

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

QANTM INTELLECTUAL PROPERTY LIMITED

ABN / ARBN:

612 441 326

Financial year ended:

30 JUNE 2017

Our corporate governance statement² for the above period above can be found at:³

- These pages of our annual report:
- This URL on our website: <http://qantmip.com/>

The Corporate Governance Statement is accurate and up to date as at **29 August 2017** and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: **30 August 2017**

Name of Director or Secretary authorising lodgement: **Leanne Ralph**

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> in our Board Charter at http://qantmip.com/about-qantm/governance/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement AND <input checked="" type="checkbox"/> detailed at 1.2(a) Corporate Governance Statement 1.2(b) All material information relevant to a decision on whether to elect or not elect or re-elect a director will be contained in the Company's 2017 AGM Notice of Meeting.	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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 fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement AND <input checked="" type="checkbox"/> in our Board Charter at http://qantmip.com/about-qantm/governance/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement AND</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at http://qantmip.com/about-qantm/governance/</p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location here]</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location here]</p>	<p><input type="checkbox"/> an explanation why that is so for 1.5 (c) in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location here]</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location here]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location here]</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location here]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 2 - 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>... the fact that we do not have a nomination committee and the processes we employ 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><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location here]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (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 (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location here] ... and, where applicable, the information referred to in paragraph (b): Not Applicable ... and the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement AND <input checked="" type="checkbox"/> at http://qantmip.com/about-qantm/governance/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location here]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://qantmip.com/about-qantm/governance/ AND</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> 4.1(a)(4) Corporate Governance Statement AND http://qantmip.com/about-qantm/board/</p> <p><input checked="" type="checkbox"/> 4.1(a)(5) Meetings of directors' section of the Directors' report which can be found on the website at http://qantmip.com/investor-centre/results/</p> <p>Note: The Committee is a combined Audit, Risk and Compliance Committee.</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location here]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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 fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement AND <input checked="" type="checkbox"/> at http://qantmip.com/about-qantm/governance/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at http://qantmip.com/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
<p>7.1</p>	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of 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 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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location here]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://qantmip.com/about-qantm/governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> at</p> <p>7.1(a)(4) Corporate Governance Statement</p> <p>7.1(a)(5) Meetings of directors' section of the Directors' report which can be found on the website at http://qantmip.com/investor-centre/results/</p> <p>Note: The Committee is a combined Audit, Risk and Compliance Committee.</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>7.2</p>	<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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location here]</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location here]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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.	[If the entity complies with paragraph (b):] ... the fact that 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: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location here]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://qantmip.com/about-qantm/governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> at</p> <p>8.1(a)(4) Corporate Governance Statement</p> <p>8.1(a)(5) Meetings of directors' section of the Directors' report which can be found on the website at http://qantmip.com/investor-centre/results/</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

QANTM INTELLECTUAL PROPERTY LIMITED CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement explains how the Board oversees the management of QANTM Intellectual Property Limited and its related entities (**QANTM or Company**).

The Board is responsible for the overall corporate governance of including adopting appropriate policies and procedures designed to ensure that the Company is properly managed to protect and enhance shareholder interests and is committed to maximising performance, generating appropriate levels of shareholder value and financial return, and sustaining the growth and success of QANTM. The Board also has a professional responsibility to clients.

This Corporate Governance Statement (**Statement**):

- Has been prepared in accordance with the 3rd edition of the Corporate Governance Principles and Recommendations issued by the ASX Corporate Governance Council (**ASX Principles and Recommendations**) and the practices detailed in this statement are current as at 17 August 2017; and
- Has been approved by the Board and is available on QANTM's website under "About Us" at www.quantmip.com and is current as at 29 August 2017.

The Company listed on the ASX on 30 August 2016. The Board believes the Company does or will accord with the majority of the ASX Recommendations. A separate Appendix 4G has been lodged with the ASX.

The ASX Principles and Recommendations and the Company's response as to how it follows those recommendations are set out below.

All references to the Company website in this Statement is www.quantmip.com.

PRINCIPLE 1 – THE BOARD LAYS SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1 Role and Responsibilities of the Board and management and delegation

The Board is accountable to the Company's shareholders and has a professional responsibility to clients. It has overall responsibility for the performance of the Company, monitoring the execution of the Company's strategy, and the implementation of sound corporate governance policies and practices. The Company has adopted a Board Charter (which is available on the Company website) that formally sets out the functions and

responsibilities of the Board. This enables the Board to perform its role more effectively and creates a system of checks and balances to provide a balance of authority.

The Chief Executive Officer/Managing Director (CEO/MD) oversees the day-to-day management of the business. The CEO/MD has been delegated the authority to manage QANTM in accordance with the strategy, plans and policies approved by the Board. The delegations are reviewed by the Board from time to time.

Responsibilities specifically delegated to the CEO/MD are outlined in the Board Charter.

