

FAMILY ZONE CYBER SAFETY LIMITED
ACN 167 509 177
(Company)

CORPORATE GOVERNANCE PLAN

Adopted June 2020

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SCHEDULE 1 – BOARD CHARTER

In carrying out the responsibilities and powers set out in this Charter, the board of directors of the Company (**the Board**):

- (a) recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of its shareholders; and
- (b) recognises its duties and responsibilities to its employees, customers and the community.

1. THE SPECIFIC RESPONSIBILITIES OF THE BOARD

In addition to matters it is expressly required by law to approve, the Board has the following specific responsibilities:

- (a) appointment, and where necessary, the replacement, of the Chief Executive Officer/Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination;
- (b) driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- (c) reviewing and ratifying systems of internal compliance and control, codes of conduct and legal compliance;
- (d) identifying areas of significant business risk and ensuring that the Company is appropriately positioned to manage those risks through a risk management framework (for both financial and non-financial risks) which adequately deals with contemporary and emerging risks such as digital disruption, cyber-security, privacy and data breaches, sustainability and climate change;
- (e) setting the risk appetite within which the Board expects management to operate;
- (f) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- (g) approving and monitoring the budget and the adequacy and integrity of financial and other reporting;
- (h) approving the annual, half yearly and quarterly accounts;
- (i) approving significant changes to the organisational structure;
- (j) approving the issue of any shares, options, equity instruments or other securities in the Company (subject to compliance with the ASX Listing Rules if applicable);
- (k) procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively;

- (l) approving the Company's remuneration framework;
- (m) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;
- (n) defining the Company's purpose and approving and instilling the Company's statement of values and code of conduct to underpin the desired culture within the Company; and
- (o) monitoring material breaches of the Company's code of conduct and Anti-bribery and Corruption Policy and any material incidents reported under the Company's Whistleblower Policy to determine whether they are indicative of issues with the culture of the Company and ensuring any such issues are adequately addressed;
- (p) recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules if applicable); and
- (q) meeting with the external auditor, at their request, without management being present.

2. COMPOSITION OF THE BOARD

- (a) The composition of the Board is to be reviewed regularly against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.
- (b) In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- (c) Where practical, the majority of the Board should be comprised of non-executive Directors. Where practical, at least 50% of the Board should be independent. The Board must disclose the independence of each Director as determined by the Board.
- (d) An independent Director is a director who is free 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 Company and its security holders generally.
- (e) In considering whether a Director is independent, the Board should consider the definition of what constitutes independence as detailed in Box 2.3 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations 3rd Edition* as set out in Annexure A (**Independence Tests**).
- (f) Where a Director has an interest, position, association or relationship of the type described in the Independence Tests, but the Board is of the opinion that it does not compromise the independence of the Director, the Company must disclose the nature of the interest, position, association or

relationship in question and an explanation of why the Board is of that opinion.

- (g) Directors must disclose their interests, positions, associations or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- (h) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.
- (i) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.
- (j) No member of the Board (other than a Managing Director) may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.
- (k) The Board must disclose the length of service of each Director in its Annual Report.
- (l) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the Nomination Committee to ensure that they continue to contribute effectively to the Board.
- (m) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- (n) The Board must disclose the relevant qualifications and experience of each Board Member.

3. THE ROLE OF THE CHAIRMAN

- (a) Where practical, the Chairman should be a non-executive Director. If a Chairman ceases to be an independent Director then the Board will consider appointing a lead independent Director.
- (b) Where practical, the Chief Executive Officer/Managing Director should not be the Chairman of the Company during his term as Chief Executive Officer/Managing Director or in the future.
- (c) The Chairman must be able to commit the time to discharge the role effectively.
- (d) The Chairman is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings and conducting the shareholder meetings.
- (e) The Chairman should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- (f) In the event that the Chairman is absent from a meeting of the Board then the Board shall appoint a Chairman for that meeting.

4. BOARD COMMITTEES

- (a) Once the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties, the Board must establish the following committees, each with written charters:
 - (i) Audit and Risk Committee;
 - (ii) Remuneration Committee; and
 - (iii) Nomination Committee.
- (b) The charter of each Committee must be approved by the Board and reviewed following any applicable regulatory changes.
- (c) The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- (d) Members of Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.
- (e) The Board must disclose the members and Chairman of each Committee.
- (f) The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.
- (g) The Board must disclose, in relation to each reporting period relevant to a Committee, the number of times each Committee met throughout the period and the individual attendances of the members at those Committee meetings.
- (h) Where the Board does not consider that the Company will benefit from a particular separate committee:
 - (i) the Board must carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee; and
 - (ii) the Company must disclose:
 - (A) the fact a Committee has not been established;
 - (B) if a Nomination Committee has not been established, the processes to address Board succession issues and to ensure that the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively;
 - (C) if an Audit and Risk Committee has not been established, the processes the Board employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit

engagement partner, and the process it employs for overseeing the Company's risk management framework.

5. BOARD MEETINGS

- (a) The Directors may determine the quorum necessary for the transaction of business at a meeting, however, until otherwise determined, there must be two Directors present at a meeting to constitute a quorum.
- (b) The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required.
- (c) Non-executive Directors may confer at scheduled times without management being present.
- (d) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chairman and circulated to Directors after each meeting.
- (e) The Company Secretary shall ensure that the business at Board and committee meetings is accurately captured in the minutes.
- (f) The Company Secretary shall co-ordinate the timely completion and distribution of Board and committee papers for each meeting of the Board and any committee.
- (g) Minutes of meetings must be approved at the next Board meeting.
- (h) Further details regarding Board meetings are set out in the Company's Constitution.

6. THE COMPANY SECRETARY

- (a) When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its Committees and between senior executives and non-executive Directors.
- (b) The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- (c) The Company Secretary is to facilitate the induction and professional development of Directors.
- (d) The Company Secretary is to facilitate and monitor the implementation of Board policies and procedures.
- (e) The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.
- (f) All Directors have access to the advice and services provided by the Company Secretary.
- (g) The Board has the responsibility for the appointment and removal, by resolution, of the Company Secretary.

7. ACCESS TO ADVICE

- (a) All Directors have unrestricted access to company records and information except where the Board determines that such access would be adverse to the Company's interests.
- (b) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- (c) The Board, Committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chairman. A copy of any such advice received is made available to all members of the Board.

8. THE BOARD'S RELATIONSHIP WITH MANAGEMENT

- (a) The role of management is to support the Chief Executive Officer/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.
- (b) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Chief Executive Officer/Managing Director.
- (c) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Group to facilitate the carrying out of their duties as Directors.

9. PERFORMANCE REVIEW

The Board shall conduct an annual performance review of the Board that:

- (a) compares the performance of the Board with the requirements of its Charter;
- (b) critically reviews the mix of the Board; and
- (c) suggests any amendments to the Charter as are deemed necessary or appropriate.

10. DISCLOSURE POLICY

The Board should ensure that the Company has in place effective disclosure policies and procedures so that shareholders and the financial market are fully informed to the extent required by the applicable disclosure rules and legislation on matters that may influence the share price of the Company or its listed debt securities.

SCHEDULE 2 – CORPORATE CODE OF CONDUCT

1. PURPOSE

The purpose of this Corporate Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs, ensuring a high standard of ethical conduct in all business dealings and a culture of lawful, ethical and responsible behaviour. It also underpins the Company's commitment to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

This Code is consistent with, and supports the Company's values and it should be read with other policies of the Company.

2. ACCOUNTABILITIES

2.1 Managers and Supervisors

Managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

2.2 Employees

All employees are responsible for:

- (a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (b) reporting suspected corrupt conduct; and
- (c) reporting any departure from the Code of Conduct by themselves or others.

3. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out your duties, you should:

- (a) behave honestly and with integrity and report other employees who are behaving dishonestly;
- (b) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;
- (c) operate within the law at all times;
- (d) act in the best interests of the Company;

- (e) follow the policies of the Company; and
- (f) act in an appropriate business-like manner when representing the Company in public forums.

4. CONFLICT OF INTEREST

Potential for conflict of interest arises when it is likely that you could be influenced, or it could be perceived that you are influenced by a personal interest when carrying out your duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
 - (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
 - (ii) directorships/management of outside organisations;
 - (iii) membership of boards of outside organisations;
 - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
 - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
 - (vi) access to information that can be used for personal gain; and
 - (vii) offer of an inducement.
- (b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- (c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- (d) You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

5. PUBLIC AND MEDIA COMMENT

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Employees must not make official comment on matters relating to the Company unless they are:
 - (i) authorised to do so by the Chief Executive Officer/Managing Director; or
 - (ii) giving evidence in court; or

- (iii) otherwise authorised or required to by law.
- (c) Employees must not release unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer/Managing Director.
- (d) The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing".

6. USE OF COMPANY RESOURCES

Requests to use Company resources outside core business time should be referred to management for approval.

If employees are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.

Employees using Company resources **without** obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

7. SECURITY OF INFORMATION

Employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

8. INTELLECTUAL PROPERTY/COPYRIGHT

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Company.

The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Company Secretary/Group Legal Counsel before making any use of that property for purposes other than as required in their role as employee.

9. DISCRIMINATION AND HARASSMENT

Employees must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender.

Such harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity.

10. CORRUPT CONDUCT

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- (a) official misconduct;
- (b) bribery and blackmail;
- (c) unauthorised use of confidential information;
- (d) fraud; and
- (e) theft.

Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct.

The Company has adopted an Anti-bribery and Corruption Policy which sets out the Company's guidelines on what conduct constitutes bribery and corruption, the procedures the Company has in place for preventing conduct involving bribery and corruption and how to raise a concern regarding corrupt conduct.

11. OCCUPATIONAL HEALTH AND SAFETY

It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

Specifically all employees are responsible for safety in their work area by:

- (a) following the safety and security directives of management;
- (b) advising management of areas where there is potential problem in safety and reporting suspicious occurrences; and
- (c) minimising risks in the workplace.

12. LEGISLATION

It is essential that all employees comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

13. FAIR DEALING

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Company's suppliers, customers and other employees.

14. INSIDER TRADING

All employees must observe the Company's "*Trading Policy*". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Directors, management and employees are permitted to buy and sell the Company's securities.

15. RESPONSIBILITIES TO INVESTORS

The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis.

16. BREACHES OF THE CODE OF CONDUCT

The Company views breaches of this Code of Conduct as serious misconduct.

Employees should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.

Breaches of this Code of Conduct may lead to disciplinary action, including in the case of serious breaches, dismissal. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements.

The Board (or a delegated Board committee) will be periodically informed of all material breaches of the Code.

The Company will monitor compliance with the Code periodically by liaising with the Board, management and other employees especially in relation to any areas of difficulty which arise from this Code and any other ideas or suggestions for improvement of it. Suggestions for improvements or amendments of the Code can be made at any time in writing to the Company Secretary.

17. REPORTING MATTERS OF CONCERN

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary/Group Legal Counsel, without fear of retribution. Any employee who in good faith, reports a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report.

The Company Secretary/Group Legal Counsel has the responsibility to report the breach to the appropriate senior management and to advise the relevant employee of the outcome and actions implemented.

SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER

1. ROLE

The role of the Audit and Risk Committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance. This Charter defines the Audit and Risk Committee's function, composition, mode of operation, authority and responsibilities. Due to the current size and stage of development the company doesn't currently have an audit committee however the duties which would normally be managed by the audit committee are managed by the full Board.

2. COMPOSITION

- (a) The Committee must comprise at least three members.
- (b) All members of the Committee must be non-executive Directors.
- (c) A majority of the members of the Committee must be independent non-executive Directors in accordance with the criteria set out in Annexure A.
- (d) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (e) All members of the Committee must be able to read and understand financial statements.
- (f) The Chairman of the Committee must not be the Chairman of the Board of Directors and must be independent.
- (g) The Chairman shall have leadership experience and a strong finance, accounting or business background.
- (h) The external auditors, the other Directors, the Managing Director, Chief Financial Officer, Company Secretary and senior executives, may be invited to Committee meetings at the discretion of the Committee.

3. PURPOSE

The primary purpose of the Committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:

- (a) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
- (b) compliance with all applicable laws, regulations and company policy;
- (c) the effectiveness and adequacy of internal control processes;
- (d) the performance of the Company's external auditors and their appointment and removal;
- (e) the independence of the external auditor and the rotation of the lead engagement partner;

- (f) the identification and management of business, economic, environmental and social sustainability risks; and
- (g) the review of the Company's risk management framework at least annually to satisfy itself that it continues to be sound and to determine whether there have been any changes in the material business risks the Company faces and to ensure that they remain within the risk appetite set by the Board.

A secondary function of the Committee is to perform such special reviews or investigations as the Board may consider necessary.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

4.1 Review of Financial Reports

- (a) Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- (b) Oversee the financial reports and the results of the external audits of those reports.
- (c) Assess whether external reporting is adequate for shareholder needs.
- (d) Assess management processes supporting external reporting.
- (e) Establish procedures for treatment of accounting complaints.
- (f) Review the impact of any proposed changes in accounting policies on the financial statements.
- (g) Review the quarterly, half yearly and annual results.
- (h) Ensure that, before the Board approves the Company's financial statements for a financial period, the Chief Executive Officer and Chief Financial Officer (or, if none, the person(s) fulfilling those functions) have declared 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 true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.2 Relationship with External Auditors

- (a) Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- (b) Review performance, succession plans and rotation of lead engagement partner.
- (c) Approve the external audit plan and fees proposed for audit work to be performed.
- (d) Discuss any necessary recommendations to the Board for the approval of quarterly, half yearly or Annual Reports.

- (e) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- (f) Meet with the external auditors at least twice in each financial period without management being present and at any other time the Committee considers appropriate.
- (g) Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
- (h) Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.
- (i) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
- (j) Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the Corporations Act.
- (k) Ensure that the external auditor attends the Company's Annual General Meeting and is available to answer questions from security holders relevant to the audit.

4.3 Internal Audit Function

- (a) Monitor the need for a formal internal audit function and its scope.
- (b) Assess the performance and objectivity of any internal audit procedures that may be in place.
- (c) Review risk management and internal compliance procedures.
- (d) Monitor the quality of the accounting function.
- (e) Review the Internal Control Reports on a quarterly basis.

4.4 Risk Management

- (a) Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- (b) Assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (if appropriate).
- (c) Review the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.
- (d) Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.

4.5 Other

- (a) The Committee will oversee the Company's environmental risk management and occupational health and safety processes.
- (b) The Committee will oversee procedures for whistleblower protection pursuant to the Company's Whistleblower Policy.
- (c) As contemplated by the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, and to the extent that such deviation or waiver does not result in any breach of the law, the Committee may approve any deviation or waiver from the "*Corporate code of conduct*". Any such waiver or deviation will be promptly disclosed where required by applicable law.
- (d) Monitor related party transactions.

5. MEETINGS

- (a) The Committee will meet at least once in each financial quarter and additionally as circumstances may require for it to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
- (d) A quorum shall consist of two members of the Committee. In the absence of the Chairman of the Committee or their nominees, the members shall elect one of their members as Chairman of that meeting.
- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (f) The Committee Chairman, through the Secretary, will prepare a report of the actions of the Committee to be included in the Board papers for the next Board meeting.
- (g) Minutes of each meeting are included in the papers for the next full Board meeting after each Committee meeting.

