

Corporate Governance Statement

FOR PERSONAL USE ONLY

This Corporate Governance Statement is current as at 20 October 2020 and has been approved by the Board of Gascoyne Resources Limited (**Gascoyne** or the **Company**) on that date.

This Corporate Governance Statement discloses the extent to which the Company will follow the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (Recommendations) 3rd Edition. The Recommendations are not mandatory, however, if the Recommendations will not be followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practices were adopted in lieu of the recommendation during that period. The Company has a corporate governance section on the website at <https://www.gascoyneresources.com.au/>. The section includes details on the Company's governance arrangements and copies of relevant policies and charters.

PRINCIPLE 1 - LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1

A listed entity should disclose:

- (a) the respective roles and responsibilities of the board and management; and**
- (b) those matters expressly reserved to the board and those delegated to management.**

The Board is responsible for the overall governance of the Company including setting strategic direction, oversight of management, monitoring financial performance, reviewing and monitoring systems of risk management and internal control, codes of conduct and legal compliance.

The Managing Director, supported by senior management is responsible for managing the day to day activities of the Company in accordance with the direction of the Board.

The Company's Board Charter sets out the specific responsibilities of the Board and those matters delegated to management.

A copy of the Board Charter is located in the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

Recommendation 1.2

A listed entity should:

- (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and**
- (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.**

When considering Board appointments, the Company will undertake an extensive process to verify the candidate's character, experience, education and criminal record. A profile of each Director will be included in each Annual Report and the Company will ensure that all material information in its possession relevant to a Shareholder's decision on whether or not to elect or re-elect a Director is provided to Shareholders in the relevant notice of meeting.

Recommendation 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 senior executive setting out the terms and conditions of their appointment.

The written agreement with each Director outlines the duration of appointment, expectations in relation to the Directors' duties and responsibilities, expectations in relation to time commitment, compliance with the Code of Conduct, disclosure of conflicts of interests and related party transactions, the Company's policy on seeking independent professional advice, remuneration, the Board evaluation process, right of access to company records and indemnity and insurance arrangements.

The written agreement with each senior executive sets out the terms of their appointment, a description of their position, duties and responsibilities, remuneration details and the circumstances giving rise to termination.

Any material variations to written agreements with the Managing Director will be disclosed to the ASX.

Further information can be found in the Remuneration Report in the Company's Annual Report at <https://www.gascoyneresources.com.au/investor/reports/>.

Recommendation 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 of the Company is accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

The Company Secretary communicates directly with the Chairman and all Directors and is responsible for supporting the proper functioning of the Board. This includes, but is not limited to, providing advice on governance and procedural matters, the provision of detailed papers and minutes for all Board and Committee meetings, communicating with the ASX and ASIC on all regulatory matters and monitoring adherence to Board policies and procedures.

Recommendation 1.5

A listed entity should:

- (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;**
- (b) disclose that policy or a summary of it; and**
- (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:**
 - (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes; 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 respects and values diversity within the workplace and recognises the promotion of diversity is socially and economically responsible governance practice. The Company believes the promotion of diversity within the organisation assists in attracting, recruiting, engaging and retaining high quality employees and encouraging innovation, enhanced work practices and productivity.

The Company has a Diversity Policy which aims to promote a corporate culture that embraces diversity by promoting the principles of merit and fairness when making decisions about recruitment, development, promotion and remuneration. To this effect the Company recruits from a diverse pool of qualified candidates, engaging professional assistance where appropriate and advertising vacancies widely. The Company regularly reviews and develops policies and procedures to ensure diversity and reinforces within the workforce a culture of non-tolerance of discrimination, harassment, vilification and victimisation.

The Diversity Policy includes a requirement for the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them. As the Board was only empowered to manage the Company on 20 October 2020, it has not yet set measurable objectives, but it intends to do so in the near term.

A copy of the Diversity Policy is located on the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

Recommendation 1.6

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and**
- (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.**

The Chair, with the guidance of the Remuneration Committee, after having canvassed the views of the other directors, will review the performance of the board, its committees and individual directors annually to assist in a continuous improvement process to enhance the effectiveness of the board.

No performance evaluation has occurred as the Board was only empowered to manage the Company on 20 October 2020, but they will be undertaken during term of the current reporting period.

Recommendation 1.7

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of its senior executives; and
- (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

The Remuneration Committee will review on an annual basis the performance of senior executives against role expectations and relevant performance indicators set at the previous annual review and will establish role expectations and performance indicators for the coming year. Following this review the Remuneration Committee will make recommendations to the Board in relation to base remuneration taking into consideration market conditions and performance relevant to each senior executive, proportion of achievement of previously set incentives and new incentive recommendations to the end of the financial year.

