

XTD Limited

ACN 147 799 951

CORPORATE GOVERNANCE & POLICIES MANUAL

(REVISED VERSION ADOPTED 31 DECEMBER 2019)

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PREAMBLE

In fulfilling its obligations and responsibilities to its various stakeholders, the board (**Board**) of directors of the Company advocates the adoption of and adherence to a framework of rules, relationships, systems and processes within and by which authority is exercised and controlled within the corporation – this is what is meant in this manual when reference is made to corporate governance. This manual outlines the Company's principal corporate governance procedures. The Board supports a system of corporate governance to ensure that the management of the Company is conducted in a manner which is directed at achieving the Company's objectives in a proper and ethical manner.

The **ASX's** (then known as the Australian Stock Exchange and now known as the Australian Securities Exchange) Corporate Governance Council published its Corporate Governance Principles and Recommendations in March 2003. In August 2007 it published its first revision to (2nd Edition of) the Corporate Governance Principles and Recommendations. That document, at the time of this manual being reviewed was available on the ASX website: <http://www.asx.com.au>

Commencing at page 2 of this manual is a summary of the (eight) revised corporate governance principles and recommendations (herein being referred to as the **ASX Recommendations**).

Except to the extent indicated herein (see "If not, why not?" report in the pro forma Corporate Governance Statement appended hereto), the Company has resolved that for so long as it is admitted to the official lists of the ASX it shall abide by the ASX Recommendations.

Due to the exigencies and vagaries of commercial life and changing circumstances, there will, no doubt, be occasions when, especially because of the size of the Company and the composition of its Board, that it can be expected to depart from the policies and charters which it has adopted. These policies have been adopted on the basis that, in the circumstances of the Company, they reflect what is considered to reflect a reasonable aspiration. It is not expected that these guidelines will be slavishly adhered to. Their object is to focus attention upon the issues they address and provoke thought about and awareness of those issues and the pitfalls that one could otherwise fall into inadvertently. The important thing is to develop a culture conducive only to good and appropriate conduct and practices.

Honesty and integrity must be the overriding and guiding principle in all things-substance must prevail over form and lip service. Adhering to the following policies is a condition of each contract of employment or service.

The Board encourages all key management personnel, other employees, contractors and other stakeholders to monitor compliance with this Corporate Governance manual and periodically, by liaising with the Board, management and staff; especially in relation to observable departures from the intent of hereof and with and any ideas or suggestions for improvement. Suggestions for improvements or amendments to this Corporate Governance manual can be made at any time by providing a written note to the chairman.

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

1. LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Companies should establish and disclose the respective roles and responsibilities of board and management.

Recommendations

1.1. Companies should disclose:

1.1.1. The respective roles and responsibilities of its board and management; and

1.1.2. Those matters expressly reserved to the board and those delegated to management.

1.2. A listed entity should:

1.2.1. Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and

1.2.2. 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.

1.3. A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

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.

1.5. A listed entity should:

1.5.1. 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;

1.5.2. Disclose that policy or a summary of it; and

1.5.3. 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:

1.5.3.1 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

1.5.3.2 If the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

Equality Indicators", as defined in and published under that Act.

1.6. A listed entity should:

1.6.1. Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and

1.6.2. Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

1.7. A listed entity should:

1.7.1. Have and disclose a process for periodically evaluating the performance of its senior executives; and

1.7.2. Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

2. STRUCTURE THE BOARD TO ADD VALUE

Companies should have a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties.

Recommendations

2.1. The board of a listed entity should:

2.1.1. Have a nomination committee which:

2.1.1.1 Has at least three members, a majority of whom are independent directors; and

2.1.1.2 Is chaired by an independent director; and disclose

2.1.1.3 The charter of the committee;

2.1.1.4 the members of that committee; and

2.1.1.5 as at the end of each reporting period, the number of times the committee met through the period and the individual attendances of the members at those meetings; or

2.1.2. If it does not have a nomination committee, disclose that fact and the process 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.

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- 2.2. 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.
- 2.3. A listed entity should disclose:
- 2.3.1. The names of the directors considered by the board to be independent directors;
 - 2.3.2. 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 that director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and
 - 2.3.3. The length of service of each director.
- 2.4. A majority of the board of a listed entity should be independent directors.
- 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.
- 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.

3. PROMOTE ETHICAL AND RESPONSIBLE DECISION-MAKING

Companies should actively promote ethical and responsible decision-making.

Recommendations

- 3.1. A listed entity should:
- 3.1.1. Have a Code of Conduct for its directors, senior executives and employees; and
 - 3.1.2. Disclose that code or a summary of it.

4. SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

Companies should have a structure to independently verify and safeguard the integrity of their financial reporting.

Recommendations

- 4.1. The board of a listed entity should:
- 4.1.1. Have an audit committee which:

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

- 4.1.1.1 Has at least 3 members, all of whom are non-executive directors and a majority of whom are independent directors; and
 - 4.1.1.2 Is chaired by an independent director, who is not the chair of the board, and disclose
 - 4.1.1.3 The character of the committee;
 - 4.1.1.4 the relevant qualifications and experience of the members of the committee; and
 - 4.1.1.5 in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- 4.1.2. if it does not have an audit committee, disclose the fact that 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.
- 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.

5. MAKE TIMELY AND BALANCED DISCLOSURE

Companies should promote timely and balanced disclosure of all material matters concerning the Company.

Recommendations

- 5.1. A listed entity should:
- 5.1.1. Have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and
 - 5.1.2. Disclose that policy, or a summary of it.

ASX'S EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

6. RESPECT THE RIGHTS OF SHAREHOLDERS

Companies should respect the rights of shareholders and facilitate the effective exercise of those rights.

Recommendations

- 6.1. A listed entity should provide information about itself and its governance to its investors via its website.
- 6.2. A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.
- 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.
- 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.

7. RECOGNISE AND MANAGE RISK

Companies should establish a sound system of risk oversight and management and internal control.

Recommendations

- 7.1. The board of a listed entity should:
 - 7.1.1. Have a committee or committees to oversee risk, each of which:
 - 7.1.1.1 Has at least 3 members, a majority of whom are independent directors; and
 - 7.1.1.2 Is chaired by an independent director, and disclose
 - 7.1.1.3 the charter of the committee;
 - 7.1.1.4 The members of the committee; and
 - 7.1.1.5 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
 - 7.1.2. 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.
- 7.2. The board or a committee of the board should:
 - 7.2.1. Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and

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- 7.2.2. Disclose, in relation to each reporting period, whether such a review has taken place.
- 7.3. A listed entity should disclose:
 - 7.3.1. If it has an internal audit function, how the function is structured and what role it performs; or
 - 7.3.2. 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.
- 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.

8. REMUNERATE FAIRLY AND RESPONSIBLY

Companies should ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to performance is clear.

Recommendations

- 8.1. The board of a listed entity should:
 - 8.1.1. Have a Remuneration Committee which:
 - 8.1.1.1 Has at least three members, a majority of whom are independent directors; and
 - 8.1.1.2 Is chaired by an independent director, and disclose
 - 8.1.1.3 The charter of the committee;
 - 8.1.1.4 The members of the committee; and
 - 8.1.1.5 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 of those meetings; or
 - 8.1.2. 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.
- 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.
- 8.3. A listed entity which has an equity-based remuneration scheme should:

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- 8.3.1. 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
 - 8.3.2. Disclose that policy or a summary of it.
-

LIST OF ADOPTED CHARTERS & POLICIES

The Company has adopted the following Charters, Policies and Rules which have been or are to be placed on its website:

1. Board charter
2. Audit policy
3. Remuneration policy
4. Nomination policy
5. Code of conduct
6. Securities trading policy
7. Securities trading rules
8. Risk management policy
9. Investment risks
10. Shareholder communication policy
11. Continuous disclosure policy
12. OH&S policy
13. Corporate Environmental and Social Responsibility policy
14. Diversity policy
15. Whistleblower policy

These charters, policies and rules are to be reviewed annually to audit compliance therewith and to identify changes required.

The Company Secretary is to maintain (and submit the same to the Board for adoption) compliance checklists to assist instil the culture contemplated by and compliance with this manual.

BOARD CHARTER

1. ROLE OF THE BOARD

The Board's key objectives are to:

- 1.1. create an environment for employees, other contributors and stakeholders which engenders trust, confidence, faith, loyalty and dedication to the interests and affairs of the Company;
- 1.2. increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders; and
- 1.3. ensure the Company is properly managed and operated with integrity.

2. RESPONSIBILITY OF THE BOARD

The Board is collectively responsible for promoting the success of the Company by:

- 2.1. supervising the Company's framework of control and accountability systems to enable risk to be assessed and managed, including addressing the matters enumerated in paragraph 2.2 following;
- 2.2. ensuring the Company is properly managed, for example by:
 - 2.2.1. appointing and, where appropriate, removing the managing director, chair, CEO and other senior executives of the Company and the Company Secretary;
 - 2.2.2. providing leadership and setting of corporate strategy and performance objectives;
 - 2.2.3. reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct, and legal compliance; and
 - 2.2.4. monitoring senior management's performance and implementation of strategy, ensuring appropriate resources are available and its performance objectives;
- 2.3. approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
- 2.4. approving the annual budget;
- 2.5. monitoring the financial performance of the Company and overseeing the integrity of the company's accounting and corporate reporting systems, including the external audit;
- 2.6. providing overall corporate governance of the Company, including conducting regular reviews of the balance of responsibilities within the Company to ensure division of functions remain appropriate to the needs of the Company;
- 2.7. appointing the external auditor (where applicable, based on recommendations of the Audit Committee) and the appointment of a new external auditor when

BOARD CHARTER

any vacancy arises, provided that any appointment made by the Board must be ratified by shareholders at the next annual general meeting of the Company;

- 2.8. liaising with the Company's external auditors and Audit Committee (where there is a separate Audit Committee); and
- 2.9. monitoring and ensuring compliance with all of the Company's legal obligations, in particular those obligations relating to the environment, social responsibility, cultural heritage and occupational health and safety.

