Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:		
Micro-X Limited		
ABN / ARBN:	Financial year ended:	
21 153 273 735	30 June 2020	
Our corporate governance statement ² for the These pages of our annual repo	·	
This URL on our website:	https://micro-x.com/investors/corporate-governance/	
The Corporate Governance Statement is acc board.	curate and up to date as at 31 August 2020 and has been appro	oved by the
The annexure includes a key to where our co	orporate governance disclosures can be located.	
Date:	31 August 2020	
Name of Director or Secretary authorising lodgement:	Kingsley Hall, Company Secretary	

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 "<u>OR</u>" at the end of the selection and you delete the other options, you can also, if you wish, delete the "<u>OR</u>" 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 \dots^4
PRINC	CIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVI	ERSIGHT	
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: in our Corporate Governance Statement OR at [insert location] 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): at https://micro-x.com/investors/corporate-	□ an explanation why that is so in our Corporate Governance Statement OR □ 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.	 governance/ the fact that we follow this recommendation: ♦ in our Corporate Governance Statement OR □ at [insert location] 	□ an explanation why that is so in our Corporate Governance Statement OR □ 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: in our Corporate Governance Statement OR □ at [insert location]	□ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ 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: in our Corporate Governance Statement OR at [insert location]	□ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ 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.

Corpo	orate 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 \dots^4
1.5	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; (b) disclose that policy or a summary of it; and (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	the fact that we have a diversity policy that complies with paragraph (a): in our Corporate Governance Statement OR at [insert location] at [insert location] at [insert location] 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: in our Corporate Governance Statement OR at [insert location] and the information referred to in paragraphs (c)(1) or (2): in our Corporate Governance Statement OR at [insert location] at [insert location]	 ♦ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (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.	the evaluation process referred to in paragraph (a): in our Corporate Governance Statement OR at [insert location] and the information referred to in paragraph(b): in our Corporate Governance Statement OR at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	the evaluation process referred to in paragraph (a): in our Corporate Governance Statement OR at [insert location] and the information referred to in paragraph(b): in our Corporate Governance Statement OR at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		rate Governance Council recommendation We have followed the recommendation in full for the whole of the period above. We have disclosed	
PRINCIP	LE 2 - STRUCTURE THE BOARD TO ADD VALUE		
2.1	The board of a listed entity should: (a) have a nomination committee which: (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 (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.	[If the entity complies with paragraph (a):] the fact that we have a nomination committee that complies with paragraphs (1) and (2): ♣ in our Corporate Governance Statement OR □ at [insert location] and a copy of the charter of the committee: □ at https://micro-x.com/investors/corporate-governance/ and the information referred to in paragraphs (4) and (5): • in our Corporate Governance Statement OR □ at [insert location] [If the entity complies with paragraph (b):] 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: □ in our Corporate Governance Statement OR □ at [insert location] □ at [insert location]	□ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	our board skills matrix: in our Corporate Governance Statement OR	an explanation why that is so in our Corporate Governance Statement OR
		□ at [insert location]	we are an externally managed entity and this recommendation is therefore not applicable

