

## CORPORATE GOVERNANCE STATEMENT

### INTRODUCTION

The Board of Directors is committed to maintaining high standards of safety, performance and corporate governance for Alara Resources Limited (**Company** or **Alara**) and the entities it controls (**Consolidated Entity**). Good corporate governance is about having a set of core values and behaviours that underpin the Group's activities and ensure transparency, fair dealing and protection of the interests of stakeholders – including shareholders, personnel, suppliers and communities in which the Group operates. The Board of Directors supports the 3<sup>rd</sup> Edition of the Corporate Governance Principles and Recommendations (**ASX Recommendations**) developed by the ASX Corporate Governance Council (**Council**). The Company's practices are largely consistent with the ASX Recommendations. The Board considers that the implementation of a small number of ASX Recommendations is not appropriate, for the reasons set out below in relation to the items concerned. The Board uses its best endeavours to ensure that exceptions to the ASX Recommendations do not have a negative impact on the Company and the best interests of shareholders as a whole.

As required by the ASX Listing Rules, this Corporate Governance Statement (**CGS**) discloses the extent to which the Company has followed the ASX Recommendations during the Reporting Period, as summarised below:

ASX Corporate Governance Principles and Recommendations	CGS Reference
Principle 1 – Lay solid foundations for management and oversight	1.1 – 1.7
Principle 2 – Structure the Board to add value	2.1 – 2.16
Principle 3 – Act ethically and responsibly	3.1
Principle 4 – Safeguard integrity in corporate reporting	4.1 – 4.3
Principle 5 – Make timely and balanced disclosure	5.1
Principle 6 – Respect the rights of security holders	6.1 – 6.2
Principle 7 – Recognise and manage risk	7.1 – 7.3
Principle 8 – Remunerate fairly and responsibly	8.1 – 8.3

The Company has also prepared an ASX Appendix 4G – Key to Disclosures (which reports on the Company's compliance with each of the ASX Recommendations) – this Key has been lodged with the CGS on ASX and may be viewed and downloaded from the Company's website (details below).

A copy of the ASX Recommendations can be found on the ASX website at the following URL:

<http://www.asx.com.au/documents/asx-compliance/cgc-principles-and-recommendations-3rd-edn.pdf>

The Company's latest Annual Report (and other ASX market announcements and releases) may be viewed and downloaded from the Company's website at the following URL: <http://www.alararesources.com>

The Corporate Governance page of the Alara website contains most of the charters, codes and policies which are referred to in this CGS, at the following URL:

<http://www.alararesources.com/corporate-governance>

The names of the Directors currently in office and their qualifications and experience are stated in the Company's latest 2017 Annual Report, on pages 7 to 8.

## PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

### 1.1. Board of Directors - Role and Responsibilities

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. The Board is also responsible for the overall corporate governance of the Company, and recognises the need for the highest standards of behaviour and accountability in acting in the best interests of the Company as a whole.

The Board also ensures that the Company complies with all of its contractual, statutory and any other legal and regulatory obligations. The Board has the final responsibility for the successful operations of the Company. Where the Board considers that particular expertise or information is required, which is not available from within its members, appropriate external advice may be taken and reviewed prior to a final decision being made.

Without intending to limit the general role of the Board, the principal functions and responsibilities of the Board include the matters set out below, subject to delegation to Senior Management as specified elsewhere in this Statement or as otherwise appropriate:

- (a) formulation and approval of the strategic direction, objectives and goals of the Company;
- (b) the prudential control of the Company's finances and operations and monitoring the financial performance of the Company;
- (c) the resourcing, review and monitoring of Senior Management;
- (d) ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- (e) the identification of significant business risks and ensuring that such risks are adequately managed;
- (f) The timeliness, accuracy and effectiveness of communications and reporting to shareholders and the market; and
- (g) the establishment and maintenance of appropriate ethical standards.

The Board takes advice from the [Audit Committee](#) and the [Remuneration and Nomination Committee](#) on matters within their respective Charters, however the Board retains final decision-making authority on those matters.

### 1.2. Senior Management - Role and Responsibilities

The role of Senior Management is to deliver the strategic direction and goals determined by the Board.

