



**MYDEAL.COM.AU LIMITED ACN 640 108 130**

**(MyDeal or Company)**

### **Corporate Governance Statement**

The board of directors of MyDeal (**Board**) is responsible for the governance of the Company. Both the Directors and Management of the Company are committed to conducting business in an ethical manner and in accordance with the highest standards of corporate governance. The Company reports against the *ASX Corporate Governance Principles and Recommendations (Fourth Edition)* (**Recommendations**), with which it substantially complies, to the extent appropriate to the size, life cycle stage and nature of its operations. Where the Company's corporate governance practices depart from the Recommendations, the Board has offered disclosure of the nature of, and reason for, the departure.

Consistent with the Company's commitment to transparency in its dealings with stakeholders, this Corporate Governance Statement (**Statement**) has been prepared by reference to each recommendation contained in the Recommendations. The Statement was approved by the Company's Board on 26 October 2021 and is current as at that date or for the financial year ended 30 June 2021 (**Reporting Period**), as appropriate.

In this Statement, all references to the Company's website are to <https://investors.mydeal.com.au> (**Website**).

|           | <b>ASX Recommendations</b>   | <b>Compliance</b> | <b>Comment</b>  |
|-----------|--|-------------------|---|
| <b>1.</b> | <b>Lay solid foundations for management and oversight</b>  |                   |   |
| 1.1       | A listed entity should disclose:<br>(a) the respective roles and responsibilities of its Board and management; and<br>(b) those matters expressly reserved to the Board and those delegated to management. | Complies          | The Board is responsible for the overall governance of the Company. The Board has adopted a written charter to clarify the roles and responsibilities of Board members. This charter addresses: <ul style="list-style-type: none"><li>• the Board's composition;</li><li>• the Board's role and responsibilities; and</li><li>• the manner in which the Board monitors its own performance.</li></ul> |

|  | ASX Recommendations | Compliance | Comment  |
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|  |                     |            | <p>The Board Charter formalises the functions and responsibilities of the Board. The Board is ultimately responsible for all matters relating to the running of the Company.</p> <p>The responsibilities of the Board include:</p> <ul style="list-style-type: none"> <li>a) establishing and monitoring executive succession planning;</li> <li>b) providing leadership and setting the Company's strategic direction, objectives, and goals;</li> <li>c) exercising the prudential control of the Company's finances and operations, including monitoring its financial performance and approving its budgets and major capital expenditure;</li> <li>d) evaluating the implementation of strategy and business performance of the Company;</li> <li>e) resourcing, reviewing, and evaluating executive management;</li> <li>f) ensuring the existence of, and compliance with, adequate internal control systems;</li> <li>g) identifying and managing significant business risks in accordance with the Company's risk management and internal compliance and control system;</li> <li>h) receiving reports from management and the Audit and Risk Committee on a regular basis regarding material risks faced by the Company and applicable mitigation strategies and activities. The Board and its committees consider these reports, discuss matters with management and identify and evaluate any potential strategic or operational risks including appropriate activity to address those risks;</li> <li>i) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;</li> <li>j) ensuring timely, accurate and effective communication with, and reporting to, shareholders, the market, and relevant regulatory bodies;</li> <li>k) ensuring timely and balanced disclosure of all material information relating to the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;</li> <li>l) overseeing the management of occupational health and safety and environmental compliance and performance;</li> <li>m) establishing and maintaining appropriate ethical standards and codes of conduct;</li> <li>n) an annual self-assessment of the Board's performance to be provided to the Remuneration and Nomination Committee;</li> </ul> |

|     | ASX Recommendations  | Compliance | Comment  |
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|     |  |            | <p>o) approving the Company's remuneration policies;<br/> p) evaluating and adopting, with or where appropriate without modification, the ASX Corporate Governance Principles; and<br/> q) supervising compliance with the Company's corporate governance policies.</p> <p>The Board has procedures to allow directors, in the furtherance of their duties, to seek independent professional advice at the Company's expense.</p> <p>Responsibility for the operation and administration of the Company is delegated by the Board to the senior management team. The Board must ensure that senior executives are appropriately qualified and experienced to discharge their responsibilities.</p> |
| 1.2 | <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) 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.</p> | Complies   | <p>The Company undertakes reference checks prior to appointing a director or putting that person forward as a candidate to ensure that person is competent, experienced, and fit to undertake the duties of director. When putting forward candidates for election or re-election, the Company will provide relevant information to shareholders for their consideration, together with an indication of whether the Board supports the appointment or re-election of a candidate.</p>   |
| 1.3 | <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>   | Complies   | <p>The terms of the appointment of non-executive directors, executive directors and senior executives are agreed upon and set out in writing at the time of appointment.</p>   |
| 1.4 | <p>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.</p>   | Complies   | <p>The Company Secretary is accountable to the Board through the Chairman on all matters relating to the proper function of the Board.</p>   |
| 1.5 | <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;<br/> (b) through its board or a committee of the board set measurable objectives for achieving gender</p>  | Complies   | <p>The Company has adopted a Diversity Policy, which may be viewed on the Website.</p>   |

