



ORECORP
LIMITED

Corporate Governance Statement

2021

ABN: 24 147 917 299

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The Board of Directors ('Board') of OreCorp Limited ('Company' or 'Group') is responsible for its corporate governance, that is, the system by which the Group is managed.

The Company currently has the following Board members:

Mr Craig Williams	Non-Executive Chairman
Mr Matthew Yates	CEO & Managing Director
Mr Alastair Morrison	Non-Executive Director
Mr Michael Klessens	Non-Executive Director
Mr Robert Rigo	Non-Executive Director

Details of the Directors, including their qualifications, experience and date of appointment, are set out in the Directors' Report.

This corporate governance statement is for the year ended 30 June 2021 and is dated as at, and approved by the board on, 16 September 2021.

Principle 1: Lay solid foundations for management and oversight

1.1 A listed entity should have and disclose a board charter setting out:

- (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.

The Board represents shareholders' interests in continuing a successful business, which seeks to optimise medium to long-term financial gains for shareholders. By focusing on the long-term health of the Company, rather than on short-term gains for shareholders, the Board believes that this will ultimately result in the interests of all stakeholders being appropriately addressed when making business decisions.

The Board is responsible for ensuring that the Group is managed in such a way to best achieve this desired result. Given the current size and operations of the business, the Board currently undertakes an active role.

The Board is responsible for evaluating and setting the strategic directions for the Group, establishing goals for management and monitoring the achievement of these goals. The Chief Executive Officer and Managing Director ('CEO & MD') is responsible to the Board for the day-to-day management of the Group. Specific responsibilities may be delegated by the CEO & MD to officers and key management personnel engaged in executive roles ('Executive Management').

The Board has sole responsibility for the following:

- determining the vision, mission, values and objectives of the Group;
- formulating short-term and long-term strategies to enable the Group to achieve its objectives, and ensuring adequate resources are available to meet those objectives;
- appointing and approving the terms and conditions of employment (including remuneration and participation in equity and other incentive plans) of the CEO & MD and approving the terms and conditions of employment (including remuneration and participation in equity and other incentive plans) of other members of Executive Management;
- establishing and determining the powers and functions of the committees of the Board ('Committees'), including the Audit Committee, the Remuneration and Nomination Committee and the Risk Committee;

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- reviewing and providing feedback on the performance of the CEO & MD and reviewing the performance of other members of Executive Management;
- reviewing the performance of the Board, individual Directors and Committees;
- endorsing the terms and conditions of employment of those employees reporting to Executive Management;
- fostering an appropriate culture for the Company that is directly aligned to its vision, mission, values, strategies and objectives;
- satisfying itself that the Company has in place an appropriate risk management framework and setting the risk appetite within which Executive Management is expected to operate;
- approving the annual budget of the Company and variations thereto;
- approving major operating and capital budgets of the Company, and material variations to these budgets;
- authorising expenditure approval limits for the CEO & MD and authorising expenditure in excess of these discretionary limits;
- approving all debt and equity financings by the Company;
- approving all mergers, acquisitions and disposals of projects and businesses;
- considering the reports from Committees and the recommendations made;
- reviewing annually the progress and performance of the Company towards meeting its objectives;
- reviewing periodically the process, outcomes and effectiveness of the Company's decisions and strategies, and ensuring that valuable lessons are identified and absorbed into the process and framework for making future decisions;
- authorising the issue of securities and any other equity or debt instruments of the Company;
- approving processes, procedures and internal control systems to ensure that the Company's financial results are reported on a timely and accurate basis;
- approving Annual Financial Reports (and interim financial reports as may be required), Annual Reports, notices of general meetings, and profit and dividend announcements;
- monitoring procedures to ensure that ASX is promptly and adequately informed of all matters considered to be material, in accordance with the Company's continuous disclosure obligations;
- overseeing the Company's approach to corporate governance issues;
- ensuring an appropriate framework exists for relevant information to be reported by Executive Management to the board and whenever required, challenging Executive Management and holding it to account;
- monitoring developments in the Company's industry and general operating environment; and
- encouraging effective communication between the Company and its shareholders, employees and the general public.

The Board's role and the Group's corporate governance practices are being continually reviewed and improved as required.

1.2 A listed entity should:

- (a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward 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.**

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The criteria for determining the identification and appointment of a suitable candidate for the Board shall include quality of the individual, background of experience and achievement, compatibility with other Board members, credibility within the Group's scope of activities, intellectual ability to contribute to the Board's duties and physical ability to undertake the Board's duties and responsibilities.

