

Dome Gold Mines Ltd

and its controlled entities

The Group's Corporate Governance Statement is current and was approved by the Board on 27 September 2024. The Corporate Governance Statement is available on the Company's website at www.domegoldmines.com.au.

This statement outlines the main Corporate Governance practices that were in place throughout the financial year, which comply with the Australian Stock Exchange ('ASX') Corporate Governance Principles and Recommendations 4th Edition ('Recommendations'), unless otherwise stated.

Corporate Governance Statement

The Board of Directors is committed to maintaining the highest standards of Corporate Governance. Corporate Governance is about having a set of core values and behaviours that underpin the Group's activities and ensure transparency, fair dealing and protection of the interests of stakeholders.

The Board of Directors supports the Principles of Good Corporate Governance and Best Practice Recommendations developed by the ASX Corporate Governance Council ('Council'). Whilst the Group's practices are largely consistent with the Council's guidelines, the Board considers that the implementation of some recommendations are not appropriate having regard to the nature and scale of the Group's activities and size of the Board. The Board uses its best endeavours to ensure exceptions to the Council's guidelines do not have a negative impact on the Group and the best interests of shareholders as a whole. When the Group is not able to implement one of the Council's recommendations, the Group applies the 'if not, why not' explanation approach by applying practices in accordance with the spirit of the relevant principle.

The following discussion outlines the ASX Corporate Governance Council's eight principles and associated recommendations 9.1 through 9.3 and the extent to which the Company complies with those recommendations.

Details of all of the Council's recommendations can be found on the ASX website at <http://www.asx.com.au>.

Principle 1 – Lay solid foundations for management and oversight

Board roles and responsibilities

The Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Group. The Board is also responsible for the overall corporate governance and management oversight of the Group and recognises the need for the highest standards of behaviour and accountability in acting in the best interests of the Group as a whole.

The Board also ensures that the Group complies with all of its contractual, statutory and any other legal or regulatory obligations. The Board has the final responsibility for the successful operations of the Group.

Where the Board considers that particular expertise or information is required, and which is not available from within their members, appropriate external advice may be taken and reviewed prior to a final decision being made by the Board.

Without intending to limit the general role of the Board, the principal functions and responsibilities of the Board include the following:

- formulation and approval of the strategic direction, objectives and goals of the Group;
- the prudential control of the Group's finances and operations and monitoring the financial performance and approving budgets and major expenditures of the Group;
- the resourcing, review and monitoring of executive management;
- ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- the identification of significant business risks and ensuring that such risks are adequately managed;
- the timeliness, accuracy and effectiveness of communications and reporting to shareholders and the market;
- the establishment and maintenance of appropriate ethical standards;
- overseeing the integrity of the accounting and corporate reporting systems and the external audit process;
- approving the Group's remuneration framework; and
- monitoring the effectiveness of corporate governance practices.

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The Group CEO or if no CEO, a Director and CFO are responsible for implementing and maintaining the Board objectives and the day to day management of the Group. Dome management is responsible for providing the Board with accurate and relevant information in a timely manner to assist the Board in developing appropriate policies and decision making.

Although the Board has not established a Board Charter, the Company has followed Recommendation 1.1 by establishing the functions reserved to the Board and those delegated to senior executives as disclosed above.

Appointment as a Director

The Company has followed Recommendation 1.2 by ensuring that the Directors who will come before shareholders for re-election at the Company's Annual General Meeting are suitable for the Group and equipped with the knowledge and information to discharge their roles adequately. In addition, the Company ensures that all relevant information that it possesses is disclosed in the notice of meeting to enable shareholders to make a decision on whether or not to elect or re-elect a Director. The Board ensures that appropriate checks are undertaken on a person before appointing that person to the Board. The Company confirmed that it has conducted appropriate checks of a candidate background and experience before its appointment.

The Company has followed Recommendation 1.3 by having a written agreement with each Director and senior executive setting out the terms of their appointment.

Company Secretary

The Company has followed Recommendation 1.4 by ensuring that the Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper function of the Board.

Diversity policy

The Company's Board does take into account the gender, age, ethnicity, and cultural background of potential Board members, Company executives and employees. However, given the small size of the Group, a formal diversity policy has not been established and therefore, Recommendation 1.5 has not been followed. The Company advises that as at the date of this report, 50% of the Company's employees are females. The Company has two male directors and one female director. The Company has a well diversified Board and workforce and, consequently, no specific diversity objectives are been set.