Recommendation 1.2 Director election and re-election

The composition, structure and proceedings of the Board are primarily governed by the Constitution and the laws governing corporations in jurisdictions where QANTM operates. It is intended that the Board will comprise a majority of independent Non-Executive Directors, which it currently does. QANTM undertakes appropriate due diligence in respect of prospective candidates before appointing a person, or proposing to its shareholders a candidate, as a director.

During the IPO process consideration was given to the required combined skillset of the Board and directors possessing those skills were appointed. These appointments were made after a formal process of identifying various candidates, interviews and background checks that covered the person's character, experience, employment history, qualifications, criminal history, bankruptcy and disqualification status.

Prior to the Company's Annual General Meeting, shareholders will be provided with all material information to assist in making a decision to elect or re-elect a director. Directors are re-elected in accordance with the Constitution and the ASX Listing Rules.

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

QANTM has agreements with each director and senior executive, which outlines the terms of their appointment. Each of QANTM's directors has signed a letter of appointment and each of QANTM's senior executives is employed under employment agreements.

Recommendation 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

QANTM's company secretaries have a direct reporting line to the Chairman and all directors have direct access to the company secretary, who is appointed by, and accountable to, the Board on all governance matters and the proper functioning of the Board.

Recommendation 1.5 Diversity Policy, objectives and measurement

The Company has established a Diversity and Inclusion Policy, a copy of which is posted on its website. This policy:

- (a) supports QANTM's commitment to an inclusive workplace that embraces and values diversity;
- (b) provides a framework for new and existing diversity-related initiatives, objectives, strategies and programs within the businesses of QANTM; and
- (c) supports the commitment of QANTM to informing shareholders regarding its progress towards implementation and achievement of its diversity objectives.

Under the policy, the People, Remuneration and Culture Committee (**PRCC**) is charged with:

- Establishing measurable objectives for achieving diversity; and
- Annually reviewing and assessing both the measurable objectives for achieving diversity and QANTM's progress in achieving them.

As at 30 June 2017, the proportion of women and men across the levels of Board, senior management and total employees were as follows:

- The proportion of female directors: 40%
- The proportion of female employees who are senior managers/executives: 36%
- The proportion of female employees in the whole organisation: 67%

General diversity objectives are set out in our Diversity and Inclusion Policy. Specific targets related to proportion of female representation for the 2018 financial year in the following categories are:

	Female representation 2017	Female Representation 2018
Board	40%	40%
Senior managers/executives	36%	39%
Whole organisation	67%	67%

Recommendation 1.6 Evaluation of the performance of the Board, its Committees and individual Directors

Under the Board Charter, the Board is responsible for establishing a process for evaluating and assessing its performance.

In June 2017, the Board conducted a formal, structured evaluation that involved each director completing a confidential questionnaire covering the role, composition, processes and the carrying out of its responsibilities. The results of the questionnaire and an analysis of these results were reported to the Board.

Results of the evaluation indicated that the perception of the role, the composition, function, procedures, working style, behaviours and administration of the Board are effective and that the Board is performing well.

In relation to the Board, the evaluation identified that the high quality of interaction between Board members and the relationship between the Board and management, and the Board’s understanding of the business were key factors in its effective function.

The evaluation process noted strengths, recommended improvements and identified areas for increased focus.

Individual Directors did not undergo a specific individual performance assessment during the reporting period but the opportunity for this was incorporated into the Board review. This process will be reconsidered during FY18.

Recommendation 1.7 Senior executive performance and evaluation

The PRCC is responsible for setting the performance criteria for executive Directors and senior executives, communicating those criteria to the executives and for assessing their performance against those criteria.

For the 10 months of FY17, executive performance was evaluated against targets associated with the successful listing of the Company and management of the significant business change that occurred.

In FY18 a balanced scorecard will be developed to supplement key performance metrics.

Further information on the senior executives' performance measures and assessments can be found in the Remuneration Report contained in the Annual Report.

PRINCIPLE 2 – THE BOARD IS STRUCTURED TO ADD VALUE

Recommendation 2.1 Nomination Committee

The ultimate responsibility for the oversight of the operations of the Company rests with the Board. However, the Board may discharge any of its responsibilities through committees of the Board in accordance with the Constitution and the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Board has established the following committees, which assist it with the execution of its responsibilities. The composition and effectiveness of the committees will be reviewed on an annual basis:

- Audit, Risk and Compliance Committee (**ARCC**) – to protect the integrity of financial statements review and monitor the Company's risk management framework (further details of which are discussed below);
- Remuneration Culture Committee (**PRCC**) – to ensure that the Company remunerates fairly and responsibly, and assist the Board in nomination matters (further details of which are discussed below); and
- Market Disclosure Committee – to assist in determining the Company's disclosure obligations. The responsibilities of this committee are outlined in the Market Disclosure Protocol Policy.

Each of these committees operate in accordance with specific charters approved by the Board which can be found on the Company's website.

