



2018 Remuneration Report (Audited)

This 2018 remuneration report outlines the remuneration arrangements in place for the directors and executives of the Company and the Group in accordance with the *Corporations Act 2001* and its *Regulations* (the Act). The information provided in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001*.

(a) Basis of Disclosure

For the purposes of this report, Key Management Personnel ("KMP") of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Company. **Up to 18 December 2016, the executives of Panoramic Resources Limited acted as the KMP of Panoramic Gold and the Company, with time allocated to the Group by each Panoramic KMP being accounted for by Panoramic Gold Pty Ltd ("Panoramic Gold").** This time allocation together with each KMP's fixed and variable remuneration contracted with Panoramic was used to derive the 2016/17 remuneration of the Panoramic KMP shown in Table 1. **The remuneration of the Panoramic KMP shown in Table 1 is a subset of the remuneration each person received as an employee contracted to Panoramic and is not in addition to the remuneration received from Panoramic in 2016/17.**

From 19 December 2016 for a period of two years, the Board of Directors has delegated responsibility for the day-to-day operations and administration ("Services") of the Company and the Group to members of the "Executive Management Team", meaning personnel from Panoramic Resources Limited (ACN 095 792 288) ("Panoramic") under the 21 October 2016 "Management Agreement" between the Company and Panoramic. The management fees payable to Panoramic during the period for the services provided to the Company and the Group are based on the daily rates for the Panoramic personnel who provide those services to the Company plus a mark-up of 28.6% to cover Panoramic's fixed office overheads.

From 19 December 2016, the members of the Executive Management Team, including the Chairman of the Company, have not received individual remuneration payments for their services to the Group. Instead, each executive's time for Services provided to the Group is charged by Panoramic in accordance with the Management Agreement.

For the purposes of this report, from 1 July 2017 until the date of this report, the term 'executive' encompasses the senior executives of the Executive Management Team.

(b) Directors and Key Management Personnel disclosed in this Report

(i) Directors

Peter Harold	Chairman (Non-Executive)
Peter Venn	Director (Non-Executive)
Paul Bennett	Director (Non-Executive)

(ii) Senior executives of the Panoramic Executive Management Team

Trevor Eton	Company Secretary and Chief Financial Officer
John Hicks	General Manager Exploration
Tim Mason	Manager Projects

(c) Remuneration Committee

Due to the size of the Board and the engagement of the Panoramic Executive Management Team for the period ending 19 December 2018, the Board of Directors of the Company has determined there are no efficiencies, at this time, of establishing a separate remuneration committee.

(d) Use of remuneration consultants

Where appropriate, the Board seek advice from independent remuneration consultants to ensure the remuneration paid to the non-executive directors is appropriate and in line with the market. The Company did not receive independent remuneration advice during the financial year as defined under the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration)*.



(e) Non-executive director remuneration policy

(i) Fixed Remuneration

Objective

The Board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders. Currently, there is no direct correlation between a non-executive director's fixed remuneration and the Company's financial performance as the Company does not have a project that is in production and earning income.

Structure

The Company's Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting of shareholders. An amount not exceeding the amount determined is then divided between the directors as agreed.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed from time to time. The Board considers fees paid to non-executive directors of comparable companies when undertaking the review process. Each director receives a fee for being a director of the Company. This fee is inclusive for each Board committee on which a director sits.

The fees paid to non-executive directors for the period ending 30 June 2018 are detailed in Table 1 of this report. Fees for the non-executive directors are determined within an aggregate directors' fee pool limit of \$250,000, which was last approved by the Company's then sole shareholder on 31 August 2016.

(ii) Variable Remuneration

The Company does not reward non-executive directors with variable remuneration. Any shares in the Company that are held by non-executive directors at the date of this report are separately purchased and held by each director and have not been issued by the Company as part of each director's remuneration package.

(f) Executive Remuneration

Objective

Currently, the Board has determined that the day to day running of the Company is best served by engaging the Services of the "Executive Management Team" under the "Management Agreement" with Panoramic.

Under the Agreement, the remuneration for the Services provided to the Company has been determined and agreed on a commercial basis between the Company and Panoramic, to be paid on a monthly basis in arrears on the presentation of a single tax invoice instead of individual amounts paid to each member of the Executive Management Team. The remuneration terms agreed under the Agreement have been fixed for a two-year period from 19 December 2016 (the day the Company was admitted to the Official List of ASX Limited).

Up to 18 December 2016, the executives of Panoramic acted as the KMP of Panoramic Gold and the Company (after 10 August 2016) ("the Group"), with the time allocated to the Group by each Panoramic KMP being accounted for by Panoramic Gold. This time allocation together with each KMP's fixed and variable remuneration contracted with Panoramic was used to derive the 2016/17 remuneration of the Panoramic KMP shown in Table 1.

(g) Employment contracts

(i) Non-Executive Chairman

The Chairman, Peter Harold, is employed under a contract with Panoramic that commenced on 1 January 2010. Peter Harold provides management and administration services to the Company under the Management Agreement between the Company and Panoramic, as detailed and in the 2018 Corporate Governance Statement ("*Roles of the Chairman and Executive Management Team*").