Board performance review and evaluation

The Board is responsible for the evaluation of its performance and the performance of individual Directors. This evaluation shall involve evaluating the performance of each Director against appropriate measures (including if warranted by considering the use of external advisers to conduct this performance review). The Board must also set out its future goals and objectives. The performance evaluation shall be conducted in such manner as the Board deems appropriate.

The review of the Board's performance also addresses the ability of Directors to access continuing education to update and enhance their skills and knowledge as they relate to the Company's strategy and objectives.

The Chairman monitors the performance of the Board, individual Directors and committees, and speaks to Directors individually regarding their role as a Director. In doing so, the Company has followed Recommendation 1.6.

Senior executives' performance review and evaluation

Having regard to the size of the Group and the small number of employees, other than the Directors, the Company does not have a formal process to evaluate the performance of its senior executives. However, the Chairman monitors the performance of the CEO, if one is in office, on an ongoing basis and speaks to the executive individually regarding their roles. In doing so, the Company has followed Recommendation 1.7.

Principle 2 – Structure the Board to add value

The Board has been formed so that it has effective composition, size and commitment to adequately discharge its responsibilities and duties given the Group's current size, scale and nature of its activities.

Nomination committee

The Board has not formally established a nomination committee as the Directors consider that the Company is not of a size nor are its affairs of such complexity as to justify the formation of a nomination committee. The Board considers that it is able to deal efficiently and effectively with Board composition and succession issues without establishing a separate nomination committee. The Company will review this position annually and determine whether a nomination committee should be established, however, in accordance with Recommendation 2.1, the full Board has the responsibility for and performs the functions of a Nomination Committee.

Board skills matrix

The board has a mix of skills for effective decision-making. The Company follows Recommendation 2.2 by disclosing the Directors' qualifications, experience, date of appointment and independence status, which satisfy the Board skills matrix below, in the Directors' Report.

Area	Competence
Legal	Corporation and Commercial Law and Corporate Governance
Investment	Corporate mergers and acquisitions, corporate financing, fund raising
Industrial knowledge	Geology, mineral exploration, mine development, mineral marketing
Business management	Management experience in public listed companies, media communications and human resources

Independent Directors

The Company follows Recommendation 2.3 by disclosing information in the table below and the Directors' qualifications, experience, date of appointment and independence status in the Directors' Report section of the Annual Report.

Details of Directors

Name of Director	Term in office	Qualifications	Status
Mr John V. McCarthy	Since 13 January 2021	Bachelor of Science (Major in Geology) St Francis Xavier University, Antigonish Nova Scotia, Canada	Executive Non-Independent
Ms Sarah Harvey	From 27 July 2017 to 21 January 2021; Since 24 September 2021	Bachelor of Arts (University of Adelaide) Bachelor of Law (University of Adelaide) Master of Law (College of Law, Sydney) Certificate in Governance Practice (Institute of Governance)	Non-executive Non-independent
Mr Tadao Tsubata	Since 8 July 2011	Bachelor of Arts in Economics (Kokushikan University, Tokyo)	Non-executive Non-independent

At the date of this report, the Company classified all Directors as Non-Independent Directors. Therefore, the Company does not follow Recommendation 2.4. However, it is the Board's opinion that all Directors bring to the Board their uncompromised independent judgement, irrespective of whether they are independent or not.

Chairperson and CEO

The Executive Chair is Mr John McCarthy who is not an independent Director. The Board considers that John McCarthy best serves the office of Chair due to his extensive commercial experience. The Company does not follow Recommendation 2.5. Because Mr John McCarthy is Non-Independent Chairman. At the date of this report, the Company has not appointed a CEO.

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Directors' Induction and education

In accordance with Recommendation 2.6, the Company encourages Directors to continue their professional development to maintain the skills and knowledge needed to perform their roles effectively and has the policy to provide each new Director or officer with a copy of the following documents:

- Code of Conduct;
- Continuous Disclosure Policy;
- Share Trading Policy; Shareholders Communication Policy; and
- Whistleblower Policy

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

Values and ethical standards

All directors, executives and employees are expected to act with the utmost integrity and objectivity in carrying out their duties and responsibilities, endeavoring at all times to enhance the reputation and performance of the Company. Every employee has direct access to a director to whom they may refer any ethical issues that may arise from their employment.