The applicable composition requirements and current membership of each of the Board

committees are set out below:

Board Committee	Composition Requirements	Membership
Audit, Risk and Compliance Committee	At least three members, all of whom are non-executive and independent. The chairman should be an independent non-executive director. All members should be financially literate and at least one member must have financial expertise and some members must have an understanding of the industry in which QANTM operates.	Abigail Cheadle (Chair); Cameron Judson; and Sonia Petering.
People, Remuneration and Culture Committee	At least three members, the majority of whom are independent, non-executive directors. The chairman should be an independent – non-executive director.	Cameron Judson (Chair); Abigail Cheadle; and Sonia Petering.
Market Disclosure Committee	The Board, the CEO/MD, the CFO and the Company Secretary. The quorum for a meeting of the committee is 3 members and must include the chair of the Board or the CEO/MD.	All directors; CEO; CFO; and Company Secretary.

QANTM does not have a separate Nomination Committee, the Board is charged with those responsibilities that a Nomination Committee would ordinarily deal with.

Under the Board Charter, the Board has specific nomination responsibilities.

The number of Committee meetings held and attended by each member is disclosed in the “Meetings of directors” section of the Directors report.

Recommendation 2.2 Board skills

The Board Charter includes a responsibility for annually assessing the skills of the Board to ensure that it maintains a sufficient number of directors with an appropriate skills mix. During the year ended 30 June 2017 a Board skills matrix was established which established criteria that the Board believes provided the requisite collective experienced skillset to discharge its responsibilities.

The current composition of the Board of directors brings relevant experience and skills covering domestic and international experience including strategic capabilities and commercial acumen, professional services, financial management, legal services and corporate governance and compliance in listed entities, experience in human resource management including workplace culture, management development and succession, health and safety, diversity and remuneration and experience on the Boards of other listed entities.

The full biographies of all directors are included in the Director's Report in the Annual Report. Below is a summary of skills possessed by current directors, which supports the assessments in the skills matrix information disclosed further in this Statement.

Executive director Mr Leon Allen has a deep knowledge and understanding of the operations of the company through his length of service to the Company. This also allows Mr Allen as Managing Director to bring to the Board the ability to debate and discuss all issues with his unique knowledge, experience of, and perspective on, all Company and industry services.

Mr Judson's operational experience as a CEO is invaluable to the Company, strengthening the operational, people and performance and finance collective skills of the Board.

Both Mr England and Ms Cheadle have strong accounting and commerce backgrounds, spending a number of years at large accounting practices where they both held leadership roles as partners. Further, Ms Cheadle spent over 20 years building professional services practices in Asia.

Mr England's, Ms Cheadle's and Ms Petering's experience as directors of other ASX listed entities strengthens the skills of QANTM in relation to operating in the listed company environment. Ms Petering's legal background adds to the collective skills of the Board.

The table below sets out the skills and experience considered by the Board to be important for its directors to collectively possess.

Each of the skills listed represents a competency that the Board believes it requires to effectively discharge its duties. The Board via the use of its skills matrix has assessed the relevant level of each competency on the Board and although collectively some competencies and skills have a higher expertise or skill level than others, the Board is of the opinion that collectively it has an adequate skill level for all competencies to discharge its duties.

In addition to the skills and experience set out in table below, the Board considers that each director has the following attributes:

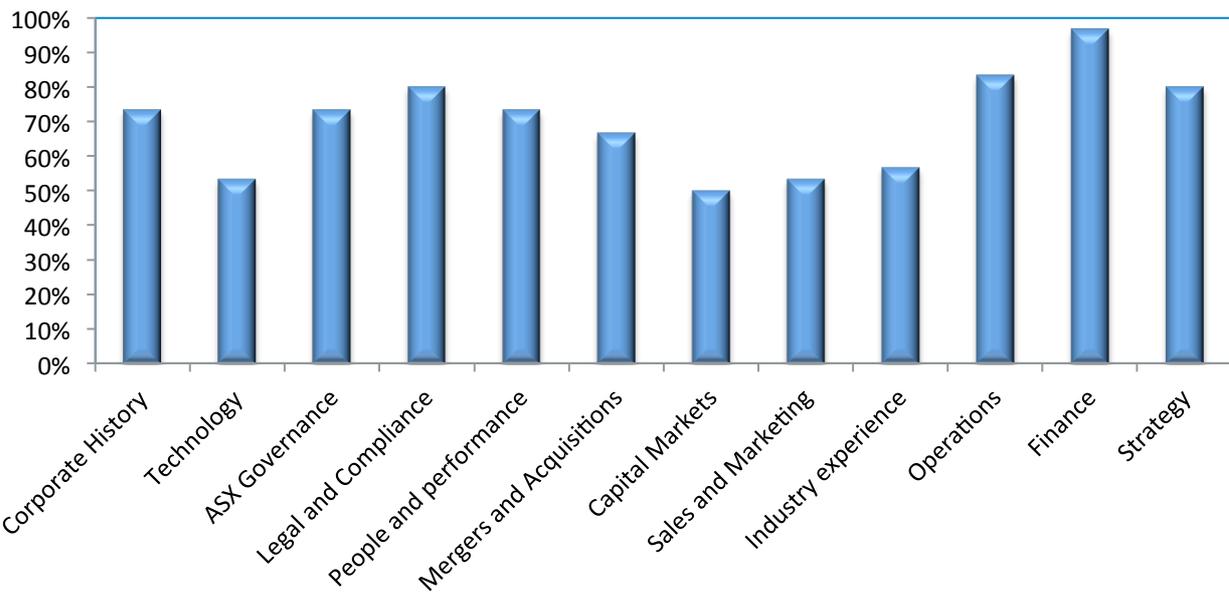
- Honesty and integrity;
- The ability to think strategically;
- The time available to devote to the business;
- A willingness to question and challenge; and
- A commitment to the highest standards of governance.

