

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

New Guinea Energy Ltd

ABN/ARBN

31 112 618 238

Financial year ended

31 December 2015

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

these pages of our annual report: _____

this URL on our website: <http://www.ngenergy.com.au/corporate-governance.htm>

The Corporate Governance Statement is accurate and up to date as at 29 March 2016 and has been approved by the board.

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

Date here: 29 March 2016

Sign here:



Company Secretary

Print name: Justin Mouchacca

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

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

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

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

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...	
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	<p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>http://www.nenergy.com.au/corporate-governance.htm</p> <p>... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management):</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.nenergy.com.au/corporate-governance.htm</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(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.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<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 fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.5 A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at this location: http://www.nenergy.com.au/corporate-governance.htm</p> <p>... the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
		<i>Insert location here</i>	
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
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PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE

2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<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>... our board skills matrix:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.nenergy.com.au/corporate-governance.htm and Page 13 of the Annual Report 2015</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>2.3 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, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... where applicable, the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/> ... the fact that we follow this recommendation: in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is	[If the entity complies with paragraph (a):] ... the fact that we have an audit committee that complies with paragraphs (1) and (2): <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/>	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>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) 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><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.nenergy.com.au/corporate-governance.htm</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Page 13-26 of the Annual Report 2015</p> <hr/> <p><i>Insert location here</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <hr/> <p><i>Insert location here</i></p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	<p>... our continuous disclosure compliance policy or a summary of it:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: http://www.nenergy.com.au/corporate-governance.htm	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> ... information about us and our governance on our website: <input type="checkbox"/> at this location: at this location:	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at this location: http://www.ngenergy.com.au/corporate-governance.htm	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so 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</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i> <p>... and a copy of the charter of the committee:</p> <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>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>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></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 fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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>[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...	
	continually improving the effectiveness of our risk management and internal control processes: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>		
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not	[If the entity complies with paragraph (a):] ... the fact that we have a remuneration committee that complies with paragraphs (1) and (2): <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i> ... and a copy of the charter of the committee: <input checked="" type="checkbox"/> at this location: http://www.nenergy.com.au/corporate-governance.htm ... and the information referred to in paragraphs (4) and (5): <input type="checkbox"/> in our Corporate Governance Statement OR	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
excessive.	<input checked="" type="checkbox"/> at this location: Page 26 of the Annual Report 2015 [If the entity complies with paragraph (b):] ... 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: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ <i>Insert location here</i>	
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.	... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	... our policy on this issue or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input checked="" 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

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...	
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;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p>N/A</p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
-	<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>... the terms governing our remuneration as manager of the entity:</p> <p>N/A</p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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CORPORATE GOVERNANCE STATEMENT

The Corporate Governance Statement sets out the extent to which the Company has followed the recommendations of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations for the financial year ended 31 December 2015.

The Company's Corporate Governance documents can be located at the following website link:
<http://www.ngenergy.com.au/corporate-governance.htm>

Principles and Recommendations	Compliance	Comment
1. Lay solid foundations for management and oversight		
1.1 A listed entity should disclose:	Complies	
a) The respective roles and responsibilities of its board and management; and		The Company has established a Board Charter, which discloses the specific responsibilities of the Board and those of senior executives.
b) Those matters expressly reserved to the Board and those delegated to management.		The Board delegates responsibility for the day to day operations and administration of the Company to the Managing Director and Executive Chairman. The Company's Board Charter is posted on the Company's website.
1.2 A listed entity should:	Complies	
a) Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and		The Managing Director, Executive Chairman and Company Secretary are responsible for ensuring that appropriate checks are undertaken before a director candidate is appointed or put forward to security holders for election.
b) Provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re- elect a Director		All material information in the Company's possession relevant to a decision on whether or not to elect or re- elect a director is provided to security holders in the notice of the meeting at which the director is to be put forward for election or re-election.
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Complies	All directors and senior executives have in place written agreements with the Company setting out the terms of their appointment
1.4 The Company Secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the Board	Complies	The Company Secretary reports directly to the Managing Director and Executive Chairman. The decision to appoint or remove the Company Secretary is made by the Board.

