

Rules 4.7.3 and 4.10.3¹

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

Name of entity

Cardinal Resources Limited

ABN / ARBN

56 147 325 620

Financial year ended:

30 June 2018

Our corporate governance statement² for the above period above can be found at:³

☐ This URL on our website:
www.cardinalresources.com.au

The Corporate Governance Statement is accurate and up to date as at 28 September 2018 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 28 September 2018

Name of Director or Secretary authorising
lodgement: Sarah Shipway

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): ✓ in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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 fact that we follow this recommendation: ✓ in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

+ See chapter 19 for defined terms

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<p>A listed entity should:</p> <p>(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;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(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:</p> <p>(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</p> <p>(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.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p>✓ an explanation why that is so in our Corporate Governance Statement</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p>✓ an explanation why that is so in our Corporate Governance Statement</p>

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Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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.	<p>... the evaluation process referred to in paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	✓ an explanation why that is so in our Corporate Governance Statement

+ See chapter 19 for defined terms

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p>✓ in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p>✓ at www.cardinalresources.com.au</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✓ in our Corporate Governance Statement</p> <p>... the fact that we do not have a nomination committee and the processes we employ 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:</p> <p>✓ in our Corporate Governance Statement <u>Q</u></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<p>... our board skills matrix:</p> <p>✓ in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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 names of the directors considered by the board to be independent directors: ✓ in our Corporate Governance Statement ... and, where applicable, the information referred to in paragraph (b): ✓ in our Corporate Governance Statement ... and the length of service of each director: ✓ in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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 fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	✓ an explanation why that is so in our Corporate Governance Statement
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.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
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.	... our code of conduct or a summary of it: ✓ in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p>✓ in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p>✓ at www.cardinalresources.com.au</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✓ in our Corporate Governance Statement</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p>✓ in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>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.</p>	<p>... the fact that we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

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Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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 fact that we follow this recommendation: ✓ in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
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.	... our continuous disclosure compliance policy or a summary of it: ✓ in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
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.	... information about us and our governance on our website: ✓ at www.cardinalresources.com.au	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
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.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: ✓ in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
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 fact that we follow this recommendation: ✓ in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

⁴ See chapter 19 for defined terms

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p>✓ in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p>✓ at www.cardinalresources.com.au</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✓ in our Corporate Governance Statement</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p>✓ in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p>✓ in our Corporate Governance Statement</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p>✓ in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

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Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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.	<p>[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i></p>	✓ an explanation why that is so in our Corporate Governance Statement
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.	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i></p>	✓ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p>✓ in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p>✓ at www.cardinalresources.com.au</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✓ in our Corporate Governance Statement</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>✓ in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p>✓ in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p>✓ in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2018

This Corporate Governance Statement is current as at 28 September 2018 and was approved by the Board of Cardinal Resources Limited (the **Company**) on that date. The statement and information identified therein are available on the Company's website at www.cardinalresources.com.au under the Corporate Governance Section.

This Corporate Governance Statement discloses the extent to which the Company has, during the financial year ending 30 June 2018, followed the Principles and Recommendations set out in ASX's 3rd Edition Corporate Governance Council Guidelines.

ASX RECOMMENDATION	STATEMENT COMMENTARY	COMPLIANT WITH ASX RECOMMENDATION
Principal 1: Lay solid foundations for management and oversight		
A listed entity should establish and disclose the respective roles and responsibility of its board and management and how their performance is monitored and evaluated.		
1.1 A listed entity should disclose:		
(a) the respective roles and responsibilities of its board and management; and	<p>The respective roles and responsibilities of the Board and management are defined under the Board Charter a copy of which is available on the Company's Website.</p> <p>The Directors monitor the business affairs of the Company on behalf of Shareholders and have adopted a Corporate Governance Plan which is designed to encourage Directors to focus their attention on accountability, risk management and ethical conduct.</p> <p>To assist the Board in carrying out its functions, it has developed a Code of Conduct to guide the Directors in the performance of their roles.</p>	Yes
(b) those matters expressly reserved to the board and those delegated to management.	The Company's Board Charter is posted on the Company's website and sets out the role, powers and responsibility of the Board.	Yes
1.2 A listed entity should:		
(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and	Appropriate background checks were carried out prior to the appointment or nomination for election.	Yes
(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.	All material information relevant to a decision about each candidate for election will be contained in the Notice of Meeting.	Yes
1.3 A listed entity should have a written agreement with each director and senior executives	Directors are subject to rotational requirements for re-election. Criterion for continued office is effective contribution, which is regularly reviewed in the evaluation of the Board's performance.	Yes

