

A modern mining company



18 February 2020

The Manager, Companies
Australian Securities Exchange
Companies Announcement Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam,

OZ Minerals' 2019 Corporate Governance Statement and Appendix 4G

Please find attached OZ Minerals' 2019 Corporate Governance Statement and Appendix 4G In accordance with Listing Rules 4.7.3, 4.7.4 and 4.10.3.

This announcement is authorised for market release by OZ Minerals' Managing Director and CEO, Andrew Cole.

Sincerely,

A handwritten signature in black ink, consisting of a large, stylized 'M' followed by a long, horizontal, wavy line.


Michelle Pole

Company Secretary and Senior Legal Counsel



A MODERN MINING COMPANY
OZMINERALS.COM

2019 Corporate Governance Statement



**Our governance framework,
supported by a healthy
corporate culture, helps us
to deliver on our strategy
and enables us to control
risks and assure compliance.**



Corporate Governance Statement

We are pleased to present our 2019 Corporate Governance Statement, which provides you with information about the key features of OZ Minerals' governance framework and reports against the Corporate Governance Principles and Recommendations (3rd edition) published by the ASX Corporate Governance Council (ASX Principles and Recommendations).


We are committed to doing business in accordance with high standards of corporate governance and creating and delivering value across our five stakeholder groups – employees, communities, governments, suppliers and shareholders. We regularly review our governance practices against both current and emerging corporate governance developments which are relevant to our Company, to reflect market practice, expectations and regulations as appropriate.

Throughout 2019, our governance arrangements were consistent with the ASX Principles and Recommendations. We have reviewed our governance practices against the 4th edition of the ASX Principles and Recommendations released in February 2019 and we are pleased to report that many of our current practices outlined in this statement already align with emerging standards in most areas, as outlined in this Corporate Governance Statement. We have adopted the 4th edition of the ASX Principles and Recommendations and will be reporting against the 4th edition for the financial year commencing 1 January 2020 and in the next Corporate Governance Statement.

The Board has adopted a system of internal controls, a risk management framework and corporate governance policies, standards and practices, which are designed to support and promote the responsible management and conduct of OZ Minerals.

Our policies and charters referred to in this statement are available on the Corporate Governance section of our website ozminerals.com/about/corporate-governance.

This Corporate Governance Statement is current as at 17 February 2020 and has been approved by the Board of OZ Minerals.





Role and Responsibilities of the Board

The Board is responsible for setting our strategy and culture, goals and objectives, reviewing and monitoring our material risks and system of internal compliance and controls; setting an appropriate corporate governance framework; demonstrating the company behaviors and determining broad policy issues for the Company. The Board does this whilst developing goals of delivering value to our stakeholders by growing a quality and competitive world class modern mining company.

EXCO, led by the Managing Director and Chief Executive Officer (MD&CEO), is responsible for the leadership, culture and management of OZ Minerals as a whole. EXCO performs its role in consultation with, and obtains guidance from, the Board and the Board Committees.

We have in place a set of global Process Standards and associated Specifications which enable us to work effectively within our devolved model by describing the accountabilities and authorities of the Board, MD&CEO, EXCO and leads of our Corporate Functions and Assets relating to key business processes and management activities. The Process

Standards are used by our employees, contractors, functions and assets and define the inputs and outputs required, the processes people must follow and delegations they can work within.

In addition to attending the regular Board and Committee meetings, the Directors allocate time for strategy and risk review sessions and for inspecting the operations of the Company. Directors receive a monthly performance report, in a format determined by the Board, from the MD&CEO and EXCO. In addition, other senior managers brief Directors regularly. Directors are expected to remain abreast of significant issues facing the Company, the industry and changes to the regulatory and macro environment.

The Chairman communicates regularly with the MD&CEO to review strategic and operational business issues and to agree upon Board meeting agendas.

The Company Secretary, who is accountable to the Board through the Chairman, provides advice and support to the Board and is responsible for all matters to do with the proper functioning of the Board. The Head of Legal is accountable directly to the Board.

The Board is responsible for overseeing the management of the Company. The Board has adopted a Board Charter that sets out the Board's role and responsibilities, and the specific powers and responsibilities that have been delegated to our Executive Management Committee (EXCO).



Board composition, tenure, renewal and Director appointment

The Board currently comprises six Directors – one executive Director being the MD&CEO, and five Non-Executive Directors (NEDs). The Company's Constitution provides for a minimum of three, and a maximum of fifteen Directors.

In considering the composition of the Board, the Board strives to ensure that it is comprised of a diverse selection of strongly performing individuals of utmost integrity whose complementary skills, experience, qualifications and personal attributes are suited to the Company's culture and needs.

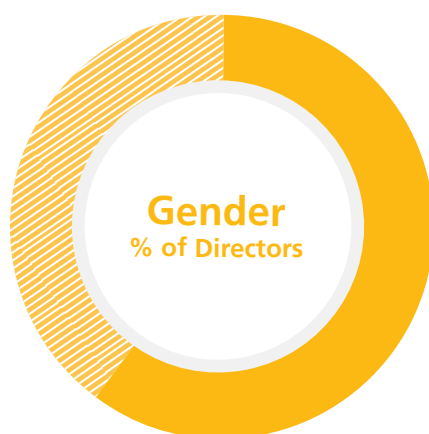
The skills, experience and expertise of each Director, including current and former directorships and length of service, are set out in more detail in the biographies in the Directors' Report (2019 Annual Report) as well as on the Board of Directors page on the Company's website.

In 2019, the Board appointed a new NED, Richard Seville, who has international mining and executive management experience, positioning the Board to guide the Company into the future and align with the Company's strategy, size and desired culture.

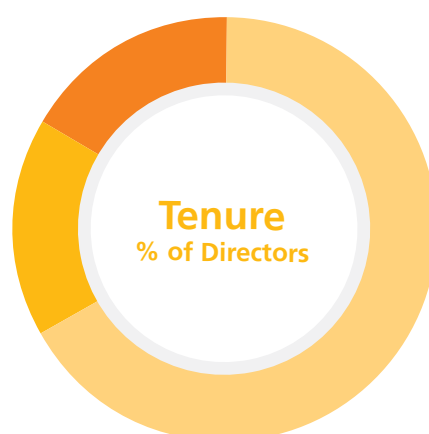
The current female participation on the Board is 33 percent and the Board intends to have not less than 30 percent female membership on an ongoing basis.

