Corporate Governance 2016

A review of the Company's 'Corporate Governance Framework' is performed on a periodic basis to ensure that it is relevant and effective in light of changing legal and regulatory requirements. The Board of Directors continues to adopt a set of Corporate Governance Practices and a Code of Conduct appropriate for the size, complexity and operations of the Company and its subsidiaries.

Unless otherwise stated all Policies and Charters meet the ASX Corporate Governance Council's Best Practice Recommendations. All Charters and Policies are available from the Company or on its website at http://www.westwitsmining.com/investors/

Principle 1: Lay solid foundations for management and oversight.

Role of the Board and Management

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

The Board's responsibilities are detailed in its Board Charter and cover the following broad categories:

1	Leadership of the organisation
2	Strategy formulation
3	Shareholder liaison
4	Monitoring, compliance and risk management
5	Company finances
6	Human resources
7	Health, safety and well-being of Directors, Officers and Contractors
8	Delegation of authority
9	Remuneration policy
10	Nomination policy

Board Appointments

The Company undertakes comprehensive reference checks prior to appointing a director, or putting that person forward as a candidate to ensure that person is competent, experienced, and would not be impaired in any way from undertaking the duties of director. The Company provides relevant information to shareholders for their consideration about the attributes of candidates together with whether the Board supports the appointment or re-election.

The terms of the appointment of a non-executive director, executive directors and senior executives are agreed upon and set out in writing at the time of appointment.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board, including agendas, Board papers and minutes, advising the Board and its Committees (as applicable) on governance matters, monitoring that the Board and Committee policies and procedures are followed, communication with regulatory bodies and the ASX and statutory and other filings.

Diversity

The Company's objective is to have a workforce that is representative of the countries and communities in which it operates. Our workforce is employed based on the right person for the right job regardless of their gender, age, nationality, race, religious beliefs, cultural background, sexuality or physical ability.

The Company is committed to increasing diversity amongst its employees, not just gender diversity, at its mining operations in consultation with local community groups and Black Economic Empowerment (BEE) partners/advisors. Executive and board positions are filled by the best candidates available without discrimination. The Company is committed to increasing gender diversity within these positions when appropriate appointments become available. It is also committed to identifying suitable persons within the organisation and where appropriate opportunities exist, advance diversity and to support promotion of talented employees into management positions.

The Company has not set any gender specific diversity objectives as it believes that all categories of diversity are as equally as important within its organisation.

The following table demonstrates the Company's gender diversity as at 30 June 2016:

	Board	Executive Team	Employees
Women (No.)	-	1	1

The Company employed 6 employees at the end of 30 June 2016 (2015: 6 employees).

Performance Review

A "Performance Evaluation Policy' has been established to evaluate the performance of the Board, individual Directors and Executive Officers of the Company. The Board is responsible for conducting evaluations on an annual basis in line with these policy guidelines.

During the previous 12 months, the Board conducted performance evaluations. Results were collated and analysed, providing the Board with valuable feedback for future development.

The Board assesses the performance of KMP against qualitative and quantitative key performance indicators relevant to each KMP. A performance review of KMP occurred during the 2016 financial year in accordance with this process.

Independent Advice

Directors collectively or individually have the right to seek independent professional advice at the Company's expense, up to specified limits, to assist them to carry out their responsibilities. All advice obtained is made available to the Full Board.

Principle 2: Structure the Board to add value.

Structure and Composition of the Board

The Board has been formed so that it has an effective mix of personnel who are committed to adequately discharging their responsibilities and duties and being of value to the Company.

The names of the Directors, their independence, qualifications and experience are stated in the Directors' Report of the Annual Report 2016 along with the term of office held by each.

The Board believes that the interests of all Shareholders are best served by:

- Directors having the appropriate skills, experience and contacts within the company's industry.
- The Company striving to have a number of Directors being independent as defined in the ASX Corporate Governance Guidelines.