All directors are expected to use their range of relevant skills, knowledge and experience and to apply their judgement to all matters discussed at Board meetings.

SKILL	DESCRIPTION
Strategy	Ability to think strategically and identify and critically assess opportunities and threats and develop effective strategies in the context of changing market conditions.
Finance	The ability to analyse financial statements and reporting, critically assess the financial performance of QANTM, contribute to budget planning and efficient use of capital and resources.
Operations	A broad range of commercial and business experience in business systems, practices, improvements, risk and compliance, sales, technology and human resources and experience in professional services businesses, nationally and internationally.
Industry experience	Experience and broad understanding of the intellectual property market in Australasia, including market drivers, risks and trends including policies, competitors, end users, regulatory policy and framework.
Sales and marketing	Clear understanding of developing and implementing sales and marketing teams and strategies, recruiting, running and incentivising sales teams, and setting sales budgets and targets.
Capital markets	Expertise in considering and implementing efficient capital management including alternative capital sources and distributions, yields and markets.
Mergers and acquisitions	Experience in all aspects of the negotiation, structuring, risk management and assessment of both acquisitions and divestments.
People and performance	Appreciation for the best practices in HR planning and management with familiarity in employment legislation and labour relations, recruitment, compensation, performance reviews and conflict management.
Legal, compliance and risk management	Ability to identify key risks to QANTM in a wide range of areas including legal and regulatory compliance and monitor risk and compliance management frameworks and systems.
ASX governance	Knowledge and experience in best practice ASX and Corporations Act, governance structures, policies and processes.
Technology	Experience in digital business models and implementation, and utilizing information technology as an enabler to implement QANTM's strategy
Corporate history	The board has a good understanding of recent corporate background including organisational structure, litigation, key contracts and relationships, performance and capital structures.

The table below illustrates the extent to which the current Board fulfills each of the identified required skills of the Board. These percentages are extracted directly from the Board skills matrix, where directors are rated on their level of competence in each identified skill.

Board Skills Summary



While the current Board composition meets QANTM’s needs, this skills and experience analysis will assist to identify opportunities for Director training and development and to inform skills gaps that may be addressed through future Board appointments.

Recommendation 2.3 Director independence

At the date of this report, the Board comprises five directors as follows:

Director	Independent status	Appointment date
Richard England (Chairman)	Independent Non-Executive Director	17 May 2016
Leon Allen	Managing Director (not considered independent)	17 May 2016
Abigail Cheadle	Independent Non-Executive Director	9 June 2016
Cameron Judson	Independent Non-Executive Director	9 June 2016
Sonia Petering	Independent Non-Executive Director	9 June 2016

One of the Directors is a full-time executive of the Company, Mr Leon Allen. This Director is not considered independent by virtue of his position as an executive in the Company.

There are currently four Non-Executive Directors, Richard England, Abigail Cheadle, Cameron Judson and Sonia Petering, and the Board considers each of them to be independent. In determining the independence of a Director reference is made to the criteria established by the ASX Corporate Governance Council.

The rationale for this determination is they are non-executives, not substantial shareholders, conduct themselves at arms length in their engagement with the Company and bring their considerable skillsets to bear on matters before the Board. This determination is consistent with criteria established by the Corporate Governance Council. In addition, the approach of these directors to matters of the Board is always independent in both appearance and in fact.

In addition, in order to facilitate independent judgement in decision-making, each Director has the right to seek independent professional advice at the Company's expense.

The Board regularly assesses whether each Non-Executive Director is independent.

If a Director's independence status changes, this is disclosed to the market in a timely manner.

Directors are required to keep the Board advised of any interest that may be in conflict with those of the Company, and restrictions are applied to directors' rights to participate in discussion and to vote, as circumstances dictate when a conflict has been identified.

The Company has also entered into a deed of disclosure with each Director, which is designed to facilitate the Company's compliance with its obligations under the ASX Listing Rules relating to disclosure of changes in directors' interests in QANTM securities. Directors and their nominated related party shareholdings, are also monitored to identify changes that may require urgent disclosure.