The Board has delegated to the Managing Director, and through the Managing Director to other Senior Executives, responsibility for the day-to-day management of the Group, which includes:

- (a) management of the Group's operations and finances;
- (b) reporting to the Board on matters including the Group's operations and financial performance;
- (c) recommending Group strategy, budgets, plans, policies and risk management systems to the Board; and
- (d) determining Group policies, other than those reserved for the Board.

Senior Management may also be delegated responsibility for other matters under policies adopted by the Board.

As at 30 June 2017, the Company's Senior Management comprise the Managing Director (Justin Richard) and Executive Director (Atmavireshwar Sithapak).

### 1.3. Board Nominations

The Board (on recommendations received from the Remuneration and Nomination Committee) will consider nominations for appointment or election of Directors that may arise from time to time, having regard to the skills and experience required by the Company (as detailed in the Board Skills Matrix referred to in Section 2.3 below) and procedures outlined in the Company's [Constitution](#) and the [Corporations Act 2001 \(Cth\)](#).

The Company undertakes appropriate checks before appointing a person, or putting forward to shareholders a candidate for election, as a Director. Candidates are assessed through interviews, meetings and background and reference checks (which may be conducted both by external consultants and by Directors) as appropriate.

The Company gives shareholders all material information in its possession relevant to the decision on whether or not to elect (or re-elect) a Director, either in the notice of meeting at which the election of the Director is to be held, or by including in the notice a clear reference to the location on the Company's website, Annual Report or other document lodged with ASX where the information can be found.

## 1.4. Terms of Appointment – Directors and Senior Executives

Each Non-Executive Director receives a letter formalising their appointment and outlining the material terms of their appointment. The Non-Executive Directors of the Company have not been appointed for fixed terms.

The Managing Director and Executive Director have written employment agreements with the Company setting out their duties, obligations and remuneration. The Company Secretary is engaged under a consultancy agreement with the Company which sets out the role and responsibilities and remuneration of the position.

The material terms of engagement with the Company's 'key management personnel' are outlined within the Remuneration Report in the Company's latest Annual Report.

The Company's [Constitution](#) requires one third of the Directors (or if that is not a whole number, the whole number nearest to one third) to retire at each Annual General Meeting (AGM). The Director(s) who retire under this rule are those who have held office the longest since last being elected or appointed. If two or more Directors have been in office for the same period, those Directors may agree which of them will retire. This rule does not apply to the Managing Director. A Director appointed by the Board since the last AGM is subject to retirement and election at the following AGM is also not taken into account in determining the number of Directors who must retire by rotation.

The initial appointment and last re-election dates of each current Director (as at the date of this CGS) are listed below.

Director	First Appointed	AGM Last Re-elected
James Phipps	1 November 2014	30 November 2015 AGM; 23 November 2016 AGM.
Justin Richard	16 June 2015	Exempt from re-election under Corporations Act 2001.
Atmavireswar Sthapak	22 September 2015	30 November 2015 AGM; Retires (by rotation) and will stand for re-election at the 2017 AGM.
Vikas Jain	6 April 2016	23 November 2016 AGM.

## 1.5. The Company Secretary

The Company Secretary is accountable directly to the Board, through the Chairman, on matters to do with the proper functioning of the Board and to the Managing Director on all other matters relevant to his role. The Company Secretary is also responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX. The Company Secretary as at 30 June 2017 was Ian Gregory (appointed June 2015), whose qualifications and experience are stated in the Company's latest Annual Report. Mrs Elizabeth Hunt (appointed August 2015) resigned on 31 March 2017.

## 1.6. Diversity

The Board, Senior Management and workforce of the Company/Group currently comprises individuals that are culturally diverse, together with possessing an appropriate blend of qualifications and skills. The Company recognises the positive advantages of a diverse workplace and is committed to:

- (a) creating a working environment conducive to the appointment of well qualified employees, Senior Management and Board candidates; and
- (b) identifying ways to promote a corporate culture which embraces diversity.

The small size of, and low turnover within, the Company's workforce are such that it cannot realistically be expected to reflect the degree of diversity of the general population. Given those circumstances, and the current nature and scale of the Company's activities, the Board has determined that it is not practicable to set measurable objectives for achieving gender diversity. The Board monitors the extent to which the level of diversity within the Company is appropriate on an ongoing basis and periodically considers measures to improve it. The Board will further consider the establishment of objectives for achieving gender diversity as the Company develops and its circumstances change. The Company has a Diversity Policy.

