Rules 4.7.3 and 4.10.31

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

Name of entity			
Odyssey Energy Limited			
ABN / ARBN	Financial year ended:		
73 116 151 636	30 June 2017		
Our corporate governance statement ² for the above period above can be found at: ³ These pages of our annual report:			
	http://www.odysseyenergy.com.au/corporate/corporate-governance		
The Corporate Governance Statement is accapproved by the board.	curate and up to date as at 30 June 2017 and has been		
The annexure includes a key to where our co	orporate governance disclosures can be located.		
Date:	13 September 2017		
Name of Director or -Secretary authorising lodgement:	Clint McGhie		

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.

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.

2 November 2015

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.

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

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

⁺ See chapter 19 for defined terms

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	 ave NOT followed the recommendation in full for the whole e period above. We have disclosed4
PRINC	PLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVE	RSIGHT	
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location] 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): at http://www.odysseyenergy.com.au/corporate/corporate-governance	an explanation why that is so in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	the fact that we follow this recommendation: ☑ in our Corporate Governance Statement OR ☐ at [insert location]	an explanation why that is so in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable

+ See chapter 19 for defined terms 2 November 2015

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

Corpo	orate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \dots^4
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	the fact that we have a diversity policy that complies with paragraph (a): in our Corporate Governance Statement OR at [insert location] at [insert location] at [insert location] at [insert location] at open of our diversity policy or a summary of it: at [insert location] and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: in our Corporate Governance Statement OR at [insert location] and the information referred to in paragraphs (c)(1) or (2): in our Corporate Governance Statement OR at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	the evaluation process referred to in paragraph (a): in our Corporate Governance Statement OR at [insert location] and the information referred to in paragraph (b): in our Corporate Governance Statement OR at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	the evaluation process referred to in paragraph (a): ☑ in our Corporate Governance Statement OR ☐ at [insert location] and the information referred to in paragraph (b): ☑ in our Corporate Governance Statement OR ☐ at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable

⁺ See chapter 19 for defined terms 2 November 2015

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed4
PRINCIPI	LE 2 - STRUCTURE THE BOARD TO ADD VALUE		
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	[If the entity complies with paragraph (a):] the fact that we have a nomination committee that complies with paragraphs (1) and (2): □ in our Corporate Governance Statement OR □ at [insert location] and a copy of the charter of the committee: □ at [insert location] and the information referred to in paragraphs (4) and (5): □ in our Corporate Governance Statement OR □ at [insert location] [If the entity complies with paragraph (b):] 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: □ in our Corporate Governance Statement OR □ at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
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.	our board skills matrix: ☑ in our Corporate Governance Statement OR ☐ at [insert location]	□ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable

⁺ See chapter 19 for defined terms 2 November 2015

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Corpora	te Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed		nave NOT followed the recommendation in full for the whole e period above. We have disclosed ⁴	
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	the names of the directors considered by the board to be independent directors: ☑ in our Corporate Governance Statement OR ☐ at [insert location] and, where applicable, the information referred to in paragraph (b): ☑ in our Corporate Governance Statement OR ☐ at [insert location] and the length of service of each director: ☑ in our Corporate Governance Statement OR ☐ at [insert location]		an explanation why that is so in our Corporate Governance Statement	
2.4	A majority of the board of a listed entity should be independent directors.	 the fact that we follow this recommendation: ☑ in our Corporate Governance Statement OR ☐ at [insert location] 		an explanation why that is so in our Corporate Governance Statement <u>OR</u> 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: ☑ in our Corporate Governance Statement OR ☐ at [insert location]		an explanation why that is so in our Corporate Governance Statement <u>OR</u> 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: in our Corporate Governance Statement OR at [insert location]		an explanation why that is so in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable	
PRINCIP	PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY				
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	our code of conduct or a summary of it: in our Corporate Governance Statement OR at http://www.odysseyenergy.com.au/corporate/corporate-governance		an explanation why that is so in our Corporate Governance Statement	

