

DACIAN GOLD LIMITED - CORPORATE GOVERNANCE STATEMENT 2021

The Board is responsible for the overall corporate governance of the Company, including the establishing and monitoring of key performance goals. It is committed to attaining standards of corporate governance that are commensurate with the Company's needs. In this regard, the Board has created a framework for managing the Company, including internal controls and a business risk management process. This framework is reflected, in part, in the policies and charters described below.

The Board has adopted and endorses *The ASX Corporate Governance Council Principles and Recommendations (4th Edition)* as amended from time to time (**ASX Recommendations**) and has adopted the ASX Recommendations that are considered appropriate for the Company given its size and the scope of its activities. Details of the Company's compliance with the ASX Recommendations are set out below.

Where the Company's corporate governance practices do not correlate with the practices recommended by the Council, the Company is working towards compliance where considered appropriate.

The 2021 Corporate Governance Statement was adopted by the Board on 19 October 2021.

The Company's corporate governance policies and practices as at the date of this Report are outlined below and are available on the Company's website (www.daciangold.com.au).

Board Charter

The Board guides and monitors the business and management of the Company. Under its Charter, the Board is responsible for, amongst other things:

1. corporate governance and the strategic direction of the Company;
2. protecting and enhancing Shareholder value;
3. supervising the Company's framework of control and accountability systems;
4. reviewing performance and responsibilities within the Company to ensure division of functions are appropriate to the Company's needs and that the Company is properly managed;
5. monitoring and managing the financial performance of the Company;
6. approving the annual budget and statutory reports;
7. developing and implementing the Company's policies and procedures and assessing their adequacy;
8. monitoring and ensuring compliance with the Company's continuous disclosure obligations;
9. convening and attending general meetings of Shareholders; and
10. assessing and approving all transactions which would impact on Shareholder value and, where relevant, make recommendations to shareholders.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully informed basis.

Audit Committee Charter

The Board has adopted an Audit Committee Charter which outlines the composition of the committee, its purpose, its responsibilities and requirements of its meetings. In summary the Audit Committee is responsible for ensuring the integrity of the Company's financial statements, the effectiveness of financial reporting and liaison with the Company's auditor.

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Remuneration Committee Charter

The Board has adopted a Remuneration Committee Charter which outlines the composition of the committee, its role, its responsibilities, its authority, and requirements of its meetings. In summary, the Remuneration Committee is responsible for preparing and reviewing the Company's strategy with regard to remunerating, recruiting, incentivising, retaining and, where appropriate, terminating the Company's executives, Non-Executive Directors and employees.

Nomination Committee Charter

The Board has adopted a Nomination Committee Charter which outlines the composition of the committee, its role, its responsibilities, its authority, and requirements of its meetings. In summary, the Nomination Committee is responsible for ensuring that the Board, and its various Committees, are comprised of the required skills, experience and competencies, to induct and educate new Directors, and the evaluation of the performance of the Board and its Committees.

Code of Conduct for Directors, Senior Executives and Employees

The Board has adopted a Code of Conduct for Directors, senior executives and employees to promote ethical and responsible decision making and execution of their roles and responsibilities. The code is based on a code of conduct prepared by the Australian Institute of Company Directors.

Continuous Disclosure Policy

The Company is, subject to the exceptions contained in the Listing Rules, required to disclose to ASX any information concerning the Company which is not generally available and which a reasonable person would expect to have a material impact on the price or value of Shares.

The Company is committed to observing its disclosure obligations under the Corporations Act and the Listing Rules. The policy encourages a culture of openness which is conducive to fulfilment of the Company's disclosure obligations and creates clear lines of communication and authority with regard to the dissemination of information and continuous disclosure issues. In accordance with this policy, all information provided to ASX is made available on the Company's website (www.daciangold.com.au)

Share Trading Policy

The Company has adopted a Share Trading Policy to maintain investor confidence in the integrity of Company's internal controls and procedures, and to provide guidance on avoiding any breach of insider trading laws.