No performance evaluation has occurred as the Board was only empowered to manage the Company on 20 October 2020, but they will be undertaken during term of the current reporting period.

Further information can be found in the Remuneration Report in the Company's Annual Report at <https://www.gascoyneresources.com.au/>.

PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE

Recommendation 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 Board does not have a Nomination Committee. As the Board is comprised of only three directors, with one being the managing director, the Board has decided that will act as the Nomination Committee.

No committee meetings have occurred as the Board was only empowered to manage the Company on 20 October 2020.

Recommendation 2.2

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

The Company recognises the need for Directors to have a relevant blend of skills and personal experience to provide proper oversight of the Company's activities. Board structure and composition will be reviewed on a regular basis, as part of the board evaluation process.

A Board Skills Matrix has not been developed as the Board was only empowered to manage the Company on 20 October 2020, but it will be developed during term of the current reporting period.

Any Board appointments will be made in accordance with the Company's Policy and Procedure for Appointment of New Directors located on the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

Recommendation 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, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and
- (c) the length of service of each director.

The composition of the Board, each member's length of service and their independence status is detailed below.

Name	Title	Appointment Date	Resignation Date	Period of Service	Independence Status
George Bauk	Non-Executive Chairman	5 August 2020	Not applicable	Approx. 2.5 months	Independent
Rowan Johnston	Non-Executive Director	5 August 2020	Not applicable	Approx. 2.5 months	Independent

Recommendation 2.4

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

The Company's Board is comprised of three directors, two of whom are independent non-executive directors.

Recommendation 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 an independent director and not the CEO of the entity.

Recommendation 2.6

A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

All new Directors will be provided with an induction facilitated by the Company Secretary. The induction will include comprehensive meetings with the Managing Director/Chief Executive Officer, Senior Executives and management and provide an information pack including organisational structure, the Constitution, Board Policies and Charters. New Board members are able to request recent copies of previous Board meeting packs and minutes. All new Directors will be required to undertake a site visit either prior to their appointment or as soon as practicable thereafter to further assist with their understanding of the Company and its operations.

All Directors are expected to maintain the skills required to effectively discharge their responsibilities to the Company. Directors are encouraged to undertake self-development and are provided with re-imbursment of costs to a set limit for relevant seminars and courses undertaken with the Chair approval.

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1

A listed entity should:

- (a) have a code of conduct for its directors, senior executives and employees; and
- (b) disclose that code or a summary of it.

The Company has established a Code of Conduct (**Code**). The Code is designed to assist Directors, management and staff in making informed decisions about their behaviour in light of the Company's core values of integrity, teamwork and performance. A copy of the Code is available from the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/> and is made available to all employees of the Company.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

Recommendation 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.

The Board does not have an Audit and Risk Committee. As the Board is comprised of only three members, two of which are independent non-executive directors and the other being the Managing Director, the Board has decided that the function of the Audit and Risk Committee will be undertaken by the full Board. The Audit and Risk Committee is chaired by the Independent Non-Executive Chairman.

The functions of the Audit and Risk Committee are governed by the Audit and Risk Committee Charter. A copy of the Audit and Risk Committee Charter is located on the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

The table below provides details of the members of the committee, their qualifications and their attendance at committee meetings since the Board was empowered to manage the Company on 20 October 2020,

Committee Members	2020 (Since 20 October 2020)	
	No. meetings held	No. meetings attended
George Bauk, B.Bus (Acct and Finance), MBA, FCPA – Independent	-	-
Rowan Johnston, BEng (Mining) – Independent	-	-
Richard Hay, MSc (Geology)–	-	-

Recommendation 4.2

A 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 Managing Director/Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are required to provide the following certifications to the board each reporting period prior to the financial reports being approved;

- That the Group's financial reports are complete and present a true and fair view, in all material respects, of the financial position and performance of the Company and Group, and are in accordance with relevant accounting standards; and
- That the reports were founded on a sound system of financial risk management and internal compliance and control.

Their statements provide assurance to the Board that the risk management and internal compliance and control systems are operating efficiently and effectively in all material respects.

Recommendation 4.3

A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

The Company's external auditor, Grant Thornton, will be invited to each Annual General Meeting of the Company. Shareholders will be provided with an opportunity to address questions to the auditor.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1

A listed entity should:

- (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and**
- (b) disclose that policy or a summary of it.**

The Company has a Continuous Disclosure policy outlining procedures for compliance with ASX and Corporations Law continuous disclosure requirements. The Board has appointed the Managing Director/Chief Executive Officer and/or the Company Secretary as the persons responsible for communicating with the ASX and overseeing the timely disclosure of information to the ASX.