Where any Director has a material personal interest in a matter before the board, the Director will not be permitted to be present during discussion or to vote on the matter. The enforcement of this requirement is in accordance with Corporations Act and aims to ensure that the interests of Shareholders, as a whole, are pursued and that their interest or the Director's independence is not jeopardised.

The Board assesses whether a director is independent in accordance with the ASX Corporate Governance Council's independence guidelines. The Board does not consist of a majority of independent directors. Two of the Boards four current directors, Hulme Scholes and Niel Pretorius, are considered to be independent. The Board believes the presence of two independent directors provides the Board with sufficient independent judgement.

The Company believes that at this stage in its development, the most appropriate person for the position of Chairman is an Executive Director, Michael Quinert. The Executive Director's overall expertise and direct involvement in the management of the Company is crucial at this critical stage in its development and life cycle.

Board Committees

The Board has established two Board committees, the Audit, Risks and Compliance Committee and the Remuneration and Nomination Committee, to assist the Board in discharging its responsibilities. Charters for Board Committees can be viewed on the Company's website. Due to the current size of the Board, location of board members and the stage of development of the Company's operations, both Committees currently consist of only executive directors that are not considered independent.

Nomination of Directors

The responsibilities of the Remuneration and Nomination Committee include considering board succession issues and reviewing Board composition to assist in ensuring 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 uses a capabilities matrix to guide its assessment of the skills and experience of the Directors, and the skills that the Board considers will complement the effective functioning of the Board. The Board considers that there are many professional capabilities possessed among the Directors which include, but are not limited to, the following:

- Accounting and finance
- Capital market/raising experience
- Corporate Governance
- Industry knowledge
- Commercialisation of innovation experience
- Leadership knowledge & abilities
- Risk Management
- Regulatory environment knowledge
- Marketing

When the need for a new director is identified, the required experience and competencies of the new director are defined in the context of this matrix and any gaps that may exist.

Induction of New Directors and Ongoing Development

New Directors are issued with a formal Letter of Appointment that sets out the key terms and conditions of their appointment, including Director's duties, rights and responsibilities, the time commitment envisaged, and the Board's expectations regarding involvement with any Committee work.

A new director induction program is in place and Directors are encouraged to engage in professional development activities to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

Principle 3: Act ethically and responsibly

Ethical and Responsible Decision-Making

As part of its commitment to recognising the legitimate interests of stakeholders, the Company has established a Code of Conduct to guide compliance with legal and other obligations to legitimate stakeholders.

The Company has a share trading policy that regulates the dealings by Directors, Officers and Consultants, in shares, options and other securities issued by the Company. The policy has been formulated to ensure that Directors, Officers, Employees and Consultants who work on a regular basis for the Company are aware of the legal restrictions on trading in Company securities while in possession of unpublished price-sensitive information.

Legitimate Interests of Stakeholders

The Board acknowledges the legitimate interests of various stakeholders such as Employees, Clients, Customers, Government Authorities, Creditors and the Community as a whole. As a good Corporate Citizen, it encourages compliance and commitment to appropriate corporate practices that are fair and ethical via its 'Code of Conduct Policy'.

Principle 4: Safeguard integrity in corporate reporting.

Audit, Risk and Compliance Committee

The Company has a duly constituted Audit, Risk and Compliance Committee currently consisting of the Chairman and an executive director. The Board believes that this structure is optimal in the Company's current stage of development. The current members of the Committee, as at the date of this report, and their qualifications are detailed in the Directors' Report of the Annual Report 2016.

The Committee holds a minimum of two meetings a year. Details of attendance of the members of the Audit, Risk & Compliance Committee are contained in the Directors' Report of the Annual Report 2016.

CEO and CFO Declarations

The CEO and CFO have provided the Board with 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.

External Auditor

The Company's external auditor attends each annual general meeting and is available to answer any questions with regard to the conduct of the audit and their report.

Prior approval of the Board must be gained for non-audit work to be performed by the external auditor. There are qualitative limits on this non-audit work to ensure that the independence of the auditor is maintained.