Under the policy, all employees and Directors are prohibited from trading in the Company's securities, except during a 10 day trading window that opens 24 hours after the Company makes a public announcement on ASX, including, but not limited to, after a general meeting, and on disclosure of half year, full year and quarterly results.

An employee or Director who is in possession of price sensitive information which is not generally available to the market must not deal in the Company's securities at any time, or if the Chairman directs, even if a trading window is open.

In addition, a Director who wishes to trade in the Company's securities must first obtain the consent of the Chairman.

Directors' Disclosure Obligations

This policy provides that, in addition to Corporations Act disclosures, any change in a Director's direct or indirect interest in Company securities must be disclosed to the Company so that appropriate disclosure can be made by the Company to ASX in accordance with the Listing Rules.

Shareholder Communications Policy

This policy details how the Company is committed to keeping Shareholders apprised of the Company's activities, including by providing regular communications that are balanced and understandable, ensuring information is easily accessible, and facilitating Shareholder participation in the Company's general meetings.

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Risk Management Policy

The Chief Executive Officer is primarily responsible for administering this policy, which sets out the way in which various types of risk are to be managed, including by reviews of internal controls, financial reporting, operational activities, investment proposals, environmental and safety risks and continuous improvement.

Environment Policy

The Company recognises that it has a fundamental requirement to conduct its proposed activities in an environmentally responsible manner. Under this policy, the Company will develop an environmental management system to ensure legislative compliance, high levels of employee awareness, stakeholder participation when developing project systems, best practice performance by contractors and continual improvement in respect of environmental protection issues and hazard minimisation.

Diversity policy

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled board and workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, and a work environment that values and utilises the contributions of all employees, irrespective of gender, culture, disability, age or religion.

The Company employs new employees and promotes current employees on the basis of performance, ability and attitude. The Board is continually reviewing its practices with a focus on ensuring that the selection process at all levels within the organisation is formal and transparent and that the workplace environment is open, fair and tolerant.

The Company, in keeping with the recommendations of the Corporate Governance Council provides the following information regarding the proportion of gender diversity in the organisation as at 30 June 2021:

	Proportion of female / total number of persons employed
Females employed in the Company as a whole	28/135
Females employed in the Company in senior executive positions*	0/2
Females appointed as a Director of the Company	0/3

*The Board considers that other than the Managing Director, the Company has only two senior Executives, being the Chief Financial Officer and the Chief Operating Officer.

The Company is a “relevant employer” for the purposes of the Workplace Gender Equality Act. Our recent Workplace Gender Equality Agency Report for 2020/21 which includes the “Gender Equality Indicators” is available on the Company’s website <https://www.daciangold.com.au/site/sustainability/governance>

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The recommendations of the Corporate Governance Council relating to reporting, require a Board to set measurable objectives for achieving diversity within the organisation and to report against them on an annual basis. The Company has implemented measurable objectives as follows:

Measurable Objective	Objective Satisfied	Comment
Adoption and promotion of a Formal Diversity Policy	Yes	The Company has adopted a formal diversity policy which has been made publicly available via the ASX and the Company's website.
To ensure Company policies are consistent with and aligned with the goals of the Diversity Policy	Yes	The Company's selection, remuneration and promotion practices are merit based and as such are consistent with the goals of the Company's Diversity Policy
To provide flexible work and salary arrangements to accommodate family commitments, study and self-improvement goals, cultural traditions and other personal choices of current and potential employees.	Yes	The Company will, where considered reasonable and where compatible with the Company's operations, accommodate requests for flexible working arrangements.
To implement clear and transparent policies governing reward and recognition practices.	Yes	The Company grants reward and promotion based on merit and responsibility as part of its annual and ongoing review processes.
To provide relevant and challenging professional development and training opportunities for all employees.	Yes	The Company seeks to continually encourage self-improvement in all employees, irrespective of seniority, ability or experience, through external and internal training courses, regular staff meetings and relevant on job mentoring.