The Board has delegated the responsibility of monitoring and ensuring workplace diversity to the Managing Director.

The Company does not currently have any women on the Board but has one female Senior Executive within the Consolidated Entity. A Senior Executive is a member of Senior Management that directly reports to the Managing Director (not including the Company Secretary). Excluding board members and other company officers, 25% (2016: 33%) of the Consolidated Entity's current staff are female.

### 1.7. Performance Review and Evaluation

The Board as a whole has responsibility to review its own performance, the performance of individual Directors and the performance of Board Committees. The Chairman also speaks to Directors individually regarding their role and performance as a Director.

Generally, evaluations are conducted initially by the Chairman (who is also Chair of the Remuneration and Nomination Committee) via questionnaires and or interviews covering matters such as each Director's individual contribution, Board and Committee performance and the functioning of the Board and Committee processes. The overall outcomes are discussed by the Board with measures taken to improve the effectiveness and efficiency of the Board and Committees (as appropriate). A Board performance evaluation was conducted during the Reporting Period.

The Remuneration and Nomination Committee is responsible for reviewing the performance and remuneration of the Managing Director and Executive Directors (where applicable) and reporting to the Board on the results of their review and their recommendations arising therefrom. The Remuneration and Nomination Committee conducted an annual performance evaluation of the Managing Director.

During the 2014 financial year, the Company developed an Employee Appraisal, Remuneration, Bonus and Performance Management Policy with the following purpose:

- (a) The Policy aims to ensure equity, consistency and fair treatment for all employees;
- (b) Formal employee performance appraisals are undertaken at least annually and remuneration reviews are conducted semi-annually;
- (c) The Company makes a clear correlation between performance (via bonus and other programmes) and remuneration (role and responsibility level) to ensure that superior employee performance is recognised and rewarded;
- (d) Where an employee is under-performing, the Company will collaborate with that employee to assist them, via a Performance Management System, to reach the required standard;
- (e) The Company's Employee Bonus Scheme is intended to recognise employees who have demonstrated performance which is beyond upper level standards for their role.

The Managing Director conducted performance evaluations with his Senior Executives (pursuant to this Policy) during the Reporting Period.

## PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE

### 2.1. Board of Directors – Composition, Structure and Process

The Board has been formed so that it has an effective composition, size and commitment to adequately discharge its responsibilities and duties given the current size and the scale and nature of the Company's activities. The names of the Directors currently in office and their qualifications and experience are stated in the Company's latest Annual Report. A Director is generally initially appointed by the Board and retires (and may stand for re-election) at the next AGM after their appointment (as outlined in Section 1.4 above).

### 2.2. Nomination Committee

The Board has a combined Remuneration and Nomination Committee, which, as at the date of this CGS, comprises Non-Executive Chairman, Mr James Phipps (as Chairman of the Remuneration and Nomination Committee; also Chairman of the Board), Mr Atmavireshwar Sthapak and Mr Vikas Jain. The qualifications and experience of current members are stated in the Company's latest Annual Report. As a consequence of the size and composition of the Company's Board, the Board does not have a stand-alone Nomination Committee.

The Remuneration and Nomination Committee has a formal charter to prescribe its purpose, key responsibilities, composition, membership requirements, powers and other administrative matters, which includes a nomination function, with key responsibilities to make recommendations to the Board as to various Board matters including the necessary and desirable qualifications, experience and competencies of Directors and the extent to which these are reflected in the Board, the appointment of the Chairman and Managing Director, the development and review of Board succession plans and addressing Board diversity. The [Remuneration and Nomination Committee Charter](#) may be viewed and downloaded from the Company's website. The number of times that the Audit and Remuneration and Nomination Committees met during the Reporting Period, and the individual attendances of Committee members at those meetings, are disclosed in the Company's latest Annual Report.

### 2.3. Skills, Knowledge and Experience

The Board seeks to ensure that its members have an appropriate mix of skills, knowledge and experience to enable it to properly perform its responsibilities and be well equipped to navigate the Company through the many opportunities and challenges it faces.

Directors are appointed based on the specific business, corporate and governance skills and experience required by the Company. The Board recognises the need for Directors to have a relevant blend of skills and personal experience in a range of disciplines required for the proper management and oversight of the Company's operations, having regard to the scale and nature of its activities.

