



**CORPORATE GOVERNANCE STATEMENT OF IMPELUS LIMITED A.C.N. 089 805 416 (ASX: IMS)
PROVIDED PURSUANT TO ASX LISTING RULE 4.10.3**

This Corporate Governance Statement (**CGS**) is provided by the Directors of Impelus Limited A.C.N. 089 805 416 (**IMS** or the **Company**) pursuant to ASX Listing Rule 4.10.3 and reports against the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations' 4th Edition (the **Recommendations**) including the 8 principles and specific recommendations included therein. This CGS was approved by the Board of the Company on 30 September 2020 and is effective as at the same date.

	Principle 1 Recommendations:	Lay Solid Foundations for Management and Oversight
1.1	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> a) the respective roles and responsibilities of its Board and management; and b) those matters expressly reserved to the Board and those delegated to management. 	<ul style="list-style-type: none"> a) The Board is empowered to manage the business of the Company subject to the Corporations Act, 2001(Cth.) (Corporations Act) and the Company's constitution. The Board is responsible for the overall corporate governance of the Company and the management of the Company. The role and responsibilities of the Board are set out in a formal board charter (a copy of which can be found on the Company's website). b) The responsibilities of the Board include: <ul style="list-style-type: none"> • approving the strategic objectives of the Company and establishing goals to promote their achievement; • monitoring the operational and financial position and performance of the Company; • ensuring the directors inform themselves of the Company's business and financial status; • establishing investment criteria including acquisitions and divestments, approving investments, and implementing ongoing evaluations of investments against such criteria; • approving and monitoring the progress of major capital expenditure, capital management and major acquisitions and divestitures; • providing oversight of the Company, including its control and accountability systems; • considering and approving the Company's budgets; • establishing written policies on compliance, risk oversight and management; • reviewing and ratifying and monitoring systems of risk management and internal compliance and control, codes of conduct and legal compliance, in conjunction with the Company's Audit Committee, and ensuring they are operating effectively; • appointing and removing the CEO or equivalent (referred to for the purposes herein as CEO unless otherwise specified), monitoring performance and approving

		<p>remuneration of the CEO and the remuneration policy and succession plans for the CEO, where applicable and appropriate;</p> <ul style="list-style-type: none"> • ratifying the appointment of directors and, where appropriate or applicable, the Company Secretary; • ensuring that business risks facing the Company are, where possible, identified and that appropriate monitoring and reporting internal controls are in place to manage such risks; • approving and monitoring financial and other reporting and disclosure; • determining the dividend policy of the Company and declaring dividends; • ensuring the Company complies with its responsibilities under the Corporations Act, the Company's constitution, the ASX Listing Rules and other relevant laws; • exercising due care and diligence and sound business judgment in the performance of those functions and responsibilities; and • ensuring appropriate resources are available to senior executives. <p>The Board delegates to senior managers, the authority to manage the Company's day-to-day activities, and the implementation of corporate objectives. It is the role of management to manage the Company in accordance with the direction of the Board</p> <p>The CEO, should there be one is appointed by the Board, is responsible for the ongoing management of the Company in accordance with the strategy, policies and programs approved by the Board. His/her responsibilities include:</p> <ul style="list-style-type: none"> • developing, with the Board, a consensus for the Company's vision and direction; • constructing, with senior executives, programs to implement this vision; • implementing the Company's risk management policies (in conjunction with the Company's Audit Committee); • negotiating the terms and conditions of appointment of the senior executives for Board approval; • appointing the general managers of the Company; • endorsing the terms and conditions of appointment of all other staff members; • providing strong leadership to, and effective management of, the Company to: <ul style="list-style-type: none"> i. encourage co-operation and teamwork; ii. build and maintain staff morale at a high level; and iii. build and maintain a strong sense of staff identity with, and a sense of allegiance to, the Company; • ensuring a safe workplace for all personnel; • ensuring a culture of compliance generally; • carrying out the day-to-day management of the Company;
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		<ul style="list-style-type: none"> • forming other committees and working parties from time to time to assist in the orderly conduct and operation of the Company; • keeping the Board informed, at an appropriate level, of all the activities of the Company; and • seeking to ensure that all personnel act with the highest degree of ethics and probity. <p>The Company ceased employing anyone in the role of CEO during the course of the reporting period.</p>
1.2	<p>A listed entity should:</p> <p>a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>a) Prior to the nomination of prospective non-executive directors for election or re-election, the Board aims to obtain from the prospective candidate:</p> <ul style="list-style-type: none"> • details of other commitments of the prospective candidate and an indication of the time involved in those commitments; and • an acknowledgement that the prospective candidate will have sufficient time to meet the requirements of non-executive directors of the Company. <p>Appropriate checks are undertaken prior to the appointment of any new directors to the Board, including reference checks, police clearances and insolvency clearances.</p> <p>b) When a candidate is placed before shareholders for election or re-election as a director, the names of candidates submitted are accompanied by the following information to enable shareholders to make an informed decision in relation to that vote:</p> <ul style="list-style-type: none"> • biographical details, including competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate; • details of any relationships that exist between the candidate and the Company or between the candidate and any director of the Company; • other public or material directorships held; • particulars of other positions which involve significant time commitments or actual or potential conflicts; • the term of office currently served by any director subject to re-election; and • any other particulars required by law.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment	The Company has a written agreement with each of its directors setting out the terms of their appointment.
1.4	The Company secretary of a listed entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.	The Company Secretary is accountable to the Board through the Chairman on all corporate governance matters. The Company Secretary is generally responsible for carrying out the