Standing items at each Board meeting include:

- Director's Shareholding Register; and
- Director's Standing Notice Register.

Recommendation 2.4 A majority of the Board of a listed entity should be independent directors

Having regard to the response to Recommendation 2.3 above, the majority of the Board at the reporting date were independent.

Recommendation 2.5 Chairman and CEO/MD

The Board Charter requires the Chairman of the Board to be appointed by the directors, must be an independent non-executive director and may not be the same person as the CEO/MD.

The Board considers that Richard England, the Company's Chairman, is an independent Director and there is a clear division of responsibility between the Chairman and Mr Leon Allen, the CEO/Managing Director.

Recommendation 2.6 Induction of directors and professional development

The following protocols are in place to ensure that the Board is able to perform appropriately and discharge its duties efficiently:

- New Directors are fully briefed on the business, its financial position, any material risks, the structure and functions of the Board and the structure of Management and are provided with a copy of the Company's Corporate Governance documentation. A director induction plan is in place to

facilitate this.

- Directors are given direct access to Management and the Company Secretary. These individuals are to provide Directors with any and all information reasonably requested of them in a timely and comprehensive fashion;
- Directors are given the opportunity to seek reasonable independent, external advice at the Company's expense if circumstances warrant such advice; and
- The Company offers Directors an opportunity to undertake relevant external professional development programs.

PRINCIPLE 3 – THE BOARD PROMOTES ETHICAL AND RESPONSIBLE DECISION MAKING.

Recommendation 3.1 QANTM Code of Conduct

The Board recognizes the need to observe the highest standards of corporate practice and business conduct, and has adopted a formal Code of Conduct which is to be followed by the Board and any other employee who has the opportunity to materially influence the integrity, strategy and operation of the business and financial performance of QANTM. The QANTM Code of Conduct (the **Code**) outlines the standards of conduct expected of the business and its people, taking into account the Company's legal and other obligations to its stakeholders. .

The key aspects of this Code are to:

- articulate the high standards of honesty, integrity, ethical and law-abiding behaviour expected;
- encourage the observance of those standards to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors);
- manage any conflicts of interest;
- comply and uphold all laws relating to bribery or corruption;
- deal fairly and not take unfair advantage of others; and
- protect QANTM's assets and ensure proper use.

A copy of the Code has been posted on the Company's website.

PRINCIPLE 4 – THE BOARD SAFEGUARDS INTEGRITY IN CORPORATE REPORTING

Recommendation 4.1 Audit, Risk and Compliance Committee

An independent ARCC has been established by the Board to protect the integrity of financial reports as well as to monitor and review the effectiveness of the Company's structures in the areas of operational risk and legal and regulatory compliance.

The ARCC operates in accordance with a Charter adopted by the Board. The Charter sets out the roles and responsibilities as well as the structure and composition of the ARCC. Pursuant to the Charter, which is available to view on the Company's website, the objectives of the ARCC are to:

- Help the Board achieve its objective in relation to:
 - (i) integrity of financial reporting;
 - (ii) the application of accounting policies;
 - (iii) business policies and practices;
 - (iv) legal and regulatory compliance; and
 - (v) effectiveness of QANTM's internal control and risk management systems.
- Maintain and improve the quality, credibility and objectivity of the financial process (including financial reporting on a consolidated basis);
- Promote a culture of compliance;
- Facilitate the appointment and review of the performance of external audit functions ; and
- Oversight of compliance strategies and compliance functions.

The Board appoints the members of the ARCC.

The ARCC's current membership and the independence of the members and details of ARCC meetings are set out earlier in this Statement.

The qualifications and experience of the members of the ARCC are outlined below:

Abigail Cheadle (Chair of the Committee): Abigail is a chartered accountant and executive director with over 25 year’s experience in Australia, Asia, Middle East and Europe. She is currently the ARCC chair and non-executive director of the SurfStitch Group Limited and a member of the Australian Institute of Company Directors. Abigail was formerly a certified fraud examiner and member of the Singapore Institute of Directors. She was previously a partner and head of forensics Asia at KordaMentha, the lead director of forensics Singapore at Deloitte, and the Asia Pacific Forensic Accounting Services Head for Ernst & Young. Before managing and establishing professional service firms in Asia, Abigail restructured and recapitalised sovereign debt, listed companies and banks internationally.

Cameron Judson: Cameron is currently CEO of McGrath Limited. Previously Cameron was CEO and Managing Director of Chandler Macleod Group Limited from 2012 to July 2015. Cameron began working for Chandler Macleod in 2005, and held various operational and executive roles. Cameron holds a Bachelor of Arts from the University of NSW and a Masters of Business Administration (Executive) from the Australian Graduate School of Management.