The Remuneration and Nomination Committee assists the Board with the selection and appointment of Directors. Before the Board appoints a new Director or puts forward a candidate for election, the Remuneration and Nomination Committee will ensure that appropriate background checks are undertaken. Shareholders are provided with all material information in the Board's possession that is relevant to their decision on whether or not to elect or re-elect a Director through a number of channels, including the Notice of Meeting, and the Director details in the Directors' Report.

1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

The Company has a written agreement with each Director and member of Executive Management 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.

The Company Secretary is directly accountable to the Board, through the Chairman, on all governance matters. The Company Secretary works closely with the Chairman to manage the flow of information between the Board and its Committees. The appointment and removal of the Company Secretary is subject to Board approval and all Directors have access to the advice and services provided by, the Company Secretary.

1.5 A listed entity should:

- (a) have and disclose a diversity policy;**
- (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and**
- (c) disclose in relation to each reporting period:**
 - (1) the measurable objectives set for that period to achieve gender diversity;**
 - (2) the entity's progress towards achieving those objectives; and**
 - (3) either:**
 - (1) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or**
 - (2) 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.**

The Company had a Diversity Policy for the year ended 30 June 2021 which was published on its website. In August 2021, the Policy was reviewed and renamed the Diversity & Inclusion Policy. A copy is available on the Company's website. The Company recognises that a diverse and talented workforce is a competitive advantage and that the Company's success is the result of the quality and skills of our people. The Company is committed to workplace diversity and inclusion at all levels of the organisation.

The Company's policy is to recruit and manage on the basis of qualification for the position and performance, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, political beliefs, religious beliefs, cultural background, socio-economic background, perspective, experience or any other area of potential difference. It is essential that the Company employs the appropriate person for each

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job and that each person strives for a high level of performance. The Company recognises the benefits arising from its commitment to diversity and inclusion.

The Company's strategies include:

- identifying specific factors to take account of in recruitment and selection processes to encourage diversity and inclusion, and thereby recruiting from a diverse pool of candidates for all positions, including the Board as well as members of Executive Management, while complying with local laws and regulations;
- considering programs to assist in the development of a broad and diverse pool of skilled and experienced employees;
- maintaining a remuneration framework which ensures pay equality across roles and grades of employees based on individual performance, experience, location of role and job nature;
- reviewing succession plans to ensure an appropriate focus on diversity and inclusion;
- providing flexible working arrangements across all levels of the Company, to the extent practically possible, taking into account the nature of the work performed; and
- developing a culture which takes account of domestic responsibilities of all employees.

The Board is accountable for ensuring this Policy is effectively implemented. However, supporting workplace diversity and inclusion is the responsibility of everyone engaged in activities under the Company's control.

As at 30 June 2021, the Company had 4 male Non-Executive Directors and no female Directors and the Group had 25 male employees (including the CEO & MD) and 9 female employees.

Given the current size of the Company, measurable objectives for achieving gender diversity have not been established and this is noted as a departure by the Company from the ASX Corporate Governance Principles and Recommendations. As the Company's activities increase in size, scope and/or nature, this position will be reviewed by the Board and amended as appropriate.

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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.**

The Board has a process for reviewing its performance and that of its individual Non-Executive Directors, Committees and Executive Management. The Board meets annually to review the outcome of this process.

The annual procedure for Board performance evaluation is to review:

- its performance against the terms of the Board Charter;
- the performance of Committees against the terms of their charters;
- the contribution of each Director and performance of the Board;
- changes that may be required to the Board Charter or any Committee Charters, taking into consideration the developments in the Company and its businesses over the preceding year, and in corporate governance practices.

Opportunities are also provided for Directors to give private feedback on Board effectiveness, to the Chairman of the Remuneration and Nomination Committee. Further, the Chairman has implemented a review system whereby each Director will complete a board evaluation assessment on an annual basis which reflects Board performance for the relevant financial year ended 30 June. The Board will monitor the scope and detailed

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procedures involved in this performance evaluation to ensure it is relevant in relation to industry and market expectations and to its peers.

A performance evaluation was undertaken in respect of the reporting period in accordance with the disclosed process.