		administrative and legislative requirements of the Board and holds primary responsibility for ensuring that the Board processes, procedures and policies run efficiently and effectively.
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<ul style="list-style-type: none"> a) The Company has established a Diversity Policy as part of its Corporate Governance Plan. The Policy details the Board's commitment to providing an inclusive workplace and recognises the value that a workforce made up of individuals with diverse skills, values, backgrounds and experiences can bring to the Company. The Company has a commitment to gender diversity and female participation will be sought in all areas at the appropriate time. Decisions relating to promotion, leadership development and flexible work arrangements will be based on merit and reinforce the importance of equality in the workplace. Ongoing monitoring of Company policies and culture will be undertaken to make sure they do not hold members of any group back in their professional development. b) A copy of the Company's Diversity Policy is available on the Company's website. c) The Company will establish measurable objectives for achieving gender diversity when it has reached an appropriate stage in its growth cycle. The Board will, at least once per year, review the policy to determine its adequacy for current circumstances and make recommendations to the Board for amendment where required. The Company's Corporate Governance Statement each year will contain an update on the Company's compliance with the ASX's recommendations and the Company's Diversity Policy. <p>The composition of the Board is monitored and reviewed annually in respect of size, diversity and membership to ensure that the Board has a balance of skill and experience appropriate to the needs of the Company. When a vacancy arises, the Board will identify candidates with appropriate expertise and experience and appoint the most suitable person, taking into account the need for diversity in gender, age, ethnicity and cultural background. As at 30 June 2020, the Company had no women on the Board, 60,7% of the workforce was female and 25% of senior management was female. The Company is not a "relevant employer".</p>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	<ul style="list-style-type: none"> a) The Board has a process for periodically evaluating the performance of the Board, which is contained within the Company's Board Charter. The Board Charter states that the Board will review the performance of individual directors annually. The evaluation covers, but is not limited to, evaluating the performance in adherence to the Board Charter, defining the professional development requirements of individual Board members and to set Board objectives and KPI's for the upcoming year.