6. SECRETARY

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. ACCESS TO ADVICE

- (a) Members of the Committee have rights of access to management and to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) Members of the Committee may meet with the auditors, both internal and external, without management being present.
- (c) Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chairman. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

9. REVIEW OF CHARTER

- (a) The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner, and will update the Charter as required or as a result of new laws or regulations.
- (b) The Charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

10. REPORT TO THE BOARD

- (a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.
- (b) The Committee must brief the Board promptly on all urgent and significant matters.

SCHEDULE 4 – REMUNERATION COMMITTEE CHARTER

1. GENERAL SCOPE AND AUTHORITY

- (a) The Remuneration Committee is a Committee of the Board. Due to the current size and stage of development the company doesn't currently have Remuneration committee however the duties which would normally be managed by the remuneration committee are managed by the full Board. The Charter may be subject to review by the Board at any time.
- (b) The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:
 - (i) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
 - (ii) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
 - (iii) recommending to the Board the remuneration of executive Directors;
 - (iv) fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market;
 - (v) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
 - (vi) reviewing and approving the remuneration of Director reports to the Chief Executive Officer/Managing Director, and as appropriate other senior executives; and
 - (vii) reviewing and approving any equity based plans and other incentive schemes.
- (c) The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.

2. COMPOSITION

- (a) The Committee shall comprise at least three Directors, the majority being independent non-executive Directors.
- (b) The Committee will be chaired by an independent Director who will be appointed by the Board.
- (c) The Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

3. SECRETARY

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee, and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

4. MEETINGS

- (a) The Committee will meet at least once per year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their members as Chairman.
- (d) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) Decisions will be based on a majority of votes with the Chairman having the casting vote.
- (f) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

5. ACCESS

- (a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

6. DUTIES AND RESPONSIBILITIES

In order to fulfil its responsibilities to the Board the Committee shall:

- (a) Executive Remuneration Policy
 - (i) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to

enable the Company to attract and retain executives and Directors who can create value for shareholders.

- (ii) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- (iii) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.

(b) Executive Directors and Senior Management

- (i) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.
- (ii) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Chief Executive Officer/Managing Director. As part of this review the Committee will oversee an annual performance evaluation of the senior executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

(c) Executive Incentive Plan

Review and approve the design of any executive incentive plans.

(d) Equity Based Plans

- (i) Review and approve any equity based plans that may be introduced (**Plans**) in the light of legislative, regulatory and market developments.
- (ii) For each Plan, determine each year whether awards will be made under that Plan.
- (iii) Review and approve total proposed awards under each Plan.
- (iv) In addition to considering awards to executive Directors and direct reports to the Chief Executive Officer/Managing Director, review and approve proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee.
- (v) Review, approve and keep under review performance hurdles for each equity based plan.
- (vi) Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of

derivatives or otherwise) which limit the economic risk of participating in the Plan.

- (e) Other

The Committee shall perform other duties and activities that it or the Board considers appropriate.

- (f) Disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives.

7. APPROVALS

The Committee must approve the following prior to implementation:

- (a) changes to the remuneration or contract terms of executive Directors and direct reports to the Chief Executive Officer/Managing Director;
- (b) the Plans or amendments to current equity plans or executive cash-based incentive plans;
- (c) total level of awards proposed from equity plans or executive cash-based incentive plans; and
- (d) termination payments to executive Directors or direct reports to the Chief Executive Officer/Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.

SCHEDULE 5 – NOMINATION COMMITTEE CHARTER

1. GENERAL SCOPE AND AUTHORITY

- (a) The Nomination Committee is a Committee of the Board. Due to the current size and stage of development the company doesn't currently have a nomination committee however the duties which would normally be managed by the nomination committee are managed by the full Board. The Charter may be subject to review by the Board at any time.
- (b) The primary purpose of the Committee is to support and advise the Board in:
 - (i) maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body; and
 - (ii) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

2. COMPOSITION

- (a) The Committee shall comprise at least three non-executive Directors, the majority of whom must be independent, one of whom will be appointed the Committee Chairman.
- (b) The Board may appoint additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

3. SECRETARY

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

4. MEETINGS

- (a) The Committee will meet at least once a year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.

- (d) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman.
- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (f) The Committee may invite executive management team members or other individuals, including external third parties to attend meetings of the Committee, as they consider appropriate.

5. ACCESS

- (a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts where the Committee considers this necessary to carry out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

6. RESPONSIBILITIES

The Committee shall periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors. In particular, in addition to any other specific responsibility given to the Committee under the Corporate Governance Plan, the Committee is to:

- (a) identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company;
- (b) undertake appropriate checks before appointing a candidate, or putting forward to security holders a candidate for election, as a senior executive or Director, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate);
- (c) ensure that all material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director, including:
 - (i) biographical details (including relevant qualifications and experience and skills);
 - (ii) details of any other material directorships currently held by the candidate;
 - (iii) where standing as a Director for the first time, any material adverse information revealed by the checks, details of any interest, position, association or relationship that might materially

influence their capacity to be independent and act in the best interests of the Company and its shareholders, and a statement whether the Board considers the candidate is considered to be independent;

- (iv) where standing for re-election as a Director, the term of office served by the Director and a statement whether the Board considers the candidate is considered to be independent; and
 - (v) a statement by the Board whether it supports the election or re-election of the candidate;
- (d) ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.;
 - (e) prepare and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve);
 - (f) approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities;
 - (g) assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board;
 - (h) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;
 - (i) review Directorships in other public companies held by or offered to Directors and senior executives of the Company;
 - (j) review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;
 - (k) arrange an annual performance evaluation of the Board, its Committee, individual Directors and senior executives;
 - (l) make recommendations to the Board on the appropriate size and composition of the Board; and
 - (m) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board;
 - (n) regularly review the Company's Diversity Policy and make decisions as to any strategies required to address Board diversity and diversity in the Company generally;
 - (o) regularly review and consider and note the relative proportion of women and men comprising the Board, the Company's senior executives and the Company's workforce generally and make decisions about setting measurable objectives for the Company to achieve gender diversity at each of those three levels.

For the purposes of the above, a senior executive is a member of key management personnel (as defined in the Corporations Act) other than a Non-Executive Director.

SCHEDULE 6 – DISCLOSURE – PERFORMANCE EVALUATION

The Board will arrange a performance evaluation of the Board, its Committees (if any), individual Directors and senior executives on an annual basis. To assist in this process an independent advisor may be used.

The Board will conduct an annual review of the role of the Board, assess the performance of the Board over the previous 12 months and examine ways of assisting the Board in performing its duties more effectively.

The review will include:

- (a) comparing the performance of the Board with the requirements of its Charter;
- (b) examination of the Board's interaction with management;
- (c) the nature of information provided to the Board by management; and
- (d) management's performance in assisting the Board to meet its objectives.

A similar review will be conducted for each Committee by the Board with the aim of assessing the performance of each Committee and identifying areas where improvements can be made.

The Board will oversee the evaluation of the remuneration of the Company's senior executives. This evaluation must be based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

The Company must disclose, in relation to each financial year, whether or not the relevant annual performance evaluations have been conducted in accordance with the above processes.

SCHEDULE 7 – DISCLOSURE – CONTINUOUS DISCLOSURE POLICY

This policy addresses the Company's disclosure obligations as required under the Corporations Act 2001 (Cth) (Corporations Act) and the ASX Listing Rules.

The Company has established this policy to guide the Company's compliance with ASX Listing Rule disclosure requirements and to ensure that all Directors, senior executives and employees of the Company understand their responsibilities under this policy.

The policy is designed to ensure that procedures are in place so that the securities exchange in which the Company's securities are listed is properly informed of matters which may have a material impact on the price at which the Company's securities are traded.

The Company is committed to:

- (a) complying with the general and continuous disclosure principles contained in the Corporations Act and the ASX Listing Rules;
- (b) preventing the selective or inadvertent disclosure of material price sensitive information;
- (c) ensuring shareholders and the market are provided with full and timely information about the Company's activities;
- (d) ensuring that all market participants have equal opportunity to receive externally available information issued by the Company.