+ See chapter 19 for defined terms 2 November 2015 Page 5

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \dots^4
PRINCIP	LE 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 not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	[If the entity complies with paragraph (a):] the fact that we have an audit committee that complies with paragraphs (1) and (2): □ in our Corporate Governance Statement OR □ at [insert location] and a copy of the charter of the committee: □ at [insert location] and the information referred to in paragraphs (4) and (5): □ in our Corporate Governance Statement OR □ at [insert location] [If the entity complies with paragraph (b):] 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: □ in our Corporate Governance Statement OR □ at [insert location]	an explanation why that is so in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement

⁺ See chapter 19 for defined terms 2 November 2015

Corporate	e Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \dots^4	
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	the fact that we follow this recommendation: ☑ in our Corporate Governance Statement <u>OR</u> ☐ at [insert location]	 an explanation why that is so in our Corporate Governance Statement OR we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable 	
PRINCIPL	LE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	our continuous disclosure compliance policy or a summary of it:	an explanation why that is so in our Corporate Governance Statement	
PRINCIPL	PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	information about us and our governance on our website: at http://www.odysseyenergy.com.au and http://www.odysseyenergy.com.au/corporate/corporate-governance	an explanation why that is so in our Corporate Governance Statement	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	the fact that we follow this recommendation: ☑ in our Corporate Governance Statement OR ☐ at [insert location]	an explanation why that is so in our Corporate Governance Statement	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	our policies and processes for facilitating and encouraging participation at meetings of security holders: in our Corporate Governance Statement OR at [insert location]	□ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable	
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement	

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Corporat	e Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \dots^4
PRINCIPI	E 7 – RECOGNISE AND MANAGE RISK		
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	[If the entity complies with paragraph (a):] the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): in our Corporate Governance Statement OR at [insert location] and a copy of the charter of the committee: at [insert location] and the information referred to in paragraphs (4) and (5): in our Corporate Governance Statement OR at [insert location] [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: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound: in our Corporate Governance Statement OR at [insert location] and that such a review has taken place in the reporting period covered by this Appendix 4G: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement

⁺ See chapter 19 for defined terms 2 November 2015

Corporat	e Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \dots^4
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (a):] how our internal audit function is structured and what role it performs: □ in our Corporate Governance Statement OR □ at [insert location] [If the entity complies with paragraph (b):] the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes: □ in our Corporate Governance Statement OR □ at [insert location]	an explanation why that is so in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	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: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement

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⁺ See chapter 19 for defined terms 2 November 2015

Corporat	e Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \dots^4
PRINCIPI	E 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 excessive.	[If the entity complies with paragraph (a):] the fact that we have a remuneration committee that complies with paragraphs (1) and (2): □ in our Corporate Governance Statement OR □ at [insert location] and a copy of the charter of the committee: □ at [insert location] and the information referred to in paragraphs (4) and (5): □ in our Corporate Governance Statement OR □ at [insert location] [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: □ at [insert location] □ at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
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: in our Corporate Governance Statement OR in our 2017 Annual Report at pages 8 to 13 available at http://www.odysseyenergy.com.au/2017-annual-report.pdf	 an explanation why that is so in our Corporate Governance Statement <u>OR</u> 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: in our Corporate Governance Statement OR at http://www.odysseyenergy.com.au/corporate/corporate-governance	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable

+ See chapter 19 for defined terms 2 November 2015 Page 10

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \ldots^4
ADDITIO	NAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED	LISTED ENTITIES	
-	Alternative to Recommendation 1.1 for externally managed listed entities: The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	the information referred to in paragraphs (a) and (b): in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement
-	Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities: An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	the terms governing our remuneration as manager of the entity: in our Corporate Governance Statement <u>OR</u> at [insert location]	an explanation why that is so in our Corporate Governance Statement

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⁺ See chapter 19 for defined terms 2 November 2015



INTRODUCTION

Odyssey Energy Limited (**Odyssey** or **Company**) and the entities it controls believe corporate governance is important for the Company in conducting its business activities.

The Board has adopted a suite of charters and key corporate governance documents which articulate the policies and procedures followed by Odyssey.

These documents are available in the Corporate Governance section of the Company's website, www.odysseyenergy.com.au. These documents are reviewed at least annually to address any changes in governance practices and the law.

This Corporate Governance Statement (**Statement**), which is current as at 30 June 2017 and has been approved by the Company's Board, explains how Odyssey complies with the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 3rd Edition' published on 27 March 2014 (**ASX Principles or Recommendations**), in relation to the year ended 30 June 2017.