A copy of the policy is available from the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1

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

The Company's website at <https://www.gascoyneresources.com.au> provides investors with information about its Board and Management, its Projects and Operations and ASX announcements.

Investors can register for email updates from the Company at <https://www.gascoyneresources.com.au/contact>.

The Company's website has a Corporate Governance section at <https://www.gascoyneresources.com.au/>, that contains key policies, procedures and charters of the Company.

Recommendation 6.2

A listed entity should design and implement an investor relations program to facilitate two-way communication with investors.

The Company operates in accordance with its Shareholder Communication Policy which is available from the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

Recommendation 6.3

A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.

The Company encourages the attendance of security holders at shareholders meetings. A period of time will be set aside for a question and answer session, once the formal business of the meeting has been concluded.

The Company, through its share registry, has established an online voting facility that allows eligible security holders to submit their proxy forms online.

The Company's Shareholder Communication Policy is available from the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

Recommendation 6.4

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

The Company's website provides contact details for electronic communication with both the Company and the share registry. All price sensitive information is announced to investors through the ASX Market Announcement Platform, with ASX Announcements made available on the Company's website.

New security holders receive correspondence from the Company regarding shareholder communication preferences for the Annual Report, Notice of Meetings and other communications. Security holders can update these preferences at any time.

Security holders can view their holdings, download forms, update their personal details, communication preferences and access notices of meetings from the share registry portal at <https://www.advancedshare.com.au/Investor-Login>.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Recommendation 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 satisfies (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.**

Risk is overseen by the Board acting as the Audit and Risk Committee. As the Board is comprised of only three members, two of which are independent non-executive directors and the other being the Managing Director, the Board has decided that the function of the Audit and Risk Committee will be undertaken by the full Board. The Audit and Risk Committee is chaired by the Independent Non-Executive Chairman.

The Audit and Risk Committee is governed by the Audit and Risk Committee Charter. A copy of the Audit and Risk Committee Charter is located on the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

Recommendation 7.2

The board or a committee of the board should:

- (a) **review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and**
- (b) **disclose, in relation to each reporting period, whether such a review has taken place.**

The Company has a Risk Management Policy that outlines the process for risk management. A copy of the Risk Management Policy is located on the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

The Company's has not undertaken a risk review as the Board was only empowered to manage the Company on 20 October 2020, but a risk review will be undertaken during term of the current reporting period.

Recommendation 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 risk management and internal control processes.

The Company does not have an internal audit function, as it is not of a size or complexity to warrant an internal audit function. The full Board is responsible for oversight of the effectiveness of risk management and internal control processes. Management is responsible for the implementation and monitoring of a system of internal control and reporting results of the effectiveness of these systems to the Administrators.

Although no system of internal control can provide absolute assurance that the business risks will be fully mitigated, the internal control systems adopted by the Company have been designed to meet the Company's specific needs and the risks to which it is exposed.

Internal control measures that have been adopted include:

- regular reporting to the Board of the Company's activities and operational and financial performance;
- regular reporting to the Board of the Company's activities forecast financial position;
- delegated authority limits for management;
- procedures for the purpose of ensuring compliance with the Company's continuous disclosure obligations; and
- regular reporting to the Board outlining the nature of risks and highlighting measures which are in place, or can be adopted to manage and mitigate those risks.

Recommendation 7.4

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

As a mining and exploration company, the Company faces inherent risks in its activities, which include economic, environmental and social sustainability risks which may materially impact the Company's ability to create or preserve value for its security holders.

Economic Risks

The value of the Company's assets may be affected by fluctuations in commodity prices and exchange rates, such as the USD and AUD denominated gold prices and the AUD/USD exchange rate. The Company's costs of production are impacted by diesel fuel costs that are exposed to volatility in crude oil prices.

Commodity prices and exchange rates can fluctuate rapidly and widely and are affected by numerous factors outside the control of the Company. These factors include world demand for precious and other metals, forward selling by producers and production cost levels in major metal-producing regions. Other factors include expectations regarding inflation, interest rates, gold forward curves, global economic trends, confidence and conditions, and domestic and international fiscal, monetary and regulatory policy settings. Any of these factors, individually or collectively, can affect the value of the Company's assets and may have an adverse effect on the viability of the Company's production, exploration, development activities and its ability to fund those activities.

