

CORPORATE GOVERNANCE

The Board is committed to principles of best practice in Corporate Governance. The Board has relied on the ASX Corporate Governance Council's Revised Corporate Governance Principles and Recommendations in formulating its Corporate Governance policies and practices.

Principle 1 – Lay solid foundations for management and oversight

The Board and management have agreed on their respective roles and responsibilities and the functions reserved to the Board and Management. The Board has established and adopted a Board Charter for this purpose. The Board has also established a Nomination and Remuneration Committee which, among other functions, will evaluate the performance of senior executives.

Principle 2 – Structure the Board to add value

The Board ultimately takes responsibility for Corporate Governance, and will be accountable to the Shareholders for the performance of the Company. The functions and responsibilities of the Board are set out in the Company's Constitution and the Corporations Act.

Principle 3 – Promote ethical and responsible decision making

All Directors, managers and employees are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company. The Board has established a Code of Conduct to guide the Directors, the Chief Executive Officer and other key executives. The Company's share trading policies are set out in the separate document, Share Trading Policy.

Principle 4 – Safeguard integrity in financial reporting

The Directors require the Chief Executive Officer and external company auditors to state in writing to the Board that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards. The Board has established an Audit Committee.

Principle 5 – Make timely and balanced disclosure

The Directors are committed to keeping the market fully informed of material developments to ensure compliance with ASX Listing Rules and the Corporations Act. The Directors have established written policies and procedures to ensure compliance with the disclosure requirements of ASX Listing Rules and to ensure accountability at a senior management level.

Principle 6 – Respect the rights of Shareholders

The Directors intend to establish a communications strategy to promote effective communication with Shareholders and encourage effective participation at general meetings. As well as ensuring timely and appropriate access to information for all investors via announcements to ASX, the Company will ensure that all relevant documents are released on the Company's website.

Principle 7 – Recognise and manage risk

The Company's Audit Committee is establishing policies on risk oversight and management, risk management and internal control systems, including non-financial risks, which must be approved by the Board. The Committee must regularly report to the Board on compliance with any risk and audit policies and protocols in place at the time.

Principle 8 – Remunerate fairly and responsibly

The Board has provided disclosure in relation to the Company's remuneration policies in this Prospectus to enable investors to understand; -

- a) The costs and benefits of those policies; and
- b) The link between remuneration paid to the Directors and key executives and corporate performance.

Further disclosure will be given to investors annually in accordance with ASX Listing Rules and the Corporations Act. The Board has also established a Nomination and Remuneration Committee.