		b) In the financial year ended 30 June 2020 (Reporting Period), the Board did not undertake a formal review, given the turnover in Board membership. It is anticipated that a board performance evaluation will be undertaken in the near-term.
1.7	<p>A listed entity should:</p> <p>a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>The Board undertakes a periodic review of the performance of senior executives against appropriate measures.</p> <p>A performance evaluation of the Company's Key Management Personnel was not undertaken by the Board in respect of the Reporting Period, given the cessation of employment of a CEO, but the Board intends implementing a review based on performance indicators in the near-term.</p>
Principle 2 Recommendations:		Structure the Board to Add Value
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>a) Given the size of the Board and the Company's development stage, the Directors are of the view that it is most appropriate for the full Board to address nomination and succession matters, as provided for in its Board Charter, which may be viewed on the Website.</p> <p>b) The Board as a whole considers the remuneration, appointment and removal of directors, in accordance with the terms of the Board Charter. The Board acknowledges that, in order to be able to discharge its mandate effectively, it should comprise directors possessing an appropriate range of skills and expertise, and it evaluates this range of skills and expertise available to it when considering new candidates for nomination.</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>Details of directors, including their time in office, qualifications, experience and special responsibilities are set out in the Directors' Report.</p> <p>The Company's Board Charter stipulates that the Board shall ensure that, collectively, it has the appropriate range of skills and expertise to properly fulfil its responsibilities, including the following matrix:</p>

		<ul style="list-style-type: none"> • accounting; • finance; • business; • the Company's industry; • CEO-level experience; and • relevant technical expertise. <p>The Board reviews the range of expertise of its members on a regular basis and ensures that it has operational and technical expertise relevant to the operation of the Company, noting that:</p> <ul style="list-style-type: none"> • the Board determines the optimal number of Board members ranging from a minimum of three to a maximum of 12 members as stipulated in the Company's constitution; • the Board should include directors with a broad range of industry, management and professional experience; and • ideally the Board should comprise a majority of independent directors.
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>a) The Board currently comprises three directors, including two independent directors. The Chairman is a non- executive director. The directors currently in office are:</p> <ul style="list-style-type: none"> • Mr Brendan Birthistle Non-Executive Chairman; • Mr David Haines, Non-executive independent Director, and • Mr Robert Skinner, Non-executive independent Director. <p>b) There are no special relationships held by any of the independent directors that affect their status as independent directors. In determining whether a director is independent, the Board conducts regular assessments and has regard to whether a director is considered to be one who:</p> <ul style="list-style-type: none"> • is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company; • is employed, or has previously been employed in an executive capacity by the Company or another group member, and there has not been a period of at least three years between ceasing such employment and serving on the Board; • has within the last three years been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided; • is a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; and • has a material contractual relationship with the Company or another group member other than as a director.

		<p>The Board has previously determined that a material relationship is to be determined on the basis of fees paid or monies received or paid to either a director or a director-related entity, which may impact the EBITDA of the Company in the previous financial year by more than 5%.</p> <p>While Mr Haines has been a director for more than ten years, he has been a non-executive director for the duration of his service, the Company has undergone a number of transformations during that time, he has never held another position with the Company and is considered to be independent in light of his role and relationship to the Board and executives of the Company.</p> <p>Due to Mr Birthistle and his associates being substantial shareholders in the Company, Mr Birthistle is not considered to be an independent director.</p> <p>c) Length of service of each director</p> <p>Brendan Birthistle – Appointed 4 December 2018 Robert Skinner – Appointed 7 August 2020 David Haines – Appointed 23 May 2001.</p>
2.4	A majority of the board of a listed entity should be independent directors.	2 of the 3 members of the Board are considered to be independent. The Board considers the current slate of directors to be most suited to steering the Company through its current circumstances, given the relevant experience, access to capital, and Company background accessible through them.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<p>Mr Birthistle is the Chairman of the Board and is not considered to be independent, due to his substantial shareholding in the Company. The Board, however, is of the view that Mr Birthistle is the most appropriate director to hold the position of Chairman in light of his relevant experience, expertise and relationships.</p> <p>The Company currently does not have a CEO.</p>
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<p>The Board aims to implement an appropriate yet informal induction and education process for new Board appointees to enable them to gain a better understanding of:</p> <ul style="list-style-type: none"> the Company's financial, strategic, operational and risk management position; and the rights, duties and responsibilities of the directors. <p>Paragraph 6.3 of the Company's Board Charter which deals with the induction and continuing education process for Directors and Senior Executives provides: The Board must implement an appropriate induction and education process for new Board appointees and senior executives to enable them to gain a better understanding of:</p> <ol style="list-style-type: none"> (1) the Company's financial, strategic, operational and risk management position; (2) the rights, duties and responsibilities of the directors; (3) the roles and responsibilities of senior executives; and