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Principles and Recommendations	Compliance	Comment								
<p>1.5 A listed entity should:</p> <p>a) Have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity’s progress in achieving them.;</p> <p>b) Disclose that policy or a summary of it; and</p> <p>c) Disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity’s diversity policy and its progress towards achieving them, either;</p> <p>(1) The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined ‘senior executive’ for these purposes); or</p> <p>(2) If the entity is a ‘relevant employer’ under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators” as defined in and published under the Act.</p>	<p>Complies</p>	<p>The Company has established a Diversity Policy which meets these requirements. As an Australian company exploring for oil and gas in Papua New Guinea, the Company recognises and values the difference between people and the contribution these differences can make to the long term growth and sustainability of the Company.</p> <p>The Company’s policy is reviewed on an annual basis and is posted on the Company’s website.</p> <p>The Board has established the following measurable objectives regarding gender diversity:</p> <p>(i) 30% of the Company’s employees and consultants be women;</p> <p>(ii) 20% of the Company’s senior executives be women; and</p> <p>(iii) one member of the Board be a woman.</p> <p>The table below details the Company’s performance against the above objectives:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Objective</th> <th style="text-align: center;">2015</th> </tr> </thead> <tbody> <tr> <td>30% of Employees and and consultants be women</td> <td style="text-align: center;">0%</td> </tr> <tr> <td>20% of Senior Executives be women</td> <td style="text-align: center;">0%</td> </tr> <tr> <td>One female member of the Board</td> <td style="text-align: center;">0%</td> </tr> </tbody> </table> <p>As the business has been scaled back to reflect current conditions in the oil and gas industry, there is limited scope to achieve these objectives in the short term. However the Board aims to achieve these objectives over the next few years, subject to appropriately qualified candidates coming forward.</p> <p>The Company is not a ‘relevant employer’ under the Workplace Gender Equality Act.</p>	Objective	2015	30% of Employees and and consultants be women	0%	20% of Senior Executives be women	0%	One female member of the Board	0%
Objective	2015									
30% of Employees and and consultants be women	0%									
20% of Senior Executives be women	0%									
One female member of the Board	0%									
<p>1.6 A listed entity should:</p> <p>a) Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>b) Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Complies</p>	<p>The Company does not have a formal process for evaluating the performance of the Board and its Committees but rather there is an informal peer review procedure for evaluating the performance of individual directors.</p> <p>This informal review process was the evaluation process used during the reporting period.</p>								

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CORPORATE GOVERNANCE STATEMENT

Principles and Recommendations	Compliance	Comment
<p>1.7 A listed entity should:</p> <p>a) Have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>b) Disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period and in accordance with that process</p>	Complies	<p>The Remuneration Committee annually evaluate the performance of the Company's Senior Executives.</p> <p>The results of the annual performance evaluation are disclosed in the Annual Report.</p>
<p>2. Structure the Board to Add Value</p>		
<p>2.1 The Board of a listed entity should:</p> <p>a) Have a nomination committee which:</p> <p>i) Has at least three members, a majority of whom are independent directors; and</p> <p>ii) Is chaired by an independent director;</p> <p>and disclose,</p> <p>iii) the charter of the committee</p> <p>iv) The members of the committee; and</p> <p>v) As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p>	Does not comply	<p>The Board has established a nomination committee which comprises of three Non-Executive directors. The members of the committee are Sir Michael Bromley, Mr Adam Saunders and Mr Grant Worner. All members are not independent Non-Executive directors.</p> <p>The chair of the nomination committee is not independent being Sir Michael Bromley.</p> <p>The Board recognises that it is desirable for the majority of the Board to be Independent Directors, however the Company's current size dictates that this is the most efficient mode of operation at the current time. The Board will review the appointment of further Independent Directors should the company's size and growth warrant this.</p> <p>Refer to 2015 Annual Report</p>