1.7 A listed entity should:

- (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and**
- (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.**

It is the responsibility of the Remuneration and Nomination Committee to oversee an annual performance evaluation of the Company's executive team, including the CEO & MD. The evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management personnel.

A performance evaluation was undertaken in respect of the reporting period in accordance with the process.

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

2.1 The board of a listed entity should:

- (a) have a nomination 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 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.**

The members of the Remuneration and Nomination Committee as at 30 June 2021 were Messrs Klessens (Chairman), Williams and Rigo, all of whom have been assessed as being independent Directors. Details of the members' attendance at meetings throughout the financial year are included in the Annual Report. Mr Morrison joined the Remuneration and Nomination Committee as from July 2021 and replaced Mr Klessens as Chairman of that Committee. Mr Morrison has also been assessed as being an independent Director and accordingly, as from July 2021, the Remuneration and Nomination Committee consists of four independent Directors.

The Remuneration and Nomination Committee Charter is disclosed on the Company's website.

2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.

The Company's Constitution provides that the number of directors shall not be less than three and not more than nine. There is no requirement for any shareholding qualification, however all Directors hold shares.

The Board considers that the Company's affairs are currently not of such complexity to justify the appointment and further expense of additional independent Non-Executive Directors at this time. The Board believes that the

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individuals on the Board can make, and do make, quality and independent judgments in the best interests of the Company on all relevant issues.

If the Group's activities increase in size, nature and scope, the size of the Board will be reviewed periodically and the optimum number of Directors required for the Board to properly perform its responsibilities and functions will be appointed.

The membership of the Board, its activities and composition are subject to periodic review. The Board will review the capabilities, technical skills and personal attributes of its members and maintain a Board Skills Matrix as part of its performance review processes. It will review the Board's composition against those attributes and recommend any changes in Board composition that may be required. The criteria for determining the identification and appointment of a suitable candidate for the Board shall include quality of the individual, background of experience and achievement, compatibility with other Board members, credibility within the Group's scope of activities, intellectual ability to contribute to the Board's duties and physical ability to undertake the Board's duties and responsibilities.

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The mix of skills comprised in the current Board, and that the Board would look to maintain, and to build on, includes:

Identified Skills	Specific Skills	General Skills	Gap Analysis
Work experience	5	-	Board has strong capability in this area
African operating experience	5	-	Board has strong capability in this area
Gold and base metals industry experience	5	-	Board has strong capability in this area
Directors duties	5	-	Board has strong capability in this area
Ethics and integrity	5	-	Board has strong capability in this area
Board participation	5	-	Board has strong capability in this area
Availability and dependability	5	-	Board has strong capability in this area
Compatibility	5	-	Board has strong capability in this area
Good judgement	5	-	Board has strong capability in this area
Investor relations	4	1	No gaps identified
Corporate transactions	4	1	No gaps identified
Funding mechanisms and treasury	4	1	No gaps identified
General Skills:			
Geology	3	2	No gaps identified
Engineering and processing	2	3	No gaps identified
Accounting and financial	1	4	No gaps identified
Legal	-	5	Although the Board does not have any direct legal experience it is well supported by an international legal firm (Allen & Overy)
Human resources	2	3	No gaps identified
Operations	3	2	No gaps identified
Business planning	4	1	No gaps identified
Corporate governance	5	-	Board has strong capability in this area
Strategic fit	5	-	Board has strong capability in this area
Diversity	-	5	Diversity is part of the Board recruitment policy (although the Board's primary objective will be to secure the best person for the job)

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2.3 A listed entity should disclose:

- (a) the names of the directors considered by the board to be independent directors;**
- (b) if a director has an interest, position 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 or relationship in question and an explanation of why the board is of that opinion; and**
- (c) the length of service of each director.**

The Board has assessed the independence status of the Directors and has determined that there are four independent Directors, being Messrs Williams, Morrison, Klessens and Rigo. Accordingly, a majority of the Board, and specifically the Chairman, are independent Directors.

The Board has followed the ASX Corporate Governance Principles and Recommendations when assessing the independence of the Directors and has adopted the following definition of “independent”:

“An independent Director is a Director who is free from any interest, position, or relationship that might influence – or could reasonably be perceived to influence, in a material respect – their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole (rather than in the interests of an individual securityholder or other party)”.

None of the Directors who have been determined to be independent have an interest, position or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations.

Details of the Directors, including their qualifications, experience and date of appointment, are set out in the Directors’ Report in the Annual Report.