During the year, the Board reviewed its skills matrix, both in terms of the skills and experience covered in the matrix as well as how it was most effectively utilised by the Board as a tool in its composition, Director appointment and succession planning considerations.

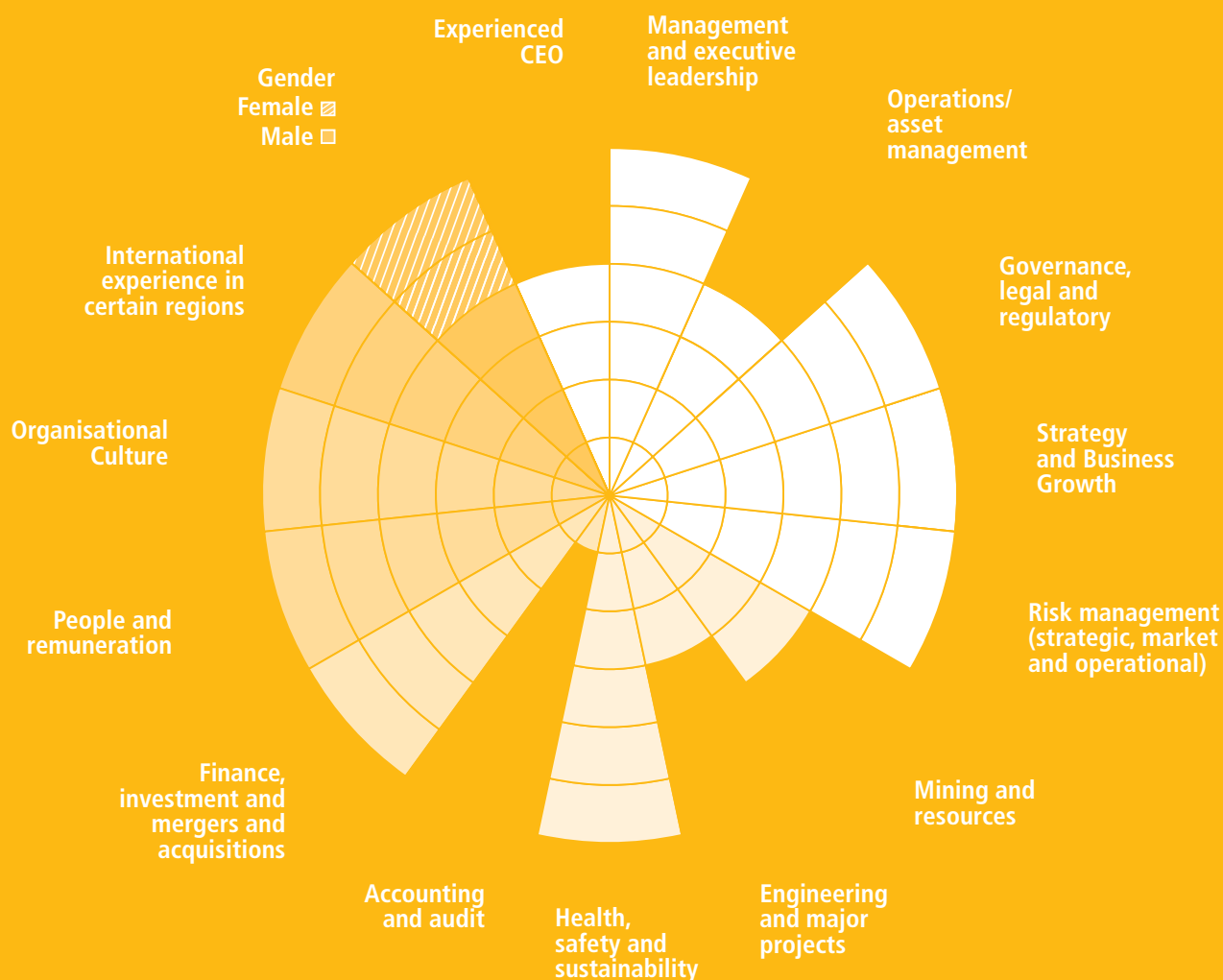
As a result of the review, the skills matrix was expanded to include additional specialist skills and experience which are aligned to the Company's needs and shift in regulatory expectations. Below is the revised Board skills matrix which sets out the skills, experience and diversity the Board currently has and is looking to achieve in its membership.



■ Male ■ Female



■ 0-2 years ■ 2-4 years ■ 6+ years



Skills and Experience

Leadership and governance

Experienced CEO

Experience as a CEO of a listed entity or equivalent large business.

Management and executive leadership

Experience as an Executive of a listed entity or equivalent large business.

Operations/asset management

Successful track record of having led or overseen the management of complex operating assets which require leadership of a large, skilled workforce.

Governance, legal and regulatory

Broad governance experience as a director or Executive of a listed entity, professional qualification in law or experience in corporate legal matters and regulatory compliance.

Strategy and Business Growth

Experience in developing and delivering successful strategies and meaningful business growth outcomes.

Risk management (strategic, market and operational)

Executive experience in risk management.

Industry and operational experience

Mining and resources

Experience as a director or Executive of a medium to large mining and resources organisation.

Engineering and major projects

Professional qualification in engineering or major projects experience.

Health, safety and sustainability

Experience in a large business related to work safety, environmental and social responsibility.

Finance and Accounting

Accounting and audit

Professional qualification in accounting and experience in overseeing a corporate finance function of a listed entity or equivalent large business.

Finance, investment and mergers and acquisitions

Experience in capital markets, making investment decisions in capital intensive businesses and mergers, acquisitions and divestments.

People and Culture

People and remuneration

Experience in building workforce capability, setting a remuneration framework that attracts and retains a high calibre of executives, and promotion of diversity and inclusion.

Organisational Culture

Experience in developing and sustaining the right corporate culture; protecting and enhancing the company's reputation; building trust and confidence in an organisation; promotion of 'tone from the top'.

Global Expertise

International experience in certain regions

Experience in a range of geographic, political, cultural, regulatory and business environments such as Asia, Middle East, Nth America, South America and Europe.