setting out the terms of their appointment.	The Company has written agreements with each of its Directors.	
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.	<p>The Board has access to the company secretaries, who are accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p> <p>Currently, the Australian Company Secretary is Ms Sarah Shipway and the Canadian Company Secretary is Ms Charlotte May who report to the Chair, Kevin Tomlinson and MD/CEO Archie Koimtsidis.</p>	Yes
1.5 A listed entity should:		
(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;	<p>The Company has adopted a Diversity Policy which is available on the Company's Website under the Corporate Governance section.</p> <p>The Diversity Policy recognises the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent. Diversity includes, but is not limited to, gender, age, ethnicity and cultural background.</p> <p>Due to the limited number of employees, the Company has not yet set measurable objectives for achieving gender diversity. The Company will consider establishing measurable objectives as it develops.</p>	Yes
(b) disclose that policy or a summary of it; and	A copy of the Company's Diversity Policy is available on the "Corporate Governance" page of the Company's website http://cardinalresources.com.au/ .	Yes
(c) disclose as at the end of each reporting period the measurable for achieving gender diversity set by the Board in accordance with the entity's diversity policy and its progress towards achieving them and either;	Due to the limited number of employees, the Company has not yet set Measurable Objectives for achieving gender diversity. The Company will consider establishing measurable objectives as it develops.	No
(i) the respective proportions of men and woman on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executives" for these purposes; or	<p>The Company currently comprises the following percentages of females;</p> <ul style="list-style-type: none"> • 0% of the Board • 18% Senior Management • 82% of the Company's total workforce 	Yes

(ii) if the entity is a 'relevant entity' under the Workplace Gender Equality Act, the entity's most recent 'Gender Equality Indicators', as defined in and published under the Act.	The Company is not a 'relevant entity' under the Workplace Gender Equality Act.	N/A
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	<p>It is the Company's objective to provide maximum stakeholder benefit from the retention of a high-quality Board by remunerating Directors fairly and appropriately with reference to relevant market conditions. To assist in achieving this objective, the Board attempts to link the nature and amount of Directors' emoluments to the Company's performance.</p> <p>The outcome of the remuneration structure is:</p> <ul style="list-style-type: none"> • reward Executives of the Company and individual performance against appropriate benchmarks; • Align the interests of the Executives with those of Shareholders; • link reward with the strategic goals and performance of the Company; and • ensure remuneration is comparable to market standards. <p>For details of the amount of remuneration and all monetary and non-monetary components for each of the Directors during the financial period, refer to the Directors' Report.</p>	Yes
(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	The Company will put a formal process in place as and when the Company's level of operations justifies it.	No
1.7 A listed entity should:		
(a) have and disclose a process for periodically evaluating the performance of its senior executives; and	The Remuneration and Nomination Committee monitors the performance of senior executives including measuring actual performance of senior executives against planned performance.	Yes
(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Evaluation has been carried on a continuing and informal basis. The Company will put a formal process in place as and when the level of operations of the Company justifies it.	No
Principal 2: Structure of the board to add value		

A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.

2.1 The board of a listed entity should		
(a) have a nomination committee which;	The Company has established a nomination committee.	Yes
(i) has at least three members, a majority of whom are independent; and	The nomination committee consists of three members. The current members of the nomination committee are Robert Schafer, Jacques McMullen and Michele Muscillo. All members, and as a result the majority of the committee, are independent directors.	Yes
(ii) is chaired by an independent director	The nomination committee is chaired by independent Director, Robert Schafer.	Yes
and disclose:		
(iii) the charter of the committee;	The charter of the nomination committee is available on the "Corporate Governance" page of the Company's website http://cardinalresources.com.au/ .	Yes
(iv) the members of the committee	The nomination committee members are Non-Executive Directors Robert Schafer, Jacques McMullen and Michele Muscillo	Yes
(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of those members at those meetings; or	The nomination committee was established on 4 August 2016, the committee has met three times during the Reporting Period.	Yes
(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 responsibility effectively.	The Company had a nomination committee for the full reporting period.	Yes
2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board	The Board has a skills matrix covering the following key areas of knowledge and experience: <ul style="list-style-type: none"> • Engineering and Science • Geology 	Yes