In addition to the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 3rd Edition' the Board has taken into account a number of important factors in determining its corporate governance policies and procedures, including the:

- relatively simple operations of the Company, which currently only undertakes exploration and development activities;
- cost verses benefit of additional corporate governance requirements or processes;
- size of the Board;
- Board's experience in the resources sector;
- organisational reporting structure and number of reporting functions, operational divisions and employees;
- relatively simple financial affairs with limited complexity and quantum;
- · relatively small market capitalisation and economic value of the entity; and
- · direct shareholder feedback.

Principle 1: Lay solid foundations for management and oversight

RECOMMENDATION	ODYSSEY'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
1.1 Role of Board and management	The Board has established a clear distinction between the functions and responsibilities reserved for the Board and those delegated to management, which are set out in the Company's Board Charter. A copy of the Board Charter is available in the Corporate Governance section of the Company's website, www.odysseyenergy.com.au.	Yes



RECOMMENDATION	ODYSSEY'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
1.2 Information regarding election and re-election of director candidates	Odyssey carefully considers the character, experience, education and skillset of potential candidates for appointment to the Board and conducts appropriate background checks to verify the sustainability of the candidate, prior to their election. Based on the Company's level of knowledge of the potential candidate, these may include checks as to the person's character, experience, education and bankruptcy history, but may not include criminal record checks for potential candidates that are well known to the Board. However, the Company did not appoint any new Directors during the 2017 year. The Company has appropriate procedures in place to ensure that material information relevant to a decision to elect or reelect a director, is disclosed in the relevant notice of meeting provided to shareholders. Director profiles are also included in the Director's Report of the Company's Annual Report.	No
1.3 Written contracts of appointment	In addition to being set out in the Board Charter, the roles and responsibilities of Directors are also formalised in the letter of appointment which each Director receives and commits to on their appointment. The letters of appointment specify the term of appointment, time commitment envisaged, expectations in relations to committee work or any other special duties attaching to the position, reporting lines, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations, insurance and indemnity entitlements and details of the Company's key governance policies. Each Key Management Personnel ("KMP") enters into a service contract which sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangement and termination rights and entitlements. Contract details of KMP are summarised in the Remuneration Report of the Company's Annual Report.	Yes
1.4 Company Secretary	The Company Secretary reports directly to the Board through the Chairman on Board matters and all Directors have access to the Company Secretary. In accordance with the Company's Constitution, the appointment or removal of the Company Secretary is a matter for the Board as a whole. Details of the Company Secretary's experience and qualifications are set out in the Directors' Report of the Company's Annual Report.	Yes
1.5 Diversity	The Company has not adopted a Diversity Policy, nor has it established measurable objectives for achieving gender diversity for the 2017 year. The Company recognises that a diverse and talented workforce is a competitive advantage and encourages a culture that embraces diversity. However, the Board considers that the Company is not currently of a size to warrant the time and cost of adopting a Diversity Policy and setting measurable objectives for achieving gender diversity. The Board will review its position and may adopt a Diversity Policy and	No



RECOMMENDATION	ODYSSEY'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
	develop measurable objectives when the Company's operations increase. At the date of this Statement, the Company has no female directors and no female senior executives. At the date of this Statement, other than Directors, the Company had no employees as it uses consultants when required.	
1.6 Board reviews	The Board has not conducted a formal performance evaluation. The Company is a junior resources company and the Board believes that a formal performance evaluation is not required at this point in time and that that no efficiencies or other benefits would be gained from a formal performance evaluation. The Chairman is responsible for evaluating the Board and informal discussions are undertaken during the course of the year. As the Company grows and develops, it will continue to consider the efficiencies and merits of a more formal performance evaluation of the Board, its committees and individual Directors.	No
1.7 Management reviews	Each year the Board evaluates the performance of its KMP against Key Performance Indicators ("KPI's") as set by the Board. Details of the process followed are set out in the Remuneration Report of the Company's Annual Report. For the 2017 year, the Board undertook a performance evaluation of its KMP in accordance with that process.	Yes