Corpora	te 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: in our Corporate Governance Statement OR at [insert location] and, where applicable, the information referred to in paragraph (b): in our Corporate Governance Statement OR at [insert location] and the length of service of each director: in our Corporate Governance Statement OR at [insert location] at [insert location]	□ 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:	□ an explanation why that is so in our Corporate Governance Statement OR □ 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:	□ an explanation why that is so in our Corporate Governance Statement OR □ 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: in our Corporate Governance Statement OR at [insert location]	□ an explanation why that is so in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable
PRINCIP	LE 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: □ in our Corporate Governance Statement OR • at https://micro-x.com/investors/corporate-governance/	□ 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 \dots^4	
PRINCI	PLE 4 – 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 individual attendances of the members at those meetings; or (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.	[If the entity complies with paragraph (a):] the fact that we have an audit committee that complies with paragraphs (1) and (2): in our Corporate Governance Statement OR at [insert location] and a copy of the charter of the committee: at https://micro-x.com/investors/corporate-governance/ and the information referred to in paragraphs (4) and (5): in our Corporate Governance Statement OR at [insert location] [If the entity complies with paragraph (b):] the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner: in our Corporate Governance Statement OR at [insert location]	□ an explanation why that is so in our Corporate Governance Statement	
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		the fact that we follow this recommendation: in our Corporate Governance Statement OR □ at [insert location]	□ 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 \dots^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:	□ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable	
PRINCI	PLE 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: □ in our Corporate Governance Statement OR • at https://micro-x.com/investors/corporate-governance/	□ an explanation why that is so in our Corporate Governance Statement	
PRINCI	PLE 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: at https://micro-x.com/investors/corporate-governance/	□ 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:	□ 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: in our Corporate Governance Statement OR at https://micro-x.com/investors/corporate-governance/	□ an explanation why that is so in our Corporate Governance Statement OR □ 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:	□ 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 \ldots^4	
PRINCIP	LE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (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 (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.	[If the entity complies with paragraph (a):] the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): in our Corporate Governance Statement OR at [insert location] and a copy of the charter of the committee: at https://micro-x.com/investors/corporate-governance/ and the information referred to in paragraphs (4) and (5): in our Corporate Governance Statement OR at [insert location] [If the entity complies with paragraph (b):] the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement	
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	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: in our Corporate Governance Statement OR at [insert location] and that such a review has taken place in the reporting period covered by this Appendix 4G: in our Corporate Governance Statement OR at [insert location]	□ an explanation why that is so in our Corporate Governance Statement	

Corpora	te 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 \dots^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 (a):] how our internal audit function is structured and what role it performs: □ in our Corporate Governance Statement OR □ at [insert location] [If the entity complies with paragraph (b):] the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes: ◆ in our Corporate Governance Statement OR □ at [insert location]	□ 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: in our Corporate Governance Statement OR at [insert location]	□ an explanation why that is so in our Corporate Governance Statement	

Corporate Governance Council recommendation		rporate Governance Council recommendation We have followed the recommendation in full for the whole of the period above. We have disclosed	
PRINCIP	LE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
8.1	The board of a listed entity should: (a) have a remuneration committee which: (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 (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.	[If the entity complies with paragraph (a):] the fact that we have a remuneration committee that complies with paragraphs (1) and (2): in our Corporate Governance Statement OR at [insert location] and a copy of the charter of the committee: at https://micro-x.com/investors/corporate-governance/ and the information referred to in paragraphs (4) and (5): in our Corporate Governance Statement OR at [insert location] [If the entity complies with paragraph (b):] the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: in our Corporate Governance Statement OR at [insert location]	□ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
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.	separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: in our Corporate Governance Statement OR at [insert location]	□ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable

Corpor	ate 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 \dots^4
8.3	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	our policy on this issue or a summary of it: in our Corporate Governance Statement OR at [insert location]	□ an explanation why that is so in our Corporate Governance Statement OR □ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR □ we are an externally managed entity and this recommendation is therefore not applicable
-	Alternative to Recommendation 1.1 for externally managed listed entities: The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	the information referred to in paragraphs (a) and (b): in our Corporate Governance Statement OR at [insert location]	□ an explanation why that is so in our Corporate Governance Statement
-	Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities: An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	the terms governing our remuneration as manager of the entity: in our Corporate Governance Statement OR at [insert location]	□ an explanation why that is so in our Corporate Governance Statement



Corporate governance statement

This document discloses the extent to which Micro-X Limited ACN 153 273 735 (**Company**) has followed the recommendations set by the ASX Corporate Governance Council in the third edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**) during the relevant part of the reporting period.

The Company recognises that the ASX Corporate Governance Council (Council) issued a fourth edition of its Corporate Governance Principles and Recommendations on 27 February 2019, which takes effect for an entity's first full financial year commencing on or after January 2020. For the Company, that date is 30 June 2021.