currently has or is looking to achieve in its membership.	<ul style="list-style-type: none"> • Project Management and Development • Health, Safety and Environment • Commercial • Finance (Accounting) • Legal • Regulatory Compliance Management <p>When a Board vacancy occurs, the nomination committee identifies the particular skills, diversity, experience and expertise that will best complement Board effectiveness, and then undertakes a process to identify candidates who meet those criteria.</p>	
2.3 A listed entity should disclose:		
(a) the names of the directors considered by the board to be independent directors;	The Board considers Robert Schafer, Jacques McMullen and Michele Muscillo to be independent directors as determined by the ASX Corporate Governance Guidelines.	Yes
(b) if a director has an interest, position, association or relationship described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the directors, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and	<p>The Board distinguishes between the concept of independence, and the issues of conflict of interest or material personal interests which may arise from time to time. Wherever there is an actual or potential conflict of interest or material personal interest, the Board's policies and procedures ensure that:</p> <ul style="list-style-type: none"> • the interest is fully disclosed and the disclosure is recorded in the Board minutes; • the relevant director is excluded from all considerations of the matter by the Board; and • the relevant director does not receive any segment of the Board papers or other documents in which there is any reference to the matter. 	Yes
(c) the length of service of each director.	The name, skills and experience of the Directors in office at the date of this Statement, and the period of office of each director, are set out in the Annual Report.	Yes
2.4 A majority of the board of a listed entity should be independent directors	<p>The Company's Board Charter requires that where practical, the majority of the Board should be independent. The Company's Corporate Governance Policies and Procedures Manual outlines that the majority of the Board will be comprised of non-executive directors, and where practical, at least 50% of the Board will be independent, 50% of the Board of Cardinal is deemed independent under the ASX Corporate Governance Guidelines.</p> <p>The current Board structure presently consists of a managing director, a non-executive chairman, one executive director and three non-executive directors.</p> <p>The Board believes that each of the Directors can make, and do make, quality and independent judgements in</p>	Yes

	the best interests of the Company. Any Director who has a conflict of interest in relation to a particular item of business must declare their conflict and abstain from voting or participating in Board deliberations to which a conflict of interest relates.	
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.	Kevin Tomlinson is the Chairman and is not deemed an independent director, as defined by the ASX Corporate Governance Guidelines. The Company's Corporate Governance Plan provides that the Chairman, where practical, should be a non-executive Director.	No
2.6 A listed entity should have a program for inducing 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.	The Board provides an appropriate induction program for new directors, which includes onsite visits to operations. Directors have available to them opportunities for professional development via their professional affiliations.	Yes
Principle 3: Act ethically and responsibly		
A listed entity should act ethically and responsibly.		
3.1 A listed entity should:		
(a) have a code of conduct for its directors, senior executive and employees; and	The Company's Code of Conduct applies to the Company's Directors, senior executives and employees. The Code of Conduct aims to encourage the appropriate standards of conduct and behaviour of the directors, officers and employees of the Company.	Yes
(b) disclose that code or a summary of it.	A copy of the Company's Code of Conduct is available on the "Corporate Governance" page of the Company's website, http://cardinalresources.com.au/ .	Yes
Principle 4: Safeguard integrity in corporate reporting		
A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.		
4.1 the board of a listed entity should:		
(a) have an audit committee which:	The Company has established an audit committee.	Yes
(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and	The audit committee consists of three members. 100% of the committee is deemed to be independent.	Yes
(ii) is chaired by an independent director, who	The audit committee is chaired by an independent director, being Michele Muscillo.	Yes

is not the chair of the board,		
and disclose:		
(iii) the charter of the committee;	A formal Audit and Risk Committee Charter has been adopted by the Company.	Yes
(iv) the relevant qualifications and experience of the members of the committee; and	The audit committee members are: <ul style="list-style-type: none"> • Michele Muscillo (Chairman); • Robert Schafer; and • Jacques McMullen. 	Yes
(v) 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	The audit committee was established on 4 August 2016, the committee has met five times during the reporting period.	Yes
(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.	The Company had an audit committee for the full reporting period.	Yes
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 seeks the relevant assurance from the chief executive officer and chief financial officer (or their equivalents) at the relevant time.	Yes