Principle 2: Structure the Board to add value

RECOMMENDATION	ODYSSEY'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
2.1 Nomination Committee	The Board has decided not to form a separate Nomination Committee. The Board believes that no efficiencies or other benefits would be gained by establishing a separate Nomination Committee.	Yes
	The Board has adopted a Remuneration and Nomination Committee Charter, however the Board as a whole performs the function of the Remuneration and Nomination Committee. The Remuneration and Nomination Committee Charter sets out the processes the Board employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	
	The Board regularly reviews whether it has the appropriate balance of skills, knowledge, and experience suitable for a Company in the junior resources sector.	
	The Remuneration and Nomination Committee Charter is reviewed annually and is available in the Corporate Governance section of the Company's website www.odysseyenergy.com.au.	



RECOMMENDATION	ODYSSEY'S COMPLIANCE WITH RECOMMENDATIONS The Board seeks a mix of skills suitable for a junior resources							RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
2.2 Board skills matrix	company. A below. Furth each Direct Company's	summa ner deta or are i	ry of the k ils regardi ncluded in	ey board s ng the skill	kills ma s and	atrix expe	is set out erience of	Yes
	Director/ Skills	Capital Markets	Oil and Gas Industry	Production / Geology	Finan Accour		Listed Company	
	Middlemas David Cruse	✓	√				✓	
	Mark Pearce	✓	√		✓		√	
2.3 Disclose independence and length of	The Board Directors ar 2017:							Yes
service	Name	Positio	n	Indepen	dent?		ength of Service	
	lan Middlemas	Non-Ex Chairm	an	Yes		12	2.0 years	
	David Cruse	Non-Ex Director	<u> </u>	Yes			.0 years	
	Mark Pearce	Non-Ex Director		Yes		12	2.0 years	
	Mr Middlema which curred Board consider to impact the	ntly hold ders tha	ds a 5.3% It this is no	interest in t material o	the Corsigni	comp ificar	oany. The nt enough	
	Apollo Grou is paid a mo company se serviced offi with one m relationship independent	onthly re ecretaria ce to the onths'	tainer to pal services company notice. Taterial or s	orovide adnos, account	ninistra ing se able to consid	ative ervice be te ders	services, es and a erminated that this	
	Mr Middlema for more that their indepen	an 10 ye	ears, howe	ever, the E	oard o	cons	iders that	
	Further deta Directors' Ro							
2.4 Majority of directors independent	A majority o disclosed ag Cruse and F	gainst R	ecommen	dation 2.3,	Messi	rs M		Yes
2.5 Chair independent	The Chairm executive Di set out in the Report.	rector. I	urther def	tails regard	ing the	Dire	ectors are	Yes
2.6 Induction and professional development	The Board of Directors development	and	providing	rmal progra approp			cting new ofessional	No
	The Board had size will enal and duties.	able it to	effective	ly discharg	e its re	espo	onsibilities	



RECOMMENDATION	ODYSSEY'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
	already possess the relevant industry experience and specific expertise relevant to the Company's business and level of operations and given the activities of the Company and their own experience do not require the Company, given its size, to provide professional development opportunities.	
	However, each new Director receives and commits to a letter of appointment which includes details of the Company's key policies and processes and continuing professional development is expected of all Directors.	
	Directors are also entitled to seek independent professional advice at the expense of the Company (subject to approval) as may be reasonably required to assist them to carry out their duties as a Director.	

Principle 3: Act ethically and responsibly

RECOMMENDATION	ODYSSEY'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
3.1 Code of conduct	The Board has established a Code of Conduct for its Directors, executives and employees, a copy of which is available in the Corporate Governance section of the Company's website, www.odysseyenergy.com.au.	Yes

Principle 4: Safeguard integrity in corporate reporting

RECOMMENDATION	ODYSSEY'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
4.1 Audit committee	The Board has decided not to form a separate Audit Committee. The Board believes that no efficiencies or other benefits would be gained by establishing a separate Audit Committee. The Board has adopted an Audit Committee Charter, however the Board as a whole performs the function of the Audit Committee.	Yes
	The Company: (a) currently only has 3 Directors (b) has relatively simple operations and currently only undertakes exploration and development activities; (c) has relatively simple financial affairs with limited complexity and quantum; and (d) has a relatively small market capitalisation and economic value. As a result, the Board as a whole considers that it is more efficient and effective for the corporate reporting process to not have an Audit Committee at this stage. The Board monitors this position as the Company's circumstances change.	
	The Board as whole determines when to seek the appointment or removal of the external auditor, and subject to any statutory requirements, the Board will also seek rotation of the audit partner on an as required basis.	
	Further details on the integrity measures implemented for the corporate reporting function are provided in the Audit	