1. DISCLOSURE OFFICER

The Board has designated the Chairman, Managing Director and the Company Secretary as the persons responsible for ensuring that this policy is implemented and enforced and that all required price sensitive information is disclosed to the ASX as required. The disclosure officers are responsible for all communication with ASX and for making decisions on what should be disclosed publicly under this policy.

In the absence of the Managing Director (where one has been appointed) and Company Secretary, any matters regarding disclosure issues are to be referred to the Chairman.

2. MATERIAL INFORMATION

In accordance with the ASX Listing Rules, the Company must immediately notify the market (via an announcement to the ASX) of any information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Information need not be disclosed if:

- (a) a reasonable person would not expect the information to be disclosed; and
- (b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following applies:
 - (i) it would breach the law to disclose the information,

- (ii) the information concerns an incomplete proposal or negotiation,
- (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure,
- (iv) the information is generated for internal management purposes, or
- (v) the information is a trade secret.

If an employee possesses inside information, the person must not:

- (a) trade in the Company's securities;
- (b) advise others or procure others to trade in the Company's securities; or
- (c) pass on the inside information to others, including colleagues, family or friends, knowing (or where the employee or Director should have reasonably known) that the other persons will use that information to trade in, or procure someone else to trade in, the Company's securities.

This prohibition applies regardless of how the employee or Director learns the information (e.g. even if the employee or Director overhears it or is told in a social setting). For further information please refer to the Company's Securities Trading Policy.

The Company is also required to disclose information if asked to do so by the ASX, to correct or prevent a false market.

Note that the Company is deemed to have become aware of information where a director or executive officer has, or ought to have, come into possession of the information in the course of the performance of his duties as a director or executive officer.

The Corporations Act defines a material effect on price or value as being where a reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the securities

3. BREACH OF CONTINUOUS DISCLOSURE POLICY

Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

4. PREPARATION AND REVIEW OF COMMUNICATIONS FOR DISCLOSURE

All announcements (and media releases) must be:

- (a) prepared in compliance with ASX Listing Rules continuous disclosure requirements;
- (b) factual and not omit material information; and
- (c) expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions.

The disclosure officers will review all communications to the market to ensure that they are full and accurate and comply with the Company's obligations. Such communications may include:

- (a) ASX announcements and media releases,

- (b) analyst, investor or other market presentations,
- (c) prospectuses, and
- (d) other corporate publications.

Examples of information or events that are likely to require disclosure include:

- (a) financial performance and material changes in financial performance or projected financial performance;
- (b) changes in relation to directors and senior executives, including changes in the independence of directors;
- (c) mergers, acquisitions, divestments, joint ventures or material changes in assets;
- (d) significant developments in new projects or ventures;
- (e) material changes to the Company's security position;
- (f) material information affecting joint venture partners, customers or non-wholly owned subsidiary companies;
- (g) media or market speculation;
- (h) analyst or media reports based on inaccurate or out of date information;
- (i) industry issues which have, or which may have, a material impact on the Company; and
- (j) decisions on significant issues affecting the Company by regulatory authorities.

The Company's protocol in relation to the review and release of ASX announcements (and media releases) is as follows:

- (a) All key announcements at the discretion of the Managing Director are to be circulated to and reviewed by all members of the Board.
- (b) All members of the Board are required to provide to the Managing Director (or in his/her absence, the Company Secretary) with verbal or written contribution of each announcement, prior to its release.
- (c) Any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.
- (d) The Managing Director (and in his/her absence, the Company Secretary) is to be given the final signoff before release to the ASX of the announcement.

Employees must ensure that they bring to the attention of the disclosure officers any information which could have a material effect on the price or value of the Company's securities. Where there is any doubt as to whether an issue might materially affect the price or value of the Company's securities, the disclosure officers will assess the circumstances with appropriate senior executives and if necessary, seek external professional advice.

All new and substantive presentations to analysts and investors (such as results presentation, presentations at annual general meetings, investor days and broker conferences) will be

released to the ASX ahead of the presentation. The presentation will also be published on the Company's website.

The disclosure officer must ensure that all members of the Board receive copies of all material market announcements promptly after they have been made.

5. AUTHORISED SPOKESPERSONS

The Company's authorised spokespersons are the Chairman, Managing Director and Company Secretary. In appropriate circumstances, the Managing Director may from time to time authorise other spokespersons on particular issues and those within their area of expertise.

No employees or consultants are permitted to comment publicly on matters confidential to the Company. Any information which is not public must be treated by employees and consultants as confidential until publicly released.

6. REPORTING OF DISCLOSABLE INFORMATION

Once the requirement to disclose information has been determined, the disclosure officers are the only persons authorised to release that information to the ASX.

Information to be disclosed must be lodged immediately with the ASX. Any such information must not be released to the general public until the Company has received formal confirmation of lodgement by the ASX.

All information disclosed to the ASX in compliance with this policy must be promptly placed on the Company's website.

7. MARKET SPECULATION AND RUMOURS

As a guiding principle, the Company has a "no comment" policy on market speculation and rumours, which must be observed by all employees. However, the Company will comply with any request by the ASX to comment upon a market report or rumour.

8. TRADING HALTS

The Company may, in exceptional circumstances, request a trading halt to maintain orderly trading in the Company's securities and to manage any disclosure issues.

No employee of the Company is authorised to seek a trading halt except for the disclosure officers.

9. MEETINGS AND GROUP BRIEFINGS WITH INVESTORS AND ANALYSTS

The Managing Director, Chairman and Company Secretary are primarily responsible for the Company's relationship with major shareholders, institutional investors and analysts and shall be the primary contact for those parties.

Any written materials containing new price-sensitive information to be used in briefing media, institutional investors and analysts are to be lodged with ASX prior to the briefing commencing. Upon confirmation of receipt by ASX, the briefing material will be posted to the Company's website. Briefing materials may also include information that may not strictly be required under continuous disclosure requirements.

The Company will not disclose price sensitive information in any meeting with an investor or stockbroking analyst before formally disclosing it to the market. The Company considers that one-on-one discussions and meetings with investors and stockbroking analysts are an important part of pro-active investor relations. However, the Company will only discuss previously disclosed information in such meetings.

10. PERIODS PRIOR TO RELEASE OF FINANCIAL RESULTS

During the time between the end of the financial year or half year and the actual results release, the Company will not discuss financial performance, broker estimates and forecasts and particularly, any pre-result analysis with stockbroking analysts, investors or the media, unless the information to be discussed has already been disclosed to the ASX.

11. WEB-BASED COMMUNICATION

The Company's website features discrete sections for shareholders and investors to ensure that such information can be accessed by interested parties. Such information will include

- (a) annual and half yearly reports and results announcements,
- (b) ASX announcements and media releases,
- (c) speeches and support material given at investor conferences, market briefings and investor presentations, and
- (d) company profile and company contact details.

The Company's website will be updated with material released to the ASX as soon as practicable after confirmation of release by the ASX.

Shareholders may be offered the option of receiving information via e-mail instead of post.

12. ANALYSTS REPORTS AND FORECASTS

Stockbroking analysts frequently prepare reports on listed companies that typically detail their opinion on strategies, performance and financial forecasts. To avoid inadvertent disclosure of information that may affect the Company's value or share price. The Company's comments on analyst reports will be restricted to:

- (a) information the Company has issued publicly and
- (b) other information that is in the public domain.

Given the level of price sensitivity to earnings projections, the Company will only make comment to correct factual errors in relation to information publicly issued by other parties and Company statements.

13. UNAUDITED PERIODIC REPORTS

From time to time, the Company may release periodic reports which are not subject to audit or review by an external auditor (such as annual directors' reports, quarterly activity reports, quarterly cash flow reports, integrated reports and sustainability reports).