The Company has not at this time implemented specific measurable objectives regarding the proportion of females to be employed within the organisation or implement requirements for a proportion of female candidates for employment and Board positions. The Board considers that the setting of quantitative gender based measurable targets is not necessarily consistent with the merit and ability based policies currently implemented by the Company.

The Board will consider the future implementation of gender based diversity measurable objectives when more appropriate to the size and nature of the Company's operations.

Whistleblower policy

The Company has adopted a whistleblower policy which is made available on the Company's website.

The policy applies to all directors, officers, employees, consultants and contractors of the Company and as far as is reasonably achievable to services providers, suppliers and third-party contractors. The purpose of this policy is to encourage the persons to whom the policy applies to raise any concerns or report instances of any potential breach of law, any violation (or suspected violations) of the Company's Code of Conduct or any other legal or ethical concern without the fear of detriment.

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Compliance with ASX Recommendations

The Company's compliance with, and departures from, the ASX Recommendations as at the date of the Report are set out below:

ASX RECOMMENDATION	COMPANY'S COMMENT
1. Lay solid foundations for management and oversight	
<p>1.1. A listed entity should disclose:</p> <ul style="list-style-type: none"> (a) The respective roles and responsibilities of its board and management; and (b) Those matters expressly reserved to the board and those delegated to management. 	<p>The Board assumes ultimate responsibility for providing leadership and setting the strategic objectives of the Company. The Board Charter, which is available on the Company's website www.daciangold.com.au, provides details on the board's specific responsibilities.</p> <p>Management of the Company's activities is delegated by the Board to the CEO, Mr Leigh Junk. The CEO is assisted by the Company Secretary and other senior executives in managing and reporting on corporate and operational matters.</p>
<p>1.2. A listed entity should:</p> <ul style="list-style-type: none"> (a) Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and (b) Provide security holders with all material relevant information in its possession relevant to a decision on whether or not to elect or re-elect a Director. 	<p>As part of the process for the identification of suitable future candidates for appointment as a Director of the Company, the Board will take into consideration the person's character, experience, education, criminal record and bankruptcy history (as appropriate).</p> <p>Candidate details, as recommended by the ASX Corporate Governance Principles and Recommendations, are included in the relevant notice of meeting at which the Company seeks approval from security holders for the election or re-election of an individual as a Director of the Company.</p> <p>During the 2021 financial year Mr Ed Eshuys joined the Board in connection with the Company's merger with ASX Listed NTM Gold Limited, Non-Executive Director Mr Ian Cochrane resigned from the Board due to health reasons, and Non-Executive director Mr Barry Patterson retired from the Board at the 2020 Annual General Meeting as set out in the 2020 Corporate Governance statement.</p> <p>Following financial year end, Mr Michael Wilkes joined the Board as a Non-Executive Director in September 2021. An ASX release dated 13 September 2021 set out Mr Wilkes experience and qualifications.</p> <p>The 2021 Annual General Meeting notice will contain relevant details for Mr Ed Eshuys and Mr Wilkes who will be subject to re-election at the 2021 AGM</p>
<p>1.3. A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</p>	<p>Executive Directors and other senior executives of the Company are engaged subject to the terms of written service contracts, key details of which are published in the Company's Annual Financial Report.</p> <p>Non-Executive Directors are required to enter into written agreements for the provision of their services.</p> <p>The respective executive and Non-Executive Director agreements set out the terms of their respective appointments, including but not limited to, duties and responsibilities, remuneration (and where appropriate, any</p>