The Board must convene regular meetings with such frequency as is sufficient to discharge appropriately its responsibilities. The Board is to meet at regular intervals and at least once every three months.

The Board may not delegate its overall responsibility for the matters listed above however, it may delegate related day-to-day activities provided those matters do not exceed the Materiality Threshold as defined herein.

3. COMPOSITION OF THE BOARD

Independent Directors

- 3.1. The Board considers that a director is independent if that director is not involved in the day to day management of the Company and has no relationship that could compromise or materially affect that director's independent judgment. All the circumstances must be considered to assess whether the director can reasonably be considered to be free of any relationship that could materially interfere with his independent exercise of judgement and ability to act in an entirely disinterested manner in all things.
- 3.2. The following questions need to be addressed when assessing a director's independence, namely:
 - 3.2.1. does the director have or propose to have any business dealings with the Company;
 - 3.2.2. has the director been in an executive capacity in the Company in the last 3 years;
 - 3.2.3. has the director been involved with the company in an advisory capacity within the last 3 years;
 - 3.2.4. has the director been a significant customer or supplier for the Company;
 - 3.2.5. has the director been appointed through a special relationship with a Board member, ie. having a close family tie with another person who would not be considered independent;
 - 3.2.6. does the director owe allegiance to a particular group of shareholders which gives rise to a potential conflict of interest;
 - 3.2.7. does the director hold conflicting cross directorships; and

BOARD CHARTER

- 3.2.8. does the director have a substantial shareholding or is he a nominee of a substantial shareholder (as defined under section 9 of the Corporations Act); and
- 3.2.9. has the person been a director of the entity for such a period that his or her independence may have been compromised.

It is a priority of the Board to achieve an appropriate balance between independent and non-independent representation on the Board. In making this determination, the Board takes into account the required skills and experience required, in the context of the Company's operations and activities from time to time. In determining whether or not the directors are independent, the Board applies the criteria as set out in the ASX's Recommendations.

Where the chair is not an independent director, the Company will appoint a lead independent director if it is practicable to do so. The lead independent director will take over the role of the chair when the chair is unable to act in that capacity as a result of his or her lack of independence.

The independent directors, along with all directors, are responsible for reviewing and challenging executive performance. They are also responsible for contributing to the development of strategy.

Executive Directors

- 3.3. The Board considers that a director is an executive if that director is involved in the day to day management of the Company.

4. RESPONSIBILITY OF INDIVIDUAL DIRECTORS AND THE COMPANY SECRETARY

4.1. The Chair

The chair is responsible for leadership of the Board, for the efficient organisation and conduct of the Board's function and for the briefing of all directors in relation to issues arising at Board meetings. The chair is also responsible for monitoring shareholder communication, continuous disclosure compliance and Board performance.

4.2. The Managing Director

The managing director is responsible for running the affairs of the Company under delegated authority from the Board and to implement the policies and strategy set by the Board. In carrying out those responsibilities, the managing director must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.

The managing director is responsible for ensuring that the Board is provided with at least the following information, namely, all material information on operations, budgets, cash flows, funding requirements, shareholder movements, broker activity in the Company's securities, assets and liabilities,

BOARD CHARTER

disposals, financial accounts, external audits, internal controls, risk assessment, new venture proposals, and health, safety and environmental reports.

4.3. The Company Secretary

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. Each director should be able to communicate directly with the company secretary and vice versa.

5. OTHER DIRECTORSHIPS

5.1. Executive Directors

Executive directors are required to notify the Company of all directorships held on appointment and any changes thereto thereafter. In respect of listed companies they are permitted to hold only one non-executive director role. They shall not hold any other executive director roles. Without limitation to the foregoing, if executive directors intend to accept any directorships after their appointment as a director of the Company, they must first obtain the consent of the Board, such consent not to be unreasonably withheld.

5.2. Non-executive Directors

Non-executive directors are required to notify the Company of all directorships held on appointment and any changes thereto thereafter. A non-executive director must not hold the office of executive director of more than one other a listed company (and in such case may not hold any additional non-executive directorships of listed companies). A non-executive director must not hold the office of non-executive director of more than four other listed companies. Without limitation to the foregoing, if non-executive directors intend to accept any directorships after their appointment as a director of the Company, they must first obtain the consent of the Board, such consent not to be unreasonably withheld.

6. PROCESS FOR EVALUATING BOARD PERFORMANCE

The Board may undergo periodic formal assessment processes, including assessment of the Board's committees, where applicable. An independent, third party consultant may be used to facilitate the assessment.

The assessment process which may be used by the Board requires each director to complete a questionnaire relating to the role, composition, procedures, practices and behaviour of the Board and its members. Senior executives having most direct contact with the Board may also be invited to complete similar questionnaires. Responses to the questionnaires are confidential and provided direct to the consultant, with the results in aggregate then being communicated to the Chair of the Board.

The Board as a whole then hold a facilitated discussion during which each Board member has the opportunity to raise any matter, suggestion for improvement or criticism with the Board, as a whole.

BOARD CHARTER

The Chair of the Board may also meet individually with each Board member to discuss their performance.

The Board has access to the resources of the Company Secretary and also approves the appointment or removal of the Company Secretary on the advice of management. The Company Secretary is responsible for providing reference files and Board papers to each director, ensuring that management provides content in adequate detail. The Company Secretary is also responsible and accountable to the Board on all the Company's governance matters.

7. ACCESS TO INDEPENDENT ADVICE

- 7.1. Each director has the right, so long as he is acting reasonably in the interests of the Company and in the discharge of his duties as a director, to seek independent professional advice and recover the reasonable costs thereof from the Company.
- 7.2. The advice shall only be sought after consultation about the matter with the chairman (where it is reasonable that the chairman be consulted) or, if it is the chairman that wishes to seek the advice or it is unreasonable that he be consulted, another director (if that be reasonable).
- 7.3. The advice is to be made immediately available to all Board members other than to a director against whom privilege is claimed.

8. ROLE AND RESPONSIBILITY OF MANAGEMENT

The role of management is to support the managing director and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.

Management is responsible for reporting all matters which fall within the Materiality Threshold at first instance to the managing director or, if the matter concerns the managing director, then directly to the chair or the lead independent director, as appropriate.

9. MATERIALITY THRESHOLD

The Board has agreed on the following guidelines for assessing the materiality of matters:

9.1. Materiality – Quantitative

Balance sheet items

Balance sheet items are material if they have a value of more than 5% of pro-forma net assets.

Profit and loss items

Profit and loss items are material if they will have an impact on the current year operating result of 10% or more.

9.2. Materiality – Qualitative

BOARD CHARTER

Items are also material if:

- 9.2.1. they are of a character that enlivens the obligation to disclose under either ASX Listing Rule 3.1 or the continuous disclosure obligations arising in terms of the Corporations Act;
- 9.2.2. they impact on the reputation of the Company;
- 9.2.3. they involve a breach of legislation;
- 9.2.4. they are outside the ordinary course of business;
- 9.2.5. they could affect the Company's rights to its assets;
- 9.2.6. if accumulated they would trigger the quantitative tests;
- 9.2.7. they involve a contingent liability that would have a probable effect of 5% or more on balance sheet or profit and loss items; or
- 9.2.8. they will have an effect on operations which is likely to result in an increase or decrease in net income or dividend distribution of more than 10%.

9.3. Material Contracts

Contracts will be considered material if:

- 9.3.1. they are outside the ordinary course of business;
- 9.3.2. they contain exceptionally onerous provisions in the opinion of the Board;
- 9.3.3. they impact on income or distribution in excess of the quantitative tests;
- 9.3.4. there is a likelihood that either party will default, and the default may trigger any of the quantitative tests;
- 9.3.5. they are essential to the activities of the Company and cannot be replaced, or cannot be replaced without an increase in cost of such a quantum, triggering any of the quantitative tests;
- 9.3.6. they contain or trigger change of control provisions;
- 9.3.7. they are between or for the benefit of related parties; or
- 9.3.8. they otherwise trigger the quantitative tests.

Any matter which falls within the above guidelines is a matter which triggers the materiality threshold (**Materiality Threshold**).

AUDIT POLICY

1. SUBMISSION TO AUDIT

As part of the Company's commitment to safeguarding integrity in financial reporting, the Company's accounts are subject to annual audit by an independent professional auditor, who also reviews the half-yearly accounts.

The auditor will attend and be available to answer questions at the Company's annual general meetings.

2. AUDITOR INDEPENDENCE

The Company will monitor the independence and competence of its external auditors. Details of the amounts paid for both work and non-audit services will be set out in each annual report.

The Board requires that adequate handovers occur in the year prior to rotation of an audit partner, to ensure an efficient and effective audit under the new partner.

3. COMPOSITION OF THE AUDIT COMMITTEE

The Board (together with such other person(s) as it sees fit to appoint) shall comprise the Audit Committee.

4. ROLE OF THE AUDIT COMMITTEE

The role of the Audit Committee is to:

- 4.1. monitor the integrity of the financial statements of the Company, reviewing significant financial reporting judgments;
- 4.2. review the Company's internal financial control system and, unless expressly addressed by a separate risk committee or by the Board itself, risk management systems;
- 4.3. monitor and review the effectiveness of the Company's internal audit function (if any);
- 4.4. monitor and review the external audit function including matters concerning appointment and remuneration, independence and non-audit services;
- 4.5. perform such other functions as assigned by law, the Company's constitution, or the Board; and
- 4.6. review and make recommendations in relation to:
 - 4.6.1. appointment or removal of the auditor;
 - 4.6.2. rotation of the audit partner; and
 - 4.6.3. the scope and adequacy of the external audit, including the performance of the external auditor.