While recognising that each Director will not necessarily have experience in each of the following areas, the Board seeks to ensure that its membership includes an appropriate mix of Directors with experience in the resources sector, operations, general management, accounting and finance and corporate affairs.

A summary of the Directors' skills and experience relevant to the Consolidated Entity as at the end of the Reporting Period is set out below:

Skills and Experience (out of 4 Directors)			
<b>Leadership and Governance</b>		<b>Geographical Experience</b>	
Executive Management	4	Middle East	4
Corporate Governance	3	Asia Pacific	2
Strategy	4	Europe	2
<b>Exploration and Geology</b>		<b>Finance and Risk</b>	
Geology	2	Accounting	2
Resource definition	3	Finance	3
<b>Operations</b>		Joint ventures	4
Health and Safety	3	Risk Management	4
Project Delivery	4	<b>People</b>	
Mining Operations	2	Human Resources	4
Communities	4	<b>Corporate</b>	
<b>Sector Experience</b>		Legal	2
Base Metals	3	Investor Relations	3
Precious Metals	2	Acquisitions	3
Commodities sales and marketing	3	Regulatory compliance	3

The diverse qualifications, skills and experiences of the Directors, disclosed in the Company's latest Annual Report, represents a mix that the Board believes is appropriate to have reflected among its members. The Board reviews its Skills Matrix at least annually.

### 2.4. Chairman

The Chairman leads the Board and has responsibility for ensuring that the Board receives accurate, timely and clear information to enable Directors to perform their duties as a Board. The Non-Executive Chairman of the Company is Mr James Phipps (appointed as Chairman 31 July 2015) whose qualifications and experience are stated in the Company's latest Annual Report.

## 2.5. Managing Director

The Managing Director is responsible and accountable to the Board for the Company's management. The Managing Director of the Company is Mr Justin Richard whose qualifications and experience are stated in the Company's latest Annual Report.

## 2.6. Executive Directors

In addition to the Managing Director, Mr Atmavireswar Sthapak is also an Executive Director.

## 2.7. Non-Executive Directors

The Company recognises the importance of Non-Executive Directors and the external perspective and advice that Non-Executive Directors can offer. As at the date of this CGS, the Board has one independent Non-Executive Director, being Mr James Phipps whose qualifications and experience are stated in the Company's latest Annual Report.

As at the end of the reporting period, the Board was comprised of 2 Non-Executive Directors being Mr James Phipps and Mr Vikas Jain and 2 Executive Directors, being Mr Justin Richard and Mr Atmavireswar Sthapak.

## 2.8. Independence

An independent Director, in the view of the Company, is a Non-Executive Director who:

- (1) has not previously been employed in an Executive capacity within the Consolidated Entity, unless a period of at least three years has elapsed between ceasing such employment and serving on the Board;
- (2) is not and has not within the last three years been a principal or senior employee of a material professional adviser to the Consolidated Entity;
- (3) is not and has not within the last three years been in a material business relationship (e.g. supplier or customer) with the Consolidated Entity, or an officer of or otherwise associated with someone with such a relationship;
- (4) is not a substantial shareholder of the Company or an officer of, or otherwise associated with, a substantial shareholder of the Company;
- (5) has no material contractual relationship with the Company other than as a Director of the Company;
- (6) has no close family ties with any person who falls within any of the categories described above; and
- (7) has not been a Director of the Company for such a period that his or her independence may have been compromised. There is no specified length of service beyond which a Director is no longer considered independent. The Board regularly assesses whether any, otherwise independent, Director who has served for more than 10 years may no longer be regarded as independent.

In the case where any of the above interests, positions or relationships exist, the Company assesses its materiality to determine whether it might interfere, or reasonably be seen to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its shareholders generally.

The Board assesses the independence of Directors annually, or more frequently if circumstances require.

As at the date of this CGS Mr James Phipps is regarded as an independent Non-Executive Director.

## 2.9. Induction and Professional Development

It is the policy of the Board to ensure that the Directors and Senior Management of the Company are equipped with the knowledge and information they need to discharge their responsibilities effectively and that individual and collective performance is regularly and fairly reviewed.