(ii) Non-Executive Directors

All other non-executive directors are employed under a contract with the Company and conduct their duties under the following terms:

- The appointment of a non-executive director is in accordance with the Constitution of the Company, the *Corporations Act 2001* and the Company's charters and policies.
- A non-executive director is currently unable to be remunerated by way of equity or other incentive based remuneration. However, remuneration may be provided to a non-executive director in such a manner that the Board of directors decide (including by way of contribution to a superannuation fund on behalf of the non-executive director) and if any part of the fees of any non-executive director is to be provided other than cash, the Board of directors may determine the manner in which the non-cash component of the fees is valued.
- A non-executive director is not remunerated by way of a commission on or a percentage of profits or a commission on or a percentage of operating revenue.
- All non-executive directors are entitled to be reimbursed for reasonable expenses incurred for performing their duties, including the cost of attending Board Meetings, travel, accommodation and entertainment where agreed to by the Company's Board of directors.
- A non-executive director may resign from his position and thus terminate his employment arrangement with the Company on written notice.
- The Company may ask for a non-executive director to resign, if, for any reason, the director becomes disqualified or prohibited by law from being or acting as a director or from being involved in the management of a company. Where termination with such cause occurs, the non-executive director is only entitled to that portion of remuneration which is fixed, and only up to the date of termination.

(h) Details of Remuneration

Table 1: Remuneration of Directors and Senior Executive Officers

The remuneration in Table 1 of each named person is the total of fixed remuneration (base salary, superannuation and non-monetary benefits) and variable remuneration (short term and long term incentives). The 2016/17 remuneration of the Panoramic KMP shown in Table 1 is a subset of the remuneration each person received as an employee contracted to Panoramic and is not in addition to the remuneration received from Panoramic in 2016/17.

Excluding the cash component of remuneration, the total remuneration shown is the amount expended by the Company and does not, in every case, represent what each named individual ultimately received in cash.

2018	Short-term benefits			Post employment benefits	Long-term benefits	Share based payments			
	Cash salary and fees	Bonus	Other	Super-annuation	Long Service Leave		Termination / Resignation payments	Total	Performance related
Name	\$	\$	\$	\$	\$	\$	\$	\$	%
Directors									
P J Harold(a)	62,000	-	-	-	-	-	-	62,000	-
P J Venn	35,000	-	3,446	-	-	-	-	38,446	-
P W Bennett	35,000	-	3,446	-	-	-	-	38,446	-
	132,000	-	6,892	-	-	-	-	138,892	-

Note:

- (a) For the period 1 July 2017 to 30 June 2018, in accordance with the Management Agreement between the Company and Panoramic, the Group incurred management fees amounting to \$439,000 for Services provided by the Executive Management Team. Of this amount, \$62,000 was incurred by the Group for Services provided by Peter Harold as a member of the Executive Management Team (inclusive of the 28.6% fixed office overhead). This amount is not payable to Peter Harold



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2017	Short-term benefits			Post employment benefits	Long-term benefits	Share based payments			
	Cash salary and fees	Bonus	Other	Super-annuation	Long Service Leave	Rights to shares (a)	Termination / Resignation payments	Total	Performance related
Name	\$	\$	\$	\$	\$	\$	\$	\$	%
Directors									
P J Harold (b)(d)	85,189	-	3,906	4,388	1,155	29,493	-	124,131	24
P J Venn (c)	18,555	-	2,224	-	-	-	-	20,779	-
P W Bennett (c)	18,555	-	2,224	-	-	-	-	20,779	-
Senior Executives									
T R Eton (b)	50,169	-	5,322	4,766	1,254	23,693	-	85,204	28
T S Mason (b)	55,076	-	3,306	5,232	1,377	17,341	-	82,332	21
J D Hicks (b)	38,386	-	5,322	3,647	960	12,086	-	60,401	20
T J Strong (b)	6,420	-	1,268	610	177	2,523	-	10,998	23
	272,350	-	23,572	18,643	4,923	85,136	-	404,624	21

Notes:

- (a) Includes the non-cash amortisation expense of the FY2015 and/or FY2016 LTI performance rights to ordinary shares in Panoramic from 1 July 2016 to 18 December 2016, calculated from time allocated to the Company and Panoramic Gold
- (b) For the period 1 July 2016 to 18 December 2016, calculated from time allocated to the Company and Panoramic Gold
- (c) For the period 21 December 2016 to 30 June 2017
- (d) For the period 19 December 2016 to 30 June 2017, in accordance with the Management Agreement between the Company and Panoramic, the Group incurred management fees amounting to \$194,000 for Services provided by the Executive Management Team. Of this amount, \$39,000 was incurred by the Group for Services provided by Peter Harold as a member of the Executive Management Team (inclusive of the 28.6% fixed office overhead). This amount is not payable to Peter Harold

(i) Details of share based compensation and bonuses

Options - 2017/18

No options for Horizon ordinary shares were granted during 2017/18.

Performance Rights to Shares - 2017/18

No performance rights to Horizon ordinary shares were granted as compensation to key management personnel during 2017/18.

(a) Equity instrument disclosures relating to key management personnel

Share holdings

The number of shares in the Company held during the financial year by each director of Horizon Gold Limited and key management personnel of the Group, including their personally related parties, are set out below. There were no shares granted during the reporting period as remuneration.

2018		Balance at the start of the year	Received during the year on the exercise of options	Other changes during the year	Balance at end of the year
Ordinary shares					
Directors					
	P J Harold	50,000	-	-	50,000
	P J Venn	-	-	-	-
	P W Bennett	100,000	-	-	100,000
		150,000	-	-	150,000

Note:

- (a) Peter Harold is an employee and shareholder of Panoramic. As at 30 June 2018, Panoramic held a 51% interest in the Company comprising 39,030,617 ordinary shares

There were no loans to directors or other key management personnel at any time during the year ended 30 June 2018. There were no transactions involving key management personnel other than compensation and transaction concerning shares in Horizon as discussed in the remuneration report.