AUDIT POLICY

5. OPERATIONS OF COMMITTEE

The committee is to meet at least half yearly, with further meetings on an as required basis.

Minutes of all meetings of the committee are to be kept and a report made at each subsequent meeting of the Board.

Committee meetings will be governed by the same rules as set out in the Company's constitution as apply to the meetings of the Board.

Relevant members of management and the external auditor may be invited to attend meetings.

The committee shall, where practicable, meet with the external auditor without management present, as required.

6. COMMITTEE'S AUTHORITY AND RESOURCES

The Company is to provide the committee with sufficient resources to undertake its duties, including provision of educational information on accounting policies and other financial topics relevant to the Company, and such other relevant materials requested by the committee.

The committee will have the power to conduct or authorize investigations into any matters within the committee's scope of responsibilities. The committee will have the authority, as it deems necessary or appropriate, to retain independent legal, accounting or other advisors.

7. REPORTING TO THE SHAREHOLDERS

The chair of the audit committee is to be present at the annual general meeting to answer questions, through the chair of the Board.

REMUNERATION POLICY

1. REMUNERATION COMMITTEE

A Remuneration Committee is to be maintained comprising at least three persons, one of whom at least must be a director. The composition of the Remuneration Committee can vary to accommodate the requirement that a director must not sit on the committee to consider that director's remuneration.

The Remuneration Committee may seek input from senior executives on remuneration policies, but no senior executive should be directly involved in deciding their own remuneration.

2. ROLE

The function of the committee is to assist the Board in fulfilling its corporate governance responsibilities with respect to remuneration by reviewing and making appropriate recommendations on:

- 2.1. remuneration packages of senior executives (including directors);
- 2.2. employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed;
- 2.3. recruitment, retention and termination policies and procedures for senior executives; and
- 2.4. superannuation arrangements.

When reviewing remuneration packages of senior executives (including directors), the Committee shall include a comparative review of the packages by gender.

3. OPERATIONS

Minutes of all meetings of the committee are to be kept. Committee meetings will be governed by the same rules as set out in the Company's constitution, as they apply to meetings of the Board.

The full Board shall, when required, review the recommendations of the Committee.

4. SENIOR EXECUTIVE REMUNERATION AND INCENTIVES

The committee is to make decisions with respect to appropriate and competitive remuneration and incentive policies (including basis for paying and the quantum of any bonuses), for senior executives and others as considered appropriate to be singled out for special attention, which:

- 4.1. motivates them to contribute to the growth and success of the Company within an appropriate control framework; and
- 4.2. aligns the interests of key leadership with the interests of the Company's shareholders;

REMUNERATION POLICY

- 4.3. are paid within the any limits imposed by the Constitution as to the aggregate amount payable and make recommendations to the Board with respect to the need for increases to any such amount at the Company's annual general meeting; and
- 4.4. in the case of directors, only permits participation in equity-based remuneration schemes after appropriate disclosure to, due consideration by and with the approval of the Company's shareholders.

The committee is to make decisions which take into consideration the remuneration and incentive levels offered by gender.

The committee is to ensure that recommendations are made to the Board with respect to the above.

5. NON-EXECUTIVE DIRECTORS

The committee is to ensure that non-executive directors are not provided with retirement benefits other than statutory superannuation entitlements.

To the extent that the Company adopts a remuneration structure for its non-executive directors other than in the form of cash and superannuation, the committee shall document its reasons for the purpose of disclosure to stakeholders.

6. INCENTIVE PLANS AND BENEFITS PROGRAMS

The committee is to:

- 6.1. review and make recommendations concerning long-term incentive compensation plans, including the use of equity-based plans. Except as otherwise delegated by the Board, the committee will act on behalf of the Board to administer equity-based and employee benefit plans, and as such will discharge any responsibilities under those plans, including making and authorising grants, in accordance with the terms of those plans;
- 6.2. ensure that, where practicable, incentive plans are designed around appropriate and realistic performance targets that measure relative performance and provide remuneration when they are achieved; and
- 6.3. continually review and, if necessary, improve any existing benefit programs established for employees.

NOMINATION POLICY

1. NOMINATION COMMITTEE

The Nomination Committee shall comprise three members, and where possible, have a majority of independent directors.

2. ROLE

The function of the Nomination Committee is to identify and recommend candidates to fill vacancies and to determine the appropriateness of director nominees for election to the Board. The Board recognises the benefits arising from diversity and aims to promote an environment conducive to the appointment of well qualified Board candidates so that there is appropriate diversity to maximise the achievement of corporate goals.

3. OPERATIONS

The committee is to meet at least annually, with further meetings on an as required basis. Minutes of all meetings are to be kept.

4. RESPONSIBILITIES

The responsibilities of the Nomination Committee are:

- 4.1. to implement processes to assess the necessary and desirable competencies of Board members including, experience, expertise, skills and performance of the Board and its committees;
- 4.2. to provide new directors with an induction to the Company;
- 4.3. to provide all directors with access to ongoing education relevant to their position in the Company;
- 4.4. provide a succession plan for directors and managing director in order to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- 4.5. evaluate the performance of the managing director;
- 4.6. review time required for non-executive directors to perform their duties;
- 4.7. annually evaluate the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of shareholders;
- 4.8. before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors and record that review and recommendation in the minutes;
- 4.9. assist in identifying, interviewing and recruiting candidates for the Board including reviewing whether professional intermediaries should be used to identify candidates;

NOMINATION POLICY

- 4.10. annually review the composition of each committee and present recommendations for committee memberships to the Board as needed; and
- 4.11. undertake checks as to a nominated persons' character, experience, education, criminal record and bankruptcy history.

5. ELECTION/RE-ELECTION OF DIRECTORS

- 5.1. The Company will ensure the following information is provided to shareholders before it puts forward to security holders a new candidate for election as a director:
 - 5.1.1. Any material adverse information revealed by the checks the entity has performed about the director;
 - 5.1.2. Details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity and its security holders generally; and
 - 5.1.3. If the board considers that the candidate will, if elected, qualify as an independent director, a statement to that effect.
- 5.2. In the case of a candidate standing for re-election as a director:
 - 5.2.1. The term of office currently served by the director; and
 - 5.2.2. if the board considers the director to be an independent director, a statement to that effect; and
- 5.3. A statement by the board as to whether it supports the election or –re-election of the candidate.

CODE OF CONDUCT

1. PREAMBLE

This Code of Conduct sets out the principles and standards which the Board, management and employees of the Company are encouraged to strive to abide by when dealing with each other, shareholders and the broad community.

2. GENERALLY

Employees and management must assist the Board to fulfil its key objective.

Directors, management and staff shall comply with systems of control and accountability which the Company has in place with openness and integrity.

Each Board member, contractor to, and employee of the Company must keep each member of the Board fully informed of any significant internal issue relating to or affecting the Company – **this obligation is both mandatory and of the utmost importance.**

3. INTEGRITY AND HONESTY

Directors, management and staff shall deal with the Company's customers, suppliers, competitors and each other with the highest level of honesty, fairness and integrity and observe the rule and spirit of the legal and regulatory environment in which the Company operates.

4. RESPECT FOR THE LAW

The Company is to comply with all legislative and common law requirements which affect its business, in particular those in respect of continuous disclosure, occupational health and safety, the environment, social responsibility and cultural heritage. Any transgression from the applicable legal rules is to be reported to the managing director as soon as a person becomes aware of such a transgression.

5. CONFLICTS OF INTEREST

Directors, management and staff must not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company. Where a real or apparent conflict of interest arises, the matter should be brought to the attention of:

- 5.1. the chair in the case of a Board member;
- 5.2. the managing director in the case of a member of management; and
- 5.3. a supervisor in the case of an employee,

so that it may be considered and dealt with in an appropriate manner for all concerned.

CODE OF CONDUCT

6. PROTECTION OF ASSETS

Directors, management and staff must protect the assets of the Company to ensure availability for legitimate business purposes and ensure all corporate opportunities are enjoyed by the Company and that no property, information or position belonging to the Company or opportunity arising from these are used for personal gain or to compete with the Company.

7. CONFIDENTIAL INFORMATION

Directors, management and staff must respect confidentiality of all information of a confidential nature which is acquired in the course of the Company's business and not disclose or make improper use of such confidential information to any person unless specific authorisation is given for disclosure or disclosure is legally mandated.

8. EMPLOYMENT PRACTICES

The Company will employ the best available staff with skills required to carry out vacant positions.

The Company will endeavour to establish a safe work place and maintain proper occupational health and safety practices commensurate with the nature of the Company's business and activities.

9. RESPONSIBILITY TO THE COMMUNITY

The Company will recognise, consider and respect environmental issues which arise in relation to the Company's activities and comply with all applicable legal requirements.

10. RESPONSIBILITY TO THE INDIVIDUAL

The Company recognises and respects the rights of individuals and to the best of its ability will comply with the applicable legal rules regarding privacy, privileges and private and confidential information.

11. OBLIGATIONS RELATIVE TO FAIR TRADING AND DEALING

The Company will deal with others in a way that is fair and will not engage in deceptive practices.

12. COMPLIANCE WITH THE CODE OF CONDUCT

Any breach of compliance with this Code of Conduct is to be reported directly to the chair or, if the chair be the subject thereof, the managing director.

SECURITIES TRADING POLICY

1. PREAMBLE

This is the Company's policy and procedure regarding dealing in the Company's securities by directors, officers, employees¹ and contractors. It prohibits dealing in the Company's securities by persons who possess inside information. It also provides that any share transaction undertaken by directors must be notified to the Company Secretary within 3 days of such transaction.

2. POLICY

Directors, officers, employees and contractors who wish to trade in Company securities must first have regard to the statutory provisions of the Corporations Act dealing with insider trading.