The Company has a programme for inducting new Directors. This includes giving new Directors access to all employees to gain full background on the Company's operations. Directors are encouraged to attend director training and professional development courses, as may be required to enable them to develop and maintain the skills and knowledge needed to effectively perform their roles as Directors, at the Company's expense.

Directors are encouraged, and are given the opportunity (where practicable), to broaden their knowledge of the Consolidated Entity's business by visiting offices in different locations and to remain abreast of developments impacting the business.

### 2.10. Meetings of the Board

The Board holds regular meetings approximately monthly and holds additional meetings whenever necessary to deal with specific matters requiring attention. Directors' Circulatory Resolutions are also utilised where appropriate either in place of or in addition to formal Board meetings. Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director of the Company.

It is recognised and accepted that Board members may also concurrently serve on other boards, either in an executive or non-executive capacity, provided that these commitments do not materially interfere with their ability to serve as a Director of the Company.

### 2.11. Conflicts of Interest

To ensure that Directors are at all times acting in the interests of the Company, Directors must:

- (1) disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Director or his duties to any other parties and the interests of the Company in carrying out the activities of the Company; and
- (2) if requested by the Board, within seven days or such further period as may be permitted, take such necessary and reasonable steps to remove any conflict of interest.

If a Director cannot or is unwilling to remove a conflict of interest then the Director must, as per the Corporations Act, absent himself from the room when Board discussion and/or voting occurs on matters to which the conflict relates (save with the approval of the remaining Directors and subject to the Corporations Act).

### 2.12. Related-Party Transactions

Related party transactions include any financial transaction between a Director and the Company as defined in the Corporations Act or the ASX Listing Rules. Unless there is an exemption under the Corporations Act from the requirement to obtain shareholders' approval for the related party transaction, the Board may not approve the transaction. The Company also discloses related party transactions in its Annual Report as required under the Corporations Act and relevant Accounting Standards.

### 2.13. Share Dealings and Disclosures

The Company has adopted a Securities Trading Policy, which applies to Directors and employees of the Consolidated Entity and contractors who have agreed to be bound by the policy. The policy is designed to:

- (a) explain the type of conduct in relation to dealings in the Company's securities that is prohibited under the relevant law and by the Consolidated Entity, including insider trading; and
- (b) establish a procedure for buying, selling or otherwise dealing in the Company's securities (generally and during specified prohibited periods) which requires (in the case of Executive Personnel) the prior approval from the Chairman of the Board or the Chairman of the Audit Committee, as appropriate. Approval during prohibited periods will only be granted where there is severe financial hardship or exceptional circumstances.

A copy of the Company's [Securities Trading Policy](#) may be viewed and downloaded from the Company's website.

### 2.14. Independent Professional Advice

Subject to prior approval by the Chairman, each Director has the right to seek independent legal and other professional advice at the Company's expense concerning any aspect of the Company's operations or undertakings in order to fulfil their duties and responsibilities as a Director.

### 2.15. Company Information and Confidentiality

All Directors have the right of access to all relevant Company books and to Senior Executives. In accordance with legal requirements and agreed ethical standards, Directors and employees of the Company have agreed to keep confidential all information received in the course of the exercise of their duties and will not disclose non-public information except where disclosure is authorised or legally mandated.

## 2.16. Directors' and Officers' Deeds

The Company has entered into a deed with the Directors to regulate certain matters between the Company and each officer, both during the time the officer holds office and after the officer ceases to be an officer of the Company (or of any of its wholly-owned subsidiaries). A summary of the terms of such deeds is contained within the Remuneration Report in the Company's latest Annual Report.

## PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

### 3.1. Code of Conduct

The Company has developed a formal Code of Conduct, which may be viewed and downloaded from the Company's website. The Code sets and creates awareness of the standard of conduct expected of Directors, officers, employees and contractors in carrying out their roles.

The Company seeks to encourage and develop a culture which will maintain and enhance its reputation as a valued corporate citizen of the countries where it operates and an employer which personnel enjoy working for. The Code sets out policies in relation to various corporate and personal behaviour including safety, discrimination, the environment, communities and heritage issues, respecting the law, anti-corruption, interpersonal conduct, conflict of interest and alcohol and drugs.