The Company will disclose on its web-site, in its annual report, in its corporate governance statement or in its governance disclosures as part of its annual report, the process(es) it uses

to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by its external auditor.

Generally, without limitation, the Company undertakes a process of accountability checks with the Managing Director and Company Secretary taking joint responsibility to ensure that there are in place effective vetting and authorization processes designed to ensure that all such periodic reports:

- a) are made in a timely manner;
- b) are factually correct in all material respects;
- c) do not omit material information;
- d) are expressed in a clear and objective manner;
- e) do not mislead or deceive;
- f) provide investors with appropriate information to make informed investment decisions.

This policy is reviewed annually.

SCHEDULE 8 – DISCLOSURE – RISK MANAGEMENT

1. DISCLOSURE – RISK MANAGEMENT REVIEW PROCEDURE AND INTERNAL COMPLIANCE AND CONTROL

The Board determines the Company's "risk profile" and is responsible for overseeing, assessing and approving risk management strategy and policies, internal compliance and internal control.

The Board has taken responsibility for implementing the risk management system.

The Board will consider particular matters for approval or review. Among other things it will:

- (a) oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements;
- (b) with the assistance of management, determine whether the Company has any material exposure to economic, sustainability, environmental and/or social risks (as those last two terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*) and, if it does, how it manages, or intends to manage, those risks;
- (c) with the assistance of management, determine the key risks to the Company's businesses and prioritise work to manage those risks; and
- (d) review periodic reports by management, which are required to be made at least annually, on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

The Company's process of risk management and internal compliance and control includes:

- (a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- (b) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and
- (c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

To this end, comprehensive practises are in place that are directed towards achieving the following objectives:

- (a) compliance with applicable laws and regulations;
- (b) preparation of reliable published financial information; and
- (c) implementation of risk transfer strategies where appropriate eg insurance.

The responsibility for undertaking and reviewing risk management and internal control effectiveness is delegated to management. Management is required to report back to the Board (at least annually) on the efficiency and effectiveness of risk management and associated internal compliance and control procedures. Following receipt of such periodic report from management, the Board is required to assess the effectiveness of the Company's risk management framework and satisfy itself that the Company's risk management framework continues to be adequate and that the Company is operating with due regard to the risk appetite set by the Board.

The Company must disclose at least annually whether the Board (or a committee of the Board) has completed a review of the Company's risk management framework to satisfy itself that it continues to be sound.

The Company will disclose if it has any material exposure to environmental and/or social risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*) and, if it does, how it manages, or intends to manage, those risks.

SCHEDULE 9 – SECURITIES TRADING POLICY

1. INTRODUCTION

The shares of Family Zone Cyber Safety Limited (**Company**) are listed on the Australian Securities Exchange (**ASX**).

This policy outlines:

- (a) when Directors, senior management and other employees of the Company may deal in Company Securities;
- (b) when Directors, senior management and other employees of the Company may deal in securities of another publicly traded entity (because they may obtain inside information about another entity's securities while performing their duties for the Company); and
- (c) procedures to reduce the risk of insider trading.

The purpose of this policy is to ensure that Directors, senior management and employee are aware that they should not at any time deal in Company Securities when they are in possession of inside information. Insider trading is a criminal offence.

2. DEFINED TERMS

In this policy:

Black Out Periods means:

- (a) from three days prior to the last day of the month of a fiscal quarter (currently 28 March, 27 June, 27 September and 28 December) to and including the second trading day after the public announcement of the financial results of the quarter;
- (b) from three days prior to the last day of the financial year (currently 27 June) to and including the second trading day after the public announcement of the financial results of the year;
- (c) from three days prior the last day of the half financial year (currently 28 December) to and including the second trading day after the public announcement of the half yearly financial results of the half year; and
- (d) such other periods as the Company may notify from time to time, for example, where the Company was considering a major transaction that could have a material effect on the stock price (**Notified Black Out Period**).

Clearance Officer means persons appointed by the Company from time to time who are responsible for processing the securities dealing clearance as outlined in Attachment C.

Company Securities includes shares, debentures, rights, options and any other financial products of the Company traded on any stock exchange.

Designated Person means unless excluded by the managing Director in writing:

- a Director or person having authority for planning, directing and controlling the activities of the Company, directly or indirectly, whether as an employee or consultant;
- Any person reporting to the managing Director;
- Any other person who, from time to time, is notified by the Company that they are deemed a Designated Person.

Key Management Personnel means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Securities Dealing Clearance Request means the form set out as Attachment B to this policy.

3. INSIDER TRADING

If a person has information about securities and the person knows, or ought reasonably to know, that the information is inside information, it is illegal for the person to:

- (a) deal in the securities;
- (b) procure another person to deal in the securities; or
- (c) give the information to another person (also known as "tipping") who the person knows, or ought reasonably to know, is likely to:
 - (i) deal in the securities; or
 - (ii) procure someone else to deal in the securities.

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.

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?

Inside information is information that:

- (a) is not generally available; and
- (b) 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.

Information is generally available if it:

- (a) is readily observable;
- (b) 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

- (c) consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs 4(a) or 4(b) above.

5. WHAT IS DEALING IN SECURITIES?

Dealing in securities includes:

- (a) applying for, acquiring, or disposing of, securities;
- (b) entering into an agreement to apply for, acquire, or dispose of, securities; and
- (c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.

6. WHEN EMPLOYEES MAY DEAL

Subject to clause 10, an employee (who is not a Designated Person) may deal in Company Securities if it is not a Notified Black Out Period and 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.

An employee (who is not a Designated Person) may deal 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 those securities of the other entity.

7. WHEN EMPLOYEES MAY NOT DEAL

Subject to clause 10, an employee (who is not a Designated Person) may not deal or procure another person to deal in Company Securities:

- (a) during Notified Black Out Periods;
- (b) if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities;

An employee may not deal or procure another person to deal in 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 those securities.

8. WHEN A DESIGNATED PERSON MAY DEAL

A Designated Person may only deal in Company Securities if he or she has complied with clause 11 below.

A Designated Person may deal in the securities of another publicly traded 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 those securities.

9. WHEN A DESIGNATED PERSON MAY NOT DEAL

Subject to clause 10, a Designated Person may not deal or procure another person to deal in Company Securities:

- (a) during Black Out Periods;
- (b) if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities;
- (c) if he or she has not complied with paragraph 11 below.

A Designated Person may not deal or procure another person to deal in 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 those securities.

10. EXCEPTIONAL CIRCUMSTANCES

An employee (including a Designated Person), who is not in possession of inside information in relation to Company Securities, may be given clearance by a Clearance Officer to sell or otherwise dispose of Company Securities during a Black Out Period in any of the following exceptional circumstances:

- (a) if the employee is in severe financial hardship. An employee may be in severe financial hardship if he or she has a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Company Securities;
- (b) if the employee is required by a court order, or there are other enforceable undertakings, for example in a bona fide family settlement, to transfer or sell the Company Securities or there is some other overriding legal or regulatory requirement for the employee to do so;
- (c) in any other circumstances that may be deemed exceptional by the Chairman of the Company (or the Board if the Chairman is involved).

The employee seeking clearance must satisfy a Clearance Officer or the Chairman or the Board (as applicable) that the employee is in severe financial hardship or that their circumstances are otherwise exceptional and that the proposed sale or disposal of the relevant Company Securities is the only reasonable course of action available.

11. SECURITIES DEALING CLEARANCE

Before dealing in Company Securities, a Designated Person must submit a Securities Dealing Clearance Request.

A Clearance Officer may refuse a Securities Dealing Clearance Request in its sole discretion for any reason and the Clearance Officer is not obligated to advise the Designated Person the reason for the refusal.