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Principles and Recommendations	Compliance	Comment
<p>b) If it does not have a nomination committee, disclose the 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>	Complies	<p>The full Board is responsible for addressing board succession issues and for ensuring that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to discharge its duties. The Board has determined the mix of skills required on the board (as set out in the Board Charter) and undertakes informal peer reviews to evaluate the performance of the Board.</p> <p>The Company does not have a formal process for evaluating the performance of the Board and its Committees but rather there is an informal peer review procedure for evaluating the performance of individual directors. This informal review process was the evaluation process used during the reporting period.</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>	Complies	<p>The skills of each Board member are disclosed on the Company's website and in the Company's Annual Report for each year.</p> <p>The Board Charter and the Company's Diversity Policy together state the mix of skills and diversity the board of directors is looking to achieve.</p>
<p>2.3 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, association or relationship but the Board has 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>	Complies	<p>These details are disclosed in the Annual Report.</p> <p>The Board comprised of no independent Non-Executive directors. Mr Lamm was Non-Executive chairman during the period up until 29 February 2016 but deemed not to be independent by virtue of his shareholding in the company.</p> <p>Following 31 December 2015, Mr Worner ceased to be Managing Director and is now a Non-Executive Director and Mr Lamm has been appointed to the role of Executive Chairman. The Board now comprises of three Non-Executive, non-independent directors.</p> <p>The lengths of service are as follows:</p> <ul style="list-style-type: none"> - Mr Lamm – 9 months - Mr Saunders – 9 months - Sir Bromley – 9 years - Mr Worner – 9 months
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	Does not comply	<p>The Board recognises that it is desirable for the majority of the Board to be Independent Directors, however the Company's current size dictates that this is the most efficient mode of operation at the current time. The Board will review the appointment of further Independent Directors should the company's size and growth warrant this.</p>

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Principles and Recommendations	Compliance	Comment
<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>	Does not comply	<p>Mr Arnett was appointed as Executive Chairman on 1 May 2014 and ceased to be a Director on 15 July 2015 following a General Meeting of shareholders. Mr Arnett was not considered to be an independent director due to his executive role in the Company during the period 1 May 2009 to 30 June 2012 and from 1 May 2014 to 15 July 2015.</p> <p>Mr Lamm was appointed to the Board as Non-Executive Chairman on 15 July 2015 and Executive Chairman on 29 February 2016. Mr Lamm is not considered to be an independent director by virtue of his shareholding in the company and being an Executive of the Company at the date of this report.</p> <p>Mr Worner was appointed Managing Director on 15 July 2015 for a 6 month period and given his prior appointment as an executive of the Board, he is deemed not to be independent.</p> <p>From 15 July 2015 to 29 February 2016, the role of the Chairman and Managing Director were not the same.</p> <p>The Board recognises that it is desirable for the majority of the Board to be Independent Directors, however the Company's current size dictates that this is the most efficient mode of operation at the current time. The Board will review the appointment of further Independent Directors should the company's size and growth warrant this.</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 effectively.</p>	Complies	<p>The company has a brief informal program for inducting a new director and the company secretary ensures that all directors are informed of changes in governance obligations. The current board has the appropriate mix of skills and knowledge required to fulfil their responsibilities.</p>
<p>3. Act Ethically and Responsibly</p>		
<p>3.1 A listed entity should:</p>	Complies	<p>The Company has established a Code of Conduct, which provides a guide to the conduct expected of directors and employees of the Company. The aim of the Code is to make clear the importance the Company places on working with integrity at all times and with respect for each other, the environment, the law and the communities in which the Company operates.</p>
<p style="padding-left: 20px;">a) Have a code of conduct for its directors, senior executives and employees; and</p>	Complies	<p>The Code of Conduct is posted on the Company's website.</p>
<p style="padding-left: 20px;">b) Disclose that code or a summary of it.</p>	Complies	<p>The Code of Conduct is posted on the Company's website.</p>