While the Code seeks to prescribe standards of behaviour for all Consolidated Entity personnel to observe, it does not, and understandably cannot, identify every ethical issue that an individual might face. The Code's objective is to provide a benchmark for professional and personal behaviour throughout the Consolidated Entity, to safeguard the Consolidated Entity's reputation and to make clear the consequences of breaching the Code.

All Consolidated Entity personnel receive a copy of the Code when they start with the Consolidated Entity and can access the Code from the Company's website or request a copy from their reporting manager or the Corporate Affairs Manager.

## PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

### 4.1. Audit Committee

The Audit Committee currently comprises independent Non-Executive Chairman, Mr James Phipps, Mr Atmavireswar Sthapak and Mr Vikas Jain (as Chairman of the Audit Committee). Their qualifications and experience are stated in the Company's latest Annual Report.

The Audit Committee has a formal charter to prescribe its objectives, duties and responsibilities, access and authority, composition, membership requirements of the Committee and other administrative matters. Its function includes reviewing and approving the audited annual and reviewed half-yearly financial reports, ensuring a risk management framework is in place, reviewing and monitoring compliance issues, reviewing reports from management and matters related to the external auditor.

The [Audit Committee Charter](#) may be viewed and downloaded from the Company's website.

The number of times that the Audit Committee met during the Reporting Period, and the individual attendances of Committee members at those meetings, are disclosed in the Company's latest Annual Report.

### 4.2. CEO and CFO Declarations

The Board receives, prior to its approval of the Company's financial statements for a financial period (i.e. the half year and full year reports), written assurances from the Managing Director (being the CEO equivalent) and the CFO (or equivalent) that, in their respective opinions, the financial records of the Company 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 Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively, as required under section 295A of the Corporations Act and as per the ASX Recommendations.



## 4.3. External Auditor

The Company's external auditor (**Auditor**) is selected for its professional competence, reputation and the provision of value for professional fees. Within the audit firm, the partner responsible for the conduct of the Company's audits is rotated every five years. The external Auditor attends the Company's AGMs (in person or by teleconference) and is available to answer shareholders' questions about the conduct of the audit and the preparation and content of the Auditor's Report.

## PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

### 5.1. Continuous Disclosure to ASX

The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to ASX as well as communicating with ASX.

In accordance with the Corporations Act and ASX Listing Rule 3.1, the Company immediately notifies ASX of information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities, subject to exceptions permitted by that rule. A reasonable person is taken to expect information to have a material effect on the price or value of the Company's securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

All staff are required to inform their reporting manager of any potentially price-sensitive information concerning the Company as soon as they become aware of it. Reporting managers are in turn required to inform the Managing Director of any potentially price-sensitive information.

In general, the Company will not respond to market speculation or rumours unless required to do so by law or by the ASX Listing Rules.

The Company may request a trading halt from ASX to prevent trading in its securities if the market appears to be uninformed. The Managing Director and, where the Managing Director is not available, the Company Secretary (in consultation with the Board), are authorised to determine whether to seek a trading halt.

## PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

### 6.1. Market and Shareholder Communications

The Company is owned by shareholders. Increasing shareholder value is the Company's key mission. Shareholders require an understanding of the Company's operations and performance to enable them to be aware of how that mission is being fulfilled. The Directors are the shareholders' representatives. In order to properly perform their role, the Directors must be able to ascertain the shareholders' views on matters affecting the Company.

The Board therefore considers it paramount to ensure that shareholders are informed of all major developments affecting the Company and have the opportunity to communicate their views on the Company to the Board. Information is communicated to shareholders and the market through various means including:

- (a) the Annual Report which is distributed to shareholders if they have elected to receive a printed version and is otherwise available for viewing and downloading from the Company's website;
- (b) the AGM and other general meetings (the notices for which are available for viewing and downloading from the Company's website) called in accordance with the Corporations Act and to obtain shareholder approvals as appropriate. The Managing Director and Chairman (as appropriate) gives an address at the AGM updating shareholders on the Company's activities;
- (c) Half-Yearly Directors' and Financial Reports, which are available for viewing and downloading from the Company's website;
- (d) Quarterly Activities and Cash Flow Reports, which are available for viewing and downloading from the Company's website;
- (e) Company Updates, which are available for viewing and downloading from the Company's website; and
- (f) other announcements released to ASX as required under the continuous disclosure requirements of the ASX Listing Rules and other information that may be mailed to shareholders, which are available for viewing and downloading from the Company's website.