Director independence

The Board Charter states that the Board will have a majority of independent NEDs. For the reporting period, the Board has adopted and applied the independence guidelines provided in Box 2.3 of the 3rd edition of the ASX Principles and Recommendations. We consider that an independent Director is free of any interest, position, association or relationship that might influence, or be perceived to influence, the exercise of his or her independent judgment and ability to act in the best interests of the Company and its stakeholders.

The Board considers the materiality of a Director's interests on a case by case basis. All NEDs, including the Chairman, are independent and free of any relationship which may conflict with the interests of the Company. As part of its independence assessment, the Board considered the length of service of each

NED and determined that no Director had been a Director of the Company for such a period that their independence may have been compromised.

Directors are contractually obliged to declare any relationships, duties or interests held that may give rise to a potential conflict.

Each Director is required by the Company to declare on an annual basis that they satisfy the independence criteria set out in the Board Charter and to disclose any related financial interests or details of other interests in the Company. At the beginning of each Board meeting, Directors declare any conflicts of interest. The Board is also guided by the OZ Minerals Conflicts of Interest Standard, which provides a framework for managing and disclosing any conflicts of interest.

Director selection and succession planning

The Board regularly reviews its membership to ensure that it has the appropriate mix of diversity, skills and experience required to meet the needs of the Company. When a Board position becomes vacant or additional Directors are required, external professional advisers are engaged to assist with identifying potential candidates to ensure that a diverse range of candidates are considered.

In accordance with the ASX Listing Rules and our Constitution, no Director may hold office without re-election beyond the third Annual General Meeting (AGM) since he or she was last elected or re-elected. Retiring Directors may offer themselves for re-election, however the Board will review and assess the performance of a retiring Director before giving a recommendation on whether a retiring Director should be re-elected.

The Constitution also requires that Board appointed Directors, excluding the MD&CEO, must retire and stand for election at the next AGM following their appointment.

Thorough background checks are conducted before appointing a Director or putting a candidate forward to shareholders. When candidates are recommended to shareholders for election or re-election, the Company includes in the notice of meeting all information that is material to the decision whether to elect or re-elect the candidate.

During 2019, Richard Seville was elected as a NED of the Company and Marcelo Bastos resigned as a NED.

Induction and ongoing professional development opportunities

Directors receive an appointment letter setting out the terms of their appointment, main responsibilities and expectations. New Directors participate in an induction program coordinated by the Company Secretary, which includes briefings on our strategy, governance framework, culture and values, financial, operational and risk management matters and our macro environment.

Directors visit the Company's operations and regularly meet with management to gain a better understanding of the business. Directors are expected to remain abreast of significant issues facing the Company and changes to the regulatory environment.

The Company also provides professional development opportunities to Directors to maintain the skills and knowledge needed to perform their role as Directors effectively.

Access to information and independent advice

Directors have a right of access to all relevant Company information and to management and, subject to prior consultation with the Chairman,

may seek independent advice from a suitably qualified advisor at the Company's expense.

Board Committees

The standing Committees of the Board are the Audit Committee, the Sustainability Committee and the People and Remuneration Committee. The Committees assist the Board with effectively discharging its responsibilities. The full Board addresses any matters related to nomination and Board succession. It also addresses matters relating to risk (which have not been delegated to a standing Committee).

The Committee Charters and the membership details of each Committee are available on the Company's website. Details of the number of Board and Committee meetings held during the

year, each Director's attendance at those meetings and the qualifications and experience of each Director are set out in the Directors' Report (2019 Annual Report).

Each Committee is entitled to the resources and information it requires to carry out its duties, including direct access to advisers and employees. Committee papers and minutes of Committee meetings are circulated to all Directors and all Directors are welcome to attend any meeting. Each Committee reports its deliberations to the next Board meeting, and to any other Committee as required.

Board Committees

	Audit Committee	People & Remuneration Committee	Sustainability Committee
Roles & responsibilities	<p>The Audit Committee assists the Board in relation to financial reporting and disclosure processes, internal financial controls, funding, financial risk management including hedging and the internal and external audit functions, and oversight of the effectiveness of the systems of internal control and risk management.</p>	<p>The People and Remuneration Committee assists the Board in relation to the remuneration of Directors, executives and employees, succession planning and monitoring of the Company's diversity performance. The Committee also guides the establishment of the desired organisational culture through the oversight of underpinning systems, symbols and behaviors.</p>	<p>The Sustainability Committee assists the Board in the effective discharge of its responsibilities as they relate to sustainability, primarily in the areas of safety, health, environmental and community matters for the Company, and the oversight of risks relating to those issues.</p>
Functions	<p>The Audit Committee is responsible for:</p> <ul style="list-style-type: none"> / external audit of the Company; / the Company's internal audit function; / reviewing, evaluating and monitoring the adequacy and effectiveness of the Company's internal control systems for financial reporting and risk management; / overseeing the preparation of the Company's financial reports; / the Company's external reporting; / reviewing and monitoring related party transactions and assessing their propriety; and / monitoring reports made to OZ Minerals' Speak Up Hotline in relation to audit matters notified to the Committee. 	<p>The People and Remuneration Committee is responsible for:</p> <ul style="list-style-type: none"> / annually reviewing the Company's remuneration framework, policies and practices; / ensuring the performance of the MD&CEO and EXCO are reviewed against their pre-determined key performance indicators and behaviours; / succession planning and development for the MD&CEO and senior executives; / establishing the Company's diversity objectives and reviewing the Company's diversity performance; / monitoring developments in relevant employment and workplace legislation and regulations and the Company's compliance; / reviewing processes, policies and initiatives developed as part of an overall people strategy which is aligned with, and assists in the achievement of, the Company's strategy; / reviewing systems, symbols and behaviors that enable the Company's desired culture; and / monitoring reports made to the Company's Speak Up hotline. 	<p>The Sustainability Committee is responsible for:</p> <ul style="list-style-type: none"> / reviewing the effectiveness of all OZ Minerals' strategies, policies and standards as they relate to sustainability matters to ensure they are current and fit for purpose; / considering external material industry trends, threats and incidents which have significant implications for OZ Minerals; / monitoring OZ Minerals' performance as it relates to the Company performance standards; / understanding OZ Minerals' sustainability opportunities and threats; / ensuring systems and processes for identifying, assessing and managing risks are adequately updated and monitored, including through internal and external audits; / reviewing serious incidents, including trends in serious incidents; / reviewing selected investigations of material incidents to ensure the requirements for internal notification, investigation and reporting of these incidents have been met; and consider trends in leading indicators across the Company; / monitoring changes and developments in relevant sovereign jurisdictions, and legislation and regulations which may affect OZ Minerals' compliance with relevant legislation and/or its performance standards; and any litigation activities; and / monitoring reports made to OZ Minerals' Speak Up Hotline in relation to sustainability matters notified to the Committee.