Insider trading is the practice of dealing in a company's securities (e.g. shares or options) by a person with some connection with a company (e.g. an employee) in possession of information that is generally not available to the public but which may be relevant to the value of the Company's securities. It may also include the passing on of this information to another. Insider trading is an offence which carries severe penalties, including imprisonment.

3. COMPANY SECURITIES LISTED ON ASX

In summary, directors, officers employees and contractors of the Company must not, whether in their own capacity or as an agent for another, subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, any securities (i.e. shares or options) in the Company, or procure another person to do so:

- 3.1. if that director, officer or employee possesses information that a reasonable person would expect to have a material effect on the price or value of the securities if the information was generally available;
- 3.2. if the director, officer or employee knows or ought reasonably to know, that:
 - 3.2.1. the information is not generally available; and
 - 3.2.2. if it were generally available, it might have a material effect on the price or value of the securities in the Company.

Any share transaction undertaken by Directors must be notified to the Company Secretary within 3 days of such transaction, for release to the ASX.

Further, directors, officers, employees and contractors must not either directly or indirectly pass on this kind of information to another person if they know, or ought reasonably to know, that this other person is likely to deal in the securities of the Company or procure another person to do so.

¹ In this policy, references to "directors, officers and employees" extends to a reference to their respective parents, children, spouses (including de facto) and entities that are controlled by any of them.

SECURITIES TRADING RULES

1. INTRODUCTION

These rules outline:

- 1.1. when key management personnel, employees and contractors to the Company may deal in Company Securities or in listed securities of another entity (because they may obtain inside information about another entity's securities while performing their duties for the Company); and
- 1.2. procedures to reduce the risk of insider trading;
- 1.3. address some allied matters, including margin borrowing (and like facilities).

2. DEFINED TERMS

In these rules:

- 2.1. **ASX Business Day** has the same meaning as the term 'business day' as defined in the ASX Listing Rules;
- 2.2. **Company Securities** includes shares in the Company, options over those shares and any other financial products of the Company traded on ASX;
- 2.3. **Designated Officer** means a director or person engaged in the management of the Company, whether as an employee or consultant.
- 2.4. **Disclosure Officer** means the person appointed to act as Disclosure Officer under the Company's Continuous Disclosure Policy and in the absence of such appointment the Company Secretary shall fill that role.

3. INSIDER TRADING

- 3.1. If a person has information about securities and the person knows, or ought reasonably to know, that the information is inside information, it is likely to be illegal for the person to:
 - 3.1.1. deal in the securities;
 - 3.1.2. procure another person to deal in the securities; or
 - 3.1.3. give the information to another person who the person knows, or ought reasonably to know, is likely to:
 - 3.1.3.1 deal in the securities; or
 - 3.1.3.2 procure someone else to deal in the securities.
- 3.2. Insider trading is a criminal offence. It is punishable by substantial fines or imprisonment or both. A company may also be liable if an employee or director engages in insider trading.

SECURITIES TRADING RULES

3.3. Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading.

4. WHAT IS INSIDE INFORMATION?

4.1. Inside information is information that:

4.1.1. is not generally available; and

4.1.2. if it were generally available, would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the relevant securities.

4.2. Information is generally available if it:

4.2.1. is readily observable;

4.2.2. has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type and a reasonable period for that information to be disseminated has elapsed since it was made known; or

4.2.3. consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs 4.2.1 or 4.2.2.

5. WHAT IS DEALING IN SECURITIES?

5.1. Dealing in securities includes:

5.1.1. applying for, acquiring or disposing of, securities;

5.1.2. entering into an agreement to apply for, acquire or dispose of, securities; and

5.1.3. granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.

5.2. A decision to join, or subscribe for shares under, any dividend reinvestment plan is not dealing in Company Securities.

6. WHEN A DESIGNATED OFFICER MAY DEAL

6.1. Subject to paragraph 7, a Designated Officer may only deal in Company Securities if he or she:

6.1.1. does not have information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities; and

6.1.2. has complied with paragraph 10.

7. WHEN A DESIGNATED OFFICER MAY NOT DEAL – CLOSED PERIODS

7.1. A Designated Officer may not deal or procure another person to deal in Company Securities if:

SECURITIES TRADING RULES

- 7.1.1. he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities; or
- 7.1.2. the Disclosure Officer has issued an instruction prohibiting dealing in Company Securities by a Designated Officer; or
- 7.1.3. it is the day on which, the Company has made or is expected to make an announcement to the ASX; or
- 7.1.4. he or she has not complied with paragraph 10.

8. WHEN EMPLOYEES MAY DEAL

An employee (who is not a Designated Officer) may deal in Company Securities or the listed securities of another entity if he or she does not have information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or those securities of the other entity.

9. WHEN EMPLOYEES MAY NOT DEAL – CLOSED PERIODS

- 9.1. An employee (who is not a Designated Officer) may not deal or procure another person to deal in Company Securities or the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or those securities of the other entity.
- 9.2. An employee (who is not a Designated Officer) may not deal or procure another person to deal in Company Securities if it is the day on which the Company has made or is expected to make an announcement to the ASX.

10. CLEARANCE FROM THE DISCLOSURE OFFICER

- 10.1. Before dealing in Company Securities, a Designated Officer must first inform the Disclosure Officer and obtain clearance from the Disclosure Officer and at least one director of the Company (other than the Disclosure Officer).
- 10.2. The Disclosure Officer may not give clearance if:
 - 10.2.1. there is a matter about which there is inside information in relation to Company Securities (whether or not the Designated Officer knows about the matter) when the Designated Officer requests clearance or proposes to deal in Company Securities; and
 - 10.2.2. the Disclosure Officer has any other reason to believe that the proposed dealing will breach this policy.
- 10.3. The Disclosure Officer must keep a written record of:
 - 10.3.1. any information received from a Designated Officer in connection with this policy; and
 - 10.3.2. any clearance given under this policy.

SECURITIES TRADING RULES

Where a Designated Officer is also the Disclosure Officer, that Designated Officer may not act for self as Disclosure Officer for the purpose of this rule but rather must confer with another Designated Officer who shall perform the function of the Disclosure Officer for first mentioned Designated Officer.

11. DEALINGS BY ASSOCIATED PERSONS AND INVESTMENT MANAGERS

11.1. If a Designated Officer may not deal in the Company Securities, he or she must prohibit any dealing in the Company Securities by:

11.1.1. any associated person (including, without limitation, family or nominee companies and family trusts); or

11.1.2. any investment manager on their behalf or on behalf of any associated person.

11.2. For the purposes of paragraph 11.1, a Designated Officer must:

11.2.1. inform any investment manager or associated person of the periods during which the Designated Officer may and may not deal in Company Securities; and

11.2.2. request any investment manager or associated person to inform the Designated Officer immediately after they have dealt in Company Securities.

11.3. A Designated Officer does not have to comply with paragraphs 11.1 and 11.2 to the extent that to do so would breach obligations of confidence to the Company.

12. COMMUNICATING INSIDE INFORMATION

12.1. If an employee (including, without limitation, a Designated Officer) has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the listed securities of another entity, the employee must not directly or indirectly communicate that information to another person if he or she knows, or ought reasonably to know, that the other person would or would be likely to:

12.1.1. deal in Company Securities or those securities of the other entity; or

12.1.2. procure another person to deal in Company Securities or the securities of the other entity.

12.2. An employee must not inform colleagues about inside information or its details except (and the employee must immediately) inform a Designated Officer or the Disclosure Officer of the same unless the employee knows that such information is already in the possession of a Designated Officer or the Disclosure Officer.

13. PROHIBITION OF CREDIT

13.1. Broker credit (beyond T+3), margin lending or leveraged equity providers (by whatever name and under whatever guise) must not be used without the fully informed consent of the Board.

SECURITIES TRADING RULES

- 13.2. The Designated Officer or employee must inform the Disclosure Officer of all details concerning any broker credit, margin lending or leveraged equity arrangements in place in respect of any dealings (including, without limitation, prospective dealings) in Company Securities.

14. PASSIVE TRADING IN COMPANY SECURITIES

- 14.1. Employees may participate during closed periods in the passive acquisition of Company Securities in plans approved by the Company's Board, such as dividend reinvestment plans, share purchase plans and rights issues, with the proviso that an election to participate, once given, cannot be revoked during a closed period.
- 14.2. The exercise of options is permitted during a closed period in accordance with the terms and conditions of those options, however, the Securities issued in respect of such options or share purchase plan are subject to these Rules and employees may not deal in these Securities during a closed period, including the closed period in which the Securities have been acquired.

15. EXCEPTIONAL CIRCUMSTANCES WHEN TRADING MAY TAKE PLACE

In exceptional circumstances where, as a result of demonstrable severe financial hardship, an employee is obliged to dispose of Company Securities, subject to that employee demonstrating to the Disclosure Officer and the Board that financial hardship (such as the threat of foreclosure on the residence in respect of a person or mortgage, a judgement in respect of a debt being obtained by a creditor, or a court order in a family law matter) the Disclosure Officer and the Board may give written approval to proceed to sell an agreed number of Company Securities within a specified time frame. A limited period in which to trade should be granted, say 5 business days, and the closing date during which Securities can be traded should be notified to the individual and the Company Secretary.

16. BREACH OF POLICY

- 16.1. A breach of this policy by an employee or a contractor can be expected to:
- 16.1.1. lead to disciplinary action, generally in the form of dismissal or termination of the relationship at first lawful instance;
 - 16.1.2. be reported to the authorities for investigation if the circumstances warrant, in the view of the Company.

17. DISTRIBUTION OF POLICY

- 17.1. This policy must be distributed to all affected parties or their attention must be drawn to it e.g. by emailing them a link to this policy or including the same in their contract of employment.

18. ASSISTANCE AND ADDITIONAL INFORMATION

Employees who are unsure about any information they may have in their possession, and whether they can use that information for dealing in securities, must contact the Disclosure Officer.