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	<p>termination provisions) and indemnity and insurance arrangements.</p>
<p>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>	<p>The Company Secretary attends all board and shareholder meetings, and provides advice as required on governance matters.</p> <p>In addition, each individual Director is able to communicate directly with the Company Secretary, or vice versa, as required.</p>
<p>1.5. A listed entity should:</p> <ul style="list-style-type: none"> (a) Have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) Disclose that policy or a summary of it; and (c) Disclose at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either: <ul style="list-style-type: none"> (1) The respective proportions of men and women on the board, in senior executive positions and across the whole organisation; 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. 	<p>The Company has adopted a diversity policy which is available on the Company's website www.daciangold.com.au.</p> <p>A brief summary of the policy and its aims are disclosed in this corporate governance statement.</p> <p>The measurable objectives adopted by the Board are disclosed in this corporate governance statement.</p> <p>The measurable objectives, which seek to allow and promote diversity by ensuring that the Company's selection, remuneration and promotion practices are merit based, do not at this stage include any specific numerical targets for gender, or any other, diversity measures.</p> <p>This corporate governance statement includes disclosure regarding gender diversity within the Company as at 30 June 2021.</p> <p>The Company is a "relevant employer" for the purposes of the Workplace Gender Equality Act.</p>
<p>1.6. A listed entity should:</p> <ul style="list-style-type: none"> (a) Have and disclose a process for periodically evaluating the performance of the board, its committees and individual Directors; and (b) Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	<p>The Company has a formal process for the evaluation of the performance of the Board and as such, does comply with Recommendation 1.6 of the Corporate Governance Council.</p> <p>The process includes the completion of individual questionnaires focussed on Board processes, effectiveness and structure as well as the effectiveness and contribution made by each Director. The responses are collated and discussed with a view to considering recommendations for improvement.</p> <p>A formal performance evaluation has not been undertaken during the year ended 30 June 2021.</p>
<p>1.7. A listed entity should:</p> <ul style="list-style-type: none"> (a) Have and disclose a process for periodically evaluating the performance of its senior executives; and (b) Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	<p>The Company has complied with Recommendation 1.7 of the Corporate Governance Council.</p> <p>The Managing Director/CEO currently conducts annual performance appraisal meetings with senior executives incorporating a formal appraisal form and review of each individual's performance and contribution during the year. The Managing Director/CEO performance is assessed by the independent non-executive Directors through the Remuneration Committee. With the retirement and passing</p>

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	<p>of two non-executive directors during the financial year a formal review of the Managing Director/ CEO performance was not completed in the financial year to 30 June 2021.</p> <p>Formal performance evaluations of senior executive management has been undertaken for the year ended 30 June 2021.</p>
2. Structure the board to be effective and add value	
<p>2.1. 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>The Company did have a separate nomination committee for a portion of the 2021 financial year, and as such complied with Recommendation 2.1 for the period to Mr Pattersons retirement.</p> <p>The Company has adopted a formal Nomination Committee Charter which is available on the Company's website www.daciangold.com.au.</p> <p>The Nomination Committee comprised the Company's three independent non-executive Directors up until Mr Pattersons retirement in October 2020. Subsequently the full board has performed the role of the nomination committee. The full Board of the Company met to consider the merger with NTM Gold Limited and the appoint Mr Eshuys as Non-Executive Director.</p> <p>The recent appointment of Mr Wilkes in September 2021 will allow for the three non-executive Director (the majority being Independent) Nomination Committee to be reinstated.</p>
<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>	<p>The Company has developed a board skills matrix and as such complies with Recommendation 2.2.</p> <p>Skill sets currently included on the Company's Board include technical, financial, managerial, corporate and commercial.</p> <p>Key specific skill sets identified include:</p> <ul style="list-style-type: none"> • Mining and exploration geology • Mining engineering • Accounting, treasury and corporate finance • Gold industry knowledge • Business strategy and planning • Risk management • Mergers and acquisitions • Project studies and construction • Management of public listed companies <p>Details of the respective Directors' relevant experience and qualifications is included in the Annual Financial Report.</p> <p>The Nomination Committee and the Board will consider the skill, knowledge, experience and independence of the Company's Directors in response to any actual or proposed changes in the Company's activities or operations.</p>