There is also a requirement that the audit partner responsible for the audit not perform in that role for more than five years.

Principle 5: Making timely and balanced disclosure

The Company has policies and procedures in place to ensure that the market is properly informed of matters which may have a material impact on the price at which Company securities are traded and to that ensure all information disclosed to the market is factual and presented in a clear and balanced way.

The Board has designated the Company Secretary as the person responsible for overseeing and co-ordinating disclosure of information to the ASX as well as communicating with the ASX. In accordance with ASX Listing Rules, the Company immediately notifies the ASX of information concerning the Company:

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

Principle 6: Respect the rights of shareholders

The Company respects the rights of its Shareholders, and to facilitate the effective exercise of the rights, the Company is committed to:

1 Communicating effectively with Shareholders through ongoing releases to the market via ASX information and General Meetings of the Company;
2 Giving Shareholders ready access to balanced and understandable information about the Company and corporate proposals;

The Company also makes available a telephone number and email address for shareholders to make enquiries of the Company. These contact details are available on the “contact us” page of the Company’s website.

Shareholders may elect to, and are encouraged to, receive communications from the Company and its securities registry electronically.

The Company maintains information in relation to its corporate governance documents, Directors and senior executives, Board and committee charters and annual reports on the Company’s website. All public announcements made by the Company can be obtained from the ASX's website www.asx.com.au.

Principle 7: Recognise and manage risk

The Audit, Risk & Compliance Committee has established a policy for risk oversight and management within the Company. The Board review’s the entity’s risk management framework at least annually to satisfy itself that it continues to be sound. A review of the Company’s risk management framework was conducted during the 2016 financial year.

Management reports risks identified to the Board on a periodic basis through regular operations reports, and via direct and timely communication to the Board where and when applicable. During the reporting period, management has reported to the Board as to the effectiveness of the Company’s management of its material business risks. The Company does not have an internal audit function.

The Company faces risks inherent to its business, including economic risks, which may materially impact the Company's ability to create or preserve value for security holders over the short, medium or long term. The Company has in place policies and procedures, which is developed and updated to help manage these risks. The Board does not consider that the Company currently has any material exposure to environmental or social sustainability risk.

Principle 8: Remunerate fairly and responsibly

Profiles of the members and details of meetings of the Remuneration & Nomination Committee are detailed in the Directors' Report of the Annual Report 2016.

The Committee is responsible for but not limited to:

* setting the remuneration and conditions of service of all Executive and Non-Executive Directors, Officers and Employees of the Company;
* approving the design of Executive & Employee incentive plans (including equity-based plans) and proposed payments or awards under such plans;
* reviewing performance hurdles associated with incentive plans;
* making recommendations to the Board on the remuneration of Non-Executive Directors within the aggregate approved by Shareholders at General Meetings from time to time;
* consulting appropriately qualified Consultants for advice on remuneration and other conditions of service;
* succession planning for the Managing Director and Senior Executive Officers;
* performance assessment of the Managing Director and Senior Executives Officers;
* recommending policy on the selection of Board Members; and
* recommending prospective Board Members to the Full Board of the Company.

The Company is committed to remunerating its Senior Executives in a manner that is market-competitive and consistent with 'Best Practice' as well as supporting the interests of Shareholders. Senior Executives may receive a remuneration package based on fixed and variable components, determined by their position and experience. Shares and/or Options may also be granted based on an individual's performance, with those granted to Directors subject to Shareholder approval.

Non-Executive Directors are paid their fees out of the maximum aggregate amount approved by Shareholders for the remuneration of Non-Executive Directors. Non-Executive Directors do not receive performance based bonuses and do not participate in Equity Schemes of the Company without prior Shareholder approval.

Details of remuneration paid to Directors and key management personnel is disclosed in the Remuneration Report section of the Annual Report 2016.

Participants in any equity based remuneration scheme are prohibited from entering into any transaction that would have the effect of hedging or otherwise transferring the risk of any fluctuation in the value of any unvested entitlement in the Company's securities to any other person.