A Clearance Officer must not give clearance during periods that are Black Out Periods other than where exceptional circumstances apply as provided for in clause 10. However, a Clearance Officer may not give clearance during a Black Out Period if:

- (a) there is a matter about which there is inside information in relation to Company Securities (whether or not the Designated Person knows about the matter) when the Designated Person requests clearance or proposes to deal in Company Securities; and
- (b) a Clearance Officer has any other reason to believe that the proposed dealing breaches this policy.

Any clearance given by a Clearance Officer shall be for a specified duration as determined by a Clearance Officer and must be given in writing to be effective and prior to the Designated Person conducting a dealing in Company Securities.

A Clearance Officer must keep a written record of:

- (c) any information received from a Designated Person in connection with this policy; and
- (d) any clearance or refusal given under this policy.

12. DEALINGS BY ASSOCIATED PERSONS AND INVESTMENT MANAGERS

If a Designated Person may not deal in the Company Securities, he or she must take all reasonable and necessary steps to prevent any dealing in the Company Securities by:

- (a) any associated person (including family or nominee companies and family trusts); or
- (b) any investment manager on their behalf or on behalf of any associated person.

13. EXCLUDED TRADING

Notwithstanding clauses 7(a), 9(a) and 9(c) but subject to clauses 7(b) 9(b), the following types of trading are excluded from the operation of this policy:

- (a) transfers of Company Securities between an employee and someone closely related to the employee (such as a spouse, minor child, family member or family trust) or by an employee into their superannuation fund;
- (b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) where an employee is a trustee, trading in Company Securities by that trust provided the employee is not a beneficiary of the trust and any decision to trade during a Black Out Period is taken by the other trustees or by the investment managers independently of the employee;
- (d) undertakings to accept, or acceptance of, a takeover offer;
- (e) trading under an offer or invitation made to all or most of the Company Security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the board of the Company. This includes decisions

relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

- (f) a disposal of Company Securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement;
- (g) the acquisition of shares, options or rights under an employee incentive scheme;
- (h) the exercise of an option or a right or the conversion of a convertible security, but not the subsequent sales of securities following exercise or conversion; and
- (i) trading under a non-discretionary trading plan for which prior written clearance has been provided by a Clearance Officer and where:
 - (i) the Designated Person did not enter into the plan or amend the plan during a Black Out Period; and
 - (ii) the trading plan does not permit the Designated Person to exercise any influence or discretion over how, when, or whether to trade.

14. COMMUNICATING INSIDE INFORMATION

If an employee (including a Designated Person) 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:

- (a) deal in Company Securities or those securities of the other entity; or
- (b) procure another person to deal in Company Securities or the securities of the other entity.

An employee must not inform colleagues (except a Clearance Officer) about inside information or its details.

15. HEDGING PROHIBITION

A member of the Key Management Personnel must not enter into an arrangement with anyone if that arrangement would have the effect of limiting the exposure of the member to risk relating to an element of the member's remuneration that:

- (a) has not vested in the member; or
- (b) has vested in the member but remains subject to a holding lock.

Without limiting paragraph 15(a), remuneration that is not payable to a member until a particular day is, until that day, remuneration that has not vested in the member.

16. ACKNOWLEDGEMENT OF THIS POLICY

Each employee (including a Designated Person) shall be required to provide to the Company an acknowledgement of this policy in the form in Attachment A.

17. BREACH OF POLICY

A breach of this policy by an employee (including a Designated Person) may lead to disciplinary action which may include, depending on the severity of the breach, a range of actions from a reprimand or formal warning to termination of employment. It may also be a breach of the law.

18. ASSISTANCE AND ADDITIONAL INFORMATION

Employees (including Designated Persons) who are unsure about any information they may have in their possession, and whether they can use that information for dealing in securities, should contact a Clearance Officer.

- ATTACHMENT A

FORM OF ACKNOWLEDGEMENT BY EMPLOYEE

- (a) I have read and understood the document titled "Securities Trading Policy" of Family Zone Cyber Safety Limited (the **Securities Trading Policy**).
- (b) I acknowledge the Securities Trading Policy may be revised from time to time.
- (c) I agree to be bound by, and to comply with, the Securities Trading Policy and any future revisions.
- (d) I acknowledge and agree that the Securities Trading Policy and any future revisions forms part of the terms of my appointment as an employee/director/consultant of Family Zone Cyber Safety Limited.

.....

Signature

Name:

Date:

To be returned to the Accounts Department on completion.

-ATTACHMENT B

Securities Trading Policy**Clearance Request**

In accordance with the Securities Trading Policy of Family Zone Cyber Safety Limited (**Company**), before dealing in any Company Securities you are required to obtain clearance.

Please forward this request to the Company Secretary

Name: _____

Position: _____

Telephone: _____

I request permission to trade the following securities which are proposed to be held by myself personally and/or other parties with whom I have an interest as follows:

Type of Security	Number of Securities	Buy/Sell/Exercise & Hold/Exercise & Sell

I confirm that:

- (e) it is not a Black Out Period;
- (f) I am not in possession of Inside Information;
- (g) I will not deal in the above securities until I am notified that clearance is approved; and
- (h) I may be refused permission to deal without explanation.

Signed: _____ Date: _____

This form is valid for a period of three business days from the date of approval. After this time, clearance will lapse and a further request will need to be completed. This form will be returned to you with the period of validation completed if approval has been granted.

For completion by a Clearance Officer:

Approval for the above dealing has been:

- cleared for a period of three business days
- refused

Signed: _____ Date: _____

Name: _____

-ATTACHMENT C

Clearance Officer

All Securities Trading Requests should be sent to the Company Secretary who will process the trading clearance request

Person seeking Securities Trading Clearance	Clearance Officer
Designated Person	Managing Director or Executive Director
Managing Director	Chairman
Chairman	Managing Director

SCHEDULE 10 – DIVERSITY POLICY

1. INTRODUCTION

The Company and all its related bodies corporate are committed to workplace diversity.

The Company recognises the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent.

Diversity includes, but is not limited to, gender, age, ethnicity and cultural background.

To the extent practicable, the Company will address the recommendations and guidance provided in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*.

The Diversity Policy does not form part of an employee's contract of employment with the Company, nor gives rise to contractual obligations. However, to the extent that the Diversity Policy requires an employee to do or refrain from doing something and at all times subject to legal obligations, the Diversity Policy forms a direction of the Company with which an employee is expected to comply.

2. OBJECTIVES

The Diversity Policy provides a framework for the Company to achieve:

- (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (c) improved employment and career development opportunities for women;
- (d) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
- (e) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,

(collectively, the **Objectives**).

The Diversity Policy does not impose on the Company, its directors, officers, agents or employee any obligation to engage in, or justification for engaging in, any conduct which is illegal or contrary to any anti-discrimination or equal employment opportunity legislation or laws in any State or Territory of Australia or of any foreign jurisdiction.

3. RESPONSIBILITIES

3.1 The Board's commitment

The Board is committed to workplace diversity, with a particular focus on supporting the representation of women at the senior level of the Company and on the Board.

The Board is responsible for developing measurable objectives and strategies to meet the objectives of the Diversity Policy (**Measurable Objectives**) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below. The Board shall annually assess any Measurable Objectives, and the Company's progress (if any) towards achieving them. Any Measurable Objectives will be disclosed to Shareholders via the Company's website and outcomes following the implementation of Measurable Objectives will be disclosed in its annual report.

The Board may also set Measurable Objectives for achieving gender diversity in the composition of the Board, its senior executives and the Company's workforce generally and annually monitor their achievement. In addition to setting any Measurable Objectives for gender diversity, the Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.

3.2 Strategies

The Company's diversity strategies include:

- (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
- (b) reviewing succession plans to ensure an appropriate focus on diversity;
- (c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;
- (d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development;
- (e) developing a culture which takes account of domestic responsibilities of employees; and
- (f) any other strategies the Board develops from time to time.

4. MONITORING AND EVALUATION

The Chairman will monitor the scope and currency of this policy.