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<p>2.3. A listed entity should disclose:</p> <ul style="list-style-type: none"> (a) The names of the Directors considered by the board to be independent Directors; (b) If a Director has an interest, position, association or relationship that may cause doubts about the independence of a Director, 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. 	<p>The Board considers its Non-Executive Directors, Mr Robert Reynolds and Mr Wilkes to be independent Directors. The Board considers Non-executive Director Mr Ed Eshuys does not qualify as independent due to his role as an officer of the company's substantial shareholder DGO Gold Limited</p> <p>The Board does not consider that Mr Reynolds or Mr Wilkes are party to any interests, positions, associations or relationships that would compromise their status as independent Directors.</p> <p>The current Directors of the Company commenced office on the following dates:</p> <p>Mr Leigh Junk – 6 January 2020 Mr Robert Reynolds – 26 October 2012 Mr Ed Eshuys – 16 March 2021 Mr Michael Wilkes – 10 September 2021</p>
<p>2.4. A majority of the board of a listed entity should be independent Directors.</p>	<p>During the period 1 July 2020 to the retirement of the then chairman Mr Ian Cochrane in May 2021 the Company had a majority of Independent Directors. Subsequent to that time the company has not had a majority of Independent Directors</p> <p>At the time of preparation of this report the company has two independent directors and two not considered to be independent.</p>
<p>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.</p>	<p>The Chair of the Company, Mr Rob Reynolds was appointed Chair in May 2021 and is considered to be independent.</p> <p>Prior to that date, Mr Ian Cochrane had been Chair from his appointment on 6 January 2020. Mr Cochrane was also considered to be independent.</p>
<p>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.</p>	<p>Familiarity with the entity's operations by the Directors is encouraged and facilitated by regular board meetings, and through direct contact with the Company Secretary and senior staff members.</p> <p>The Company will provide resources to Directors to enable them to improve on their skills and knowledge base to enable them to carry out their duties as Directors effectively.</p>
<p>3. Instil a culture of acting ethically and responsibly</p>	
<p>3.1. A listed entity should articulate and disclose its values.</p>	<p>The Company has core values of communication, ownership and trust .</p> <p>Given the substantial changes in Board and Management over the past 24 months the Company is currently undertaking a process of conducting workshops to refocus ahead of a company wide communication exercise to create a positive culture around our agreed core values of communication, ownership and trust. These values will be published on the Company web site and embedded in future employee and Director induction process on completion of the process</p> <p>As such the company has not complied with this recommendation 3.1 during the financial year ended 30 June 2021.</p>

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<p>3.2. A listed entity should:</p> <p>(a) Have a code of conduct for its Directors, senior executives and employees; and</p> <p>(b) Disclose that code or a summary of it.</p>	<p>The Company has adopted a Code of Conduct that applies to all Directors, executives and employees.</p> <p>A copy of the code is available on the Company's website www.daciangold.com.au.</p>
<p>3.3. A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<p>The Company has adopted a Whistleblower policy that applies to all Directors, executives and employees.</p> <p>A copy of the Whistleblower policy is available on the Company's website www.daciangold.com.au.</p>
<p>3.4. A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p>The Company does not tolerate any bribery or corruption</p> <p>The company did not have an anti – bribery and corruption policy in place for the full year relying on providing a safe mechanism pursuant to its Whistleblower Policy to enable and encourage the reporting of any actual, alleged, or perceived, instances of bribery or corruption by any individual</p> <p>Subsequent to the end of the financial year a policy has been adopted.</p> <p>A copy of the Anti-bribery and Corruption Policy is available to be viewed on the Company's website.</p>
<p>4. Safeguard integrity of corporate reports</p>	
<p>4.1. 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; 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) 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 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>The Company did have a separate audit committee for the whole of the 2021 financial year.</p> <p>The Company has adopted a formal Audit Committee Charter which is available on the Company's website www.daciangold.com.au.</p> <p>The Audit Committee comprised of the Company's three independent Non-Executive Directors up to Mr Pattersons retirement in October 2020. With the retirement of the Board's Chair Mr Ian Cochrane on 10 May 2021, Mr Reynolds was appointed Chair of the Board. At 30 June 2021 the Audit Committee comprised Mr Reynolds as Chair and non-executive director Mr Ed Eshuys resulting in non-compliance with recommendation 4.1 (a) (1) and (2) for the period from May until 30 June 2021.</p> <p>Following 30 June 2021 financial year non-executive independent director Mr Wilkes was appointed to the Board and has joined the Audit Committee as Chair to return the Committee to three non-executive directors the majority of whom are considered independent.</p> <p>Chair of the Audit Committee for the 2021 financial year, Mr Reynolds, is a qualified and experienced Chartered Accountant. The other Committee members each have extensive experience as Directors of publicly listed companies.</p> <p>The Audit Committee formally met twice during the 2021 financial year.</p>
<p>4.2. The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a</p>	<p>The Board requires that the CEO and CFO provide a declaration that satisfies the requirements of section 295A of the Corporations Act and that confirms that their opinion has</p>