2.4 A majority of the board of a listed entity should be independent directors.

The Board has assessed the independence status of the Directors and has determined that there are four independent Directors, being Messrs Williams, Morrison, Klessens and Rigo. Accordingly, a majority of the Board, and specifically the Chairman, are 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.

The chair of the board is Mr Williams, who has been assessed as being an independent Director and is not the Company’s CEO & MD.

2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

New Directors are given informal induction information where they are briefed on the Company’s vision and values, strategy, financials, and governance and risk management frameworks. The Remuneration and Nomination Committee is responsible for considering, and where thought necessary, recommending appropriate continuing professional development programs for Directors.

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

3.1 A listed entity should articulate and disclose its values.

The Company has a Statement of Vision, Mission and Values which is published on its website. The Company’s ultimate vision is to be a mid-tier mining company, producing at operating margins that ensure the long-term

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viability of the Company's operating assets and deliver superior and sustainable value to its shareholders and other stakeholders through exploration, acquisition, development and mining.

The values of the Company identified in the Statement are as follows:

- Teamwork – collaborating and working safely and responsibly in partnership
- Integrity – acting fairly, lawfully, honestly, ethically and with consistency
- Caring – valuing diversity and inclusiveness, treating others with respect, dignity and empathy
- Innovation – always striving to do better, encouraging innovation and entrepreneurship
- Commitment – giving our all to all that we do
- Achievement – delivering what we say we will

3.2 A listed entity should:

- (a) have and disclose a code of conduct for its directors, senior executives and employees; and**
- (b) ensure that the board or a committee of the board is informed of any material breaches of that code.**

The Board acknowledges the need for continued maintenance of the highest standard of corporate governance practice and ethical conduct by all Directors and employees of the Group.

The Group has implemented a Code of Conduct, which provides guidelines aimed at maintaining high ethical standards, corporate behaviour and accountability within the Group. A summary of the Code is provided below.

All employees and Directors are expected to:

- comply with all laws and regulations that apply to the Company and Group and its operations;
- respect confidentiality and ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it;
- avoid any conflict of interest from arising that could compromise their ability to perform their duties impartially;
- act in accordance with the Company's values;
- behave honestly and with personal integrity, treating other employees and all stakeholders with respect;
- use their authority in a fair and equitable manner;
- act ethically and responsibly;
- carry out their work with diligence and to a high standard;
- comply with the spirit as well as the letter of the codes of conduct (if any) that apply to their profession;
- abide by all of the policies of the Company and follow procedures, instructions and lawful directions that relate to their employment and duties; and
- promote the interests of the Company and act in a manner that does not reflect negatively on the Company or harm its reputation.

An employee that breaches the Code of Conduct may face disciplinary action. If an employee suspects that a breach of the Code of Conduct has occurred or will occur, he or she must report that breach to management. No employee will be disadvantaged or prejudiced if he or she reports in good faith a suspected breach. All reports will be acted upon and kept confidential.

3.3 A listed entity should:

- (a) have and disclose a whistleblower policy; and**
- (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.**

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The Company is committed to the highest standards of conduct and ethical behaviour in all of our business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. The Company has a Whistleblower Policy which is published on its website.

The Policy encourages disclosures of wrongdoing, in line with the Company's risk management and governance framework and establishes a process whereby individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported. All matters reported under the Policy are investigated, although the process of investigation and whether the investigation is carried out internally or externally, may vary depending on the nature of the disclosure. On completion of an investigation, findings will be reported to the Board, who are responsible for the oversight of the Policy.

3.4 A listed entity should:

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

The Company has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings. The objectives of the Company's Anti-Bribery and Corruption Policy, which is published on its website, are to:

- set out the responsibilities in observing and upholding the Company's position on bribery and corruption;
- further reinforce the Company's values as set out in its Statement of Vision, Mission and Values; and
- provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

The Policy applies to all employees, including Executive Management, suppliers, consultants, customers, joint venture partners (where they agree to be bound by the Policy) as well as temporary and contract staff (including subcontractors) of the Company and any of its controlled entities. Any such person who becomes aware of any actual or suspected breach of the Policy is required to report this and processes are in place to ensure that such complaints are investigated and appropriate action taken.