		(4) the role of Board committees.
	Principle 3 Recommendations:	Act Ethically and Responsibly
3.1	A listed entity should articulate and disclose its values	The Company's will seek to articulate a set of values for disclosure in the near future.
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	a) As part of the Board's commitment to the highest standard of conduct, the Company has adopted a Code of Conduct which clarifies to directors, management and employees the standards of ethical behaviour required in carrying out their duties and responsibilities. b) A copy of the Code of Conduct is available on the Company's website and any material breaches of the Code are reported to the Board.
	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	The Company has adopted a Whistleblower Policy, which is available on its website, and any material incidents reported under the Policy are brought to the Board's attention.
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	The Company currently deal with matters of bribery and corruption under its Code of Conduct, which is available on the Company's website and material breaches of the Code are reported to the Board.
	Principle 4 Recommendations:	Safeguard Integrity in Corporate Reporting
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the	a) The Board maintains an Audit Committee. (1) The audit committee currently has two members being Mr David Haines (Chair) who is an independent director and Mr Brendan Birthistle, a non-executive director. (2) The audit committee is chaired by an independent director, Mr David Haines, who is not the Chair of the Board. (3) The Audit Committee has a formal Charter, a copy of which is available on the Company's website. The Committee's primary objective is to assist the Board in fulfilling its responsibilities concerning the accounting and reporting practices of the Company and its subsidiaries, the consideration of matters relating to the financial affairs of the Company and its subsidiaries and examination of any other matters referred to it by the Board. The Audit Committee is also responsible for assessing

	<p>individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>whether non-audit services provided by the external auditor are consistent with maintaining the external auditor's independence.</p> <p>(4) Each reporting period, the external auditor provides an independence declaration in relation to the audit. The number of meetings attended by the Audit Committee members is disclosed in the Directors' Report.</p> <p>(5) The relevant qualifications and experience of each of the audit committee members is contained within the Directors' report.</p> <p>(6) During the reporting period, the audit committee met twice with attendance as follows:</p> <p>Audit Committee Meeting:</p> <table border="1"> <tr> <th>Name</th><th>Eligible to Attend</th><th>Attended</th></tr> <tr> <td>David Haines</td><td>2</td><td>2</td></tr> <tr> <td>Brendan Birthistle</td><td>2</td><td>2</td></tr> </table>	Name	Eligible to Attend	Attended	David Haines	2	2	Brendan Birthistle	2	2
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David Haines	2	2									
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4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Pursuant to section 295A of the <i>Corporations Act</i> , the Chief Financial Officer confirms in writing to the Board, who subsequently state in writing to the external auditors, that the financial records of the Company have been properly maintained, the financial statements are prepared in accordance with relevant accounting standards, present a true and fair view, and that the integrity of the financial reports is founded on a sound system of risk management and internal compliance and control systems which, in all material respects, implement the policies prescribed by the Board.									
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	The Company ensures that the Auditor attends the AGM each year and is available to answer any question from shareholders either at the AGM or submitted in writing prior to the AGM.									
	Principle 5 Recommendations:	Make Timely and Balanced Disclosure									
5.1	<p>A listed entity should have and disclose a:</p> <p>(a) written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>a) The Board is committed to ensuring price sensitive information is released to the ASX in accordance with continuous disclosure requirements per ASX Listing Rule 3.1 and also in accordance with corresponding provisions contained in the <i>Corporations Act</i>. All reports made to the ASX are published on the Company's website (www.impelusc corp.com). The Company complies with the continuous disclosure obligations of the ASX Listing Rules and, in doing so, immediately notifies the market of any material price sensitive information. The Company Secretary has been nominated as the person with primary responsibility for communication and liaison with the ASX in relation to ASX Listing Rules</p>									