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.	<p>The senior engagement partner (or his representative) of the Company's external auditor, BDO (WA) Pty Ltd, are invited to attend the Company's annual general meeting and is available to answer questions from shareholders about the audit.</p> <p>The Chairman advises the shareholders of this at the commencement of each annual general meeting.</p>	Yes
Principal 5: Make timely and balanced disclosure.		
A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.		
5.1 A listed entity should		
(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and	The Company's Continuous Disclosure Policy is designed to ensure the compliance with ASX and TSX Listing Rule disclosure.	Yes
(b) disclose that policy or a summary of it.	A copy of the Company's Continuous Disclosure Policy is available on the "Corporate Governance" page of the Company's website, http://cardinalresources.com.au/ .	Yes
Principle 6: Respect the rights of security holders		
A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.		
6.1 A listed entity should provide information about itself and its governance to investors via its website.	The Company has adopted a Shareholder Communications Policy which aims to ensure that the shareholders of the Company are informed of all major developments affecting the Company's state of affairs.	Yes
6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Shareholders are able to send and receive communications to and from the Company electronically.	Yes
6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>Shareholders are encouraged to participate in shareholder meetings to ensure a high level of accountability and identification with the Company's strategies and goals. Important issues are presented to shareholders as separate resolutions.</p> <p>Shareholders who are unable to attend a shareholder meeting may vote by appointing a proxy using the form included with the Notice of Meeting. Further, shareholders are also invited to submit questions in advance of the shareholder meeting so that the Company can ensure those issues are addressed at the meeting.</p>	Yes

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.	Shareholders have the option to receive communications from, and send communications to, the Company and its share registry.	Yes
Principle 7: Recognise and manage risk		
A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.		
7.1 The board of a listed entity should:		
(a) have a committee or committees to oversee risk, each of which:	The Company has established an audit and risk committee.	Yes
(i) has at least three members, a majority of whom are independent directors; and	The audit and risk committee consists of three members. 100% of the committee is deemed to be independent.	Yes
(ii) is chaired by an independent director,	The audit and risk committee is chaired by an independent director, being Michele Muscillo.	Yes
and disclose		
(iii) the charter of the committee;	A copy of the Company's Risk Management Policy is available on the "Corporate Governance" page of the Company's website, http://cardinalresources.com.au/ .	Yes
(iv) the members of the committee; and	The audit and risk committee members are Michele Muscillo, Robert Schafer and Jacques McMullen.	Yes
(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	The audit and risk committee was established on five August 2016, the committee has met five times during the reporting period.	Yes
(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.	The Company had a risk committee for the full reporting period.	Yes
7.2 The Board or a committee of the board should:		
(a) review the entity's risk management framework at	The Board, in conjunction with the audit and risk committee, is responsible for determining the	Yes

least annually to satisfy itself that it continues to be sound; and	Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.	
(b) disclose, in relation to each reporting period, whether such a review has taken place.	The Board considers the entity's risk regularly.	Yes
7.3 A listed entity should disclose:		
(a) if it has an internal audit function, how the function is structured and what role it performs; or	The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the formation of separate internal audit function.	No
(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.	See 7.3 (a) The Risk Management policy sets out the Company's risk management review and internal compliance and control procedure.	N/A
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.	The Company identifies and manages material exposures to economic, environmental and social sustainability risks in a manner consistent with its Risk Management policy.	Yes
Principal 8: Remunerate fairly and responsibly		
A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.		
8.1 The board of a listed entity should:		
(a) have a remuneration committee which:	The Company has established a remuneration committee.	Yes
(i) has at least three members, a majority of whom are independent directors; and	The audit and remuneration committee consist of three members. The members of the remuneration committee are deemed to be independent.	Yes
(ii) is chaired by an independent director,	The remuneration committee is chaired by an independent director, being Robert Schafer.	Yes
and disclose:		
(iii) the charter of the committee;	A formal Remuneration Committee Charter has been adopted by the Company.	Yes

(iv) the members of the committee; and	The remuneration committee members are Robert Schafer (Chairman), Jacques McMullen and Michele Muscillo.	Yes
(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	The remuneration committee was established on 4 August 2016, the committee has met three times during the reporting period.	Yes
(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.	The Company had a remuneration committee for the full reporting period.	Yes
8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>Executive Directors remuneration packages may comprise:</p> <ul style="list-style-type: none"> • fixed salary; • performance based bonuses; • participation in any share/option scheme; and, • statutory superannuation. <p>Independent non-executive directors receive fixed directors fees. Fixed director's fees may be paid in the form of cash, share options or a combination of both.</p> <p>Full remuneration disclosure, including superannuation entitlements have been included in the Director's Report and will be provided by the Company in its future annual reports.</p>	Yes
8.3 A listed entity which has an equity-based remuneration scheme should:		
(i) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or	The remuneration committee, was responsible for reviewing recommendations with respects to issues. Directors approve issues only after being satisfied that this is in accordance with the terms of shareholders' approval.	Yes

otherwise) which limit the economic risk of participating in the scheme; and		
(ii) disclose that policy or a summary of it.	Participants in the scheme must not enter into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested equity interest.	Yes