In accordance with Recommendation 3.1, directors, executives and employees are expected to adhere to:

- work in harmony and bring out the best in each other;
- consider the impact of actions on others;
- strive for excellence and quality of work;
- act with integrity and be accountable for actions;
- maintain professional ethical standards to the utmost of integrity;
- recognise the work of others, embrace their innovations and recognise their contribution.

Code of Conduct and Ethical Standards

In accordance with Recommendation 3.2, the Company has adopted a formal Code of Conduct Policy which is available on the Company's website at www.domegoldmines.com.au/company-overview/corporate-governance.

The Code of Conduct sets out the standards of behaviour expected of all its employees, Directors, officers, contractors and consultants. The Code of Conduct is available on the Company Website.

Any breach of compliance with the Code of Conduct is to be reported to an officer or senior manager of the Company, the Managing Director or the Company Secretary

Whistleblower Policy

The Company considers that improper conduct should be managed through appropriate channels and protecting individuals who report improper conduct or allegations of improper conduct are protected. Dome has followed Recommendation 3.3 and adopted a Whistleblower Policy, a copy of which can be found on the Company's website at www.domegoldmines.com.au/company-overview/corporate-governance.

Anti-bribery and Anti-fraud Policy

The Company is committed to a culture of corporate compliance and ethical behaviour. However, having regard to the scale of the Company's operations and the size of the Company, Dome has not implemented an Anti-bribery and Anti-fraud Policy and consequently, has not followed Recommendation 3.4.

Principle 4 – Safeguard integrity in financial reporting

Audit Committee

An Audit Committee has been established by the Board. The Committee's role and operations are documented in a Charter which is approved by the Board.

The objective of an Audit Committee is to make recommendations to the Board regarding various matters including the adequacy of the external audit, risk management and compliance procedures, to evaluate from time to time the effectiveness of the financial statements prepared for the Board and to ensure that independent judgment is always exercised. Having regard to the current membership of the Board and the size and scope of operations of the Group, the Board has suspended the Audit Committee and the functions of the Audit Committee are instead performed by the entire Board. The Board has not followed recommendation 4.1

CEO and CFO declarations

The Company has followed Recommendation 4.2. The Board has required that the CEO or if no CEO, a Director of the Company and the CFO make the CEO and CFO declarations as required under section 295A of the *Corporations Act* before it approves the Company's financial statements for a financial period.

The declarations confirm that, in their opinion, the financial records of the Group 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 Group, and the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. The Company confirmed to have received all CEO and CFO declarations for the financial year ended 30 June 2024.

Process for verification of non-audited / reviewed periodic corporate reports

The Company has followed Recommendation 4.3. From time to time, Dome releases periodic corporate reports which are not subject to review or audit by Dome's external auditors, such as Appendix 5B - Quarterly Cash Flow Reports, which are subject to approval by the Board or the Managing Director or the Chairperson if no Managing Director is in office before release to the market.

Principle 5 – Make timely and balanced disclosure

Continuous disclosure policy

The Company has followed Recommendations 5.1 and has adopted a written policy for complying with its continuous disclosure obligations under the Listing Rules.

The Board has designated the CEO or, if no CEO, a Director of the Company and the Company Secretary as being responsible for overseeing and co-ordinating disclosure of information to the ASX as well as communicating with the ASX. Accordingly, the Company will notify the ASX promptly of information:

- concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
- that would or would be likely to influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

Announcements are made in a timely manner, are factual and do not omit material information in order to avoid the emergence of a false market in the Company's securities.

Prompt Board receipt of material market announcements

The Company Secretary forwards all ASX announcements to the Board as soon as they are released on the ASX platform whether the announcements are material or not. Therefore, the Company has followed Recommendation 5.2.

Investor or analyst presentations

The Company has followed Recommendation 5.3 whereby all investor or analyst presentations are first released to the ASX before the commencement of the investor presentation or distribution of the presentation to investors.

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Principle 6 – Respect the rights of security holders

Communication to the security holders

The Company has followed Recommendation 6.1 by keeping the investors informed through the Company's website at www.domegoldmines.com.au, and on the ASX website, under ASX code 'DME' regarding information about the Group, the Board, policies, reports and ASX announcements.