	Audit Committee	People & Remuneration Committee	Sustainability Committee
Members as at 31 December 2019	<ul style="list-style-type: none"> / Peter Wasow (Chair) / Tonianne Dwyer / Charlie Sartain / Richard Seville 	<ul style="list-style-type: none"> / Tonianne Dwyer (Chair) / Rebecca McGrath / Peter Wasow 	<ul style="list-style-type: none"> / Charlie Sartain (Chair) / Rebecca McGrath / Andrew Cole / Richard Seville
Composition	<p>The Committee is chaired by an independent NED and must comprise of at least three members, all of whom are NEDs and the majority of whom are independent. Between them, the members of the Committee will have the accounting and financial expertise and a sufficient understanding of the mining industry to discharge the Committee's responsibilities under the Committee Charter. The Chairman of the Board is not permitted to chair the Committee.</p>	<p>The Committee is chaired by an independent NED and must comprise of at least three members, all of whom are NEDs and a majority of whom are independent.</p> <p>The Chairman of the Committee shall be an independent NED and shall be appointed by the Chairman of the Board.</p>	<p>The Committee shall consist of at least three members, a majority of whom must be independent NEDs and one of whom is also a member of the Audit Committee.</p> <p>The Chairman of the Committee shall be an independent NED and shall be appointed by the Chairman of the Board.</p>
Consultation	<p>Members of the Board may attend meetings of the Audit Committee. The Chief Financial Officer (CFO) of the Company and the engagement or audit partner of the external auditor shall attend meetings ex officio. The MD&CEO may attend meetings ex officio. Representatives of the internal auditor may also attend the meeting.</p> <p>The Committee may invite other individuals to attend meetings of the Committee as it considers appropriate.</p>	<p>Members of the Board may attend meetings of the Committee and the MD&CEO and Chief People Officer of the Company or officer holding an equivalent position are expected to attend meetings ex officio. The Committee may invite other individuals to attend meetings of the Committee as it considers appropriate.</p>	<p>Members of the Board may attend meetings of the Committee and the MD&CEO and Chief Corporate Affairs Officer of the Company or officer holding an equivalent position, are expected to attend meetings ex officio. The Committee may invite any other individuals to attend meetings of the Committee, as it considers appropriate.</p>





Performance evaluation and remuneration

Evaluating Board and Committee performance

The Board regularly monitors its performance and the performance of the Directors and Committees throughout the year and conducts a review of their performance on an annual basis. This occurs through a review process led by the Chairman and may be performed with the assistance of external advisers as considered appropriate.

In 2019, a Board and Committee evaluation was undertaken by an external adviser and led by the Chairman of the Board. The outcomes of the review were discussed and considered by all Directors and the general conclusion was that the Board, individual Directors and Board Committees were functioning well. The Board agreed on initiatives to improve the operation and performance of the Board.

Assessing EXCO performance

The terms of employment of the MD&CEO and EXCO are set out in their employment contracts.

In accordance with clause 5.5 of its Charter, each year the Board develops and implements the criteria for assessing the performance of the MD&CEO, and EXCO. The performance evaluation process is conducted having regard to the expectations and responsibilities associated with the executive's role, as well as any relevant contractual provisions.

The performance of the MD&CEO and EXCO was reviewed and evaluated during 2019. During the year the Board established key performance indicators for the MD&CEO which reflected the challenges of the organisation. The Board reviewed the MD&CEO's performance against these performance criteria. The MD&CEO conducted performance reviews of EXCO regularly during the year, with a formal process conducted twice a year.

Further details of how the Company assesses the performance of the MD&CEO and EXCO are set out in the Remuneration Report (2019 Annual Report).

Remuneration

Remuneration of NEDs

The total annual remuneration paid to NEDs may not exceed the limit set by the shareholders at an AGM (currently \$2.7 million). The remuneration of the NEDs is fixed rather than variable.

Following the increase in fees in 2018, the Board did not increase fees paid to NEDs in 2019.

Further details in relation to Director and executive remuneration are set out in the Remuneration Report (2019 Annual Report).

Remuneration of EXCO

The People and Remuneration Committee provides recommendations and direction for the Company's remuneration practices. The Committee ensures that a significant proportion of each member of EXCO's remuneration is linked to his or her performance and the Company's performance. Performance reviews are conducted regularly to determine the proportion of remuneration that will be 'at risk' for the upcoming year. The Company's executives and selected personnel participate in a long-term incentive program that is linked to the Company's performance against the Company's peers in the resources industry. For further details on this refer to the Remuneration Report (2019 Annual Report).

Risk framework

Risk identification and management

The Board recognises that timely identification and management of opportunities and threats are fundamental to sound management and superior outcomes for the Company's stakeholders. The Company does not have a separate Risk Committee as it is a key responsibility of the Board as a whole to review and monitor the material risks of the Company and the internal processes and systems in relation to material risks.

The Audit Committee assists the Board with oversight of the risks insofar as they relate to audit matters and is responsible for reviewing, evaluating and monitoring the adequacy and effectiveness of the Company's internal control and risk management systems and processes for the identification, management, monitoring and reporting of risks.

The Sustainability Committee assists the Board in the effective discharge of its responsibilities as they relate to sustainability primarily in the areas of safety, health, environment and community and oversight of the risks relating to those issues. This includes threats and opportunities associated with climate change, human rights including modern slavery, sovereign jurisdictions, compliance with legislation, regulation and any litigation activities.

The People and Remuneration Committee assists the Board in the effective discharge of its responsibilities as they relate to people and remuneration including oversight of risk related to people performance management, company culture, succession planning, capacity and capability, and diversity and inclusion.