RISK MANAGEMENT POLICY

1. PREAMBLE

- 1.1. The identification and effective management of risk, including calculated risk-taking is an essential part of the Company's approach to creating long-term shareholder value.
- 1.2. The following is the Company's framework for:
 - 1.2.1. risk management; and
 - 1.2.2. internal compliance and control systems.

It covers the organisational, financial and operational aspects of the Company's affairs. Each Designated Officer is responsible for monitoring the managing director in the discharge of his responsibility to ensure the maintenance of, and compliance with, appropriate systems and raising any concerns in that regard with the Chairman.

2. RISK FACTORS

A schedule of risk factors that the Board considers to be particularly relevant appears at the end, and comprises a part, of this Policy.

3. GENERAL APPROACH

All key management personnel are responsible for using a commonsense approach to foreshadowing and identifying risks and promptly alerting the Board to the same.

4. DESIGN OF RISK MANAGEMENT SYSTEMS

The Board requires management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively.

The managing director is responsible for designing, implementing and reporting on the adequacy of the company's risk management and internal control system. Management reports to the Audit and Risk Committee on the Company's key risks and the extent to which he believes these risks are being managed. This is to be performed on a six monthly basis or more frequently as required by the Board or any relevant committee.

5. ASSURANCE

- 5.1. The Board will disclose that it has received assurance from the chief executive officer (or equivalent) and/or the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act 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.
- 5.2. The managing director is responsible for ensuring that the Board is satisfied (at least annually) that:

RISK MANAGEMENT POLICY

- 5.2.1. management has developed and implemented a sound system of risk management and internal control. Detailed work on this task is delegated and the managing director shall seek approval as to the identity of the delegates;
- 5.2.2. strategic and operational risks have been reviewed in all operational spheres as part of the annual strategic planning, business planning, forecasting and budgeting process.
- 5.3. Detailed internal control questionnaires are to be completed by the managing director in relation to financial and other reporting on a six monthly basis and provided to the Board to achieve compliance with section 295A of the Corporations Act. Due to its nature, an internal control assurance given for the purpose of section 295A can only be reasonable rather than absolute. This is due to such factors as the need for judgement, the use of testing on a sample basis, the inherent limitations in internal control and because much of the evidence available is persuasive rather than conclusive and therefore is not and cannot be designed to detect all weaknesses in control procedures.

6. FINANCIAL

The Company's financial situation is not complex. It relies on equity funds for exploration and administration purposes.

Quarterly cash flow reports and management accounts will be prepared and circulated to the Directors for review and consideration.

The Board must approve all material project expenditure.

The Company must maintain appropriate insurance cover. This includes cover in respect of workers' compensation, public liability, motor vehicles and property insurance. The Company may maintain travel insurance for the benefit of the traveller/traveller's next of kin.

The Company may obtain cover for Directors' and officers' liability, to the extent permitted by the Corporations Act.

The managing director must ensure that the Company implements appropriate procedures to back-up its financial and other electronic data and that the Company's physical records are held adequately safeguarded.

INVESTMENT RISKS

1. PREAMBLE

This is the schedule of risk factors referred to in the Risk Management Policy.

It is divided into two sections: specific risks and general risks. Together they outline the principal risks involved in investing in the Company but they are not, by any means, exhaustive.

2. SPECIFIC RISKS

2.1. Reliance on Key Personnel

The Company's success could be influenced by the core competencies of its directors and management, their familiarisation with, and ability to operate in, the metals and mining industry and the Company's projects. The Company relies heavily upon the services of Mr Clark and Mr Russell-Croucher.

The loss (or restricted access to availability) of either of Mr Clark and Mr Russell-Croucher, or other key persons or consultants, could have a materially adverse affect on the Company.

2.2. Conflicts

Where companies have common boards of directors (or even some directors in common) conflicts of interest can easily arise between such companies. This is especially important where the Company is in joint venture (or other contractual relationship) with such other companies. Reference should be made to the Company's most recent Annual Report together with subsequent dated ASX disclosure for details of such contracts.

2.3. Expenditure Commitments

Reference should be made to the Company's most recent Annual Report together with subsequent dated ASX disclosure for details of expenditure commitments (both statutory and contractual). Such commitments may not be met for many reasons (including: results not justifying the same within the relevant time constraint (or at all); and the prevailing market conditions) with the consequence that the Company's assets may be jeopardised.

2.4. Tenement Interests & Access

Where the Company's interest in tenements is contractual only (eg a joint venture), there is a risk that one or more of the Company's co joint venturers may be unwilling or unable to comply with the terms of a joint venture agreement. If this occurs, the Company may not be able to recover adequate damages or other amounts, which may have a material effect on the value of the Company and its shares.

INVESTMENT RISKS

The transfer of an interest in some tenements to the Company will often require consent under relevant legislation and there can be no guarantee that the necessary consent will be forthcoming.

Tenement holdings are continually evaluated (especially) following receipt of exploration results. It is to be expected that the Company will cease to maintain an interest in some or all of tenements in whole or in part from time to time.

2.5. Valuation of tenements & shares

The Company's policy regarding the value at which it reflects its tenements holdings in its balance sheet does not rely on an independent valuation of the same and it is not the practice of the Company to commission a valuation of any tenement in which it has or is earning an interest and no representation is made in that regard.

The Company does not provide a valuation of its shares (or other securities) and no representation is made in that regard.

Investors and their advisers should invest only on the basis that tenements have an unknown value and must make their own assessment as to the value of shares in the Company.

2.6. Exemption Applications

As part of normal operational practice, a number of applications for exemption from compliance with the minimum expenditure conditions prescribed by law in respect of some of tenements may be made from time to time. No assurance is given that any or all of these applications will be granted or, failing such grant, that tenements will not be forfeited for want of compliance with such expenditure conditions or, alternatively, that the holder will not be fined in lieu.

2.7. Exploration

Exploration, by its very nature, is an inherently risky business. This is especially so of grass root exploration tenements which have had little or no on-ground prospecting or exploration activity undertaken on them. They are generally acquired on the basis of a hypothesis involving conceptual interpretation, often of remote sensing geophysical data or first pass geochemical surveys. The probability of a significant discovery being made is statistically low. Even where mineralisation has been identified, the probability of demonstrating an economic deposit is statistically remote. The potential rewards reflect these very high risks.

Ultimate success potentially depends on many factors including the establishment of an efficient exploratory operation, obtaining necessary access agreements, government, statutory and other approvals and discovery and delineation of economically recoverable mineral resources. The exploration activities of the Company may be affected by a number of factors including, but not limited to, obstruction to ground access, objections to the grant of tenements, geological conditions, seasonal

INVESTMENT RISKS

weather patterns, technical difficulties and failures, availability of the necessary technical equipment and appropriately skilled and experienced technicians, adverse changes in government policy or legislation and access to the required level of funding.

There can be no assurances that the Company's current or future exploration activities will result in the discovery of mineral resources. Even if a mineral resource is identified, there can be no guarantee that it can be exploited.

On-ground access to tenements frequently requires agreement with Aboriginals and freehold landowners. There can be no guarantee that agreements will be obtained.

3. GENERAL RISKS

3.1. Introduction

This section expands upon the above risks. Nevertheless, these two sections do not exhaustively list the risks that may have a material effect on the financial position and performance of the Company and the value of its securities, the Company's exploration, (and any future) development and mining activities, or ability to fund those activities.

An investment in the Company is speculative due to the nature of the Company's business. The Board recommends that potential shareholders consider the risks described below and information contained elsewhere in this manual, as well as consult with their professional advisors, before deciding whether or not to invest in the Company.

The value of any investment can go down as well as up and shareholders may lose their entire investment in the Company.

No representation is or can be made as to the future performance of the Company and there is no assurance that the Company will realise its aims.

3.2. General, Economic and Political Conditions

The value of the Company's securities is likely to fluctuate depending on various factors including, but not limited to: (a) inflation, (b) interest rates, (c) domestic and international economic growth, (d) changes to taxation legislation, interpretation and policies, (e) legislative change, (f) political stability, (g) disasters, (h) industrial disputes, (i) social unrest, (j) war on a local or global scale, (k) mining industry conditions, (l) stock market conditions in Australia and elsewhere, (m) changes in investor sentiment towards particular market sectors, (n) acts of God, and (o) acts of terrorism.

3.3. Cultural Heritage

The Company intends to be active in a number of jurisdictions throughout the world and is sensitive to the impact of the Company's activities on cultural heritage as well as the need to be aware of the legislative regime

INVESTMENT RISKS

in each jurisdiction dealing specifically with the rights of indigenous peoples, cultural heritage and indigenous land rights.

3.4. Tenements and Government Imposts

Tenements are subject to legislative and regulatory requirements with respect to the processes for application, grant, conversion and renewal. Tenements are also subject to the payment of annual rent and the meeting of minimum annual expenditure or work commitments. There is no guarantee that any applications, conversions or renewals will be granted. Any inability of the Company to meet rent and expenditure requirements may adversely affect the standing of its tenements.

3.5. Commodity and Currency Price Volatility

Commodity prices inherently fluctuate and are affected by numerous factors beyond the control of the Company, including global and regional demand for, and supply of, a particular commodity, forward selling by producers and the level of production costs in major commodity-producing regions. Commodity prices are also affected by macroeconomic factors such as expectations regarding inflation and interest rates. Commodities are principally sold throughout the world in US dollars.

As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian and US dollars, and/or adverse movements in commodity prices could have a materially adverse affect on the Company's financial position and performance. The Company may undertake measures deemed necessary by the Board to mitigate such risks.

3.6. Development and Mining

Possible future development of a mining operation at any of the Company's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineral resources, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

In the event that the Company commences production:

- its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions and other accidents;

INVESTMENT RISKS

- assumptions in the mining models may prove to be wrong including because of changes in economic circumstances or fluctuations in the unitary parameters referred to above;
- accordingly, for these and other reasons, no assurances can be given that the Company will achieve commercial viability through the development and/or mining of its projects.

