee during the year as it determined that the functions previously carried out by the Audit and Risk Committee were better off carried out by the Board as a whole.

Internal Audit

The role of an internal audit function is to independently review the effectiveness of risk management, control and governance processes. Given the size of Cape Lambert, the Company does not have an internal audit function because it is more efficient that the full Board, with the assistance of the Audit and Risk Committee carry out these specific functions.

Attestations by Executive Chairman and Chief Financial Officer

It is the Board's policy, that the Executive Chairman and the Chief Financial Officer make the attestations per the Recommendations as to the Company's financial condition prior to the Board signing the Half Yearly and Annual Report. The certification required in accordance with section 295A of the *Corporations Act 2001* is provided by the Executive Chairman and Chief Financial Officer prior to acceptance by the Board as a whole.

Nominations Committee

The role of a Nomination Committee is to help achieve a structured Board that adds value to the Company by ensuring an appropriate mix of skills are present in Directors on the Board at all times. As the whole Board only consisted of three members for the year, the Company has not formed a nominations committee because it would not be a more efficient mechanism than the full Board for focusing the Company on these specific issues.

The responsibilities of a Nomination Committee would include devising criteria for Board membership, regularly reviewing the need for various skills and experience on the Board and identifying specific individuals for nomination as Directors for review by the Board. The Nomination Committee would also oversee Director and management succession plans and evaluate the Board's performance and make recommendations for the appointment and removal of Directors. Currently the Board as a whole performs this role with assistance from the Remuneration Committee.

The Board has established a Director Selection and Appointment Policy, a copy of which is published on the Company's website.

Committee Meetings

The following table sets out the number of committee meetings held during the financial year ended 30 June 2018 and the number of meetings attended by each committee member.

Director	Audit and Risk Committee		Remuneration Committee	
	Eligible to Attend	Attended	Eligible to Attend	Attended
Tony Sage	-	-	-	-
Tim Turner	1	1	-	-
Stefan Müller	-	-	-	-

Company Policies

The Company's Policies (summarised below) are published on the Company's website.

Code of Conduct

To assist the Board in carrying out its functions, it has developed a Code of Conduct to guide the Directors and Senior Management in the performance of their roles. The code of conduct was last reviewed on 12 August 2016.

Securities Trading Policy

The Company has a Securities Trading Policy in place which complies with the ASX Listing Rules. The securities trading policy was last reviewed on 12 August 2016.

Under the Company's Securities Trading Policy, a Director as well as officers, employees, contractors and consultants (collectively **Personnel**) 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. Additionally, a Director and Personnel may not deal in the Company's securities 2 days preceding the release of annual results and half year results.

Before commencing to trade outside of those black-out periods, a Director and Personnel must notify the Executive Chairman of their intention to do so and obtain confirmation from the Chairman that there is no impediment to the person in trading in the Company's securities.

As is required by the ASX Listing Rules, the Company notifies the ASX of any transaction conducted by a Director in the securities of the Company.

Continuous Disclosure Policy

Cape Lambert's Continuous Disclosure policy outlines how the Company manages its continuous disclosure obligations. The Continuous Disclosure Policy was last reviewed on 12 August 2016.

Cape Lambert publishes all of its ASX announcements on its website, including Notices of General Meetings, Investor Presentations, Quarterly, Half Yearly and Annual Reports. All announcements made to the ASX are available to shareholders by email notification when a shareholder subscribes to the Cape Lambert email alerts via the Company's website.

Shareholder Communication Policy

Cape Lambert respects the rights of its shareholders and is committed to communicating effectively with shareholders and the market. Cape Lambert's Shareholder Communication policy outlines how the Company communicates with shareholders and the financial markets and is designed to promote effective communication with shareholders and encourages their participation at general meetings. The Shareholder Communication Policy was last reviewed on 12 August 2016.