Principle 4: Safeguard the integrity of corporate reports

4.1 The board of a listed entity should:

- (a) have an audit committee which:**
 - (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and**
 - (2) is chaired by an independent director, who is not the chair of the board, and disclose:**
 - (3) the charter of the committee;**
 - (4) the relevant qualifications and experience of the members of the committee; and**
 - (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**
- (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.**

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The members of the Audit Committee are Messrs Klessens (Chairman), Morrison and Williams, all of whom are Non-Executive Directors and have been assessed as being independent Directors. Details of their attendance at meetings throughout the financial year are included in the Annual Report.

Details of the Directors, including their qualifications, experience and date of appointment, are set out in the Directors' Report in the Annual Report.

The Audit Committee Charter is disclosed on the Company's website.

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.

The Board receives a written assurance from the CEO & MD and the CFO (or equivalent) that to the best of their knowledge and belief, the declaration provided by them in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in relation to financial reporting risks.

The Board notes that due to its nature, internal control assurance from the CEO & MD and CFO (or equivalent) can only be reasonable rather than absolute. This is due to such factors as the need for judgement, the use of testing on a sample basis, the inherent limitations in internal control and because much of the evidence available is persuasive rather than conclusive and therefore is not and cannot be designed to detect all weaknesses in control procedures.

4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

Where a periodic corporate report is not required to be audited or reviewed by an external auditor, the Company internally verifies the integrity of the report and ensures the content is presented accurately.

Principle 5: Make timely and balanced disclosure

5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

The Company must comply with its continuous disclosure obligations by disclosing "Material Information" to the market in accordance with the Corporations Act and the ASX listing rules. "Material Information" is information that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

The Company is committed to complying with its continuous disclosure obligations to facilitate a fair and well-informed market and to ensure all its stakeholders and the investment community have timely and equal access to information provided by the Company.

The Company has adopted a Continuous Disclosure Policy which is published on its website. The purpose of the Policy is to:

- raise awareness of the Company's obligations under the continuous disclosure regime;

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- establish a process to ensure that information about the Company which may be market sensitive and which may require disclosure is brought to the attention of the relevant person in a timely manner and is kept confidential; and
- set out obligations of Directors, officers, and employees of the Company to ensure that the Company complies with its continuous disclosure obligations.

5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

In accordance with the Continuous Disclosure Policy, the Board receives a copy of all material ASX announcements prior to release and is also advised promptly after release.

5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

In accordance with the Continuous Disclosure Policy:

- price sensitive information will not be discussed with analysts and institutional investors unless that particular information has been formally disclosed to the market via an announcement;
- slides and investor presentations used in briefings will also be released prior to any briefing to the market; and
- if any new price sensitive information is to be used in briefing media, institutional investors and analysts or in answering shareholder queries, written materials containing such information will be released to the market prior to the briefing commencing.

Principle 6: Respect the rights of security holders

6.1 A listed entity should provide information about itself and its governance to investors via its website.

The Company's communication strategy requires communication with shareholders and other stakeholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions on the operations and results of the Group. The strategy provides for the use of systems that ensure a regular and timely release of information about the Group is provided to shareholders.

Mechanisms employed include:

- Annual Report;
- Half Year Financial Report;
- Announcements lodged with ASX;
- ASX Quarterly Reports; and
- Company investor presentations.

The Group also posts all reports, ASX and media releases and copies of significant business presentations on the Company's website. This is done shortly after being released by the ASX.

The Company's website includes all relevant information regarding the Group, including a "corporate governance" landing page from where all relevant corporate governance policies can be accessed.

6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

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OreCorp has an investor relations program which includes:

- issuing regular written shareholder communications such as quarterly activities reporting and an Annual Report which address the Company's strategy and performance;
- sending and receiving shareholder communications electronically, both from OreCorp and its share registry;
- maintaining the Board and governance section and investor and media centre on the OreCorp website including posting all announcements immediately after they have been disclosed to the market;
- engaging in a program of scheduled interactions with institutional investors;
- promoting two-way interaction with shareholders, by supporting shareholder participation in the AGM; and
- ensuring that continuous disclosure obligations are understood and complied with throughout the Group.

6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

OreCorp's investor relations program includes promoting two-way interaction with shareholders, by supporting shareholder participation in the AGM, including encouraging shareholders to send their questions to the Company prior to the AGM and responding to their questions and feedback.

6.4 A listed entity should ensure that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.

The Company ensures that all substantive resolutions at any meeting of its shareholders are decided by a poll.