3.7. Environment

The Company's projects are subject to the laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all exploration and mining projects, the Company's projects are expected to have a variety of environmental impacts. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws and regulations.

3.8. Shortage of Capital

The Company will require capital to fund its activities including potentially exploration, the undertaking of feasibility studies, developing mining operations, meeting its future obligations and/or acquiring new projects. The Company's ability to raise further capital, either equity or debt, within an acceptable time, of sufficient quantum and on terms acceptable to the Company will vary according to a number of factors, including:

- (a) prospectivity of projects (existing and/or future);
- (b) the results of exploration, subsequent feasibility studies, development and mining;
- (c) stock market and industry conditions; and
- (d) the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms, or at all. If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects or assume further obligations in the future.

3.9. Liquidity and Realisation Risks

There can be no guarantee that an active market in the Company's shares will develop or that the price of shares will increase. Moreover, there may be relatively few buyers or a relatively high number of sellers of the shares on the ASX at any given time, which may increase not only the volatility of the market price of the shares but also depress the prevailing market price at which shareholders can sell their shares. This may result in shareholders receiving a market price for their shares that is less than the price paid for their shares.

SHAREHOLDER COMMUNICATION POLICY

The Board is to ensure that the shareholders are informed of all major developments affecting the Company. For so long as the law requires, shareholders will be entitled to elect to receive the Company's annual report by email or post, and may also request copies of the Company's half-yearly and quarterly reports.

It is the Company's desire that shareholders receive communications electronically in the interests of the environment and constraining costs. In an endeavour to drive this objective the Company has a policy of providing hard materials at least cost (which will generally involve a black & white presentation even where the electronic version is full colour).

The Company encourages shareholders to attend all general meetings of the Company.

The Company must maintain a website on which the following information is to be available on a regular and up to date basis:

1. Company announcements (for last three years);
2. information briefings to media & analysts (for last three years);
3. notices of meetings and explanatory materials;
4. financial information (for last three years);
5. annual reports (for last three years);
6. its Constitution; and
7. its board charter, nominations committee charter, remuneration committee charter and audit committee charter and corporate governance policies.

CONTINUOUS DISCLOSURE POLICY

The Company's Board is to ensure that the market is properly informed of all information that must be disclosed under the ASX Listing Rules and the Corporations Act.

Every person who is at risk of being involved in the Company contravening its continuous disclosure obligation arising in respect of particular information must ultimately take responsibility for ensuring compliance.

There must at all times be a system in place to collect and process information (**Material Information**) that could conceivably enliven the continuous disclosure obligation. In doubtful cases disclosure should be made immediately.

Where it is determined that information should be conveyed to the ASX it will be the **Disclosure Officer** who will be the point of contact with the ASX. Except in extraordinary circumstances the Company Secretary will be the Disclosure Officer.

The obligation to keep the Disclosure Officer fully informed of any significant internal issue relating to or affecting the Company is central to the training and development of all the Company employees and contractors and consultants.

Every person shall be accountable for ensuring that:

1. all staff reporting them do, as soon as reasonably practicable, report any 'material' event or development within their area of responsibility to their manager and to one or more of the Chair and/or Company Secretary;
2. each department or work area within his or her division or area of responsibility carries out, or is involved in, a review to discuss and agree upon the types of events or developments that are most likely to be 'material' and potentially required to be disclosed, and
3. he or she reports immediately any event or development that he or she believes may potentially be the subject of the continuous disclosure obligation.

An employee of or contractor to the Company must not discuss material information outside the Company unless he/she is required to do so in the discharge of his/her duties.

The Company is to place all relevant announcements and other information, including analysts' briefings, on its website once the information has been given to ASX and the usual acknowledgment has been received that the announcement has been released.

The Company's directors, employees, contractors and consultants are also required to ensure that all Material Information is not released to some shareholders or analysts but not to others.

As a listed company, the Company must not release information that is for release to the market to any person until it has given that information to the ASX and received an acknowledgment from the ASX that it has released the information to the market (Listing rule 15.7).

CORPORATE ENVIRONMENTAL AND SOCIAL RESPONSIBILITY POLICY

OH&S POLICY

The health and safety of all personnel operating on the Company's sites is of great importance to the Company.

For the purposes of this policy, '**employee**' includes any consultant or contractor to the Company.

No employee is expected to carry out activities that he or she reasonably considers to be unsafe.

Each employee has a responsibility to work safely and address health and safety concerns as soon as they arise.

The Company's objective is to conduct operations in an efficient way while providing:

1. a safe and healthy workplace;
2. information on the hazards of the workplace and training in how to work safely, and
3. consultation at all staff levels on health and safety matters.

The responsibility for health and safety performance, including training for each employee, rests with the Company's Board and management. The identification of potential health and safety risks will require ongoing review by employees, management and the Board.

CORPORATE ENVIRONMENTAL AND SOCIAL RESPONSIBILITY POLICY

The Company seeks to engage in conscientious activity giving full consideration to the social significance of the Company's presence in the community. The Company seeks to maintain environmentally sound and efficient management practices for its operating, exploration and mining activities. The Company considers corporate environmental and social responsibility a means of contributing to society and the environment through our business.

The Company's objectives are to:

1. comply with the applicable environmental laws, regulations, tenement and permit conditions as a minimum standard for its environmental practices and management procedures;
2. integrate environmental and rehabilitation processes into its exploration, mine planning, mining and metallurgical activities;
3. communicate meaningfully with government bodies, statutory authorities, local communities and environmental management groups to maintain a proactive stance on environmental and community issues;
4. address the concerns of not only economic stakeholders but also social, environmental and other stakeholders;
5. listen to the community, identify social impacts and work with the community to minimize those impacts;
6. facilitate education of employees and contractors in relation to their roles and responsibilities in environmental management with respect to the Company's activities;
7. contribute to the building of thriving communities and respect the culture of our host countries and communities;
8. welcome community participation in our business through employment and consideration of commercially sound business opportunities;
9. undertake planning for the day that the Company leaves the community with a view to ensuring that the transition is positive; and
10. undertake regular monitoring, audit and review of procedures or practices, as appropriate, to reflect the Company's corporate responsibility in environmental and social matters; and
11. provide sufficient resources to achieve the levels of environmental management protection and community building required, including capacity for continuous improvement.

The Board is accountable for ensuring this policy is effectively implemented. Each employee has a responsibility to ensure that these objectives are achieved. For the purposes of this policy, '**employee**' includes any consultant or contractor to the Company.

DIVERSITY POLICY

The Company recognises that a diverse and talented workforce is a competitive advantage and that the Company's success is the result of the quality and skills of our people. Our policy is to recruit and manage on the basis of qualification for the position and performance, regardless of gender, age, nationality, race, religious beliefs, cultural background, sexuality or physical ability. It is essential that the Company employs the appropriate person for each job and that each person strives for a high level of performance.

The Company's strategies are to:

1. recruit and manage on the basis of an individual's competence, qualification and performance;
2. create a culture that embraces diversity and that rewards people to act in accordance with this policy;
3. appreciate and respect the unique aspects that individual brings to the workplace;
4. foster an inclusive and supportive culture to enable people to develop to their full potential;
5. identify factors to be taken into account in the employee selection process to ensure we have the right person for the right job;
6. take action to prevent and stop discrimination, bullying and harassment;
7. recognise that employees at all levels of the Company may have domestic responsibilities and as a result, the company aims to adopt flexible working arrangements that will assist employees to meet those responsibilities; and
8. have at least one female appointed to a senior executive role, senior executives including directors, the company secretary and senior management.

The Board is accountable for ensuring this policy is effectively implemented. Each employee has a responsibility to ensure that these objectives are achieved.

AUDIT COMMITTEE POLICY CHECKLIST

Annual responsibilities of the committee are as set out in these Audit Committee Action Points.

Audit Committee Action Points

Financial Reporting and Internal Controls

- Review half-year and annual financial statements
- Consider management's selection of accounting policies and principles
- Consider the external annual audit and the half-yearly audit review of the financial statements
- Consider internal controls including the Company's policies and procedures to assess, monitor and manage financial risks (and other business risks if authorised)

Annual meeting with External Auditor

- Discuss the Company's choice of accounting policies and methods, and any recommended changes
- Discuss the adequacy and effectiveness of the Company's internal controls
- Discuss any significant findings and recommendations of the external auditor and management's response thereto
- Discuss any difficulties or disputes with management encountered during the course of the audit including any restrictions or access to required information

External Auditor Engagement

- Establish/review criteria for the selection, appointment and rotation of external auditor
- Recommend to the Board to appoint and replace the external auditor and approve the terms on which the external auditor is engaged
- Establish/review permissible services that the external auditor may perform for the company and pre-approve all audit/non-audit services
- Confirm the independence of the external auditor, including reviewing the external auditor's non-audit services and related fees
- Ensure that the external auditor is requested to attend the AGM of the Company and is available to answer questions from shareholders

Internal Communications and Reporting

- Provide an annual report that includes the committee's review and discussion of matters with management and the external auditor
- Regularly update the Board about committee activities and make appropriate recommendations

AUDIT COMMITTEE POLICY CHECKLIST

- Ensure the Board is fully informed of matters which may significantly impact the financial conditions or affairs of the business

Other

- Verify the membership of the committee is in accordance with the Audit Committee Policy
- Review the independence of each committee member based on ASX Recommendations
- Review and update the Audit Committee Action Points
- Develop and oversee procedures for treating complaints or employee concerns received by the Company regarding accounting, internal accounting controls and auditing matters

WHISTLEBLOWER POLICY

1.1 Purpose

This Whistleblower Policy (**Policy**) has been adopted by the Board to ensure concerns regarding unacceptable conduct including breaches of the Company's policies and standards and relevant legislation can be raised on a confidential basis and without fear of reprisal, dismissal or discriminatory treatment.