		<p>and continuous disclosure issues. The Company Secretary also has responsibility for ensuring internal compliance with those ASX Listing Rules and the oversight of information released to the ASX and shareholders.</p> <p>b) The framework and obligation for the Directors to comply with the continuous disclosure obligations under the ASX Listing Rules is embedded throughout the Company's corporate governance policies and a separate policy dealing solely with continuous disclosure was introduced in December 2015 and has been available on the Company's website since that time.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	All material market announcements of the Company are provided to, and approved by, the Board prior to release.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	If a new and substantive investor or analyst presentation is given a copy of the presentation materials will be released on the ASX Market Announcements Platform ahead of the presentation.
	Principle 6 Recommendations:	Respect the Rights of Security Holders
6.1	A listed entity should provide information about itself and its governance to investors via its website.	The Board is committed to providing effective lines of communication for shareholders and all other stakeholders to easily access Company information and all relevant information is available on the Company's website, more specifically in the section "ASX Resources".
6.2	A listed entity should have an investor relations program to facilitate effective two-way communication with investors.	<p>Shareholders are encouraged to attend the Company's general meetings and notice of such meetings will be given in accordance with the Company's Constitution, the Corporations Act, and the ASX Listing Rules.</p> <p>The Company's annual general meeting in particular is an opportunity for shareholders to receive updates from the Chair and Management on Company performance, ask questions of the Board and vote on the various resolutions affecting the Company's business. Shareholders are also given an opportunity at annual general meetings to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report. The date, time and location of the Company's general meetings will be provided in the notices of meetings, and on the Company's website. Whilst shareholders are encouraged to attend meetings in person, in the event that they are unable to do so, they are encouraged to participate in the meeting by appointing a proxy, attorney or representative to vote on their behalf.</p> <p>The Company's annual general meeting will be convened once a year. For general meetings of shareholders, a detailed agenda setting out resolutions to be considered, is included with the notice of meeting.</p> <p>The outcome of voting on resolutions at general meetings is released to the market via ASX after the conclusion of the meeting and posted on the Company's website.</p>

		Shareholders may also contact the Company and its management by sending a message on the Company's website via the "Contact Us" link.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<p>The following channels of communication have been adopted to facilitate the fair, timely and cost-effective dissemination of information:</p> <ul style="list-style-type: none"> • Annual General Meetings and any other formally convened Company meetings. Shareholders are encouraged to participate in general meetings and are invited to put questions to the Chairman of the Board in that forum. • Company website at (www.impeluscop.com) which enables broader access to Company information by investors and stakeholders. Copies of annual and half-year financial reports as well as all other announcements made to the ASX such as Company presentations are posted after disclosure to the market. • Annual report, which is available to all shareholders. • Direct communication – the Company may also communicate with shareholders, on matters of significance, directly via mail, or e-mail. • Shareholders are entitled to vote on significant matters impacting on the business, which include election and remuneration of directors and changes to the constitution.
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	All resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Shareholders may elect to receive electronic notifications when the Annual Report is available on the Company's website and may electronically lodge proxy instructions for items to be considered at the Company's AGM and any relevant EGM.
Principle 7 Recommendations:		Recognise and Manage Risk
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or 	<p>a) The Board has established a formal charter, which provides an appropriate framework to monitor risks and threats faced by the Company. The Board and the Audit Committee are responsible for adherence to their charters. The operational and financial aspects of the Company's activities, including risk management, are monitored by the Board and the Audit Committee. Through the Audit Committee the Board considers the recommendations and advice of external auditors and other external advisers on the operational and financial risks that face the Company.</p> <p>The Board ensures that recommendations made by the external auditors and other external advisers are investigated and, where considered necessary, appropriate action is taken to ensure that the Company has an appropriate internal control environment in place to manage the key risks identified.</p> <p>Having regard to the size of the Company, the Board has required management to design and implement the risk management and internal control system outlined above to</p>