This document is current and accurate as at 31 August 2020 and has been approved by the board of the Company.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1		
A listed entity should disclose:	Yes to all	The Company has adopted a Board Charter.
(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 Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Board, its Chairman and Company Secretary, details of the Board's relationship with management and the matters delegated to management.
		A copy of the Company's Board Charter is available on the Company's website (https://micro-x.com/investors/corporate-governance/).
Recommendation 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 relevant to a decision on whether or not to elect or re-elect a director. 	Yes to all	 (a) The Company has detailed guidelines for the appointment and selection of the Board which require the Board to undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director. (b) All material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in a Notice of Meeting pursuant to which the resolution to elect or re-elect a Director will be voted on.
Recommendation 1.3		
A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Each director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.



PRIN	CIPLE	ES AI	ND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
The co	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. Recommendation 1.5			Yes	The Board Charter provides that the Company Secretary is accountable directly to the Board, through the chair.
A liste (a)	have (i) (ii)	to se to a ach lose the boa	versity policy which includes requirements for the board: et measurable objectives for achieving gender diversity; and ssess annually both the objectives and the entity's progress in ieving them; that policy or a summary of it; and as at the end of each reporting period: measurable objectives for achieving gender diversity set by the rd in accordance with the entity's diversity policy and its progress ards achieving them; and		The Company believes that diversity and inclusion in the workplace are the cornerstones of high organizational performance. The pursuit of diversity creates a workplace environment rich in talent and ideas, which, in turn, drives innovation and original thinking. The Company is committed to inclusion and diversity at all levels of the Company and strives to cultivate an environment of fairness, respect and equal opportunity. The Company recognises the clear corporate benefits of diversity, in that the contribution that people make through their individual backgrounds and perspectives makes us more creative, flexible, productive and competitive. It provides us with the widest pool of available talent, facilitates employee retention, fosters a better understanding of customer needs and values and contributes to our corporate reputation. The Company established its first Diversity Policy in August 2020, which includes requirements for the Board to set measurable objectives for achieving gender and other forms of diversity, and to assess both the objectives and the Company's progress in achieving them at the end of each reporting period. A copy of the Company's Diversity Policy is available on the Company's website. The Board will approve and publish its diversity objectives separately, and in due course. Such objectives will include: Improving gender and ethnic representation across all areas of the Company; Development of training, progression and recruitment programs; Employee participation in diversity and inclusion surveys; and Remuneration benchmarks. At the end of each reporting period, the Board will assess its diversity objectives and the Company's progress against the objectives will be reported.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 1.6 A listed entityshould: (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.	(a) Yes	 (a) The People and Remuneration Committee is responsible for evaluating the performance of the Board and individual Directors will be evaluated on an annual basis. It may do so with the aid of an independent adviser. (b) During the period the Board carried out a self-assessment review. The review references the Board policies in the Board Charter and Directors' Code of Conduct and covers the following matters: The Board's effectiveness in the development of the Company's business and operations, and the functionality of each committee in performing its duties; Interaction between the Board members and between Board members and the management team; Board functionality – to monitor and control operations, compliance and management; and The standard of conduct of Board members. This review is then summarised and reported at the scheduled Board meeting to improve the effectiveness of the Board. The Board identified a need for a Board and Committee skills matrix to be established and a review of Committee structures and compositions to ensure the correct expertise was available for future strategic plans
Recommendation 1.7 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	(b) Yes (c) Wil I compl y	 (a) The Managing Director is responsible for evaluating the performance of senior executives. The Managing Director provides an update to the People and Remuneration Committee, who subsequently report to the Board. The People and Remuneration Committee are responsible for evaluating the performance of the Managing Director. The People and Remuneration Committee reports results to the Board. (b) Performance evaluations were undertaken during the relevant part of the reporting period.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 2: Structure the board to add value		
Recommendation 2.1 The board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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 (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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.	Yes to all	 (a) The Company has established a People and Remuneration Committee, which has responsibility for nomination matters. (b) A copy of the Committee's Charter is available on the Company's website (https://micro-x.com/investors/corporate-governance/). (c) The Members of the Committee are: a. Alexander Gosling (Chair), Independent Director; b. Yasmin King, Independent Director; c. Patrick O'Brien, Independent Director. (d) The number of times the committee met throughout the period and the individual attendances of the members at those meetings is disclosed in the Director's Report contained in the Company's Annual Report for the reporting period.
Recommendation 2.2 A listed entity should have and disclose a board skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership		The mix of skills and diversity that the board currently has and assesses itself against is as follows: • Manufacturing and engineering • International business • Company growth • Product strategy • Product development and commercialisation • Medical/Defence/Security • People management • Governance • Finance • Diversity • Cultural leadership and values