RECOMMENDATION	ODYSSEY'S COMPLIANCE WITH RECOMMENDATIONS Committee Charter which is available in the Corporate Governance section of the Company's website at www.odysseyenergy.com.au.	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
4.2 CEO and CFO certification of financial statements	In respect to full year and half year financial reports, the Board has obtained a written declaration from the CEO (or equivalent) and CFO (or equivalent) that, in their opinion, the financial records of the Company have been properly maintained and 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 is formed on the basis of a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting and material business risks. However, the Board does not receive declarations from the CEO (or equivalent) and CFO (or equivalent) in respect to the quarterly cash flow reports prepared and lodged in compliance with Appendix 5B of the Listing Rules, as these quarterly cash flow reports are considered by the Board: • not to be a financial report or interim financial report as defined under Australian accounting standards; and/or • not to be capable, as a standalone report, of giving a true and fair view of the financial position and performance of the Company, only its cash flows for the relevant reporting period.	No
4.3 External auditor at AGM	The Company has engaged a reputable and suitably qualified external auditor to perform the external audit function. At least one senior representatives of the auditor will attend the Annual General Meeting ("AGM") and be available to answer shareholder questions regarding the audit.	Yes

Principle 5: Make timely and balanced disclosure

RECOMMENDATION	ODYSSEY'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
5.1 Disclosure and Communications Policy	The Company has adopted a Continuous Disclosure Policy which sets out the processes and practices that ensure its compliance with the continuous disclosure requirements under applicable Listing Rules and applicable corporation law (including the Corporations Act). A copy of the Continuous Disclosure Policy is available in the Corporate Governance section of the Company's website, www.odysseyenergy.com.	Yes



Principle 6: Respect the rights of security holders

RECOMMENDATION	ODYSSEY'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
6.1 Information on website	The Company keeps investors informed of its corporate governance, financial performance and prospects via its website.	Yes
	Investors can access copies of all announcements to the ASX, notices of meetings, annual reports and financial statements, investor presentations via the 'Investors' tab and can access general information regarding the Company and the structure of its business under the 'Projects' tab on the Company's website, www.odysseyenergy.com.au.	
	Investors can access information about the Company's corporate governance practices via the 'Corporate Governance' tab on the Company's website, www.odysseyenergy.com.au, where all relevant corporate governance information can be accessed.	
6.2 Investor relations programs	The Company has an investor relations program that is commensurate with the size of the Company and its level of operations. This program involves actively engaging with interested brokers and investors and meeting with interested brokers and investors upon request. The Company always responds to enquiries received from brokers and investors from time to time.	Yes
	In addition, access to Directors and KMP is provided at the Company's Annual General Meeting of Shareholders, and Shareholders are always given the opportunity to ask questions of Directors and management, either during or after meetings.	
	Any presentations prepared by the Company are posted on the Company's website (www.odysseyenergy.com.au), which also provides the opportunity for interested parties to join the mailing list to receive regular updates from the Company.	
6.3 Facilitate participation at meetings of security holders	The Board encourages participation of Shareholders at its meetings of shareholders and Shareholders are provided with all notices of meeting prior to meetings, which are set at times and places to promote maximum attendance by Shareholders.	Yes
	Shareholders are always given the opportunity to ask questions of Directors and management, either during or after meetings. In addition, the Company's auditor is also made available for questions at the Company's Annual General Meeting of Shareholders ("AGM").	
6.4 Facilitate electronic communications	The Company welcomes electronic communication from its Shareholders via its publicised email address (info@ odysseyenergy.com.au) and the Company's website (www.odysseyenergy.com.au) provides the opportunity for interested parties to join the mailing list to receive regular electronic updates from the Company.	Yes
	The Company's share registry also engages with Shareholders electronically and makes available a range of relevant forms on its website. Shareholders can register with the share registry to access their personal information and shareholdings via the internet.	