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<p>declaration that, in their opinion, the financial statements 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>been formed on the basis that a sound system of risk management and internal control is operating effectively, prior to approving the annual and half yearly financial statements, and quarterly cash flow reports.</p>
<p>4.3. A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor</p>	<p>Periodic corporate reports that are not subject to audit or review by the Company's auditors (which include, but not limited to, quarterly activities and cash flow reports, directors' reports and any information included in the Company's annual report other than the audited financial statements) are compiled and verified by executive management before being reviewed by the board before release to the market.</p>
<p>5. Make timely and balanced disclosure</p>	
<p>5.1 A listed entity should have a written policy for complying with its continual disclosure obligations under the Listing Rules.</p>	<p>The Company has adopted a formal Continuous Disclosure Policy which is available on the Company's website www.daciangold.com.au.</p>
<p>5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>The Company has appointed the company secretary as the person responsible for communication with ASX in relation to listing rule matters and also for the general administration of this policy.</p> <p>The company secretary's responsibilities include:</p> <ul style="list-style-type: none"> (a) seeking to ensure that ASX is immediately notified of any information which needs to be disclosed; (b) reviewing board papers and other information referred to the company secretary for events that the company secretary considers may give rise to disclosure obligations; (c) maintaining a record of discussions and decisions made about disclosure issues by the Board and a register of announcements made to ASX; (d) Ensuring the Board receives copies of all announcements under Listing Rule 5.2 promptly after they are made.
<p>5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	<p>It is the Company's policy and practice that if the Company plans to provide a presentation at such meetings, the presentation is released on the ASX Market Announcements Platform ahead of any presentation.</p>
<p>6. Respect the rights of security holders</p>	
<p>6.1. A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Information regarding the Company's management, corporate governance, projects and other information relevant to investors and prospective investors is updated regularly on its website www.daciangold.com.au.</p>
<p>6.2. A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>The Company has adopted a formal shareholder communication policy and strategy, and seeks to inform investors of developments regularly by communicating</p>

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	<p>through ASX announcements and by providing information on its website.</p> <p>Investors are encouraged to attend the Company's security holder meetings, and are able to contact management by email info@daciangold.com.au or by phone (08) 6323 9000.</p>
<p>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>	<p>The Company has adopted a formal shareholder communication policy regarding participation at its security holder meetings.</p> <p>The Company does provide meeting documents in a timely manner and seeks to hold meetings that may be attended by security holders in convenient locations and at times considered to be reasonable. Security holders attending such meetings are encouraged to attend and participate, both during and after the formal notified business.</p>
<p>6.4. A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	<p>The Company ensures that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. Where practicable the Company engages the services of its share registry to undertake the poll.</p>
<p>6.5. A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>All security holders are encouraged to provide the Company's share registry with email addresses to enable electronic communication, in addition provision is made, where possible, for security holders to be able to vote on AGM and general meeting matters electronically.</p> <p>The Company has implemented a news service whereby investors may subscribe via the Company's website www.daciangold.com.au to receive relevant Company updates by email.</p> <p>Security holders may contact the Company electronically by email info@daciangold.com.au.</p>
<p>7. Recognise and manage risk</p>	
<p>7.1. 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>The Company has not established a formal committee for the overseeing of risk and has not adopted a committee charter, therefore does not comply with Recommendation 7.1. Risk is managed at the Board level with all members included in the process.</p> <p>Day to day risk management is delegated to the Managing Director/CEO, who is supported in monitoring and managing risks by the Company Secretary and senior employees.</p> <p>The Company's Risk Management Policy, which sets out a framework for a system of risk management and internal compliance and control, is available on the Company's website www.daciangold.com.au.</p> <p>The Company seeks to ensure that risks relating to exploration and mining activities are monitored and mitigated with reference to generally accepted industry practice and by</p>