In an effort to mitigate the risks associated with commodity price volatility the Company seeks the advice of independent experts in formulating policies. The Company undertakes hedging activities as it considers appropriate and as prescribed by its Banking covenants. Details of hedging position and policies are available in the Company's Annual Report.

Environmental Risks

The operations and activities of the Company are subject to State and Commonwealth laws and regulations concerning the environment. If such laws are breached, the Company could be required to cease its operations and/or incur significant liabilities including penalties due to past or future activities.

As with all mining operations and exploration activities, the Company's activities are expected to have an impact on the environment, particularly as advanced exploration, mine development and mine operations are undertaken. Mining operations have statutory rehabilitation obligations that the Company complies with, these obligations are material. It is the Company's intention to conduct its activities to high standards. Nevertheless, there are certain risks inherent in the Company's activities which could subject it to substantial liability. Further, in most cases, the Company will require approval from authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals could prevent the Company from undertaking its desired activities.

The cost and complexity in complying with the environmental laws and regulations may affect the viability of developing individual Company's projects and therefore, the value of the Company's assets. Further there can be no assurances that any future environmental laws,

regulations or stricter enforcement policies will not have a material effect on the viability of developing individual Company's projects and therefore, the value of the Company's assets.

In an effort to mitigate these inherent environmental risks, the Company engages qualified environmental personnel and obtains the advice of independent experts as necessary. The Company has an Environmental and Social Policy, an environmental management system, management plan and numerous procedures to ensure appropriate business practices.

Social Sustainability Risks

The value of the Company's assets may be affected by a safety incident or fatality, failure to comply with relevant legislative requirements, fraud and corruption. The Company is mindful of human rights and indigenous rights in all communities in which it conducts business and is acutely aware of the impact a loss of social confidence can have on the value of an organisation.

The Company is committed to providing a workplace environment and facilities that allows employees and contractors to safely fulfil their roles, whilst at the same time minimise risks to their health. The Company employs qualified OHS & ER personnel and obtains the advice of independent experts as necessary. The Company has a Health and Safety Policy and numerous plans and procedures that allow workplace safety to be maintained through good engineering practice, training, development of safe working practices, leadership and personnel setting by example to others. Personnel are required to comply with relevant safety and health regulations.

Aboriginal sacred sites and cultural heritage artefacts on the Company's tenements are protected by State and Commonwealth laws. Any destruction or harm to such sites and artefacts may result in the Company incurring significant fines and Court injunctions which may adversely impact on exploration and mining activities. The Company employs an experienced tenement manager and has heritage agreements with local claimant groups. It conducts surveys as required before conducting exploration work which could disturb the surface of the land.

The Company works closely and collaboratively with communities located near its operations. It seeks to employ suitably qualified individuals and contractors from the local community where possible. The Company also has a road access and maintenance agreement with the local shire to ensure the access road to the minesite is maintained to a satisfactory condition.

A copy of the Environmental and Social Policy is located on the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

A copy of the Health and Safety Policy is located on the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

A copy of the Whistleblower Policy is located on the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 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.**

As the Board is comprised of only three members, two of which are independent non-executive directors and the other being the Managing Director, it is not possible to have at least three members with a majority of independent directors. Only non-executive Board members can be members of the Remuneration Committee and therefore, it is comprised of only two members. The Remuneration Committee is chaired by the Independent Non-Executive Chairman.

The committee has not met since as the Board was only empowered to manage the Company on 20 October 2020, but it will do so during term of the current reporting period.

The Remuneration Committee is governed by the Remuneration Committee Charter. A copy of the Nomination and Remuneration Committee Charter is located on the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

Recommendation 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 remuneration of non-executive directors, executive directors and other senior executives is in accordance with the principles set out in its Remuneration Committee Charter which is available from the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.

Non-executive directors are remunerated on a fixed fee basis for their time, commitment and responsibilities as part of an aggregate pool approved by security holders. Remuneration for non-executive directors is not linked to the performance of the Company.

Remuneration for executive directors and senior executives consists of fixed annual remuneration (base salary and superannuation) and variable "at risk" components (short-term and long-term incentives).

Further details regarding the Company's remuneration practices can be found in the Remuneration Report within the Annual Report at <https://www.gascoyneresources.com.au/investor/reports/>.

Recommendation 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.**

The Company does not currently have an equity-based remuneration scheme. The Company is currently developing such a scheme and will seek shareholder approval, as soon as practical, to implement such a scheme.

The Company's Securities Dealing Policy prohibits Directors, Executives and other employees from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

A copy of the Company's Securities Dealing Policy is located on the corporate governance section of the Company's website at <https://www.gascoyneresources.com.au/>.