|     | ASX Recommendations   | Compliance | Comment  |
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|     | <p>diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p> |            | <p>The Company is an equal opportunity employer and aims to recruit staff from as diverse a pool of qualified candidates as reasonably possible based on their skills, qualifications and experience.</p> <p>Through the Remuneration and Nomination Committee, the Board set objectives in August 2021, to achieve equal gender representation across the organisation within a year and to recruit a female Board member. Board recruitment is ongoing, and the Company has achieved an effective gender balance across the workforce, as at the date of the Statement.</p> <p>The proportion of female representation within the Company as at 30 June 2021 is detailed below:</p> <ul style="list-style-type: none"> <li>• Board: 0%</li> <li>• Senior Executives (reporting to the CEO): 17%</li> <li>• Whole Workforce: 48%</li> </ul> <p>The Company was not in the S&amp;P / ASX300 Index at the commencement of the Reporting Period.</p> |
| 1.6 | <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>  | Complies   | <p>In accordance with the Board Charter, the performance of the Board and individual directors of the Company is reviewed and evaluated by the Board.</p> <p>Given that the Company was only listed in October 2020, a formal review of Board performance has not been carried out.</p>  |

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| 1.7       | <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>  | Complies         | The Board undertakes a periodic review of the performance of senior executives against appropriate key performance indicators, and a preliminary performance review was conducted in respect of the Reporting Period.   |
| <b>2.</b> | <b>Structure of the Board to add value</b>   |                  |   |
| 2.1       | <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes 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.</p> | Complies in part | <p>The Board has established a Remuneration &amp; Nomination Committee (<b>RNC</b>) which has 3 members, being:</p> <ul style="list-style-type: none"> <li>▪ <b>Mr Chris Tait</b> (Chair);</li> <li>▪ <b>Mr Paul Greenberg</b>; and</li> <li>▪ <b>Mr James Joughin</b></li> </ul> <p>all of whom are non-executive directors, with two being independent. Mr Tait, the Chair of the RNC is not an independent director.</p> <p>The functions of the RNC are set out in its charter, which is available on the Website.</p> <p>The number of meetings of the RNC and attendances of members at those meetings is disclosed in the Directors' Report of the Annual Report for the Reporting Period.</p> |