The Company is responsible for implementing, monitoring and reporting on the Measurable Objectives.

Measurable Objectives as set by the Board will be included in the annual key performance indicators for the Chief Executive Officer/Managing Director and senior executives.

In addition, the Board will review progress against the Measurable Objectives as a key performance indicator in its annual performance assessment.

5. REPORTING

The Company will include disclose, for each financial year:

- (a) the Measurable Objectives set by the Board;
- (b) progress against the Measurable Objectives; and
- (c) either:
 - (i) the respective proportions of men and women on the Board, in senior executive positions (including how the Company has defined "senior executive" for these purposes) and across the whole Company; or
 - (ii) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.

SCHEDULE 11 – SHAREHOLDER COMMUNICATIONS STRATEGY

The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.

Information is communicated to shareholders through:

1. the Annual Report delivered by post and which is also placed on the Company's website;
2. the half yearly report which is placed on the Company's website;
3. the quarterly reports which are placed on the Company's website;
4. disclosures and announcements made to the Australian Securities Exchange (**ASX**) copies of which are placed on the Company's website;
5. notices and explanatory statements of Annual General Meetings (**AGM**) and General Meetings (**GM**) copies of which are placed on the Company's website;
6. the Chairman's address and the Managing Director's address made at the AGMs and the GMs, copies of which are placed on the Company's website;
7. the Company's website on which the Company posts all announcements which it makes to the ASX; and
8. the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

As part of the Company's developing investor relations program, Shareholders can register with the Company Secretary to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

Shareholders are encouraged to participate at all GMs and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting.

The Company is reviewing its website to identify ways in which it can promote its greater use by shareholders and make it more informative.

At least three historical years of the Company's Annual Report is provided on the Company's website.

Shareholders queries should be referred to the Company Secretary in the first instance.

SCHEDULE 12 – PROCEDURES FOR APPOINTMENT AND SELECTION OF DIRECTORS

The Board shall ensure that, collectively, it has the appropriate range and expertise to properly fulfil its responsibilities, including:

- (a) accounting and finance;
- (b) business development and risk management;
- (c) industry and public company experience; and
- (d) an appropriate ratio and skills matrix for executive and non-executive directors.

In the circumstances where the Board believes there is a need to appoint another Director, whether due to retirement of a Director or growth or complexity of the Company, certain procedures will be followed, including the following:

- (a) determine the skills and experience appropriate for the appointee having regard to those of the existing directors and any other likely changes to the Board;
- (b) agree the process and timetable for seeking such a person, which may involve an external search firm;
- (c) a short list of candidates will be prepared for the Board's consideration and interview. The selection process will encourage visitation to the Company's operating sites and an understanding of management information systems. Candidates will be assessed on the following basis:
 - (i) competencies and qualifications;
 - (ii) independence;
 - (iii) other directorships;
 - (iv) time availability;
 - (v) contribution to the overall balance of the composition of the Board; and
 - (vi) depth of understanding of the role and legal obligations of a director.
- (d) undertake appropriate checks before appointing a person, or putting forward to securities holders a candidate for election, as a Director; and providing security holders with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a Director.

The Board regularly reviews the composition of the Board to ensure that the Board continues to have the mix of skills and experience necessary for the conduct of the Company's activities.

The Board annually assesses whether the Directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues. Where gaps are identified and are not expected to be addressed in the short term by new appointments, the Board will assess whether there is a need for existing Directors to undertake professional development.

If an invitation to become a Director is accepted, the Board will appoint the new Director, subject to the entering into of a written agreement with that Director. Ideally the agreement should be with the Director personally, but the Director may provide their services through a personal services company (and have their fees paid to that company rather than to the Director personally) provided the Director has a personal letter of appointment with the Company setting out the Director's duties and responsibilities.

Any new Director appointed will then stand for re-election by shareholders at the next annual general meeting. Shareholders will be provided with relevant information on the candidates for re-election.

When appointed to the Board, a new Director will receive an induction appropriate to their experience.

If a Director is appointed to the Board who does not speak English (**Non-English Speaking Director**), in order to ensure the Non-English Speaking Director understands and can contribute to discussions at board meetings and shareholder meetings and can understand and discharge their obligations in relation to key corporate documents, the Board will:

- (a) ensure that the Non-English Speaking Director is provided with written translations of all key corporate documents (include the Company's constitution, any prospectus or product disclosure statement, corporate reports and continuous disclosure announcements) and relevant Board documentation including proposed resolutions and accompanying documentation; and
- (b) where appropriate, engage the services of an authorised translator to attend board meetings and shareholder meetings with the Non-English Speaking Director.

This policy is reviewed annually.

SCHEDULE 13 – WHISTLEBLOWER POLICY

1. PURPOSE OF THIS 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 14ZZE 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;
- 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.

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 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.

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.

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.

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:

- 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.

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.

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 (or a delegated Board committee) will be periodically informed of all material 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 <https://www.familyzone.com/au/investor-centre> 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 Family Zone Cyber Safety Limited ACN 167 509 177.

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

Disclosable Matters has the meaning given in Section 3.

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.

Schedule – Authorised Officers

Position	Contact Details
Tim Levy	Phone: 0413 563 333 Email: timl@familyzone.com Post: Citbank House, Level 17, 37 St Georges Tce Perth
Emma Wates	Phone: 0403 307 541 Email: ew@grangeconsulting.com.au Post: 945 Wellington Street, West Perth WA

SCHEDULE 14 – ANTI-BRIBERY AND CORRUPTION POLICY

1. PURPOSE OF THIS POLICY

Family Zone Cyber Safety Limited (**Company**) is committed to maintaining a high standard of integrity, investor confidence and good corporate governance. The Company is also committed to ensuring a high standard of ethical conduct in all business dealings and a culture of lawful, ethical and responsible behaviour.

This Policy has been adopted by the Board to ensure the Company has appropriate procedures in place to prevent and discourage unacceptable conduct involving bribery and corruption and sets out the Company's guidelines on what conduct constitutes bribery and corruption, the procedures the Company has in place for preventing conduct involving bribery and corruption and how to raise a concern regarding suspicious activity in breach of this Policy.

This Policy applies globally. If travelling outside of Australia, Company Personnel are subject to the laws of the country they are in. However, Company Personnel are required to follow this Policy regardless of specific anti-bribery and corruption laws in place. Where a country has specific anti-bribery and corruption laws which are of a lesser standard to this Policy, this Policy prevails.

This Policy is consistent with, and supports the Company's values and it should be read with other policies of the Company.

2. WHO THIS POLICY COVERS

This Policy applies to anyone who is employed by, or works at, the Company (or any of its related bodies corporate) including directors, officers, employees, consultants, contractors and sub-contractors (**Company Personnel**).

3. CONDUCT PROHIBITED UNDER THIS POLICY

All forms of bribery and corruption, whether direct or indirect, are prohibited under this Policy.

3.1 What is bribery and corruption?

A bribe is an inducement or reward offered in order to gain any commercial, contractual, regulatory or personal advantage which is not legitimately due. A bribe can take the form of gifts, loans, fees, rewards or other advantages. Corruption is a deliberate act of dishonesty, breach of the law or abuse of public trust or power for personal gain or advantage for an entity.

3.2 Examples of prohibited conduct

Examples of conduct prohibited under this Policy includes, but is not limited to, the following:

- (a) **offering, promising** or **giving** a bribe;
- (b) **receiving, agreeing to receive** or **requesting** a bribe;
- (c) **authorising** a bribe;
- (d) **failing to prevent** a bribe being made;

- (e) paying **secret commissions** to those acting in an agency or fiduciary capacity;
- (f) bribing a public official with the purpose of **influencing the outcome** of the performance of their official functions in order to obtain or retain business or an advantage in the conduct of business;
- (g) making facilitation payments to a public official (whether legal or not in a country) for the purpose of **expediting the timing** of a routine official action of a non-discretionary nature (e.g. processing papers or issuing permits);
- (h) **keeping accounts 'off-book'** to facilitate or conceal improper payments; and
- (i) **facilitating, concealing or disguising** a bribe or other corrupt conduct.