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Principles and Recommendations	Compliance	Comment
<p>4. Safeguard integrity in Corporate Reporting</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;</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 each member of the committee; and</p> <p>5) in relation to each reporting period, the number of times the committee met through the period and the individual attendances of each of the members at those meetings.</p>	<p>Does not comply</p>	<p>The Board has established an Audit Committee to safeguard the integrity of the Company’s financial reporting.</p> <p>The Audit Committee consists of three members as follows:</p> <ul style="list-style-type: none"> • Mr Adam Saunders – Chairman of the Audit Committee, non-independent Non-Executive Director; • Sir Michael Bromley – non-independent Non-Executive Director; and • Mr Grant Worner – non-independent Non-Executive Director; <p>Mr Andrew Martin was a member of the Audit Committee until his cessation on 15 July 2015. Mr Andrew Young was a member of the Audit Committee until his resignation on 20 May 2015. Mr Lamm was a member of the Audit Committee up until 18 March 2016 and was a non-independent Non-Executive Director during the period to 28 February 2016, and an Executive Director thereafter.</p> <p>The Audit Committee Charter is posted on the Company's website.</p> <p>The Board recognises that it is desirable for the majority of the Board to be Independent Directors, however the Company’s current size dictates that this is the most efficient mode of operation at the current time. The Board will review the appointment of further Independent Directors should the company’s size and growth warrant this.</p> <p>The qualifications and experience of each member of the Committee and the number of Audit Committee meetings held and the attendances at those meetings is disclosed in the Annual Report.</p>

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Principles and Recommendations	Compliance	Comment
<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 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>	Complies	The Board has received this assurance from the Executive Chairman and Chief Financial Officer
<p>4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	Complies	Each year the Company's external auditor attends the Annual General Meeting.
<p>5. Make timely and balanced disclosure</p>		
<p>5.1 Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.</p>	Complies	<p>The Board has adopted a Continuous Disclosure Policy to ensure that the Company complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules and to ensure accountability for compliance. The Continuous Disclosure Policy is posted on the Company's website.</p> <p>The Executive Chairman and the Company Secretary have primary responsibility for ensuring that the Company complies with its continuous disclosure obligations.</p>
<p>6. Respect the rights of shareholders</p>		
<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	Complies	<p>Information pertaining to the Company can be located on the Company's website at:</p> <p>http://www.ngenergy.com.au/</p> <p>Further information can be found at:</p> <p>http://www.asx.com.au/asx/research/company.do#!/NGE</p>
<p>6.2 A listed entity should design and implement an investor relations program to facilitate effective two – way communication with investors.</p>	Complies	<p>The Board has established practices to facilitate effective communication with shareholders. The Executive Directors and the Company Secretary oversee this process through the Company's website. Regular briefings are held with professional investors. Prior to such briefings, any new information to be given is first released to the ASX and if significant, is later distributed to shareholders/investors who have registered their email address with the Company.</p>

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All shareholders are notified in writing of general meetings and are encouraged to attend and participate.

Principles and Recommendations	Compliance	Comment
<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>	Complies	The Company has established a Shareholder Communication Policy which is posted to the Company's website. The Policy seeks to promote effective communication with shareholders and encourage effective participation by shareholders at general meetings.
<p>6.4 A listed entity should give security holders the option to receive communications from and send communications to, the entity and its security registry electronically.</p>	Complies	Through the Company's website and through the website of the Company's share registry, security holders are invited to provide their email address to enable electronic communication to and from the Company and its share registry.
<p>7. Recognise and manage risk</p>		
<p>7.1 The Board of a listed entity should:</p> <ul style="list-style-type: none"> a) Have a committee or committees to oversee risk, each of which; <ul style="list-style-type: none"> 1) Has at least three members, a majority of whom are independent directors; and 2) Is chaired by and independent director; and disclose 3) The charter of the committee; 4) The members of the committee; and 5) As at the end of each reporting period, the number of times the committee met through the period and the individual attendance of the members at those meetings; 	Does not comply	Due to the present size of the Company, Company does not have a standalone Risk Committee. The full Board and the Audit Committee together perform the role of risk oversight.