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 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 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), 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.	Yes to all	As at the date of this report, the Board comprises five Directors, four of whom, Patrick O'Brien, Alexander Gosling, David Knox and Yasmin King are considered by the Board to be independent directors. N/A. The Directors' dates of appointment are: Peter Rowland – 8 years and 11 months Patrick O'Brien – 5 years Alexander Gosling – 5 years Yasmin King – 3 years and 9 months David Knox – 4 months
Recommendation 2.4		
A majority of the board of a listed entity should be independent directors.	Yes	The Board Charter requires that, ideally, the majority of the Board be independent. Four of the five Directors are independent, therefore a majority of the Board of the Company are independent. The Board considers that each of Patrick O'Brien, Alexander Gosling, David Knox and Yasmin King is an Independent Director for the purpose of the ASX Recommendations as each is free from any interest, position, association or relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the independent exercise of their judgement.



PRINCIPLES AND RECOMMENDATIONS		COMPLY (YES/NO)	EXPLANATION
Recommendation 2.5			
The chair of the board of a listed entity should be an in and, in particular, should not be the same person as		Yes	The Chairman, Patrick O'Brien is an independent Director.
			The Company does not have a specified Chief Executive Officer, but its Managing Director, Peter Rowland, is not the Chair of the Board.
Recommendation 2.6 A listed entity should have a program for inductir providing appropriate professional development continuing directors to develop and maintain the needed to perform their role as a director effectively.	nt opportunities for skills and knowledge	Yes	The Company has in place an appropriate induction program.
Principle 3: Act ethically and responsibly	<u> </u>		
Recommendation 3.1			
A listed entity should:			
(a) have a code of conduct for its directors, senior employees; and	executives and	Complies	(a) The Company has a Code of Conduct for directors, senior executives and employees.
(b) disclose that code or a summary of it.			(b) The Code of Conduct is available on the Company's website (https://micro-x.com/investors/corporate-governance/).

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 4: Safeguard integrity in financial report	rting	
Recommendation 4.1 The board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are directors and a majority of whom are independent director, who is board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience the committee; and (v) in relation to each reporting period, the committee met throughout the period attendances of the members at those me (b) if it does not have an audit committee, discloprocesses it employs that independently verifications in tegrity of its financial reporting, including the appointment and removal of the external auditor the audit engagement partner.	pendent directors; s not the chair of the e of the members of number of times the and the individual setings; or se that fact and the y and safeguard the ne processes for the	 (a) The Company has established an Audit and Risk Committee. (b) A copy of the Committee's Charter is available on the Company's website (https://micro-x.com/investors/corporate-governance/) (c) The Members of the Committee are: a. Yasmin King (Chair), Independent Director; b. Alexander Gosling, Independent Director; c. Patrick O'Brien, Independent Director; and d. David Knox – Independent director (d) The qualifications and experience of the Members of the Committee are disclosed in the Director's Report contained in the Company's Annual Report for the reporting period. (e) The number of times the committee met throughout the period and the individual attendances of the members at those meetings is disclosed in the Director's Report contained in the Company's Annual Report for the reporting period.
Recommendation 4.2 The board of a listed entity should, before it ap financial statements for a financial period, receive from declaration that the financial records of the entity I maintained and that the financial statements comply accounting standards and give a true and fair view of t and performance of the entity and that the opinion has basis of a sound system of risk management and inte operating effectively.	n its CEO and CFO a nave been properly with the appropriate the financial position s been formed on the	The Board complies with the Recommendations.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 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.	Yes	The Board complies with the Recommendations.
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1		
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.	Yes	 (a) The Company has a written policy for complying with its continuous disclosure obligations under the Listing Rules. (b) This Continuous disclosure policy is available on the Company's website (https://micro-x.com/investors/corporate-governance/).
Principle 6: Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about the Company's governance is available on the Company's website at (https://micro-x.com/investors/corporate-governance/).
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders. A copy of the policy is available on the Company's website (https://micro-x.com/investors/corporate-governance/)
Recommendation 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.	Yes	The Shareholder Communication Policy, which contains the relevant policies and procedures, is available on the Company's website (https://micro-x.com/investors/corporate-governance/).



PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 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.	Yes	The Shareholder Communication Policy provides for this facility.
Principle 7: Recognise and manage risk	T	
Recommendation 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent directors; and	Yes	 (a) The Company has established an Audit and Risk Committee, which is responsible for overseeing risk. (b) A copy of the Committee's Charter is available on the Company's website
(ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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 (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.		 (https://micro-x.com/investors/corporate-governance/). (c) The Members of the Committee are: a. Yasmin King (Chair), Independent Director; b. Patrick O'Brien, Independent Director; c. Alexander Gosling, Independent Director; and d. David Knox, Independent Director. (d) The number of times the committee met throughout the period and the individual attendances of the members at those meetings is disclosed in the Director's Report contained in the Company's Annual Report for the reporting period.
Recommendation 7.2		
The board or a committee of the board should:		
(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the entity faces and to ensure that they remain within the risk appetite set by the board; and		(a) The Board carried out a review of the risk management framework during the period.
(b) disclose in relation to each reporting period, whether such a review has taken place.	(-)	(b) Required disclosure will be provided.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 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.	Yes	Due to the current size of the Company, and taking into account cost/benefit considerations, the Board does not currently consider it necessary to have an internal audit function. The Audit and Risk Committee Charter requires the Committee to oversee the evaluation and continual improvement of the effectiveness of the Company's risk management and internal control processes. The Committee will achieve this objective by closely monitoring these areas and will require management to review and report on risk and internal control areas. The Committee will consider the use of external resources to assist as required.
Recommendation 7.4 A listed entity should disclose whether, and if so how, it has regard to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	The Company currently does not have any material exposure to economic, environmental and social sustainability risk. As and when the Company has any material exposure to economic, environmental and social sustainability risk, it will disclose any such exposure and how it manages or intends to manage those risks.
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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 (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 notexcessive.	Yes	 (a) The Company has established a People and Remuneration Committee, which has responsibility for remuneration matters. (b) A copy of the Committee's Charter is available on the Company's website (https://micro-x.com/investors/corporate-governance/). (c) The Members of the Committee are: a. Alexander Gosling (Chair), Independent Director; b. Yasmin King, Independent Director; c. Patrick O'Brien, Independent Director. (d) The number of times the committee met throughout the period and the individual attendances of the members at those meetings is disclosed in the Director's Report contained in the Company's Annual Report for the reporting period.



PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 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.	Yes	The Company's policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives are disclosed in the Remuneration Report contained in its Annual Report as lodged with the ASX and issued to shareholders.
		A copy of the Committee's Remuneration Policy is available on the Company's website
		(https://micro-x.com/investors/corporate-governance/).
Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: (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	Yes	(a) The Company has a Share Trading Policy which includes a policy prohibiting participants of an equity-based remuneration scheme from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.
(b) disclose that policy or a summary of it.		(b) A copy of the Company's Share Trading Policy is available on the Company's website (https://micro-x.com/investors/corporate-governance/)