4. GENUINE GIFTS AND EXPENDITURE PERMITTED UNDER THIS POLICY

Company Personnel are prohibited from giving or receiving gifts which amount to a bribe or otherwise involve corrupt activity. However, the Company permits genuine gifts and entertainment expenditure that is reasonable and proportionate provided it complies with the following:

- (a) **right reason** – it must be clear that the reason for the gift/expenditure is an act of appreciation or common courtesy associated with standard business practice;
- (b) **recipient has no obligation** – the gift/expenditure must not place the recipient under any obligation;
- (c) **giver has no expectations** – the gift/expenditure must come with no expectations on the part of the giver (or an associate of the giver) of receiving any special favours or any special arrangements in return for the gift/expenditure;
- (d) **appropriate** – the nature of the gift/expenditure must be appropriate to the relationship between the giver and the recipient; and
- (e) **made openly** – the gift/expenditure must be made openly and not secretly (i.e. without documentation);
- (f) **reasonable value** – the size of the gift/expenditure must be in accordance with general business practice. If the value of the gift/expenditure is at or over \$500, it must be approved and documented in the Gift Register in accordance with paragraph 6.1 below; and
- (g) **legal** – the gift/expenditure must comply with all applicable laws.

Circumstances under which any gift/benefit should never be accepted include:

- (a) gift in the form of cash and/or cash equivalent vouchers or gift certificates;
- (b) 'quid pro quo' (a benefit or advantage offered for something in return); and

- (c) making incomplete, false or inaccurate entries in the Company's books and records.

Company Personnel should, where possible, discuss with their manager or the compliance officer listed in the Schedule (or as updated by the Board from time to time (**Compliance Officer**) (as appropriate), the fact that they have been offered a gift before accepting the gift, in order to determine the appropriate action.

5. SAFETY AND LIBERTY EXCEPTION

In the event that any Company Personnel experience a threat to the safety or liberty of a person, they are not required to comply with this Policy. Such Company Personnel must immediately or as soon as reasonably possible after the event provide a detailed report of what occurred to the relevant Compliance Officer.

6. PROCEDURES TO PREVENT BRIBERY AND CORRUPTION

6.1 Company must approve and record gifts above \$500

The Compliance Officer must approve all gifts and proposed expenses valued at or above \$500.

The Compliance Officer (or person delegated by the Compliance Officer) must keep and maintain a register of all approved gifts and expenses valued at or above \$500 (**Gift Register**).

Company Personnel must submit a request for approval of a gift or proposed expense valued at or above \$500 to the Compliance Officer as soon as possible and within 5 business days of receiving or being offered the gift or benefit. The Compliance Officer must provide a response to a request for approval within 5 business days of receiving the request.

Gifts and expenses should not be accepted or incurred on a recurring basis or broken down into parts of less than \$500 with the purpose of avoiding the gift or expense being subject to approval and recorded in the Gift Register.

The Gift Register will be reviewed periodically by management to identify and manage any emerging risks of improper conduct arising from giving and receiving gifts and expenses.

6.2 Company must approve all donations and sponsorships

The Compliance Officer must approve all donations and sponsorships proposed to be provided using Company funds including charitable donations. The Company will only make charitable donations that are legal and ethical under local laws and practices. In Australia, the Company will only approve a charitable donation to an organisation that is registered as a charity and entitled to receive income tax deductible gifts and deductible contributions.

The Company does not make political donations in any country.

Please be aware that promises of donations and sponsorships, even if no payment is ever made, may be caught by anti-bribery laws in a number of different countries.

6.3 Company Personnel must declare conflicts of interest for all tenders

Company Personnel are required to immediately declare all material and potential conflicts of interest in relation to any tender or procurement process to their manager or the Compliance Officer (as appropriate).

If there is a material conflict of interest, approval must be obtained from the Compliance Officer before proceeding with the tender.

Further, the Company must take all reasonable steps to ensure the tender process is:

- (b) **transparent** - the tender process must be conducted fairly and transparently;
- (c) **no favours** – no supplier in the tender process should receive any favours or preferences at the expense of the Company;
- (d) **no personal benefits** - no Company Personnel should receive a personal benefit, directly or indirectly, in connection with the tender process; and
- (e) **appropriately documented** – the Company must keep appropriate records of the tender process, including a record of why the supplier was ultimately selected.

6.4 Company must keep records of all payments

The Company must keep financial records and have appropriate internal controls in place to evidence the business reasons for making payments to third parties.

All accounts, invoices, memoranda and other documents and records relating to the dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict honesty, accuracy and completeness.

Company Personnel should note that it is an offence under Australian law for a person to make, alter, destroy or conceal an accounting document, including being reckless in their conduct which allowed such an act to facilitate, conceal or disguise corrupt conduct.

7. HOW TO REPORT SUSPICIOUS ACTIVITY

All Company Personnel have a responsibility to help detect, prevent and report instances of bribery and corruption as well as any other suspicious activity or wrongdoing in connection with the Company's business.

Company Personnel should notify the Compliance Officer as soon as possible if you believe or suspect that a conflict with, or a breach of, this Policy has occurred, or may occur in the future.

If you are unsure whether a particular act may constitute bribery or corruption, or if you have any other queries or concerns, you should raise these with your manager or the Compliance Officer.

If you are not comfortable, for any reason, with speaking directly to your manager or the Compliance Officer, the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making a report or raising any concern regarding suspicious activity. The Company is committed to ensuring that all Company Personnel have a safe, reliable and confidential way of reporting any suspicious activity.

8. CONSEQUENCES OF BREACHING THIS POLICY

There are serious civil and criminal penalties which can result from prosecution for an offence related to bribery and corruption. Financial penalties for bribery and corruption offences can potentially be significant and serious for Company Personnel and for the Company. There is also a real risk that individuals involved may also be subject to imprisonment.

Conduct involving bribery and corruption can also damage the Company's reputation and standing in the community and its ability to procure and retain business and/or clients.

Any breaches of this Policy will be regarded as serious misconduct and may result in disciplinary action, which may include termination of employment.

9. OTHER MATTERS

9.1 Material breaches of Policy reported to the Board

The Board (or a delegated Board committee) will be periodically informed of all material breaches of this Policy.

9.2 Monitoring and review of Policy

Material breaches of this Policy will be monitored and the Policy will be periodically reviewed to check that it is operating effectively and whether any changes to the Policy are required.

9.3 Training

The Company will provide training sessions to assist management and employees who may be exposed to bribery or corruption to recognise and manage bribery and corruption issues, as appropriate.

9.4 Amendment of Policy

This Policy may be amended by the Company from time to time by resolution of the Board.

Schedule 1 – Compliance Officer

Position	Contact Details
Emma Wates (Company Secretary)	Phone: 0403307541 Email: ew@grangeconsulting.com.au Post: 945 Wellington Street, West Perth 6005

ANNEXURE A – DEFINITION OF INDEPENDENCE

Examples of interests, positions, associations and relationships that might cause doubts about the independence of a director include if the director:

- (a) is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the board;
- (b) is, or has within the last three years been, a partner, director or senior employee of a provider of material professional services or a material consultant to the Company or any of its child entities;
- (c) is, or has been within the last three years, in a material business relationship (eg as a supplier or customer) with the Company or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship;
- (d) is a substantial security holder of the Company or an officer of, or otherwise associated with, a substantial security holder of the Company;
- (e) has a material contractual relationship with the Company or its child entities other than as a director;
- (f) has close family ties with any person who falls within any of the categories described above; or
- (g) has been a director of the Company for such a period that his or her independence may have been compromised.

In each case, the materiality of the interest, position, association or relationship needs to be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.