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Principles and Recommendations	Compliance	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>Complies</p>	<p>The Company's Risk Management Policy articulates the accountabilities of the Board, the Audit Committee and management in respect of risk management.</p> <p>The Audit Committee is responsible for providing the Board with advice and recommendations regarding the ongoing development of risk oversight and management policies.</p> <p>The Board monitors and receives advice as required on material business risks, and regularly considers appropriate risk management strategies. Specific identified areas of risk are regularly considered at Board meetings. Included in these areas are performance of operations, human resources, health, safety and the environment, continuous disclosure obligations, asset protection and financial exposures.</p> <p>The Executive Chairman and Chief Financial Officer are required to design and implement the Company's risk management and internal control system to manage the Company's material business risks and to report on whether those risks are being managed effectively.</p> <p>The Company's Risk Management Policy is posted on the Company's website.</p>
<p>7.2 The board or 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>Complies</p>	<p>The Executive Chairman and CFO have reported to the board on the effectiveness of the Company's management of its material business risks.</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 role it performs; and</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>Complies</p>	<p>The Company's internal audit function is carried out by the Company's Audit Committee.</p> <p>The Board is responsible for reviewing and assessing the effectiveness of the Company's system of risk management and the Audit Committee is also responsible for reviewing at least annually the effectiveness of the Company's implementation of the risk management system and providing advice and recommendations to the Board regarding the ongoing development of risk oversight and management policies.</p>

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Principles and Recommendations	Compliance	Comment
<p>7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and if it does, how it manages or intends to manage those risks.</p>	Complies	The Company takes seriously its responsibility to ensure that its operations do not compromise the health of the ecosystems in which it operates in Papua New Guinea. The Company manages this risk by engaging experienced contractors who are qualified to manage environmental sustainability risks on the Company's behalf.
<p>8. Remunerate fairly and responsibly</p>		
<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>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of the reporting period, the number of times the committee met throughout the period and the individual attendance of the members at those meeting.</p>	Does not comply	<p>The Board has established a Remuneration Committee consisting of three Non-Executive directors being Sir Michael Bromley, Mr Adam Saunders and Mr Grant Worner. Sir Bromley, Mr Saunders and Mr Worner are considered not to be independent directors. Mr Lamm was a member of the Remuneration Committee up until 18 March 2016 and was a non-independent Non-Executive Director during the period to 28 February 2016, and an Executive Director thereafter.</p> <p>Mr Andrew Martin was a member of the Remuneration Committee until his cessation on 15 July 2015. Mr Andrew Young was a member of the Remuneration Committee until his resignation on 20 May 2015.</p> <p>The Remuneration Committee is chaired by Sir Michael Bromley who is not an independent chair.</p> <p>The Board recognises that it is desirable for the majority of the Board to be Independent Directors, however the Company's current size dictates that this is the most efficient mode of operation at the current time. The Board will review the appointment of further Independent Directors should the company's size and growth warrant this.</p> <p>The Company's Remuneration Committee Charter is posted on the Company's website.</p> <p>The number of Remuneration Committee meetings held throughout the year and the attendances at those meetings is disclosed in the Company's Annual Report.</p>

NEW GUINEA ENERGY LTD CORPORATE GOVERNANCE STATEMENT

Principles and Recommendations	Compliance	Comment
<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>	Complies	<p>The Company’s policy on remuneration is that the remuneration packages of Non-Executive directors are generally fee based in the form of cash, non-cash benefits, superannuation contributions or salary sacrifice into equity.</p> <p>The Remuneration Committee is required to ensure that there is a clear distinction between the structure of Non-Executive directors’ remuneration and executive directors’ remuneration; and Non-Executive directors do not participate in remuneration schemes designed for executive directors; or receive bonus payments or retirement benefits other than statutory superannuation. The Company’s constitution provides that the remuneration of Non-Executive directors will be not more than the aggregate fixed sum determined by a general meeting.</p> <p>The remuneration of the Company’s Managing Director and its senior executives is disclosed in the Company’s Annual Report.</p>
<p>8.3 A listed entity which has an equity based remuneration scheme should:</p> <ul style="list-style-type: none"> a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limited the economic risk of participating in the scheme; and b) disclose that policy or a summary of it. 	n/a	<p>The Company does not currently have an equity based remuneration scheme.</p>