|                                | ASX Recommendations   | Compliance | Comment   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
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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. | Complies   | <p>Directors are appointed based on the specific skills required to effectively govern the Company. The Board periodically assesses the competencies and experience of each Board member and the experiences and skills required at Board level to meet its operational objectives and governance obligations.</p> <p>The Board has now developed a formal Board skills matrix, which is presented below. The Board is satisfied that the combined skills and experience of its members is appropriate for the effective and efficient governance of the Company at this stage.</p> <div data-bbox="1086 512 2029 1257" style="border: 1px solid black; padding: 10px;"> <h3 style="text-align: center;">Board Skills Summary</h3> <table border="1" style="margin-left: auto; margin-right: auto;"> <caption>Board Skills Summary Data</caption> <thead> <tr> <th>Skill Category</th> <th>Percentage</th> </tr> </thead> <tbody> <tr><td>Social Licence to Operate</td><td>60%</td></tr> <tr><td>Innovation</td><td>68%</td></tr> <tr><td>Corporate History</td><td>60%</td></tr> <tr><td>Technology</td><td>50%</td></tr> <tr><td>ASX and Related Governance</td><td>60%</td></tr> <tr><td>Legal and Compliance</td><td>68%</td></tr> <tr><td>People and Performance</td><td>68%</td></tr> <tr><td>Risk Management</td><td>68%</td></tr> <tr><td>Mergers and Acquisitions</td><td>75%</td></tr> <tr><td>Capital Markets</td><td>75%</td></tr> <tr><td>Sales and Marketing</td><td>68%</td></tr> <tr><td>Communications and Investor...</td><td>60%</td></tr> <tr><td>Industry Experience</td><td>68%</td></tr> <tr><td>Operations</td><td>75%</td></tr> <tr><td>Finance</td><td>85%</td></tr> <tr><td>Strategy</td><td>85%</td></tr> </tbody> </table> </div> | Skill Category | Percentage | Social Licence to Operate | 60% | Innovation | 68% | Corporate History | 60% | Technology | 50% | ASX and Related Governance | 60% | Legal and Compliance | 68% | People and Performance | 68% | Risk Management | 68% | Mergers and Acquisitions | 75% | Capital Markets | 75% | Sales and Marketing | 68% | Communications and Investor... | 60% | Industry Experience | 68% | Operations | 75% | Finance | 85% | Strategy | 85% |
| Skill Category                 | Percentage  |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Social Licence to Operate      | 60%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Innovation                     | 68%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Corporate History              | 60%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Technology                     | 50%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| ASX and Related Governance     | 60%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Legal and Compliance           | 68%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| People and Performance         | 68%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Risk Management                | 68%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Mergers and Acquisitions       | 75%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Capital Markets                | 75%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Sales and Marketing            | 68%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Communications and Investor... | 60%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Industry Experience            | 68%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Operations                     | 75%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Finance                        | 85%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |
| Strategy                       | 85%   |            |   |                |            |                           |     |            |     |                   |     |            |     |                            |     |                      |     |                        |     |                 |     |                          |     |                 |     |                     |     |                                |     |                     |     |            |     |         |     |          |     |

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| 2.3 | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the Board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the Corporate Governance Principles and Recommendations but the Board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each director.</p> | Complies        | <p>As at 30 June 2021, the Board was comprised of four directors, being:</p> <ul style="list-style-type: none"> <li>▪ <b>Mr Paul Greenberg</b> (Independent Non-Executive Chair since 28 July 2020);</li> <li>▪ <b>Mr Sean Senvirtne</b> (Executive Director since 28 July 2020)</li> <li>▪ <b>Mr Chris Tait</b> (Non-Executive Director since 28 July 2020) and</li> <li>▪ <b>Mr James Joughin</b> (Independent Non-Executive Director since 28 July 2020)</li> </ul> <p>Two directors, being Messrs Greenberg and Joughin, are considered by the Board to be independent, having regard to the content of Box 2.3 of the Recommendations.</p> <p>The length of service of each director is set out in the Company's Annual Report for the Reporting Period.</p> |
| 2.4 | A majority of the Board of a listed entity should be independent directors.   | Non - Compliant | The Board currently consists of four members, two of whom are considered independent, having regard to the Recommendations.   |
| 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.   | Complies        | <p>The Company's Chairman Mr Paul Greenberg is an independent non-executive director.</p> <p>The positions of Chairman and CEO are held by separate persons. Currently Mr Paul Greenberg is the Chairman and Mr Sean Senvirtne is the CEO.</p>  |
| 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.  | Complies        | New Directors are issued with a formal Letter of Appointment that sets out the key terms and conditions of their appointment, including directors' duties, rights and responsibilities, the time commitment envisaged, and the Board's expectations regarding involvement with any committee work. They are also introduced to the Company's senior executives and briefed on the Company's operations, strategy and financial situation.   |

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| <b>3.</b> | <b>Act ethically and responsibly</b>   |            |   |
| 3.1       | A listed entity should articulate and disclose its values.   | Complies   | The Board is committed to providing an ethical and legal framework within which the Company's employees conduct MyDeal's business. The values which Company employees are expected to adhere to are captured in the Company's Code of Conduct, which is available on the Website. |
| 3.2       | A listed entity should:<br>(a) have and disclose a code of conduct for its directors, senior executives and employees; and<br>(b) ensure that the board or a committee of the board is informed of any material breaches of that code. | Complies   | The Board has adopted a Code of Conduct, which is available on the Website, and which sets out the fundamental principles according to which the Company's employees are expected to act at all times. Any material breaches of the Code of Conduct are reported to the Board.    |
| 3.3       | A listed entity should:<br>(a) have and disclose a whistleblower policy; and<br>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.                                | Complies   | The Company has adopted a Whistleblower Policy, which is available on the Website. Any material incidents reported under the policy are reported to the Board.  |
| 3.4       | A listed entity should:<br>(a) have and disclose an anti-bribery and corruption policy; and<br>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.                                | Complies   | The Board has adopted an Anti-Bribery and Corruption Policy, which is available on the Website. Any material breaches of the policy are reported to the Board.  |