The Company's Value Creation Policies, which outline the Company's approach to managing risks, is available on the Corporate Governance section of the Company's website.

Management is responsible for the design and implementation of risk management and internal control systems in relation to material risks. Management ensures that procedures exist to identify, monitor and review opportunities and threats. Through observation and audit, the Board gains assurance that effective actions are being implemented to maximise the benefits from opportunities and minimise the impacts of threats.

The Company's risk framework is applied to all risk aspects of the Company's business and is used to identify, assess, evaluate, manage, monitor, report and communicate risks using a common methodology. The framework is aligned with ISO Standard 31000. Risks are initially assessed to determine their Highest Credible Impact (HCI) without critical controls for threats and with critical controls for opportunities, through the lens of OZ Minerals' Stakeholder Value Creation priorities. The effectiveness of current critical controls - to prevent threats, enable opportunities and respond to HCIs - are assessed to determine the Residual Risk Rating.

The Company is exposed to numerous opportunities and threats across its business, most of which are common within the mining industry. See the Operating and Financial Review in the 2019 Directors' Report which identifies the risk areas which may affect the Company's future operating and financial performance and the Company's approach to managing them as at the date of publication.

Any material exposure to economic, environmental and social sustainability risks and how the Company manages those risks, are also disclosed in the Operating and Financial Review (see material business risks section) in the 2019 Directors' Report and discussed in the Sustainability Report within the 2019 Annual Report.

The Audit Committee reviews at least annually the risk framework and the systems and processes for risk management in the Company. The Board reviews Management's actions in addressing material risk regularly and reviews the Company's risk appetite and material risks at least quarterly. A review of the risk management framework took place during 2019. Risks are analysed and reported using Risk Registers which are common to all areas of the business and are centrally consolidated.

Internal control framework

The key controls that the Company has in place to ensure that its risks are managed effectively to protect the Company's interests and ensure the integrity of its financial reporting include the following:

- / robust planning and budgeting processes and systems for delivering its strategy and annual budgets with at least monthly reporting against performance targets;
- / Process Standards which specify organisation authority levels, financial approval limits and escalation requirements;
- / capital approval process that controls the authorisation of capital expenditure and investments;
- / appropriate due diligence procedures for acquisitions and divestments; and
- / regular and timely reporting on safety incidents and actions to improve safety performance.

Internal audit

The Company has an internal audit function, which assures that the Company's risk management policies and procedures are complied with, controls and mitigants are adequate and that they are operating as envisaged. The internal audit function operates on the LEAN principles and, where necessary, reviews are conducted by independent internal experts or outsourced to external experts.

The internal audit function and the Audit Committee have direct access to each other and have the necessary access to management and the right to seek information and explanations. During the year, internal audit reviews were conducted in accordance with an audit plan approved by the Audit Committee. The internal audit plan is formulated following identification of key risks in the Company's operations, finance and information technology controls, compliance with applicable laws, regulations and policies, fraud prevention and detection as well as specific services as directed by the Company to ensure an effective control environment. Key findings and actions from internal audit reviews are reported to the Audit Committee.

MD&CEO and CFO declaration

Prior to the Board (or its sub-committee) approving the Company's financial statements for a financial period, certifications from the MD&CEO and the CFO are provided in relation to the Company's system of risk oversight and management and compliance with internal controls in relation to financial reporting risks.

The MD&CEO and CFO certifications included declarations in accordance with section 295A of the Corporations Act 2001 (Cth) that, in their opinion, the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and that they give a true and fair view of the financial position and performance of the Company 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 MD&CEO and CFO declarations and assurances were supported by management certifications, which included management certifications provided by General Managers responsible for the operations and key functions.



Governance arrangements

The Board and our employees are expected to behave in accordance with our How We Work Together principles in their dealings with our five stakeholder groups, being employees, shareholders, suppliers, governments and communities. Our Code of Conduct, Policies and Standards help Directors and employees understand what is expected of them.

Company Policies

OZ Minerals has five Value Creation Policies which are aligned to our stakeholder groups and provide a clear representation of our overarching intent and enable us to be held to account by our stakeholders. Policy documents and our materials regarding Securities Trading, Continuous Disclosure, Speak Up and Anti-Bribery and Corruption are available both internally and externally and are used to clearly articulate what we strive for to our stakeholders.

Performance Standards

Underpinning the policies are Performance Standards that are grouped into four key areas – safety, environment, health and wellbeing, and social. They set out our minimum mandatory control requirements and accountabilities to:

- / Identify, assess and manage threats and opportunities
- / Comply with legislative obligations
- / Design operating systems with devolved accountability
- / Provide criteria for measuring Value Creation performance

The Performance Standards are structured as a checklist of the minimum control requirements to manage material threats and will be used to audit performance. They mandate what we must do but leave it up to the individual Corporate Function or Asset to determine the best way to go about it. We expect these minimum requirements to be reflected in the Risk Registers of our Corporate Functions and Assets.

Process Standards

The Process Standards set out the accountabilities and authorities of the Board, CEO, Executive Leads and Leads of the Corporate Functions and Assets for key business processes and management activities. The Process Standards are an important driver of our culture by integrating the How We Work Together Principles and Stakeholder Value Creation into our everyday activities and processes.

The Process Standards describe, in the simplest possible way, processes or activities that occur across the business in a repeatable manner. They are the activities that we undertake that are unique to us, and they will be used by our employees and assets. They define the inputs and outputs required, the processes people must follow and the delegations that they can work within, which reflect the requirements of our risk appetite and approved Delegations of Authority.

Below is a summary of our core codes and policies which apply to Directors and employees. Each of the policies below are available on the Corporate Governance section of our website.

Code of Conduct

The Code of Conduct describes standards for appropriate ethical and professional behavior for all Directors, employees and contractors working for the Company. The Code of Conduct, which is reviewed regularly by the Board, requires all Directors, employees and contractors to conduct business with the highest ethical standards including compliance with the law and to report any interest that may give rise to a conflict of interest. Breaches of the Code of Conduct are taken seriously by the Company and may be reported using our Speak Up program. Material breaches of the Code of Conduct are reported to the Board.

