

CORPORATE GOVERNANCE STATEMENT For the year ended 31 December 2019

INTRODUCTION

The Board of Los Cerros Limited (**Los Cerros** or the **Company**) is committed to conducting the business of Los Cerros and entities it controls both ethically and in accordance with principles of good corporate governance. The Board recognises the importance of the eight core principles contained in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition, released in February 2019) ("ASX Principles").

The Company's practices are largely consistent with the ASX Principles. The Board considers that the implementation of a small number of ASX Principles, at this time, is not appropriate for the reasons set out below in relation to the items concerned. The Board uses its best endeavours to ensure that exceptions to the ASX Principles do not have a negative impact on the Company and the best interests of shareholders as a whole.

In August 2019, Metminco Limited ("Metminco") merged with Andes Resources Limited ("Andes Resources") to form Los Cerros.

As required by the ASX Listing Rules, this Corporate Governance Statement (CGS) discloses the extent to which Los Cerros has followed the ASX Principles during the financial year ended 31 December 2019, as summarised below.

Los Cerros has also prepared an "ASX Appendix 4G - Key to Disclosures", which reports on the Company's compliance with each of the ASX Principles. This has been lodged with the CGS on the ASX and may be viewed and downloaded from the Company's website.

Additional information about the Company's corporate governance practices and policies is set out on the Company's website at www.loscerros.com.au.

The names of the Non-Executive Directors currently in office and their qualifications and experience are stated in the Company's Annual Report for the year ended 31 December 2019.

1. Lay solid foundations for management and oversight (ASX Principle 1)

1.1 Board Role and Responsibilities

The Board's primary role is to set the Company's values, direction, strategies and financial objectives and to ensure effective monitoring of corporate performance, capabilities and management of risk consistent with creating shareholder value and maintaining effective corporate governance. The Board is also responsible for the appointment, and for monitoring the performance, of the Managing Director.

The Board operates in accordance with the Company's Constitution and has adopted a Board charter which outlines a framework for the Board's operation, the matters reserved to the Board and the functions delegated to management. The charter is available on the Company's website.

1.2 & 1.3 Management Role and Responsibilities

Responsibility for the operation and administration of the Company and the implementation of the corporate strategy and budgets approved by the Board is formally delegated by the Board to the Managing Director, who is supported by a small team of executives. The performance of the Managing Director is formally reviewed annually and includes agreement on key performance measures for the following year.

Newly appointed directors and executives receive formal contracts describing their terms of appointment, duties, rights and responsibilities.

1.4 Company Secretary

The Company Secretary is accountable directly to the Board, through the Chairman or, in his absence, the other board members, on all matters to do with the proper functioning of the Board.

1.5 Diversity

The Board has adopted a Diversity Policy, which is available on the Company's website. This policy affirms the Board's commitment to workplace diversity for the Company (including gender diversity). The policy does include requirements for the Board to establish measurable objectives for achieving gender diversity or for the Board to assess annually both the objectives and progress in achieving them.

Given the size of the Company and the challenges of recruiting appropriately qualified staff in a regional area, the Board considers it unrealistic to commit to a specific level of diversified person participation in the Company's workforce on an ongoing basis.

There are no female members of the Board at the date of this report. If a vacancy arises or the Board is expanded in future, the Board will consider a diverse range of candidates who will be assessed on merit based on their judgment, skills, experience with business and other organisations of a comparable size, the interplay of the candidate's experience with the experience of other Board members and the extent to which the candidate would be a desirable addition to the Board and its committees.

1.6 & 1.7 Performance Evaluation

The Board periodically undertakes an annual performance evaluation process led by the Chairman. The review process typically involves all directors completing a questionnaire, which allows for additional comments or identification of any issues relating to the Board's or a committee's operation. The results of the review are confidentially summarised and distributed and then discussed with directors at a meeting of the Board. The purpose of the review is to assess the strengths and weaknesses of the Board and Committees and to identify areas that might be improved, which are addressed through an action plan. No performance evaluations were conducted during the year.