|     | ASX Recommendations  | Compliance | Comment   |
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| 4.  | <b>Safeguard integrity in corporate reporting</b>  |            |   |
| 4.1 | <p>The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the Board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have an audit committee, disclose that fact and 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.</p> | Complies   | <p>The Board has established an Audit &amp; Risk Committee (<b>ARC</b>) which has 3 members, being:</p> <ul style="list-style-type: none"> <li>▪ <b>Mr James Joughin</b> (Chair);</li> <li>▪ <b>Mr Paul Greenberg</b>; and</li> <li>▪ <b>Mr Chris Tait</b></li> </ul> <p>two of whom are independent non-executive directors. The Chairman of the ARC is an independent director and is not the Chairman of the Board.</p> <p>The ARC's functions are set out in its Charter, which is available on the Website.</p> <p>The number of meetings of the ARC and attendances of members at those meetings, as well as the relevant qualification and experience of committee members, is disclosed in the Directors' Report with the Annual Report for the Reporting Period.</p> |
| 4.2 | <p>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</p>  | Complies   | <p>The Board is committed to the preparation of financial statements that present a balanced and clear assessment of the Company's financial position and prospects.</p> <p>In accordance with the Company's legal obligations and Recommendation 4.2 of the ASX Recommendations, the CEO and Chief Financial Officer are required to provide a declaration to the Board in relation to the financial statements for each financial period, that complies with the requirements of sections 286, 296 and 297 of the Corporations Act 2001, Corporations Regulations, relevant Reporting</p>   |

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|           | been formed on the basis of a sound system of risk management and internal control which is operating effectively.  |            | <p>Standards and other mandatory professional reporting requirements and states that, in their opinion, the financial records of the Company 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.</p> <p>The Board has received these assurances prior to approving the financial statements for the Reporting Period and will seek these assurances prior to approving the financial statements for all quarterly, half-year and full year results.</p> |
| 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.                                 | Complies   | The Company's external auditors will attend the AGM and be available to answer questions from security holders relevant to the audit.  |
| <b>5.</b> | <b>Make timely and balanced disclosure</b>  |            |  |
| 5.1       | A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.  | Complies   | <p>The Company has adopted a Continuous Disclosure and Shareholder Communications Policy, with a view to ensuring that the Company complies with the continuous disclosure obligations imposed by the Corporations Act and the ASX Listing Rules.</p> <p>The Company's Disclosure Policy may be viewed on the Website.</p>   |
| 5.2       | A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.   | Complies   | All material market announcements of the Company are provided to the Board following release.  |
| 5.3       | A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation. | Complies   | If a new and substantive investor or analyst presentation is given, a copy of the presentation materials will be released on the ASX Market Announcements Platform ahead of the presentation.  |

|           | ASX Recommendations   | Compliance | Comment   |
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| <b>6.</b> | <b>Respect the rights of security holders</b>   |            |   |
| 6.1       | A listed entity should provide information about itself and its governance to investors via its website.  | Complies   | The Board is committed to providing effective lines of communication for shareholders and all other stakeholders with the Company, and provides relevant information about the Board and Management, operations and governance practices on the Website.  |
| 6.2       | A listed entity should have an investor relations program to facilitate effective two-way communication with investors.                               | Complies   | The Company's Website facilitates two-way communication by providing contact details to allow shareholders to access the Company via e-mail or interact with its social media accounts.   |
| 6.3       | A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.                                      | Complies   | <p>Shareholders are encouraged to attend the Company's general meetings and notice of such meetings are given in accordance with the Company's Constitution, the Corporations Act, and the ASX Listing Rules.</p> <p>The Company's annual general meeting in particular is an opportunity for shareholders to ask questions of the Board and vote on the various resolutions affecting the Company's business. Shareholders are also given an opportunity at annual general meetings to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report.</p> <p>The date, time and location of the Company's general meetings will be provided in the notices of meetings, and on the Website. Shareholders are encouraged to attend meetings via available technology when appropriate. In the event that they are unable to do so, they are encouraged to participate in the meeting by appointing a proxy, attorney or representative to vote on their behalf. The Company's annual general meeting is convened once a year. For general meetings of shareholders, a detailed agenda setting out resolutions to be considered, is included with the notice of meeting.</p> <p>The outcome of voting on resolutions at general meetings is released to the market via ASX after the conclusion of the meeting.</p> |
| 6.4       | A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. | Complies   | All resolutions at meetings of shareholders are decided by a poll rather than by a show of hands.   |