ASX RECOMMENDATION	COMPANY'S COMMENT
<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>adherence to laws and recommendations provided by regulatory bodies.</p> <p>Potential and actual material risks identified are reported on, and considered by Directors, at each board meeting.</p> <p>The Company considers that a formal risk committee is not essential at this stage and the duties can be effectively carried out by the Board, with the assistance of senior management.</p>
<p>7.2. 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 Board and senior management review and identify risks to the Company and its assets on an ongoing basis. Any new risks identified, or material changes to existing risks are reported on at subsequent board meetings.</p> <p>The Company has not undertaken a formal review of the entity's risk management framework at board level during the financial year and, therefore has not complied with Recommendation 7.2</p>
<p>7.3. A listed entity should disclose:</p> <p>(a) If it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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>	<p>The Company does not have an internal audit function.</p> <p>The Board does not consider that the Company's operations are of a size or complexity to require a dedicated internal audit function and that processes and inherent risks are sufficiently transparent as to be identified by board members.</p> <p>Board members have direct access to management and employees to request any information regarding the Company's internal control processes.</p>
<p>7.4. A listed entity should disclose whether it has any material exposure to environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The Company is subject to a number of environmental and occupational health and safety risks, typical of those associated with a publicly listed entity engaged in the mineral exploration industry. The Company is not aware of any material social sustainability risks in the local communities in which it operates.</p> <p>All business risks are managed by the CEO with the support of employees and consultants where appropriate.</p> <p>Potential and actual material risks identified are reported on, and considered by directors, at each board meeting.</p>
8. Remunerate fairly and responsibly	
<p>8.1. 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>The Company did have a separate remuneration committee for the whole of the 2021 financial year.</p> <p>The Company has adopted a formal Remuneration Committee Charter which is available on the Company's website www.daciangold.com.au.</p>

ASX RECOMMENDATION	COMPANY'S COMMENT
<p>(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</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>The Remuneration Committee ensures that no individual Director or senior executive is involved in deciding their own remuneration.</p> <p>The Company's annual remuneration report, which is published in the annual report, provides comment on the relationship between remuneration and performance and how it is aligned to the creation of value for security holders.</p> <p>The Remuneration Committee comprised the Company's three independent non-executive Directors until the retirement of Mr Patterson on October 2020, after which Mr Cochrane and Mr Reynolds represented the Committee.</p> <p>In March 2021 Non-Executive Director Mr Eshuys joined the Board and was appointed to the Remuneration Committee and became Chair, replacing Mr Reynolds in the role. When Mr Cochrane retired in May 2021 due to health issues, Mr Eshuys and Mr Reynolds represented the Committee to financial year end.</p> <p>In September 2021 Mr Wilkes joined the Board and the Committee was expanded back to three Non – Executive Directors the majority of whom are independent.</p> <p>The remuneration committee formally met three times during the 2021 financial year.</p>
<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>	<p>The Company's annual remuneration report, which is published in the annual financial report, provides information regarding the remuneration of executive Director and other senior executives, and Non-Executive Directors.</p> <p>The Company's annual reports are available for review on www.daciangold.com.au.</p>
<p>8.3. 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>The Company's policy for trading in its securities by Directors, senior executives and employees is available on www.daciangold.com.au.</p> <p>The policy does not include a specific prohibition in entering into transactions which limit the economic risk of participating in the scheme, where the remuneration is unvested, or vested but remains subject to a holding lock.</p> <p>A prohibition into entering into such arrangements is provided for in the Corporations Act.</p>

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Dacian Gold Limited

ABN/ARBN

61 154 262 978

Financial year ended:

30 June 2021

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://www.daciangold.com.au/site/sustainability/governance>

The Corporate Governance Statement is accurate and up to date as at 19 October 2021 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 19 October 2021

Name of authorised officer
authorising lodgement:

Kevin Hart – Company Secretary

¹ “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.