2. Structure the Board to be effective and add value (ASX Principle 2)

2.1 Remuneration and Nomination Committee

The Board does not have a Remuneration and Nomination ("R&N") Committee, this responsibility has been assumed by the Board given the size and scale of the Company. The Board, where required, takes a structured review on remuneration and nomination issues. The Board would resolve to make nominations of new directors and remuneration as needed.

The role and responsibilities of the R&N Committee that now resides in the main Board are set out in on the Company's website. As a result, the Company did not meet Recommendation 8.1 of the ASX Principles insofar as the R&N Committee existence nor did it comprise at least three independent members.

2.2 Board Composition and Expertise

Prior to the merger, the Board comprised three directors: The Executive Chairman (acting as chief executive officer) and two independent Non-Executive Directors. Following the merger, the Board comprises 3 directors and has the following composition: 2 non-executive directors and 1 executive director (the Managing Director). Details of the current directors of the Company, and the period for which each director has held office, are set out in the Directors' Report in the Company's 2019 Annual Report.

The Board aims to ensure that it has a mix of skills and capabilities among its members, including technical skills, business development experience and financial management experience. The Board considers that the directors collectively bring the range of skills, knowledge and experience

necessary to direct the Company. The size and composition of the Board, and its mix of skills and capabilities, is expected to change as the Company evolves.

Details of the skills, experience and expertise of the directors are set out in the Directors' Report in the Company's 2019 Annual Report.

2.3 to 2.5 Director Independence

The Board reviews the independence of directors in light of interests disclosed to the Board from time to time and at least once a year. A director is regarded as independent if that director is independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgment. When determining the independent status of a director, the Board has regard to the existence of any of the relationships listed in Box 2.3 of the ASX Principles.

Prior to merger, Dr Roger Higgins and Mr Glenister Lamont were independent directors under the guidelines in ASX Principle 2. Mr Kevin Wilson is not regarded as independent under the guidelines in Principle 2, as he was an executive of the Company. With the board change in August 2019, Mr Ross Ashton is considered to be independent. Mr Kevin Wilson is not considered to be independent as he was holding an executive role prior to the merger and is a creditor to the Company. Mr Jason Stirbinskis is not considered independent as he is currently the Managing Director of Los Cerros.

Prior to merger, the Company does not meet Recommendation 2.5 of the ASX Principles, insofar as the chair was not an independent director. Despite this, the Board considered that its composition was appropriate for the size and scale of the Company and its activities, and that the Company benefited (and continues to benefit in his post-merger role as Non-Executive Director) from Mr Wilson's long-standing experience in the resources and finance industries. Mr Wilson also considers that he brings quality, independent judgment to bear on all relevant issues falling within the scope of the role of Executive Chairman or Non-Executive Director.

Following the merger, the Board has split the role of Chairman and Managing Director, hence the Company has met Recommendation 2.5 of the ASX Principles.

2.6 Professional development for new and existing Directors

The Board is responsible for reviewing and making recommendations to the Board with respect to succession planning for the Board, director induction programs and continuing development. The Board is also responsible for developing director induction programs that are undertaken by each new and existing director and reviewing the effectiveness of the induction program.

In accordance with the Board Charter, each director has the right to seek independent professional advice to assist them to carry out their duties as directors, at the expense of the Company, after consultation with the Chairman. No independent professional advice was sought during the financial year.

All directors also have direct access to the management of the Company, including the Company Secretary.

3. Instil a culture of acting lawfully, ethically and responsibly (ASX Principle 3)

3.1 Values

The Board sets the core values and charge senior management with the responsibility of inculcating those values across the organisation.

3.2 Code of Conduct

The Board has adopted a Code of Conduct that sets the standard of ethical behaviour required of the Company's directors and employees. The Code of Conduct is available on the Company's website.

3.3 Whistleblower policy

The Board has adopted Whistleblower policy that encourages the reporting of any instances of suspected unethical, illegal, fraudulent, or undesirable conduct and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation or reprisal. The Whistleblower policy is available on the Company's website.

3.4 Anti-bribery and anti-corruption policy

The Board has adopted Anti-bribery and anti-corruption policy that sets zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings. The Anti-Bribery and anti-corruption policy is available on the Company's website.