6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

Electronic communications with shareholders include electronic mail, the Company website, the Internet and the relevant online ASX announcement platform. Wherever possible, security holders are provided with the option to communicate electronically with the Company.

Principle 7: Recognise and manage risk

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.**

As at 30 June 2021, the members of the Risk Committee were Messrs Rigo (Chairman), Williams, Morrison and Klessens, all of whom have been assessed as being independent Directors. Details of their attendance at meetings throughout the financial year are included in the Annual Report. As of July 2021, Mr Klessens is no longer a member of the Risk Committee.

The Company's Risk Committee Charter is disclosed on the Company's website.

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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 that the entity is operating with due regard to the risk appetite set by the board; and
- (b) disclose, in relation to each reporting period, whether such a review has taken place.

The Risk Committee is responsible for monitoring management's performance against the Company's risk management framework, including whether it is operating within the risk appetite set by the Board. The Committee reports on its activities to the Board. During the year ended 30 June 2021, a review of the Company's risk management framework has been completed.

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 evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

During the year ended 30 June 2021, the Company did not have a separate internal audit function. Under the direction of the Audit Committee, the Board as a whole reviewed the overall risk profile for the Group and received reports from management on the effectiveness of the Group's management of its material business risks. In accordance with the Company's Audit Committee Charter, compliance with control procedures is reviewed by the external auditor.

7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

The identification and effective management of risk, including calculated risk-taking, is viewed as an essential part of the Group's approach to creating long-term shareholder value. The Board has adopted overarching policies, as documented in the Company's Risk Management Policy, for risk management and compliance which govern the overall approach of the Company to the management of risk. These policies are designed to ensure that strategic, operational, legal, reputation, financial and business risks are identified, assessed, monitored and managed to produce better performance outcomes.

Strategic and operational risks are reviewed at least annually as part of the annual strategic planning, business planning, forecasting and budgeting process. Risks are managed by setting appropriate levels and areas for risk retention and, where appropriate, through the use of insurance or other forms of risk mitigation or transfer, and by setting policies or procedures to cover management accounting, financial reporting, project appraisal and approval, environment, health and safety, information technology, security, compliance and other key risk areas.

In addition to the Group's Risk Management Policy, specific risk management policies addressing economic, environmental and social sustainability risks are contained in the Environmental, Social and Governance Policy and Health, Safety and Security Policy. The Group did not have any material exposure to these risks during the year ended 30 June 2021.

The Group has identified a series of operational risks which the Group believes to be inherent in the industry in which the Group operates having regard to the Group's circumstances (including financial resources, prospects and size). These include:

- Material adverse changes to government policies or legislation with changed operating, market or regulatory environments;
- Reliance on licences, permits and approvals from governmental authorities;

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- Threat of pandemic/epidemic outbreak in areas of operation and impacts on business and personnel;
- Safety of personnel (employees and contractors) with possible loss of key management personnel (including serious safety incident or fatality);
- Political/civil unrest or war in country of operations;
- Resettlement Action Plan (RAP) implementation and associated costs and complexities (for Nyanzaga);
- Project activities give rise to community unrest or significant costs for rehabilitation of environmental, heritage or community facilities;
- Ability to obtain project development financing (debt and equity);
- Accuracy of ore reserve and mineral resource estimates;
- Fluctuations in commodity prices and currency exchange rates and potential hedge requirements;
- Poor corporate or asset transaction (failure to acquire additional projects, wrong asset, inappropriately priced/financed); and
- Other risks applicable to a Group of the same size and scale as OreCorp that is operating in the mineral resources industry, including risks relating to the acquisition of new projects and joint venture opportunities. Furthermore, project development risks in relation to technical issues, legacy environmental liabilities and other issues which also require consideration.

These risk areas are provided here to assist investors to understand better the nature of the risks faced by our Group and the industry in which the Group operates. They are not necessarily an exhaustive list.

Risk Management Roles and Responsibilities

The Risk Committee is responsible for designing, implementing and reporting on the adequacy of the Group's risk management and internal control system. The Committee reports to the Board annually, or more frequently as required, on the Group's key risks and the extent to which it believes these risks are being managed.

The Board is responsible for reviewing and approving the Group's risk management and internal control system and satisfying itself annually, or more frequently if required, that the Company has developed and implemented a sound system of risk management and internal control.