	<p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>manage the Company's material business risks and report to it on whether those risks are being managed effectively.</p> <p>Management has reported to the Board as to the effectiveness of the Company's management of material business risks. Senior management is responsible for the implementation of appropriate controls and risk mitigation strategies as directed. The Board receives monthly reporting relating to the financial position and performance of the consolidated entity.</p> <p>(1) The Committee has 2 members, of whom one is independent. (2) The Committee is chaired by Mr David Haines, an independent director. (3) A copy of the Committee's Charter is available on the Company's website. (4) The members of the Committee are Mr David Haines (Chair) and Mr Brendan Birthistle (Member). (5) Audit Committee Attendances:</p> <table border="1"> <thead> <tr> <th>Name</th><th>Eligible to Attend</th><th>Attended</th></tr> </thead> <tbody> <tr> <td>David Haines</td><td>2</td><td>2</td></tr> <tr> <td>Brendan Birthistle</td><td>2</td><td>2</td></tr> </tbody> </table>	Name	Eligible to Attend	Attended	David Haines	2	2	Brendan Birthistle	2	2
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7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>a) This task is undertaken by the Board.</p> <p>b) No formal review took place during the reporting period, but risk is an item which is considered at each Board meeting as well as in conjunction with the half- and full-year financial reporting process.</p>									
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>a) The Company does not have an internal audit function, but its Acting Chief Financial officer, Mr Felix Chen, oversees the Company's accounting and financial needs including reporting to the Board.</p> <p>b) The Company's risk controls are the subject of review by the Company's auditors twice each year in conjunction with the half-year review and full-year audit.</p>									

7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The Company's goal is to create the foundations for a long-term, sustainable business which is respected, supported and welcomed wherever it operates. Health, safety, the environment and community are important to the Company and this commentary details the Company's exposure to material economic, environmental and social sustainability risks and how it manages these risks.</p> <p><u>Economic sustainability risks</u> Economic sustainability is the ability of an entity to continue operating at an effective economic level over the long-term. A range of factors can influence the level of the Company's economic sustainability, including the following:</p> <ul style="list-style-type: none"> • Financing risks • Credit and fraud risk • Regulatory and legal risks • Financial and reporting risks • Operational risks. <p><u>Environmental sustainability risks</u> Environmental sustainability is the ability of an entity to continue operating in a manner that does not compromise the health of the ecosystems in which it operates over the long-term. The Company has not identified any material risks in this regard.</p> <p><u>Social sustainability risks</u> Social sustainability is the ability of an entity to continue operating in a manner that meets accepted social norms and needs over the long-term. The Company has not identified any material risks in this regard.</p>
	Principle 8 Recommendations:	Remunerate Fairly and Responsibly
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or 	<p>a) The Company does not have a Remuneration Committee, given the size of the Board, and its ability to deal directly with remuneration matters.</p> <p>b) The Board is responsible for the following remuneration-related matters:</p> <ul style="list-style-type: none"> - senior executive remuneration policies and practices; - executive incentive plans; - recruitment, retention, performance measurement and termination policies and procedures for non-executive directors, senior management and executive directors; and - the disclosure of remuneration in the Company's Annual Report. <p>The Company distinguishes between the structure of non-executive directors' remuneration and that of executive directors and senior executives.</p>

	(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	<p>The Company's Remuneration Policy aims to ensure that remuneration packages properly reflect the person's duties and responsibilities and that the remuneration is competitive in attracting, retaining and motivating people of suitable quality.</p> <p>The structure of remuneration is designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of long-term value creation for shareholders.</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	The Committee distinguishes the structure of non-executive directors' remuneration from that of executive directors and senior executives. The Company's Constitution and the Corporations Act also provides that the remuneration of non-executive Directors will be not be more than the aggregate fixed sum determined by a general meeting. The Board is responsible for determining the remuneration of the executive directors (without the participation of the affected director).
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>a) The Company's Securities Trading Policy prohibits key management personnel from entering into transactions in products which operate to limit the economic risk of securities holdings in the Company.</p> <p>b) The Securities Trading Policy is available on the Company's website, in the corporate governance section.</p>
End of Corporate Governance Statement		