4. Safeguard integrity in corporate reporting (ASX Principle 4)

4.1 Audit and Risk Committee

As at the date of this report, the Board does not have an Audit and Risk Committee. This responsibility has been assumed by the Board given the size and scale of the Company.

Prior to merger, the Committee had two members, being Mr Glenister Lamont (Chair) and Mr Kevin Wilson. Both have substantial experience in the mining industry globally. The attendance of committee members is described in detail in the Directors' Report. The Audit and Risk Committee met only once during the year as stated in the Directors' Report. Although the Audit and Risk Committee had an independent chair, the structure of the Audit and Risk Committee consisted of two members during part of 2019, so a majority of members was not independent. This is partial compliance under Recommendation 4.1 of the ASX Principles.

4.2 Management Assurances in relation to Financial Reporting

The Board has received statements in writing from the Managing Director and the person carrying out the position of Chief Financial Officer that the declaration provided in accordance with section 295A of the Corporations Act (that the financial records of the Company have been properly maintained, comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company) is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

The Board considers that it was appropriate for the declaration to be made by the Managing Director and the person carrying out the position of Chief Financial Officer, as the senior executives of the firm at the time of completion of the 2019 financial accounts and both were involved in their compilation due to recent changes in the executive structure of the Company.

4.3 Integrity of released periodic corporate report not audited or reviewed by external auditors

The Company is committed to providing clear, concise and accurate corporate reports so investors can make informed investment decisions. The Company ensure processes are in place in order to protect the integrity of the periodic corporate reports before it releases them to the market.

5. Make timely and balanced disclosure (ASX Principle 5)

5.1 Continuous Disclosure to ASX

The Company has an obligation under the ASX Listing Rules to ensure that all investors have equal and timely access to factual, material information concerning the Company, presented in a clear and balanced way. The Company has a Market Disclosure Policy that includes procedures designed to ensure compliance with the ASX Listing Rules' disclosure requirements and to ensure accountability at senior executive level for the compliance. This policy is available on the Company's website.

5.2 Timely receipt of material ASX announcement by the Board

The Company Secretary is responsible to distribute all material market announcements electronically to the Board promptly after they have made. Further details are set out in the Company's Continuous Disclosure Policy.

5.3 Disclosure of presentation materials on ASX platform ahead of presentation

All slides and presentations used for briefings and analyst presentations are released and uploaded to ASX prior to the briefing to the market. Further details are set out in the Company's Continuous Disclosure Policy.

6. Respect the rights of security holders (ASX Principle 6)

6.1 & 6.5 Shareholder Communication

Mechanisms used by the Company for communicating with shareholders include:

- the Company's annual report, which is distributed to shareholders if they have elected to receive a printed version or is otherwise available for viewing and downloading from the Company's website;
- the Company's quarterly activities reports;
- the Company's half-year financial report;
- the Company's annual general meeting and other general meetings called to obtain shareholder approval for significant corporate actions, as appropriate;
- Company announcements;
- the Company's website; and
- direct email alerts of ASX releases and other information to shareholders and other interested parties who register their email address via the Company's website.

The Company provides information about itself and its governance to investors via its website. The Company posts all shareholder-related information and Company ASX announcements (other than disclosures of a routine compliance nature) on the Company's website in an accessible manner.

Shareholders may send communications to, and receive communications from, the Company and its share registry electronically. The contact email addresses for the Company and its share registry, Link Market Services Limited, are info@loscerros.com.au and registrars@linkmarketservices.com.au, respectively.

Shareholders may elect to receive Annual Reports and other shareholder communications electronically by contacting the Company's share registry.

The Company encourages shareholders to provide their email addresses, so that the Company can communicate important information electronically.

6.2 - 6.4 Shareholder Meetings

A key forum for two-way communication between the Company and its shareholders is its annual general meetings. The Board encourages shareholders attending annual and other general meetings to ask questions of the directors regarding the Company's governance and business performance and, at the annual general meetings, of the external auditor regarding the conduct of the audit and the contents of the audit report. Shareholders who are unable to attend the annual or other general meetings may submit questions and comments before the meeting to the Company and/or to the external auditor (in the case of annual general meetings).

In addition, the Company welcomes questions from shareholders at any time and these are answered promptly unless the information requested is market sensitive and not in the public domain.