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 Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council’s recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity’s corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ 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.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.daciangold.com.au/site/PDF/1637_0/corporategovernanceplan	<input type="checkbox"/> set out 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 director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ 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.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) 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>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: our Corporate Governance Statement 2021 https://www.daciangold.com.au/site/sustainability/governance</p> <p>and we have disclosed the information referred to in paragraph (c) at: our Corporate Governance Statement 2021 https://www.daciangold.com.au/site/sustainability/governance</p>	<p><input type="checkbox"/> set out 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>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: our Corporate Governance Statement 2021 https://www.daciangold.com.au/site/sustainability/governance and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: our Corporate Governance Statement 2021 https://www.daciangold.com.au/site/sustainability/governance</p>	<p><input checked="" type="checkbox"/> set out 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>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p>	<p><input checked="" type="checkbox"/> set out 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>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND 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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed 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 at:</p> <p>... https://www.daciangold.com.au/site/sustainability/governance</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed our board skills matrix at:</p>	<p><input checked="" type="checkbox"/> set out 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>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement at: https://www.daciangold.com.au/site/sustainability/governance</p> <p>and, where applicable, the information referred to in paragraph (b) at: our Corporate Governance Statement 2021 https://www.daciangold.com.au/site/sustainability/governance and the length of service of each director at: our Corporate Governance Statement 2021 https://www.daciangold.com.au/site/sustainability/governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> set out 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>
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.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out 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>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out 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>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input type="checkbox"/> and we have disclosed our values at:	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: our Corporate Governance Plan (Code of Conduct page 8) https://www.daciangold.com.au/site/sustainability/governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://www.daciangold.com.au/site/PDF/985b5e92-5a73-4e08-9ef9-2af55a808b4d/WhistleblowerPolicy	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://www.daciangold.com.au/site/PDF/b8428260-ae52-4676-a767-b964db83a2ab/AntiBriberyandCorruptionPolicy	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed 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 at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out 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><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: our Corporate Governance Plan (Continuous Disclosure page 22) https://www.daciangold.com.au/site/sustainability/governance	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out 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.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: our Corporate Governance Statement 2021 https://www.daciangold.com.au/site/sustainability/governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: our Corporate Governance Statement 2021 https://www.daciangold.com.au/site/sustainability/governance	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed 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 at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
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 that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed 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 at:</p> <p>our Corporate Governance Statement 2021</p> <p>https://www.daciangold.com.au/site/sustainability/governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>our Corporate Governance Statement 2021</p> <p>https://www.daciangold.com.au/site/sustainability/governance</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>our Corporate Governance Statement 2021</p> <p>https://www.daciangold.com.au/site/sustainability/governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed 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>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>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>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>in our Annual Financial Statements Directors Report, Remuneration Report as released on the ASX 31 August 2021 and available on the Company web site at:</p> <p>https://www.daciangold.com.au/site/PDF/2b45d3f0-b3c2-45d5-8209-63d5c1c648ac/AnnualFinancialStatementsfor30June2021and4E</p>	<p><input type="checkbox"/> set out 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>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	<input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: our Corporate Governance Plan (Share Trading Policy page 24) https://www.daciangold.com.au/site/sustainability/governance	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> Not Applicable and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/> Not Applicable	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed 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.	<input type="checkbox"/> Not Applicable	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p><input type="checkbox"/> Not Applicable</p> <p>and we have disclosed the information referred to in paragraphs (a) and (b) at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/> Not Applicable</p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>