The Code of Conduct is available to all employees, who are made aware of the Code of Conduct through regular training. In addition to the Code of Conduct, the Company also has an Anti-Bribery and Corruption Procedure which aims to ensure that all employees observe and comply with anti-bribery and anti-corruption laws and regulations, and our How We Work Together principles that everyone is expected to understand and comply with. Material breaches of the Anti-Bribery and Corruption Procedure are reported to the Board.

Values – How We Work Together

Our How We Work Together principles and supporting behaviours underpin the unique culture that we enjoy today and into the future. These principles guide Directors and all employees in their day-to-day dealings with each other and our stakeholders and enable growth, innovation and collaboration. The principles, which are part of our strategy, are as follows:

- / Thinking and acting differently
- / Building an inclusive culture that enables our people to succeed
- / Focusing on partnerships and collaboration, not hierarchy
- / Enabling superior results through effective planning and agile deployment
- / Doing what we say we will do and taking action
- / Acting with integrity across all stakeholders

These principles are embedded into our core systems and processes including how we recruit and manage performance.

Speak Up

We are committed to conducting business honestly, with integrity and in accordance with our How We Work Together principles and standards of expected behaviour. It is important that people can raise concerns regarding potential misconduct, being any suspected or actual misconduct or improper state of affairs or circumstances in relation to the Company, or an employee or officer of the Company (Potential Misconduct), without being subject to victimisation, harassment or discriminatory treatment and to have such concerns properly investigated and treated confidentially.

Our Speak Up Procedure, which is reviewed regularly, provides a mechanism by which anyone can report information about Potential Misconduct. Where a speak up report relates to a member of EXCO, reports can be made to the Chair of the Board. Speak up reports resulting in investigation are monitored by the People & Remuneration Committee and material incidents are referred to the Board. In addition, the People and Remuneration Committee receives a quarterly report on matters raised under the Speak Up Standard. The Sustainability Committees receives reports on any matters which impact its remit.

Trading in the Company's shares

The Company has a Securities Trading Procedure. This Procedure prohibits Directors, employees, contractors and consultants from trading in the Company's securities if they are aware of any information that is not generally available to the market and, if it were, a reasonable person would expect it to have a material effect on the price or value of Company securities.

The Securities Trading Procedure establishes 'black out periods' during which Directors, employees (full time, part time and casual), contractors and consultants must not trade in the Company's securities. It also prevents Directors, executives and employees from entering into any hedging arrangements over unvested securities issued pursuant to any share scheme, performance rights plan or option plan. In addition, the Securities Trading Procedure prevents participants in the Company's Long Term Incentive Plan from entering into financial arrangements such as margin loans, stock lending or any other arrangements involving the Company's securities where a lender (or other third party) is granted a right to sell (or compel the sale of) all or part of an employee's Company securities.

Employee Value Creation Policy

We are committed to developing an inclusive culture that embraces both demographic diversity and diversity of thought. We believe that an inclusive and diverse workplace creates value for all its stakeholders by reflecting the diverse communities we live in, driving high engagement, collaboration, innovation, and better business outcomes.

The Employee Value Creation Policy focuses on fostering an inclusive culture that values the participation of under-represented groups, supporting individual differences, and encouraging people to bring their whole self to work. This policy outlines our overall commitment to delivering programs and measuring progress to develop an inclusive and diverse workforce. It emphasises the importance of diversity of thought and creating opportunities for all people to be heard. The Board with the assistance of the People and Remuneration Committee oversees the implementation of programs and measuring progress which are set out in more detail below. We believe a culture of inclusion is fundamental to supporting both demographic diversity and diversity of thought.

Responsibility for our strategic approach to diversity lies with the Board through the People & Remuneration Committee. Responsibility for performance against diversity goals lies with the MD&CEO, supported by the EXCO.

Inclusion and Diversity at OZ Minerals

We are committed to developing an inclusive culture where all people are treated fairly, respectfully, where they feel valued and have a sense of belonging. This includes creating a psychologically safe work environment, that empowers each person to contribute and express their ideas.

Our approach is grounded in driving long-term, sustainable change by embedding the principles of inclusion and diversity into our Company systems, symbols and behaviours. We have several key strategies in place to increase the level of inclusion, demographic diversity, and diversity of thought within the Company, these include:

- / embedding the principles of inclusion and diversity into our company-wide values (How We Work Together), policies and standards;
- / building an inclusive culture that effectively leverages the diversity of our people;

- / developing inclusive leaders at all levels of the organisation who embrace diversity;
- / continually reviewing and implementing actions to increase diversity and fairness;
- / providing opportunities for flexible work arrangements;
- / demonstrating diversity of thinking relating to the management and operation of the Company; and
- / ensuring that we have required diversity in our workforce to deliver on our strategy.

The Company is committed to continuing to provide employment opportunities to underrepresented groups. Details on progress, in addition to detailed workforce statistics, can be found in the Company's Sustainability Report within the 2019 Annual Report.

As per the ASX Principles and Recommendations, the section below outlines our commitment to supporting gender diversity at OZ Minerals. We believe that diversity goes beyond gender and are focused on increasing representation of all underrepresented groups at OZ Minerals.

Gender Diversity at OZ Minerals

In an industry with historically low numbers of women, we are committed to improving gender diversity and have a number of strategies to increase the representation of women at every level within the Company.

We recognise that an important aspect of promoting gender diversity is to provide opportunities for women to move into key decision-making and leadership roles within the business and remove any structural barriers to participation in the workforce. We provide development opportunities, particularly within our middle management group, technical specialists and high potentials and we actively promote flexible working arrangements.