It has been a practice for the Company to vote resolutions based on a show of hand. Effective the 2020 AGM, all substantive resolutions which are voted on the AGM will be decided by a poll, rather than by a show of hands, to enable all shareholders and proxyholders who cast their proxies to be included in the voting process.

7. Recognise and manage risk (ASX Principle 7)

The Board defines risk to be any event that, if it occurs, will have a material impact (whether financial or non-financial) on the Company's ability to achieve its objectives.

The material risks facing the Company are described further in the Operating and Financial Review in the Company's latest Annual Report.

7.1 & 7.2 Risk Management Roles and Responsibilities

The Board is responsible for overseeing the effectiveness of risk management systems. The Board has assumed the responsibilities of the Audit and Risk Committee in overseeing the Company's implementation of its risk management policies.

Day-to-day responsibility for risk oversight and management is delegated to the Managing Director, who is primarily responsible for identifying, monitoring and communicating risk events to the Board and responding to risk events.

Given the size of the Company, the implementation of the policies and practices outlined above and the existence of open channels of communication between the Board and management, the Board does not consider it necessary to have separate, stand-alone risk management and control systems designed by management which are reported to the Board.

The Board monitors, on an ongoing basis, whether the Company is operating within the Board's risk appetite. This is enabled by management's regular formal and informal reports to the Board in relation to material business risks, the Board's familiarity with the Company's operations and the Board's active involvement in determining the Company's strategic direction.

7.3 Internal Audit

The Company does not have an independent internal audit function. Due to the nature and size of the Company's operations, the expense of an independent internal auditor is not considered to be appropriate.

The Board performs all key elements of an internal audit function, including evaluating and seeking reasonable assurance that risk management, control and governance systems are functioning as intended and will enable the Company's objectives and goals to be met. The Board delegates to the Managing Director the authority to implement any non-strategic amendments to risk management systems as required as a result of changed circumstances, or where the potential for improvement has been identified, reporting all such matters to the Board for consideration at its next meeting.

7.4 Environmental and Social Sustainability Risk

The Board does not have a Safety, Health and Sustainability Committee and has assumed this responsibility.

8. Remunerate fairly and responsibly (ASX Principle 8)

8.1 Remuneration & Nomination Committee ("R&N")

Given there was no establishment of Remuneration and Nomination due to size of the Board, the Chairman will undertake the conduct of the performance review. An independent advisor may be engaged if necessary.

8.2 & 8.3 Structure of Non-Executive Director Remuneration and Executive Remuneration

The structure of non-executive directors' remuneration is distinguished from that of the chief executive and senior executives. The Board assesses the appropriateness of the nature and amount of emoluments on a periodic basis by reference to relevant market conditions, and may take advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market, with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality board and executive team.

Prior to merger, the Executive Chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The Executive Chairman of the Company was remunerated by way of a total salary package which included a balance of fixed remuneration (including statutory superannuation) and performance-based remuneration. This is in the form of allotments from the Company's Long Term Incentive Plan ("LTIP") from time to time, with performance options or performance rights in the Company. These were offered in connection with long-term performance objectives appropriate to the Company's circumstances and goals. Any allotment was approved by the two independent non-executive directors at that time. The Executive Chairman was not present at any discussions relating to the determination of his own remuneration.

Post-merger, the Non-Executive Directors agreed to accept that no cash fees will be taken for the board duties over the next two years. The Non-Executive Directors were issued Director Options as incentive options during the year as approved by Shareholders at the General Meeting held on 28 November 2019. The Non-Executive Directors do not receive any retirement benefits, other than statutory superannuation.

The senior executives of the Company are remunerated by way of a total salary package which includes a balance of fixed remuneration (including statutory superannuation) and performance-based remuneration in the form of cash bonuses, linked to short term performance targets and equity-based remuneration. This is in the form of allotments from the LTIP of with performance options or performance rights in the Company. These are offered in connection with long-term performance objectives appropriate to the Company's circumstances and goals.

Further details about the 2019 remuneration of the Non-Executive Directors, the Non-Executive Chairman (Pre-merger: Executive Chairman) and other senior executives are set out in the Remuneration Report in the Company's latest Annual Report.