Cape Lambert also has on its website, profiles of its Directors and Senior Management, a corporate governance section containing Cape Lambert's Constitution, Board, Charters, Policies and contact details of the Company's share registry. In addition, Cape Lambert has made available an e-mail address for shareholders and investors to make general enquires of the Company.

Cape Lambert encourages shareholder participation at general meetings with the Annual General Meeting (**AGM**) being the major forum for shareholders to ask questions about the performance of Cape Lambert. The Executive Chairman allows reasonable opportunity for shareholders to ask questions at these meetings. The Executive Chairman may respond directly to questions or, at his discretion may refer the question to another Director.

Cape Lambert's auditors are required to attend the AGM and shareholders are given reasonable opportunity to ask the auditor about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and independence of the auditor. Shareholders are also invited to submit written questions to the Executive Chairman before the meeting about the auditor's report or the conduct of the audit.

To encourage greater shareholder participation at general meetings, Cape Lambert provides the option for shareholders to vote by proxy electronically through its share registry.

Director Selection and Appointment Policy

Cape Lambert recognises the importance of having an appropriate mix of skills on the Board. The Company has established a Director Selection and Appointment Policy. This Director Selection and Appointment Policy was last reviewed on 12 August 2016.

Directors are appointed based on the specific governance skills required by the Company. Given the size of the Company and the business that it operates, the Company aims at all times to have at least one Director with relevant industry experience. In addition, Directors should have the relevant blend of personal experience in accounting and financial management and Director-level business experience.

Directors are provided with a formal letter of appointment which sets out the terms and conditions of appointment including their duties, rights, responsibilities and expectations. Prior to the appointment of Directors, appropriate checks are undertaken into candidate's character, experience, education, criminal record and bankruptcy history.

The Company believes it is important that new Directors are able to contribute to the Board's decision making process at the earliest opportunity. An informal induction process exists and is facilitated by the Executive Chairman. The process includes the new Director meeting with the other Board Members, Senior Management and the Company Secretary in order to gain an insight into the key issues and culture of the Company.

Performance Evaluation Policy

It is the policy of the Board to conduct annual reviews of its own performance and the performance of individual Directors (including the Executive Chairman) and the Committees of the Board. The performance of Senior Management is monitored by the Executive Chairman with contributions from the Board.

The board performance evaluation process is conducted by way of annual questionnaire. A formal performance of the Board and its Committees did occur in the year.

Senior Management performance evaluation is conducted by way of a formal meeting. A meeting with Senior Management did occur in the year.

In order to achieve continuing improvement in Board performance, all Directors are encouraged to undergo continual professional development. Specifically, Directors are provided with the resources and training to address skill gaps where they are identified.

Risk Management Policy

The Company manages its exposure to economic risk while it does not consider it has any material exposure to environmental or social sustainability risks. Cape Lambert recognises the importance of identifying and managing business risks and ensuring appropriate control measures are in place. The Company has established a Risk Management Policy and system for oversight and management of material business risk. The Risk Management Policy was last reviewed on 28 September 2018.

Diversity Policy

The Company recognises that a talented and diverse workforce is a key competitive advantage and that an important contributor to the Company's success is the quality, diversity and skills of its people. This Diversity Policy was last reviewed on 12 August 2016.

The Board is primarily responsible for setting achievable objectives on gender diversity and monitoring the progress of the Company towards them on an annual basis. Due to the size and scale of operations of the Company, the Board has determined that a long term gender diversity objective to meet or exceed an overall company-wide female rate of 35% each year is more appropriate.

The following table shows the representation of women in the Company as at 30 June 2018:

Personnel	Total Number	Women	% Women
Whole organisation	10	6	60%
Permanent technical staff (excl. senior management)	1	1	100%
Permanent administration staff (excl. senior management)	3	3	100%
Senior executives (incl. Executive Chairman)	4	2	50%
Senior executives (excl. Executive Chairman)	3	2	67%
Board Members	3	0	0%

This corporate governance report is current as at 28 September 2018 and has been approved by the Board of Cape Lambert Resources Limited.