This Policy outlines the Company's commitment to encouraging speaking-up and protecting those who report. It also outlines the protections available to whistleblowers and sets out the requirements for the management and investigation of reports made by whistleblowers.

1.2 Whistleblowing Laws

Sections 1317AA to 1317AJ of the Corporations Act and sections 14ZZT to 14ZZZE of the Taxation Administration Act (together, the **Whistleblowing Laws**) contain protections which are available to whistleblowers who make certain types of disclosures (in this Policy called "Qualifying Disclosures") to certain people (in this Policy called "Qualifying Recipients"). This Policy does not override any rights or obligations of the Company or others under the Whistleblowing Laws. Refer to the text of the Whistleblowing Laws for further details.

2. Who this Policy covers

This Policy applies to everyone who works or has worked at, or with, the Company (or any of its related bodies corporate), including:

- directors, officers, employees or associates of the Company;
- contractors, sub-contractors or other suppliers of goods or services to the Company, including their employees; and
- a relative, dependent or spouse of any of the above people.

A **Whistleblower** is any of the above persons who makes or attempts to make a report under this Policy.

3. Conduct this Policy covers

3.1 Disclosable Matters

Whistleblowers are encouraged to report conduct which constitutes a "Disclosable Matter" under the Whistleblowing Laws. A "Disclosable Matter" is information which gives a Whistleblower reasonable grounds to suspect:

- that the Company (or its related bodies corporate) has engaged in conduct which constitutes an offense against, or a contravention of, a Relevant Law;

AUDIT COMMITTEE POLICY CHECKLIST

- misconduct or an improper state of affairs or circumstances in relation to the Company (or its related bodies corporate) including serious breaches of Company policies and standards, unsafe work, environmental or health practices or abuse of the Company's property or resources;
- fraud, corruption, bribery or other serious impropriety (including in relation to the tax affairs of the Company);
- breaches privacy or confidentiality, including in relation to the Company and customer information;
- conduct which represents a danger to the public or the financial system; or
- conduct which is otherwise prescribed by the regulations under a Relevant Law to be a "Disclosable Matter" from time to time.

Any of the above matters is a **Disclosable Matter** for the purposes of this Policy.

A Disclosable Matter may involve unlawful conduct but this is not essential, including for example in relation to unethical or dishonest behaviour or practices. Whistleblowers can still qualify for protection even if their disclosure turns out to be incorrect provided they had reasonable grounds to suspect the disclosure was correct.

3.2 This Policy does not apply to personal work-related grievances

Disclosable Matters do not generally include work-related grievances and disclosures of such matters generally do not qualify for protection under the Whistleblowing Laws. Personal work-related grievances include a person's grievance about their employment or former employment, which may relate to interpersonal conflicts or disagreements with another employee, a decision relating to the engagement, transfer or promotion of a person or the terms of their employment or a decision to suspend, terminate or discipline a person. Such grievances should be reported to the person's manager.

However, a personal work-related grievance may qualify as a Disclosable Matter if the information:

- has significant implications for the Company or indicates a Disclosable Matter;
- relates to detriment caused or threatened to a Whistleblower by a person who knows or suspects the Whistleblower has made or proposes to make a disclosure under this Policy; or
- is disclosed to an independent legal adviser for the purpose of obtaining legal advice regarding the Whistleblowing Laws.

AUDIT COMMITTEE POLICY CHECKLIST

4. How to make a Qualifying Disclosure

4.1 Disclosures to Qualifying Recipients

Whistleblowers must make a report of a Disclosable Matter directly to:

- a director, secretary or senior manager of the Company;
- ASIC;
- the Company's auditor or a member of an audit team conducting an audit on the Company; or
- an Authorised Officer,

to qualify the Whistleblower for protection under the Whistleblowing Laws. Any of the above people or bodies are a **Qualifying Recipient** under this Policy.

Whistleblowers may also make disclosures of Disclosable Matters to regulators such as APRA, ACCC, ATO or other Commonwealth bodies prescribed by regulations under a Relevant Law. Disclosures by Whistleblowers of Disclosable Matters will also be protected under the Whistleblowing Laws if they are made to an independent legal adviser for the purpose of obtaining legal advice regarding the Whistleblowing Laws (even in the event that the legal adviser concludes that a disclosure is not a Disclosable Matter).

A Disclosable Matter reported directly to a Qualifying Recipient or any of the above bodies constitutes a **Qualifying Disclosure** for the purposes of this Policy.

Qualifying Disclosures can be made verbally or in writing. To enable the efficient investigation of the reported conduct, the Company encourages Whistleblowers to provide as much detail as possible, which may include:

- important date(s), time(s) and location(s);
- name(s) of person(s) involved and potential witnesses;
- supporting evidence (emails, messages, documents etc); and
- steps the Whistleblower may have already taken to report the matter or resolve the concern.

4.2 Whistleblowers may remain anonymous

Whistleblowers may identify themselves when making a Qualifying Disclosure or they may remain anonymous. Whistleblowers who chose to remain anonymous while making a report may also remain anonymous over the course of the investigation and after the investigation is finalised.

Whistleblowers may refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations about a report. While the Company will not investigate the identity of a Whistleblower

AUDIT COMMITTEE POLICY CHECKLIST

who wishes to remain anonymous, it is the Whistleblower's obligation to manage their anonymity, including by expressly stating that their disclosure is being made on an anonymous basis. Neither the Company, its officers or employees, or the Authorised Officers shall be liable if the Whistleblower's identity is, or becomes, readily ascertainable as a result of the Whistleblower's failure to manage their anonymity.

Qualifying Disclosures made by Whistleblowers anonymously may hinder the ability of the Company to fully investigate the matter. A Whistleblower who wishes to remain anonymous should maintain ongoing two-way communication with the recipient of the Qualifying Disclosure so the Company can ask follow-up questions and provide updates on investigations.

4.3 Public interest and emergency disclosures

The Whistleblowing Laws also protect "emergency" and "public interest" disclosures. Such disclosures can be made by Whistleblowers to members of parliament and professional journalists provided a prescribed process is followed.

"Public interest" disclosures arise when a Whistleblower has previously made a disclosure to ASIC, APRA or another Commonwealth body prescribed by applicable regulations and the Whistleblower:

- does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure; and
- has reasonable grounds to believe that making a further disclosure of the information to the journalist or parliamentarian is in the public interest.

"Emergency" disclosures arise when a Whistleblower has previously made a disclosure to ASIC, APRA or another Commonwealth body prescribed by applicable regulations and:

- the Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; and
- the information in the disclosure to the journalist or parliamentarian is no greater than is necessary to inform them of the substantial and imminent danger.

At least 90 days must have passed since the Whistleblower made its initial disclosure and before making the "public interest" or "emergency" disclosure the Whistleblower must give written notice to the initial recipient of the disclosure that the Whistleblower intends to make a "public interest" or "emergency" disclosure.

Whistleblowers who are considering making a "public interest" or "emergency" disclosure should first consult with an Authorised Officers or an independent legal adviser to ensure their disclosure is made under the requisite criteria that qualifies the Whistleblower for protection.

AUDIT COMMITTEE POLICY CHECKLIST

5. Investigations of Qualifying Disclosures

5.1 Investigations by the Company

Authorised Officers who receive a Qualifying Disclosure will first determine the most appropriate person to investigate the matter. Anyone implicated directly or indirectly with the matter will not be appointed to investigate or handle the matter. Depending on the circumstances, the person(s) investigating the matter may be someone within the Company (including an Authorised Officer) or an external third party (such as an independent legal adviser).

The investigation will be conducted:

- as soon as is practicable after the Qualifying Disclosure is received;
- on a confidential basis as far as is practicable;
- in an objective and fair manner; and
- in an appropriate manner having regard to the nature of the Disclosable Matter and surrounding circumstances.

Any recipient of a Qualifying Disclosure must not disclose the identity of the Whistleblower or information which could allow their identity to be ascertained except as permitted under the Whistleblowing Laws (see Section 6 of this Policy for further details).

The investigator will collect all relevant information about a Qualifying Disclosure to the extent possible and consider whether there are grounds to indicate a Disclosable Matter. Where appropriate, the investigator will make recommendations on further investigations or potential remedial actions in respect of a Qualifying Disclosure.

Authorised Officers will regularly update the Whistleblower on the progress of the investigation, provided the Whistleblower can be contacted and subject to applicable privacy and confidentiality obligations at law. The frequency and timing of updates may vary depending on the nature of the Qualifying Disclosure. Whistleblowers must keep confidential any details of the investigation, its progress or outcome.

The timeframes for handling an investigation about a Qualifying Disclosure may vary depending on the nature of the Qualifying Disclosure and surrounding circumstances, but in all cases the Company will endeavour to finalise the investigation within 4 to 8 weeks.

5.2 Investigations by other bodies

Whistleblowers who are considering making a Qualifying Disclosure to ASIC, ACCC, APRA, ATO or another Commonwealth body prescribed by regulations should contact the relevant body for further details on how a Qualifying Disclosure will be investigated.

AUDIT COMMITTEE POLICY CHECKLIST

5.3 Outcomes

A report on the outcome of the investigation, including any recommended actions, will be prepared by the investigator of a Qualifying Disclosure. The investigator is not subject to legal liability for the report they produce. The Whistleblower will be informed of the outcome unless they have remained anonymous or cannot be contacted. The outcome of the investigation may result in disciplinary action including but not limited to dismissal of the subject(s) of the Qualifying Disclosure.

The act of whistleblowing does not protect Whistleblowers from the consequences of any involvement in improper conduct disclosed in the Qualifying Disclosure (including civil and criminal liability that would flow from that conduct). Involvement in any improper conduct may also lead to disciplinary action, including termination of employment. Any admissions made by a Whistleblower may be a mitigating factor when considering disciplinary action.

