



**Resolute**

# ASX Announcement

**29 June 2017**

## Board Renewal

### Resolute appoints new Chairman and two additional Non-Executive Directors

Resolute Mining Limited (Resolute or the Company) (ASX:RSG) is pleased to advise the appointment of Mr Marthinus (Martin) Botha as Chairman of the Company, and the appointments of Ms Yasmin Broughton and Mr Mark Potts as Non-Executive Directors. Mr Botha, an existing Non-Executive Director of Resolute, takes over as Chairman from Mr Peter Huston who was appointed a Director of the Company in 2000 and served as Chairman for more than 15 years. The new appointments are the result of a formal process which commenced prior to the 2016 Annual General Meeting when long-term Chairman Mr Huston advised the Company of his desire to facilitate a Board renewal process prior to standing down (see ASX Announcement dated 8 November 2016).

Mr Martin Botha is an Engineering Surveyor by training who has 30 years' experience in banking, with 24 years spent in leadership roles building Standard Bank's international operations. Mr Botha's responsibilities at Standard Bank included establishing and leading the development of the core global natural resources trading and financing franchises, as well as various geographic strategies, including Africa, Russia, Turkey and Middle East. Mr Botha graduated with first class honours from the University of Cape Town and is based in London. During his two years on the Board of Resolute, Mr Botha has provided a valuable international perspective to the Company's business and has been a strong supporter of transformation and innovation. Mr Botha has worked closely with Managing Director Mr John Welborn on company strategy and having visited all of the Company's African and Australian operations he is well prepared to assume the responsibilities of Chairman of Resolute.

Ms Yasmin Broughton is a corporate lawyer with significant experience working in legal, financial, and executive management in the energy, infrastructure, resources and community sectors in the United Kingdom and Australia. Ms Broughton has served as General Counsel, Company Secretary for a number of ASX listed companies and has a deep understanding of corporate governance, including compliance with the ASX Listing Rules, and managing complex legal issues. Ms Broughton's legal and commercial experience, together with her national mediator credentials, will assist Resolute in implementing a best practice corporate governance model and ensuring management of the financial and operational risks and challenges in ensuring sustainability and profitability in a volatile resources market.

Mr Mark Potts is a leading global technology executive who for more than 25 years has consistently combined innovation, strategy, vision, technology, team-building and execution to drive business results and improvement for a range of international organizations. Most recently Mr Potts was the Chief Technology Officer and Vice President for Corporate Strategy at Hewlett-Packard Enterprise. Mr Potts has previously been the founder of several venture backed start-ups which have successfully driven technology distribution and business innovation in a variety of industries in Australia, the United States, and the United Kingdom. Of relevance for Resolute is Mr Potts' extensive experience in leading business through technology change in driving productivity improvements. Mr Potts is a sought-after leader, strategic advisor, and speaker in technology, innovation, and its application within organizations for business advantage, and future directions in technology.

Commenting on the new appointments, Managing Director and CEO, Mr John Welborn, expressed his pleasure at Resolute having secured the services of such high calibre individuals to serve the Company; "Martin Botha is internationally recognised and respected and his engagement with Resolute has already provided significant



Resolute

## ASX Announcement

benefit to the Company. Following Peter Huston's decision to stand down, Martin is a natural and compelling candidate for the role of Chairman. The appointment of Yasmin Broughton and Mark Potts to the Board provides Resolute with excellent skills and invaluable experience in key areas where the Company is looking to make improvements. The new appointments represent a very positive outcome from the formal process of Board renewal and are a tribute to Mr Huston's leadership, determination and long term commitment to the Company which has been significant in guiding Resolute on a successful pathway. On behalf of the Board, senior executives, staff, and shareholders of Resolute I thank Mr Huston for his valuable contribution over such a long period."

The Board Renewal process has been conducted in parallel with a formal governance review which has resulted in the adoption of a revised Board Charter, new Board endorsed policies, and a new structure of Board Committees. The Financial Risk Committee and the Audit Committee have been combined into an Audit and Risk Committee. The existing Safety, Security, and Occupational Health Committee and the Environment and Community Development Committee will now report to the Audit and Risk Committee. The Remuneration and Nomination Committee has been separated to form a separate Remuneration Committee and a separate Nomination Committee. Mr Peter Sullivan has been appointed Chairman of the Remuneration Committee, Mr Martin Botha remains Chairman of the Nomination Committee, and Ms Yasmin Broughton will be appointed Chairman of the Audit and Risk Committee.