The Managing Director has general responsibility to speak to the media, investors and analysts on the Company's behalf.

The Company actively promotes communication with shareholders through a variety of measures, including the use of the Company's website and email. The Company's reports and ASX announcements may be viewed and downloaded from its website: <http://www.alararesources.com> or the ASX website: [www.asx.com.au](http://www.asx.com.au) under ASX code "AUQ".

Shareholders may elect to receive Annual Reports electronically. The Company also maintains an email list for the distribution of the Company's announcements on ASX via email in a timely manner.

Shareholders may send communications to and receive communications from the Company and its Share Registry electronically. The contact email addresses for the Company and its Share Registry are [info@alararesources.com](mailto:info@alararesources.com) and [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au) respectively (also available on the Company's website).

## 6.2. Shareholders' Meetings

Shareholders communicate with Directors through various other means including:

- (a) having the opportunity to ask questions of Directors at all general meetings;
- (b) the presence of the Auditor at AGMs (in person or by teleconference, as practicable and appropriate) to take shareholder questions on any issue relevant to their capacity as Auditor;
- (c) the Company's policy of expecting Directors to be available to meet shareholders at the AGM; and
- (d) the Company making Directors and selected Senior Executives available to answer shareholder questions submitted by telephone, email and other means (where appropriate).

Traditionally, the key forum for two-way communication between the Company and its shareholders is its AGM. The Board encourages shareholder participation at the Company's AGM and other general meetings of shareholders and the Chairman encourages questions and comments from shareholders and seeks to ensure that shareholders are given ample opportunity to participate. Shareholders who are unable to attend the AGM or a general meeting may submit questions and comments before the meeting to the Company or to the Auditor (in the case of the AGM).

## PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

### 7.1. Risk Committee

As a consequence of the size and composition of the Company's Board, the Board does not have a stand-alone Risk Committee. However, the Company's Audit Committee (refer Section 4.1) has an important risk management and compliance function. The [Audit Committee Charter](#) may be viewed and downloaded from the Company's website.

During the Reporting Period, the Audit Committee reviewed the Company's risk management framework to ensure that it continues to be sound.

### 7.2. Internal Control and Risk Management

The Board of Directors is responsible for (but takes advice from the Audit Committee in relation thereto) the overall internal control framework (which includes risk management) and oversight of the Company's policies on, and management of, risks that have the potential to impact significantly on operations, financial performance or reputation.

The Board recognises that no cost-effective internal control system will preclude all errors and irregularities. The system is based, in part, on the appointment of suitably qualified and experienced service providers and suitably qualified and experienced management personnel. The effectiveness of the system is continually reviewed by management and at least annually by the Board. On a day-to-day basis, managing the various risks inherent in the Company's operations is the responsibility of the Managing Director in conjunction with relevant Senior Executives (as appropriate and applicable). Risks facing the Company can be divided into the broad categories of health and safety, operations, compliance and market risks.

Health and safety risk is one of the most important risks faced by a resources company. Apart from the inherent unacceptability of threats to life or health, safety incidents have the potential to seriously damage the Company's reputation and ability to operate its business. The Company takes a "zero tolerance" approach to any situation that might compromise the health or safety of staff, contractors or members of the community. This risk is addressed by comprehensive safety policies and training and a requirement that any safety incident or "near miss" is reported to the Board.

Operations risk refers to risks arising from day to day operational activities which may result in direct or indirect loss from inadequate or failed internal processes, decision-making, exercise of judgment, people or systems or external events. The Managing Director has delegated responsibility from the Board for identification of operations risks generally, for putting processes in place to mitigate them and monitoring compliance with those processes. The Company has clear accounting and internal control systems to manage risks to the accuracy of financial information and other financial risks.

Compliance risk is the risk of failure to comply with all applicable legal and regulatory requirements and industry standards and the corresponding impact on the Company's business, reputation and financial condition. The Company's compliance risk management strategy ensures compliance with key legislation affecting the Company's activities. A key principle of the Company's compliance risk management strategy is to foster an integrated approach where line managers are responsible and accountable for compliance, within their job descriptions and within overall guidance developed by the Managing Director (assisted by relevant Senior Executives, as appropriate and applicable). The Company's compliance strategy is kept current with advice from senior external professionals and the ongoing training of Senior Executives and other senior personnel involved in compliance management. The Company has policies on responsible business practices and ethical behaviour including conflict of interest and share trading policies to maintain confidence in the Company's integrity and ensure legal compliance.