The Group's objective is to leverage into resource projects to provide a solid base in the future from which the Group can build its resources business and create wealth for shareholders. The Group's operations are subject to various environmental laws and regulations under the relevant government's legislation. Full compliance with these laws and regulations is regarded as a minimum standard for the Group to achieve.

To assist in meeting its objective, the Group conducts its business within its Code of Conduct.

Principle 8: Remunerate fairly and responsibly

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.

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For the year ended 30 June 2021, the members of the Remuneration and Nomination Committee were Messrs Klessens (Chairman), Williams and Rigo, all of whom have been assessed as being independent Directors. Details of the members' attendance at meetings throughout the financial year are included in the Annual Report. Mr Morrison joined the Remuneration and Nomination Committee as from July 2021 and replaced Mr Klessens as Chairman of that Committee. Mr Morrison has also been assessed as being an independent Director and accordingly, as from July 2021, the Remuneration and Nomination Committee consists of four independent Directors.

Details of the Directors, including their qualifications, experience and date of appointment, are set out in the Directors' Report in the Annual Report.

The Company's Remuneration and Nomination Committee Charter is disclosed on the Company's website.

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.

The role of the Remuneration and Nomination Committee is to review and make recommendations to the Board in respect of all remuneration matters, including the following:

- the Company's overall remuneration strategy;
- proposed remuneration (including incentive awards, equity awards and service contracts) of the CEO & MD and other members of Executive Management;
- cash-based executive incentive plans and equity-based incentive plans;
- remuneration of Non-Executive Directors;
- superannuation arrangements for Executive Management and other employees;
- the recruitment, retention and termination policies and procedures for Executive Management;
- the annual Remuneration Report for inclusion in the Company's Annual Report;
- the annual performance evaluation of the Company's entire executive team; and
- the annual performance evaluation of the Board, its Committees and individual Directors.

The Board's policy is for fees to Non-Executive Directors to be no greater than market rates for comparable companies for time, commitment and responsibilities. Given the current size, nature and risks of the Company, options or other equity securities may be used to attract and retain Non-Executive Directors. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice may be sought when required. Further details of the remuneration of the Company's Non-Executive Directors is included in the (audited) Remuneration Report.

Executive remuneration consists of fixed remuneration, being base salaries, as well as employer contributions to superannuation funds and other non-cash benefits, plus performance-based remuneration. Further details of the performance-based remuneration of the Company's executives are included in the (audited) Remuneration Report.

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.**

In November 2020, the Company adopted a long-term incentive plan for employees and contractors ('Incentive Plan').

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The Company has issued options pursuant to the Incentive Plan in order to attract and retain the services of its key employees and to provide an incentive linked to the performance of the Group. The Incentive Plan is administered by the Directors.

The Company's Securities Trading Policy reflects its' prohibition on participants "hedging" the value of their entitlements and/or entering into any other transactions for unvested entitlements which limit the economic risk of participating in the scheme. The Policy notes as follows:

- Entitlements under the Company's equity-based incentive plans may be subject to the satisfaction of various time and/or performance hurdles to ensure alignment of employee rewards with the Company's objectives and performance. Transactions which 'hedge' the value of entitlements could distort the proper functioning of these hurdles and reduce the intended alignment with shareholder interests.
- Those participating in an equity-based incentive plan are prohibited from entering into any transaction or arrangement which operates to limit the economic risk of their security holding in the Company without first obtaining prior written clearance from the Company.
- Similarly, there is a prohibition on participants from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity based remuneration schemes.

COMPLIANCE WITH AND DEPARTURES FROM ASX CORPORATE GOVERNANCE RECOMMENDATIONS

During the year ended 30 June 2021, the Company complied with the ASX Corporate Governance Principles and Recommendations other than in relation to the matters specified below.

Recommendation Ref	Notification of Departure	Explanation for Departure
1.5(b) and (c)	The Company has not set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally in accordance with Recommendation 1.5(b). Accordingly, the relevant disclosure has not been made in accordance with Recommendation 1.5(c).	As at 30 June 2021, the Group had 34 employees (30 June 2020: 26), of which 9 were female (30 June 2020: 7). The Company currently has no female Directors. The Board's policy is to employ the best candidate for a specific position, regardless of gender, and considers that the Company is not currently of a size to justify setting measurable objectives regarding gender diversity. As the Company's activities increase in size, scope and/or nature, this position will be reviewed by the Board and amended as appropriate.

The Company's Corporate Governance Statement is available on the Company's website: www.orecorp.com.au