Outgoing Chairman, Mr Peter Huston, formally retired as a Director at today's Board meeting and commented: "It has been my privilege to chair one of Australia's leading gold miners. Resolute is well placed to continue to deliver enhanced value to shareholders and I have high confidence in Martin Botha as the new Chairman and in Yasmin Broughton and Mark Potts as excellent additions to the Board. I thank the Board, management, and Resolute's shareholders for their support over the past 16 years".

Following the new appointments and resignation, the Board of Resolute now consists of:

Non-Executive Chairman:	Mr Martin Botha
Managing Director:	Mr John Welborn
Non-Executive Directors:	Ms Yasmin Broughton Mr Mark Potts Mr Peter Sullivan Mr Bill Price

For further information, contact:

### **John Welborn | *Managing Director and CEO***

**Telephone:** +61 8 9261 6100

**Email:** [contact@rml.com.au](mailto:contact@rml.com.au)

**Web:** [www.rml.com.au](http://www.rml.com.au)

### **ASX:RSG Capital Summary**

**Fully Paid Ordinary Shares:** 736,982,768

**Current Share Price:**  
A\$1.24, 29 June, 2017

**Market Capitalisation:**  
A\$914 Million

**FY17 Guidance:**  
325,000oz @ AISC A\$1,150/oz

### **Board of Directors**

Mr Martin Botha *Non-Executive Chairman*  
Mr John Welborn *Managing Director & CEO*  
Mr Peter Sullivan *Non-Executive Director*  
Mr Mark Potts *Non-Executive Director*  
Mr Bill Price *Non-Executive Director*  
Ms Yasmin Broughton *Non-Executive Director*

### **Contact**

**John Welborn *Managing Director & CEO***  
Level 2, Australia Place | 15-17 William St  
Perth, Western Australia 6000  
T: +61 8 9261 6100 | F: +61 8 9322 7597  
E: [contact@rml.com.au](mailto:contact@rml.com.au)

# Appendix 3X

## Initial Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	RESOLUTE MINING LIMITED
<b>ABN</b>	39 097 088 689

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Mark Potts
<b>Date of appointment</b>	29 June 2017

### Part 1 - Director's relevant interests in securities of which the director is the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Number &amp; class of securities</b>
26,825 fully paid ordinary shares.

+ See chapter 19 for defined terms.

**Appendix 3X**  
**Initial Director's Interest Notice**

---

**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b>	<b>Number &amp; class of Securities</b>
Note: Provide details of the circumstances giving rise to the relevant interest.  N/A	

**Part 3 – Director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>No. and class of securities to which interest relates</b>	

---

+ See chapter 19 for defined terms.

# Appendix 3X

## Initial Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	RESOLUTE MINING LIMITED
<b>ABN</b>	39 097 088 689

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Yasmin Broughton
<b>Date of appointment</b>	29 June 2017

### Part 1 - Director's relevant interests in securities of which the director is the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Number &amp; class of securities</b>
Nil

+ See chapter 19 for defined terms.

**Appendix 3X**  
**Initial Director's Interest Notice**

---

**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust.*

<b>Name of holder &amp; nature of interest</b>	<b>Number &amp; class of Securities</b>
Note: Provide details of the circumstances giving rise to the relevant interest.  N/A	

**Part 3 – Director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>No. and class of securities to which interest relates</b>	

---

+ See chapter 19 for defined terms.

# Appendix 3Z

## Final Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	<b>Resolute Mining Limited</b>
<b>ABN</b>	<b>39 097 088 689</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	Peter Huston
<b>Date of last notice</b>	5 January 2009
<b>Date that director ceased to be director</b>	29 June 2017

### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Number &amp; class of securities</b>  428,182 fully paid ordinary shares held in Mandalup Investments Pty Ltd (an entity controlled by Mr Huston).
---

+ See chapter 19 for defined terms.

**Appendix 3Z**  
**Final Director's Interest Notice**

---

**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b>	<b>Number &amp; class of securities</b>
Note: Provide details of the circumstances giving rise to the relevant interest	
N/A	

**Part 3 – Director's interests in contracts**

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>No. and class of securities to which interest relates</b>	

---

+ See chapter 19 for defined terms.