Market risk encompasses risks to the Company's performance from changes in resource prices, currency exchange rates, capital markets and economic conditions generally. The Audit Committee regularly assesses the Company's exposure to these risks and the Board (taking advice from the Audit Committee) sets the strategic direction for managing them. Further details are in the Financial Risk Management Note to the financial statements in the Company's latest Annual Report.

The Company's approach to risk management is not stationary; it evolves constantly in response to developments in operations and changing market conditions. The Managing Director and CFO (or equivalent) have reported to the Board as to the effectiveness of the Company's management of its material business risks and internal controls.

### 7.3. Internal Audit

The Company does not have an independent internal audit function. Due to the nature and size of the Company's operations, and the Company's ability to derive substantially all of the benefits of an independent internal audit function in the manner disclosed below, the expense of an independent internal auditor is not considered to be appropriate.

The Audit Committee performs all key elements of an internal audit function, including:

- (a) evaluating and seeking and obtaining reasonable assurance that risk management, control, and governance systems are functioning as intended and will enable the Company's objectives and goals to be met;
- (b) evaluating information security and associated risk exposures;
- (c) evaluating regulatory compliance programmes with consultation from internal and external legal counsel;
- (d) evaluating the Company's preparedness in case of business interruption; and
- (e) providing oversight of the Company's anti-fraud programmes.

The Audit Committee delegates to one or more appropriate Senior Executives the authority to implement any non-strategic amendments to risk management systems required as a result of changed circumstances, or where the potential for improvement has been identified; reporting all such matters to the Managing Director promptly, and to the Audit Committee/Board for consideration at its next meeting. The Audit Committee may also seek recommendations from appropriate Senior Executives where strategic changes to risk management and internal control processes are required.

## PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

### 8.1. Remuneration Committee

The Board has a combined Remuneration and Nomination Committee, which, as at the end of the financial reporting period, comprised Non-Executive Chairman, Mr James Phipps (as Chairman of the Remuneration and Nomination Committee; also Chairman of the Board), Mr Atmavireshwar Sthapak and Mr Vikas Jain. The qualifications and experience of current members are stated in the Company's latest Annual Report.

As a consequence of the size and composition of the Company's Board, the Board does not have a stand-alone Remuneration Committee.

The Remuneration and Nomination Committee has a formal charter to prescribe its purpose, key responsibilities, composition, membership requirements, powers and other administrative matters, which includes a remuneration function, with key responsibilities to make recommendations to the Board on policy governing the remuneration benefits of the Managing Director and Executive Directors, including equity-based remuneration and assist the Managing Director to determine the remuneration benefits of senior management and advise on those determinations.

The [Remuneration and Nomination Committee Charter](#) may be viewed and downloaded from the Company's website.

The number of times that the Audit and Remuneration and Nomination Committees met during the Reporting Period, and the individual attendances of Committee members at those meetings, are disclosed in the Company's latest Annual Report.

## 8.2. Remuneration Policy

Details of the Company's remuneration policy are contained in the Remuneration Report within the Company's latest Annual Report.

## 8.3. Equity Based Remuneration Scheme

The Company has an Employee Share Option Plan (**ESOP**) which was approved by shareholders at the 2014 AGM held on 19 November 2014. A summary of the terms of ESOP is set out in Annexure A to Alara's Notice of AGM and Explanatory Statement dated 2 October 2014.

The Company will seek to re-approve the ESOP plan upon expiry after 3 years from the date of previous approval, in the 2017 AGM.

The Company's policy is to require Director and employee option holders not to enter into transactions in associated products which limit the economic risk of holding unvested options. Also, under the Company's Securities Trading Policy, Director and employee option-holders may not:

- (a) hedge or limit their exposure to risk in any unvested options in the Company; or
- (b) use any securities in the Company held by them as security for borrowing or other obligations (including a margin lending facility) without the written consent of the Trading Officer.

The Company's [Securities Trading Policy](#) may be viewed and downloaded from the Company's website.