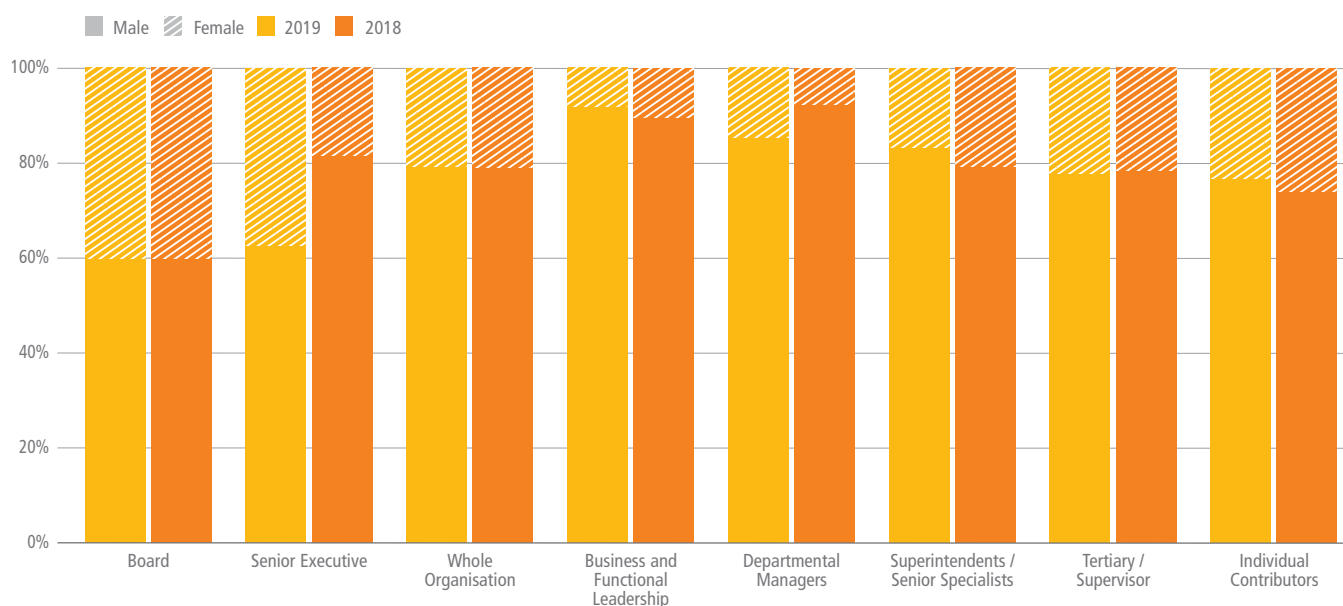
We offer equal remuneration for all our employees, reflective of the type of job, years of experience and the period for which employees have held their position. We annually review the earnings of our employees by gender and job band level to provide assurance that our employees' remuneration remains equitable and in line with market trends.

Measurable objectives

In line with the ASX Principles and Recommendations, the table below sets out the measurable objectives for 2019 and provides details on our progress towards these targets as at 31 December 2019.

Measurable Objective	Results
At least 30% of Directors on the Board are female at all times.	Target achieved.
Increase numbers of females in all bands that do not currently have a representation of at least 22 percent.	<p>Target not fully achieved. OZ Minerals increased its total number of female employees, achieving an overall 20.6% female participation as at the end of December 2019.</p> <p>Job Bands A, B, E and F, and the Board have greater than 20 percent female representation. Female participation levels at all Job Bands remain well above relative industry comparators as compared to Australian Bureau of Statistics Labour Force reporting. One of the Company's key priorities is the development of a long-term inclusion and diversity plan that is aligned to the strategy and growth of the Company.</p>





December 2019 gender representation (values are in percentage)^(a)

Job Band	Female	Male	Female %	Male%	Rationale
Board	2	3	40.0%	60.0%	Non-Executive Directors
Senior Executive ^(b)	6	10	37.5%	62.5%	Band E and F
Whole Organisation	111	427	20.6%	79.4%	All OZ Minerals permanent and fixed term employees (Full and Part Time)
Business and Functional Leadership	3	35	7.9%	92.1%	Band D
Departmental Managers	7	42	14.3%	85.7%	Band C – 12
Superintendents / Senior Specialists	8	39	17.0%	83.0%	Band C – 11
Tertiary / Supervisor	27	97	21.8%	78.2%	Band B
Individual Contributors	60	204	22.7%	77.3%	Band A

December 2018 gender representation (values are in percentage)^(a)

Job Band	Female	Male	Female %	Male%	Rationale
Board	2	3	40.0%	60.0%	Non-Executive Directors
Senior Executive	2	9	18.2%	81.8%	Band F and E
Whole Organisation	75	285	20.8%	79.2%	All OZ Minerals permanent and fixed term employees (Full and Part Time)
Business and Functional Leadership	4	34	10.5%	89.5%	Band D
Departmental Managers	3	36	7.7%	92.3%	Band C – 12
Superintendents / Senior Specialists	7	27	20.6%	79.4%	Band C – 11
Tertiary / Supervisor	18	66	21.4%	78.6%	Band B
Individual Contributors	41	113	26.6%	73.4%	Band A

^(a) The calculation for gender representation across job bands has been revised to include permanent and fixed-term full and part time employees only. Job bands E and F have been combined due to low numbers of employees within senior management positions.

^(b) 'Senior Executives' includes the MD&CEO, EXCO, Heads and General Managers who are responsible for setting strategic direction for projects and functions and participate in the Company's Long Term Incentive Plan.

Aboriginal and Indigenous employment

As part of our commitment to value creation for all stakeholders, we have a continuing focus on providing employment opportunities for Aboriginal and Indigenous people at its assets. We have a number of strategies in place to increase the representation, this includes partnering with companies owned by traditional owners of the land and providing employment pathways for Aboriginal and Indigenous peoples. There are currently approximately 193 Aboriginal people working at Prominent Hill and Carrapateena (as employees and contractors) – one of the highest representations of Aboriginal people within Australian mining workforces.

We run a two-day cross-cultural awareness program for all Prominent Hill and Corporate employees, including contractors. The program is run by traditional owners of the land, the

Antakarinja Aboriginal group. It focuses on educating people about Aboriginal culture, particularly Antakarinja culture, including their beliefs, connection to the land and areas of cultural significance, as well as looking at challenges that persist for Aboriginal people in the workplace and society as a whole.

At Carrapateena, the Kokatha Aboriginal Corporation, in collaboration with the Company, has developed a cultural respect program for our employees and contractors based at Carrapateena. This program focuses on the cultural beliefs and traditions of the Kokatha People.

These programs have been important in creating an inclusive culture at our Australian assets.

Continuous disclosure

We are committed to providing relevant up-to-date information to our shareholders and the broader investment community in accordance with continuous disclosure requirements under the ASX Listing Rules and the *Corporations Act 2001* (Cth).