Principle 7: Recognise and manage risk

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RECOMMENDATION	ODYSSEY'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
7.1 Risk committee	The Board has decided not to form a separate Risk Committee. Due to the size and development phase of the Company, the Board believes that no efficiencies or other benefits would be gained by establishing a separate Risk Committee.	Yes
	The Board as a whole is ultimately responsible for identifying the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage those risks.	
	For further details of the responsibilities of the Board, the Chief Executive Officer, the Chief Risk Officer, and other management in the evaluation and continual improvement of the Company's risk management and internal control processes, refer to the Company's Risk Management Policy, which is available in the Corporate Governance section of the Company's website, www.odysseyenergy.com.au.	
7.2 Annual risk review	On at least an annual basis, the Board reviews its material business risks and how its material business risks are being managed.	Yes
	For the 2017 year, management provided to the Board the Company's Risk Register summarising the significance of each risk as well as actions taken by management to mitigate the risks. Management also provided to the Board a report on the effectiveness of the Company's management of its material business risks throughout the 2017 year.	
7.3 Internal audit	The Board has not established an internal audit function at this time. The Board as a whole oversees the effectiveness of risk management and internal control processes.	Yes
	Refer to the Company's Risk Management Policy for responsibilities of the Board, the Chief Executive Officer, the Chief Risk Officer, and other management in the evaluation and continual improvement of the Company's risk management and internal control processes.	
	A copy of the Risk Management Policy is available in the Corporate Governance section of the Company's website, www.odysseyenergy.com.au.	
7.4 Sustainability risks	As discussed above, the Company identifies and manages material exposures to economic, environmental and social sustainability risks in a manner consistent with its Risk Management Policy, which is available in the Corporate Governance section of the Company's website, www.odysseyenergy.com.au.	Yes
	The material risks faced by the Company that could have an effect on the Company's future prospects, include: (a) availability of further funding; (b) exploration and development risks; (c) acquisition of additional oil and gas leases or new projects; (d) fluctuations in commodity prices; and (e) global financial conditions.	
	Further details of these risks and how the Company manages or intends to manage these risks are set out in the Directors' Report of the Company's Annual Report.	



Principle 8: Remunerate fairly and responsibly

RECOMMENDATION	ODYSSEY'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2017 YEAR?
8.1 Remuneration committee	The Board has decided not to form a separate Remuneration Committee. The Board believes that no efficiencies or other benefits would be gained by establishing a separate Remuneration Committee.	Yes
	The Board has adopted a Remuneration and Nomination Committee Charter, however the Board as a whole performs the function of the Remuneration and Nomination Committee. The Remuneration and Nomination Committee Charter sets out the processes the Board employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	
	The Remuneration and Nomination Committee Charter is reviewed annually and is available in the Corporate Governance section of the Company's website www.odysseyenergy.com.au.	
8.2 Disclosure of Executive and Non-Executive Director remuneration policy	The Company seeks to attract and retain high performance Directors and Executive with appropriate skills, qualifications and experience to add value to the Company and fulfil the roles and responsibilities required. It reviews requirements of additional capabilities at least annually. Executive remuneration is to reflect performance and,	Yes
	accordingly, remuneration is structured with a fixed component and performance-based remuneration component. Non-Executive Directors are paid fixed fees for their services in accordance with the Company's Constitution. Fees paid are composite fee (covering all Board and Committee responsibilities) and any contributions by the Company to a fund for the purposes of superannuation benefits for a Director. No other retirement benefits schemes are in place in respect to Non-Executive Directors.	
	Further details regarding the remuneration of the Executive and Non-Executive Directors are set in the Remuneration Report within the Annual Report.	
8.3 Policy on hedging equity incentive schemes	The Company's Directors and Executives must not enter into any hedge arrangement in relation to any performance rights they may be granted or otherwise entitled to under an incentive scheme or plan, prior to exercising those rights or, once exercised, while the securities are subject to a transfer restriction.	Yes
	Further details regarding the Company's hedging policy are set out in the Company's Securities Trading Policy which is available in the Corporate Governance section of the Company's website, www.odysseyenergy.com.au.	