If a Qualifying Disclosure leads to regulatory or Court proceedings, the Whistleblower may be requested by the Company to provide assistance, including as a witness. Serious criminal matters will be reported to the police or the appropriate regulatory authorities.

If the Whistleblower is not satisfied with the outcome of the investigation, they can escalate the matter to the Board, ASIC, ACCC, APRA or ATO (as applicable), or any other Commonwealth body prescribed by regulations under a Relevant Law.

5.4 Fair treatment of subjects of a Qualifying Disclosure

The Company will ensure the fair treatment of any person who is mentioned in a Qualifying Disclosure or to whom a Qualifying Disclosure relates by, to the extent possible and appropriate, keeping their identity confidential and ensuring the investigation remains confidential. Any person who becomes the subject of an allegation in a Qualifying Disclosure will be provided with an opportunity to understand and respond to the allegation.

The Company will not take adverse action against the subject of a Qualifying Disclosure unless it is justified at the end of an investigation, except where action is warranted in advance of the investigation being concluded (for example to protect the Whistleblower from detriment). Where appropriate, such persons will be kept updated on the progress and outcomes of the investigation, including any proposed remedial actions, subject to applicable privacy and confidentiality obligations at law.

6. Protections for Whistleblowers

Whistleblowers who make a Qualifying Disclosure receive various protections under the Whistleblowing Laws including those described below.

AUDIT COMMITTEE POLICY CHECKLIST

6.1 Protecting confidentiality

It is unlawful for a person to identify a Whistleblower or disclose information that is likely to lead to the identification of the Whistleblower. There are exceptions to this general rule where the disclosure of information concerning the Whistleblower's identity is:

- to ASIC, APRA or a member of the AFP;
- to a legal practitioner for the purposes of obtaining legal advice or legal representation about the Whistleblowing Laws; or
- with the consent of the Whistleblower.

Disclosure of information concerning the Whistleblower's identity may also be made by ASIC, APRA or the AFP to a Commonwealth, State or Territory body for the purpose of assisting the authority in the performance of its functions or duties.

The Company is committed to protecting the confidentiality of a Whistleblower who makes a Qualifying Disclosure. Depending on the nature of the Qualifying Disclosure and surrounding circumstances, where possible the Company may take any one or more of the following steps to protect the Whistleblower's identity:

- redaction of personal information in relation to the Whistleblower and reference to the Whistleblower in a gender-neutral context;
- assess with the Whistleblower which aspects of the Qualifying Disclosure may inadvertently identify them;
- ensure Qualifying Disclosures are handled and investigated by appropriate staff; and
- maintaining secure record-keeping and information sharing processes in relation to a Qualifying Disclosure and investigations of the same.

In practice, people may be able to guess a Whistleblower's their identity if, for example, they have previously mentioned their identity to people in relation to the Qualifying Disclosure or the Whistleblower is one of a very small number of people with access to the information concerning a Qualifying Disclosure.

A Whistleblower who is concerned over the breach of confidentiality should immediately contact an Authorised Officer or applicable regulatory body, such as ASIC, APRA or ATO.

6.2 Protecting from detriment

It is unlawful for a Whistleblower to be subjected to detrimental conduct or threats of detriment where such conduct is motivated by the belief or suspicion that the Whistleblower made or will make a Qualifying Disclosure.

Examples of detrimental conduct include:

AUDIT COMMITTEE POLICY CHECKLIST

- dismissal, demotion or diminishment of a Whistleblower's position or duties;
- any form of harassment, discrimination or intimidation towards the Whistleblower;
- harm or injury to a Whistleblower or their property, reputation businesses or financial position; and
- current or future bias against the Whistleblower.

Not all conduct against a Whistleblower constitutes detrimental conduct at law. Examples of conduct that is detrimental conduct includes:

- administrative action that is reasonable for the purpose of protecting a Whistleblower from detriment (e.g. moving a Whistleblower who has made a disclosure about their immediate work area to another work area or office to prevent them from detriment); or
- managing a Whistleblower's unsatisfactory work performance, if the action is in line with the Company's performance management framework.

The Company is committed to protecting Whistleblowers from detriment or threats of detriment. Depending on the nature of the Qualifying Disclosure and surrounding circumstances, where possible the Company may take any one or more of the following steps to protect Whistleblowers from detriment or threats of detriment:

- assessing the risk of detriment against a Whistleblower as soon as possible after receiving a Qualifying Disclosure;
- handling and investigating Qualifying Disclosures by appropriate staff;
- responding to any threats of detriment to the Whistleblower or detriment suffered by the Whistleblower promptly and appropriately;
- providing the support to Whistleblowers as outlined in Section 6.4; and
- adopting appropriate training processes to ensure Authorised Officers and the Company's management are aware of their responsibilities to Whistleblowers and in relation to Qualifying Disclosures.

Whistleblowers should seek independent legal advice or contact regulatory bodies such as ASIC, ACCC, APRA or ATO (as applicable) if they believe they have suffered detriment or have been subject to threats of detriment. Whistleblowers should also contact the applicable regulatory body for or an independent legal adviser guidance in relation to their rights.

AUDIT COMMITTEE POLICY CHECKLIST

Whistleblowers can seek compensation and other remedies through the Courts if they suffer loss, damage or injury because of a Qualifying Disclosure where entity failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. Whistleblowers are encouraged to seek independent legal advice in relation to compensation and other remedies.

6.3 Protection from civil, criminal and administrative liability

Under the Whistleblowing Laws, Whistleblowers are protected from any of the following in relation to a Qualifying Disclosure:

- civil liability (e.g. any legal action against the Whistleblower for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (e.g. attempted prosecution of the Whistleblower for unlawfully releasing information, or other use of the disclosure against the Whistleblower in a prosecution (other than for making a false disclosure)); and
- administrative liability (e.g. disciplinary action for making the disclosure).

However, a Whistleblower is not granted immunity from any misconduct the Whistleblower has engaged in that is revealed in their disclosure.

6.4 Other support for Whistleblowers

The Company believes that Whistleblowers who suspect, witness or are subject to misconduct should be able to report such conduct with the confidence that they will be supported, not discriminated against or subject to other forms of detriment. The Company will seek to offer as much support as practicable to all people involved in a Qualifying Disclosure, particularly Whistleblowers.

Depending on the nature of a Qualifying Disclosure and surrounding circumstances, the Company will support the people who are the subject of the Qualifying Disclosure, for example by:

- monitoring and managing the behaviour of employees;
- offering temporary or permanent relocation to a different team, division or office if available;
- offering a leave of absence or flexible workplace arrangements while a matter is being investigated or potential disciplinary action is being considered;
- providing access to additional support services such as internal or external counselling services; and
- where possible, taking steps to avoid detriment to a Whistleblower and rectifying any detriment suffered by a Whistleblower.

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7. Other matters

7.1 Non-Compliance and False Reporting

A breach of this Policy may have serious consequences including termination of employment, engagement or services. Legal consequences in the form of civil and criminal penalties and other disciplinary action may also apply. Any employee who in any way retaliates against a Whistleblower for making Qualifying Disclosure under this Policy will be subject to disciplinary action (which may include termination of employment).

Deliberate false reporting under this Policy is strongly discouraged by the Company. Any deliberate false reports will not be protected under law and will be treated as a serious disciplinary matter by the Company.

7.2 Review and Amendment of this Policy

The Board will be informed of any reports made under this Policy. The Board will monitor the effectiveness of this Policy and review and update this Policy as required, and at a minimum every two years. This Policy may be varied by the Company from time to time by resolution of the Board, and in accordance with Relevant Laws.

7.3 Accessibility of Policy

This policy is available online at <http://xtd.tv/investor-information/> and can also be obtained by contacting an Authorised Officer.

7.4 Who to contact for further information

Any questions relating to this Policy and the protections available for Whistleblowers should be directed to an Authorised Officer. Whistleblowers are also encouraged to contact the applicable regulatory bodies, such as ASIC, APRA, ACCC or ATO (as applicable) for further guidance on their rights.

8. Glossary

ACCC means the Australian Competition and Consumer Commission.

AFP means the Australian Federal Police.

APRA means the Australian Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

ATO means the Australian Taxation Office.

Authorised Officer means a person listed in the Schedule or any other person appointed by the Board from time to time.

Board means the Company's board of directors.

Company means XTD Ltd ACN 147 799 951.

Corporations Act means the *Corporations Act 2001* (Cth).

Disclosable Matters has the meaning given in Section 3.

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Policy means this document or any amending or replacement document.

Qualifying Disclosure has the meaning given in Section 4.1.

Qualifying Recipients has the meaning given in Section 4.1.

Relevant Laws means the Corporations Act, the Taxation Administration Act, the *Australian Securities and Investments Commission Act 2001*, the *Banking Act 1959*, the *Financial Sector (Collection of Data) Act 2001*, the *Insurance Act 1973*, the *Life Insurance Act 1995*, the *National Consumer Credit Protection Act 2009*, the *Superannuation Industry (Supervision) Act 1993*, the *Competition and Consumer Act 2010*, other tax laws administered by the Federal Commissioner of Taxation, any other Commonwealth or State law that is punishable by imprisonment for a period of 12 months or more, and regulations under or instruments referred to in these Acts.

Taxation Administration Act means the *Taxation Administration Act 1953* (Cth).

Whistleblower has the meaning given in Section 2.

AUDIT COMMITTEE POLICY CHECKLIST

Schedule – Authorised Officers

Position	Contact Details
Managing Director	Phone: +61 8 9486 4036 Email: adam.cadwallader@xtd.tv Post: Level 8, 99 St Georges Tce Perth WA 6000
Company Secretary	Phone: +61 8 9486 4036 Email: matt@ftcorporate.com.au Post: Level 8, 99 St Georges Tce Perth WA 6000