Sonia Petering: Sonia is currently a director of Virtus Health Limited and TAL Dai-ichi Australia Pty Ltd. Sonia previously served on the Boards of the Transport Accident Commission and Rural Finance Corporation of Victoria where she was chair of the Board from 2009 to June 2016. Sonia has also chaired various Board committees, including audit and risk and remuneration and capability committees. Sonia is an experienced corporate lawyer who commenced her own legal practice in 2001. Sonia holds a Bachelor of Laws and a Bachelor of Commerce from the University of Melbourne and is a Fellow of the Australian Institute of Company Directors.

The number of ARCC meetings held and attended by each member of the Committee is disclosed in the ‘Meetings of directors’ section of the Directors’ report.

Recommendation 4.2 Declaration from CEO/MD and Chief Financial Officer (CFO) on Financial Statements

In relation to the financial statements for the financial year ended 30 June 2017 and the half-year ended 31 December 2016, the Company's CEO/MD and CFO provided the Board with declarations that state in their opinion:

a) With regard to the integrity of the financial report of QANTM:

- The financial statements and associated notes comply in all material respects with the Accounting Standards as required by Section 296 of the Corporations Act 2001, Corporations Regulations, International Reporting Standards and other mandatory professional reporting requirements;
- The financial statements and associated notes give a true and fair view, in all material respects, of the financial position as at balance date and performance of the Company for the period ended on the balance date as required by Section 297 of the Corporations Act 2001;

b) With regard to the financial records and systems of risk management and internal compliance and control of QANTM for the period ended on the balance date:

- the financial records of the Company have been properly maintained in accordance with Section 286 of the Corporations Act 2001;
- the statements made in a) above regarding the integrity of the financial statements are founded on a sound system of risk management and internal compliance and control;
- the risk management and internal compliance and control systems of the Company relating to financial reporting objectives are operating effectively in all material respects;
- subsequent to balance date, no changes or other matters have arisen that would have a material effect on the operation of risk management and internal compliance and control systems of the Company.

Recommendation 4.3 External auditor attendance at AGM

The engagement partner for QANTM's external auditor will attend the Company's annual general meeting, the first of which will be in 2017, and will be available to answer questions from Shareholders on the conduct of the audit and the preparation and content of the external auditor's report; accounting policies

adopted by QANTM in relation to the preparation of the financial statements; and independence of the auditor in relation to the conduct of the audit.

PRINCIPLE 5 – THE BOARD MAKES TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1 QANTM's Continuous Disclosure Obligations

The Company has established a Market Disclosure Protocol Policy, a copy of which is posted on its website.

The objective of this policy is to:

- procure that the Company immediately discloses all price-sensitive information to ASX in accordance with the ASX Listing Rules and the Corporations Act;
- confirm officers and employees are aware of the Company's continuous disclosure obligations; and
- establish procedures for:
 - the collection of all potentially price-sensitive information;
 - assessing if information must be disclosed to ASX under the ASX Listing Rules or the Corporations Act;
 - releasing to ASX information determined to be price-sensitive information and to require disclosure; and
 - responding to any queries from ASX (particularly queries under Listing Rule 3.1B).

The overarching principle of this policy is governed by Listing Rule 3.1, which requires the Company to immediately notify the ASX of any information that a reasonable person would expect to have a material effect on the price or value of QANTM's quoted securities, provided that the information does not fall within the exception to disclosure under the Listing Rules. The Policy provides for the exceptions to Listing Rule 3.1 as outlined in Listing Rule 3.1A.

The Board is responsible for ensuring that QANTM complies with its continuous disclosure obligations. To assist the Board in this obligation, it has established a Market Disclosure Committee, the membership of which is outlined earlier in this Statement. It is a standing agenda item at all Board meetings to consider any information that must be disclosed to the ASX in accordance with the continuous disclosure obligations.

The Market Disclosure Committee is responsible for:

- (a) deciding if information should be disclosed to ASX subject to any decision of the Board;
- (b) procuring compliance with continuous disclosure obligations;
- (c) establishing a system to monitor compliance with continuous disclosure obligations and this protocol;
- (d) monitoring regulatory requirements so that this protocol continues to conform with those requirements;
- (e) monitoring movements in share price and share trading to identify circumstances where a false market may have emerged in Company Securities; and
- (f) making decisions about trading halts.

The Market Disclosure Policy also addresses media contact and comment, external communications including analyst briefings and responses to shareholder questions, and measures for responding to or avoiding the emergence of a false market in the Company's shares.

PRINCIPLE 6 – THE BOARD RESPECTS THE RIGHTS OF SHAREHOLDERS

Recommendation 6.1 Information to investors about QANTM

QANTM provides information on its website about the Company and its Directors. Also disclosed is the corporate structure and copies of the key governance charters and policies referred to in this Corporate Governance Statement.

Under the Investor Centre Tab, share price information and announcements made to the ASX are disclosed.

Recommendations 6.2 and 6.3 Investor Relations and shareholder meetings

The Company is committed to maintaining direct, open and timely communications with all shareholders. The Board's policy is that shareholders are informed of all material developments that impact on the Company.