|           | ASX Recommendations   | Compliance | Comment   |
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| 6.5       | A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically   | Complies   | Shareholders may elect, and are encouraged to, receive communications from the Company and its securities registry electronically.  |
| <b>7.</b> | <b>Recognise and manage risk</b>  |            |   |
| 7.1       | <p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <p>(b) 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.</p> | Complies   | <p>The Board has established the ARC which has 3 members, being:</p> <ul style="list-style-type: none"> <li>▪ <b>Mr James Joughin</b> (Chair);</li> <li>▪ <b>Mr Paul Greenberg</b>; and</li> <li>▪ <b>Mr Chris Tait</b></li> </ul> <p>two of whom are independent non-executive directors. The Chair of the ARC is an independent non-executive director.</p> <p>The functions of the ARC are set out in its Charter, which is available on the Website.</p> <p>The number of meetings of the ARC and attendances of members at those meetings is disclosed in the Directors' Report of the Annual Report for the Reporting Period.</p> |
| 7.2       | <p>The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound, and that the entity is operating with due regard to the risk appetite set by the board; and</p>  | Complies   | The ARC review's the Company's risk management framework at least annually to ensure that it continues to effectively manage risk, and such a review was carried out in the Reporting Period.   |

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|           | (b) disclose, in relation to each reporting period, whether such a review has taken place.   |                  |   |
| 7.3       | <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) 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.</p>  | Complies         | <p>The Company does not have an internal audit function. Responsibility for the oversight of financial reporting processes and practices, internal controls and risk management is delegated to the RNC, which reports to the Board. The Company has adopted a Risk Management Policy, which is available on the Website.</p> <p>Management reports to the Board as to the effectiveness of the Company's management of its material business risks and the ARC undertakes a periodic review of the Risk Framework.</p> |
| 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.  | Complies         | The Company seeks to create a sustainable business which contributes to and respects the communities in which it operates. The ARC, together with Management, periodically considers and reviews the Company's exposure to existing and emerging risks. Currently the Company has not identified any material exposure to economic, environmental or social risks.  |
| <b>8.</b> | <b>Remunerate fairly and responsibly</b>   |                  |   |
| 8.1       | <p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual</p> | Complies in part | <p>The Board has established the RNC, which has 3 members, being:</p> <ul style="list-style-type: none"> <li>▪ <b>Mr Chris Tait</b> (Chair);</li> <li>▪ <b>Mr Paul Greenberg</b>; and</li> <li>▪ <b>Mr James Joughin</b></li> </ul> <p>all of whom are non-executive directors, with two being independent. The Chair of the committee is not an independent director.</p> <p>The RNC's functions are set out in its Charter, which is available on the Website.</p>  |

|     | ASX Recommendations  | Compliance | Comment  |
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|     | <p>attendances of the members at those meetings; or</p> <p>(b) 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.</p>                   |            | <p>The number of meetings of the RNC and attendances of members at those meetings is disclosed in the Directors' Report of the Annual Report for the Reporting Period.</p>   |
| 8.2 | <p>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.</p>  | Complies   | <p>Details of the directors' and key senior executives' remuneration are set out in the Remuneration Report section of the Company's Annual Report for the Reporting Period. The structure of Non-Executive Directors' remuneration is distinct from that of executives and is further detailed in the Remuneration Report.</p> <p>The Annual Report may be viewed on the Website.</p> |
| 8.3 | <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) 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</p> <p>(b) disclose that policy or a summary of it.</p> | Complies   | <p>In accordance with the Company's Securities Trading Policy, employees may not enter into transactions that limit or are intended to limit the economic risk of holdings of unvested securities, or vested securities which are subject to escrow arrangements.</p> <p>The Company's Securities Trading Policy may be viewed on the Website.</p>                                     |