We have a Continuous Disclosure Procedure and external communication standards and procedures, which outline the processes for identifying information for disclosure. The Continuous Disclosure Procedure aims to ensure that timely and accurate information is provided equally to all shareholders and

market participants, consistent with our commitment to our continuous disclosure obligations.

We have a Disclosure Committee which is responsible for ensuring there is an adequate system in place for disclosure of material information to the ASX.

The Continuous Disclosure Procedure is reviewed regularly by the Board and is updated as appropriate. The Continuous Disclosure Procedure is available on the Corporate Governance section of our website.

Communications with shareholders

We have in place an investor relations program to facilitate communication with shareholders and ensure that shareholders are provided with all information necessary to assess the performance of the Company. Our Continuous Disclosure Procedure outlines the process through which we endeavour to ensure timely, relevant and accurate information is provided

equally to all shareholders. The Continuous Disclosure Procedure is available on the Corporate Governance section of the Company's website.

The Company has in place the following initiatives to facilitate communication with shareholders.

Website	<p>One of our key communication tools is its website located at ozminerals.com. Important information about us can be found under the section marked 'Corporate Governance' on its website.</p> <p>Our website also provides email addresses for shareholders to direct inquiries to us, and to elect to receive communications from us electronically.</p>
Annual reporting	<p>Our Annual Report is available on our website and contains important information about our activities and results for the previous financial year. Shareholders can elect to receive our Annual Report as an electronic copy or in hard copy through the mail.</p> <p>Our Sustainability Report is within the Annual Report. Our Sustainability Report undergoes an assurance audit by KPMG to ensure we are meeting the minimum disclosure requirements of the Global Reporting Initiative.</p>
Company announcements	<p>All ASX announcements, including annual and half year financial results, are posted on our website as soon as they have been released by the ASX.</p>
Annual General Meeting	<p>We place the full text of all notices of meetings and explanatory material on our website. We encourage full participation of shareholders at our AGM each year. We webcast our AGM and place a full transcript of the Chairman's and the MD&CEO's speeches on our website. We provide shareholders with the opportunity to participate in the AGM through an online platform provided by our share registrar.</p> <p>Shareholders are encouraged to lodge proxies electronically, subject to the adoption of satisfactory authentication procedures. Shareholders participating in the AGM through our online platform will be able to view the AGM live, lodge a direct vote in real time and ask questions online.</p> <p>KPMG, our external auditor, attends the AGM and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's Report. KPMG also has a reasonable opportunity to answer written questions submitted by shareholders to the auditor as permitted under the Corporations Act 2001 (Cth).</p>
Investor relations	<p>To encourage two-way communication, we provide a telephone helpline facility and an online email inquiry service to assist shareholders with any queries and has a 'Share registry information' page on our website which, amongst other things, provides an email address and website for its share registry, Link Market Services.</p> <p>Information is also communicated to shareholders via periodic mail outs, or by email to shareholders who have provided their email address.</p>



OZ Minerals Limited

ABN 40 005 482 824

Corporate Office

2 Hamra Drive, Adelaide Airport
South Australia 5950
Telephone: (61 8) 8229 6600
Facsimile: (61 8) 8229 6601
info@ozminerals.com

Share Registry

Link Market Services Limited
Tower 4, 727 Collins Street,
Docklands
Victoria 3008 Australia
Telephone: (61) 1300 306 089
Facsimile: (61 2) 9287 0303
linkmarketservices.com.au

Investor enquiries

Tom Dixon
Group Manager
Investor Relations
Telephone: (61 8) 8229 6628
tom.dixon@ozminerals.com

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

OZ MINERALS LIMITED

ABN / ARBN:

40 005 482 824

Financial year ended:

31 DECEMBER 2019

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.ozminerals.com/about/corporate-governance/corporate-governance-statement/>

The Corporate Governance Statement is accurate and up to date as at 17 February 2020 and has been approved by the board.

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

Signed:



Date:

18 February 2020

Name of Director or Secretary authorising
lodgement:

Michelle Pole, Company Secretary

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. You can, if you wish, delete the option which is not applicable.

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 ...
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement ... 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): <input checked="" type="checkbox"/> at http://www.ozminerals.com/about/corporate-governance/
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement
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): <input checked="" type="checkbox"/> in our Corporate Governance Statement ... and a copy of our diversity policy or a summary of it: <input checked="" type="checkbox"/> at http://www.ozminerals.com/about/corporate-governance/ ... 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: <input checked="" type="checkbox"/> in our Corporate Governance Statement ... and the information referred to in paragraphs (c)(1) or (2): <input checked="" type="checkbox"/> 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 ...
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</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</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</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>
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 (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</p>
2.2	<p>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 checked="" type="checkbox"/> 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 ...
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, 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</p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p>N/A</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> http://www.ozminerals.com/about/board/ and http://www.ozminerals.com/media/reports/annual/</p>
2.4	A majority of the board of a listed entity should be independent directors.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</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>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY		
3.1	<p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	<p>... our code of conduct or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement; and</p> <p><input checked="" type="checkbox"/> at http://www.ozminerals.com/about/corporate-governance/</p>
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING		
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board, 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</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.ozminerals.com/about/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement; and</p> <p><input checked="" type="checkbox"/> 2019 Annual & Sustainability Report http://www.ozminerals.com/media/reports/annual/</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
	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.	
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: <input checked="" type="checkbox"/> 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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement
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.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement; and <input checked="" type="checkbox"/> http://www.ozminerals.com/about/corporate-governance/
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: <input checked="" type="checkbox"/> at http://www.ozminerals.com/about/ and http://www.ozminerals.com/about/corporate-governance/
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: <input checked="" type="checkbox"/> 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: <input checked="" type="checkbox"/> 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 ...
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK		
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[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> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.ozminerals.com/about/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> 2019 Annual & Sustainability Report http://www.ozminerals.com/media/reports/annual/</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... 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:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</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>... 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:</p> <p><input checked="" type="checkbox"/> 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 ...
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.ozminerals.com/about/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> at 2019 Annual & Sustainability Report http://www.ozminerals.com/media/reports/annual/</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>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> at 2019 Annual & Sustainability Report http://www.ozminerals.com/media/reports/annual/</p>
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>	N/A
-	<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>	N/A