Information is communicated to shareholders through:

- The publication of the annual and interim financial reports;
- Disclosures to the ASX;
- Notices and explanatory memoranda of general meetings;

- Updates and announcements to inform shareholders of key matters of interest issued on a needs basis;
- Presentations to analysts (which are made available to all shareholders via the website); and
- The Annual General Meeting.

QANTM's annual general meeting will be held on 17 November 2017. An explanatory memorandum on the resolutions will be included with the notice of meeting and unless specifically stated in the notice of meeting, all shareholders will be eligible and are encouraged to vote on all resolutions. A copy of any investor presentation will be released to the ASX upon the commencement of the annual general meeting and the outcome of voting on resolutions at the meeting will be released to the market after the conclusion of the meeting. Both documents will also be posted on the Company website.

In the event that shareholders cannot attend formal meetings, they will be able to lodge a proxy in accordance with the Corporations Act by mail or online.

Recommendation 6.4 Electronic communication with shareholders

QANTM's shareholders are able to receive communications from, and send electronic communications to QANTM and its security registry electronically.

The Company encourages stakeholders to make contact via the email address 'info@qantmip.com' as outlined, along with the share registry's contact details, under the 'Contact Us' tab on the Company's website.

Shareholders are encouraged to elect to receive communications, including the Annual Report, Notice of Meetings and other Company information, electronically from the share registry. This election can be made through the share registry.

PRINCIPLE 7 – THE BOARD RECOGNISES AND MANAGES RISK

Recommendations 7.1 and 7.2 Risk Committee and risk management framework

The Board is responsible for ensuring that a sound risk management strategy and policies are in place. The Board has delegated to the ARCC the responsibility for identifying and overseeing major risks and the establishment and implementation of the risk management system.

All material risks affecting the Company, including both financial and non-financial matters, are considered by the ARCC. All Directors and senior management are encouraged to review the business for risk on an ongoing basis and to raise any risk issues of concern with members of the ARCC. These protocols form the basis for the risk management system.

This committee will review and assess the Company's risk management framework annually and review the implementation, management and maintenance of appropriate enterprise-wide risk management systems, policies and procedures, reporting protocols and internal controls.

The ARCC's current membership and the independence of the members are set out earlier in this Corporate Governance Statement.

The Company has controls at the Company and operating levels that are designed to safeguard the Company's interests and ensure the integrity of its reporting. These include accounting, financial reporting, tax risk management systems, safety, health and environment and other internal policies and procedures, which are directed at ensuring the Company fully complies with all regulatory requirements and community standards.

The ARCC review the effectiveness of the risk management system on an ongoing basis. The ARCC is responsible for ensuring that the appropriate senior managers have established and implemented a risk management system throughout the organisation.

In addition, the Company's external auditors provide the ARCC with a report detailing any identified risk items at the completion of each half-year and full-year review. The ARCC discuss the report together with the auditors and any material items are referred to the Board.

A risk assessment has been undertaken for the year ended 30 June 2017. An external party was engaged to conduct a risk assessment, including development of a risk profile, risk register and risk treatment plans. The Company has also

developed a Risk Appetite Statement. The risk profile and risk register will be formally reviewed annually. Management will report directly to the committee on the status of the risk treatment plans. In addition, consideration is being given to an outsourced internal audit function to assist the committee in fulfilling its responsibilities under its charter.

Recommendation 7.3 Internal audit

To date, an internal audit function has not been established. The committee considers the appointment of an internal auditor to assist in the management of risk is not required at this point, and plans to review this position annually. Until an internal audit function is established, responsibility for risk management will be assigned to management, who will report directly to the committee as noted above.

Recommendation 7.4 Exposure to Economic, Environmental and Social Sustainability Risks

The Company is subject to risk factors that are both specific to its business activities and that are of a more general nature which could adversely affect the Company’s future development. Management and the Board seek to mitigate exposures to the Company and will continue to enhance response plans to address risks. The following is a list of risks considered by Management to be the material risks which could impact the future financial performance of the Company:

Material risks

Risk	Description and Management of Risk
Competition	<p>The Company operates in sectors that are subject to vigorous competition based on factors including price, responsiveness, service delivery, and the ability to provide clients with an appropriate range of IP services. Actions by existing competitors, entry of new competitors or failure by the Company to meet changing market conditions could adversely impact Company’s competitive position which may result in a decline in Service Charges and margins of the Company, which may have a material adverse effect on the financial results.</p> <p>The Company undertakes a number of activities to provide effective client service, develop and enhance client relationships and continue to provide a broad range of IP services.</p>
Regulatory	<p>IP regulation is subject to ongoing change as it endeavours to stay apace with rapid technological advancement. Any material changes</p>

to the Australian or international legislation, regulations, treaties or general law in relation to the IP regime has the potential to adversely affect the Company.

The Company continually monitors regulatory and legal issues affecting the Company's business and implement any changes to operations necessary to comply.

Loss of key personnel

The Company's senior executive team is instrumental in implementing the Company's strategies and executing business plans which support the business operations and growth. The loss of any key personnel, or a significant number of personnel may have an adverse effect on the Company.