The Company has followed Recommendations 6.2 and 6.3 and has designed a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings.

The Board recognises its duty to ensure that its shareholders are informed of all major developments affecting the Company's state of affairs. The Board considers that information will be communicated to shareholders and the market through:

- the Annual Report which is distributed to shareholders (usually with the Notice of Annual General Meeting);
- the Annual General Meeting and other General Meetings called to obtain shareholder approvals as appropriate;
- the half-yearly financial statements;
- quarterly activities and cash flow reports; and
- other announcements released to the ASX as required under the continuous disclosure requirements of the ASX Listing Rules and other information that may be mailed to shareholders or made available through the Company's website.

Shareholder meetings provide an open forum for the Board to communicate directly with security holders and for security holders to express their views and ask questions. From 2021, Dome's practice at security holder meetings, including the AGM, is that all resolutions are decided by a poll rather than by a show of hands. Therefore, Dome has followed Recommendation 6.4.

The Company has followed Recommendation 6.5 by actively promoting communication with shareholders through a variety of measures, including the use of the Company's website and email. Security holders also have the option to receive communications from and send communications via its share registry, Computershare Investor Centre at www.computershare.com.au.

Principle 7 – Recognise and manage risk

Risk Committee

The Company has not established an Audit and Risk Committee as the Directors do not view that the size of the Company warrants a separate risk committee. In order to comply with Recommendation 7.1, the full Board has the responsibility to perform the functions of the Risk Committee.

The Board is responsible for the identification, monitoring and management of significant business risks, assessment of the group's insurance program and the implementation of appropriate levels of internal control, recognising however that no cost-effective internal control system will preclude all errors and irregularities.

Risk management review

The Company has followed Recommendation 7.2, whereby the full Board regularly, throughout the year, reviews and monitors systems of external and internal controls and areas of significant operational, financial and property risk, and ensures arrangements are in place to contain such risks to acceptable levels.

Internal audit function

Having regard to the size of the Group and the scale of its activities, an internal audit function has not been established, however, in compliance with Recommendation 7.3, it is disclosed that the full Board carries out the risk management and internal audit functions.

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Risk management

In compliance with Recommendation 7.4, the material risks to which the Group is exposed include operational risks, capital risks, environmental risks, economic risks and human resources risks as follows:

- obtaining government approvals;
- geological and environmental issues;
- land access and community disputes;
- the ability to raise additional capital;
- commodity price and world economy;
- recruiting and retaining qualified personnel; and
- Sovereign risk (for Fiji).

The Board is responsible for overseeing the risk management function and the CEO or, if no CEO, a Director of the Company is in charge of implementing an appropriate level of control to mitigate these risks within the Group. The Board reviews all major strategies and decisions and takes appropriate actions on a continuous basis.

Principle 8 – Remunerate fairly and responsibly

Remuneration Committee

Having regard to the size of the Group, the scale of its activities and the composition and structure of the Board, a Remuneration Committee has not been established, however, in compliance with Recommendation 8.1, the full Board carries out the functions and responsibilities of a Remuneration Committee to guarantee that the levels of remuneration for directors and senior executives are appropriate and not excessive as follows:

- executive remuneration;
- executive Director and senior management remuneration;
- non-executive Directors' remuneration;
- performance measurement;
- termination procedures;
- equity based plans; and
- requirements of remuneration and remuneration benefit public disclosure.

Remuneration policy disclosure

The Company has followed Recommendation 8.2 to disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.

The Company's policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of Executive Directors and other senior executives is set out in the Remuneration Report contained in each Annual Report.

Equity-based remuneration

As at the date of this report, the Company is not required to follow Recommendation 8.3 because it does not have an equity-based remuneration scheme.

Principle 9 - Additional Recommendations

Dome has a Japan based Director who does not communicate fluently in the English language. The Company has followed Recommendation 9.1 by making an interpreter available at all meetings and for the translation of documents.

In accordance with Recommendation 9.2, the Company confirms that shareholder meetings, including the AGM, are held in Australia where the Company has its Corporate Office.

In accordance with Recommendation 9.3, the Company confirms that the external auditor has attended the Company's AGM by teleconference to be available to answer questions from shareholders with regard to the Company's audit.

This Corporate Governance Statement announcement has been approved by the Board of Dome Gold Mines Ltd.