Service agreements are in place and the risk of the loss of key personnel is mitigated by regular reviews of remuneration packages (including short and long term incentive schemes) and succession planning.

Attract and retain high performing professionals

The Company relies on maintaining its relationship with its high performing principals and professionals to offer a broad skill set to its clients. The inability to maintain high quality professionals could result in a loss of client work and a reduction in revenue.

The Company seeks to maintain high performing professionals by a number of methods including opportunity for equity incentives (currently under development), access to a number of national and international conferences a fulfilling work environment and rewarding work.

Professional liability

The nature of IP services and legal services offered by the Company give rise to the risk of potential liability for negligence or other claims.

The Company maintains file management and administrative management processes which are highly controlled and regularly reviewed together with quality assurance processes to ensure high level standards of professional service is maintained. The Company also has a comprehensive insurance program in place which includes professional indemnity insurance.

Foreign exchange risk

A substantial part of the Company's revenue is generated and expenses incurred in US dollars. An adverse change in the AUD/US

dollar exchange rate could adversely impact revenue and earnings.

The Company has foreign currency hedging facilities available as part of its bank facilities and monitors the foreign currency exposures that arise from its foreign currency revenue, expenditure and cash flows.

Cyber Security QANTM takes cyber security and its potential consequences extremely seriously.

The Company relies on software integration, interfaces and communication platforms to manage its businesses in an efficient manner and has comprehensive security arrangements in place to prevent attempted attacks. The application of automation and deeper integration is a key objective and accordingly the management of cyber security risk and continual improvement in system security is a significant priority for management. A serious breach of privacy caused by a cyber attack could result in damage to brand reputation, financial loss and permanent loss of revenue. Levels of redundancy and backup are built into IT systems to provide system availability and protection of data.

Acquisitions The Company's growth strategy involves growth by potential acquisitions of other intellectual property businesses. There are risks of acquisitions not attaining benefits expected, or poor integration into the Company.

The Company undertakes extensive due diligence of any potential acquisition target or lateral hire, and engages professional experts to advise and assist where necessary.

Environment Although no material environmental or social sustainability risks have been identified as an issue, and the environmental impact of the Company's activities is minimal, the management of environmental risks is a key responsibility. The Company adopts the approach of a responsible corporate citizen with regard to environmental matters:

- The disposal of packaging, office paper, computers and obsolete IT equipment is managed to ensure compliance with State legislation;
- The use of paper is minimised by electronic client records wherever local legislation and operational process allows,

reductions in marketing collateral and the elimination of hard copy Board and committee papers. Employees are encouraged to minimise the excessive use of paper and recycling activities are undertaken where possible.

- Progressive elimination of fax communications;
- QANTM is not a significant consumer of electricity, water or gas and accordingly the opportunities for material reductions in power consumption are limited.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1 People, Remuneration and Culture Committee

The Company has established a PRCC, the objective of which is to assist the Board fulfill its statutory fiduciary and regulatory role and achieve its objectives that the Company:

- (a) has a Board of an effective composition, size and commitment to adequately discharge its responsibilities and duties;
- (b) has coherent remuneration policies and practices to attract and retain executives and directors who will create value for shareholders;
- (c) observes those remuneration policies and practices; and
- (d) fairly and responsibly rewards executives having regard to the performance of QANTM, the performance of the executives and the general external pay environment

The PRCC operates pursuant to a charter which can be found on the Company's website.

The Board appoints the members of the Committee. The PRCC's current membership and the independence of the member's are set out earlier in this Statement.

Recommendation 8.2 Remuneration of executive and non executive directors and senior executives

The Company's Remuneration Policy is designed to ensure that the level and composition of remuneration is both competitive and reasonable. The Company's policies are designed to attract and maintain talented and motivated employees as

well as raising the level of performance of the Company.

Executive directors and other senior executives are remunerated using combinations of fixed and performance based remuneration.

Further details in relation to the Company's remuneration policies are contained in the Remuneration Report, within the Directors' Report.

Remuneration of non-executive Directors

Non-executive Directors are remunerated by way of fees which are set with reference to the prevailing market rates. They do not participate in the schemes designed for the remuneration of executives, nor do they receive bonus payments or any retirement benefits other than statutory superannuation.

Recommendation 8.3 - Equity based remuneration

The CFO has a long term incentive that is equity based and linked to hurdles that are aligned to the entity's longer-term performance objectives. The participant has no mechanisms to limit the risk associated with that scheme.

The use of financial products, such as derivatives, options or warrants, or other hedging arrangements for securities obtained under an equity-based remuneration scheme or otherwise is prohibited for Designated Persons under the Company's Securities Trading Policy. Designated Persons include directors, officers and other Key Management Personnel, and any other person designated by the Company Secretary from time to time.

The Securities Trading Policy is available on the Company's website.

This Corporate Governance Statement was approved by the Board on 28 August 2017.