

Rules 4.7.3 and 4.10.3¹

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 2020

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://gantmip.com/about-qantm/governance/>

The Corporate Governance Statement is accurate and up to date as at 22 October 2020 and has been approved by the board.

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

MARTIN CLEAVER
Company Secretary
22 October 2020

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.

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 ...	
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	<p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>... the fact that we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... 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):</p> <p>✓ at this location:</p> <p>http://qantmip.com/about-qantm/governance/</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>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>... the fact that we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></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>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>... the fact that we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></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 ...
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.	<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 this location:</p> <p>_____</p> <p><i>Insert location here</i></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>
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 OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://qantmp.com/about-qantm/governance/</p> <p>... 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 this location:</p> <p>_____</p> <p><i>Insert location here</i></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 this location:</p> <p>_____</p> <p><i>Insert location here</i></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 ...
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 this location:</p> <p>_____</p> <p><i>Insert location here</i></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 this location:</p> <p>_____</p> <p><i>Insert location here</i></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>
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 this location:</p> <p>_____</p> <p><i>Insert location here</i></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 this location:</p> <p>_____</p> <p><i>Insert location here</i></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 ...	
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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at this location:</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p>[If the entity complies with paragraph (b):]</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 this location:</p> <p>_____</p> <p><i>Insert location here</i></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 this location:</p> <p>_____</p> <p><i>Insert location here</i></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 ...
<p>2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... where applicable, 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 this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>2.4 A majority of the board of a listed entity should be independent directors.</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 this location:</p> <p>_____</p> <p><i>Insert location here</i></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>
<p>2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<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 this location:</p> <p>_____</p> <p><i>Insert location here</i></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 ...
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></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>
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.	<p>... our code of conduct or a summary of it:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://qantmp.com/about-qantm/governance/</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
PRINCIPLE 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	<p>[If the entity complies with paragraph (a):] ... 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 this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://qantmp.com/about-qantm/governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>In the Company's 2020 Annual Report</p> <p>[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</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 ...
	the external auditor and the rotation of the audit engagement partner.	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: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
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 this location: <hr/> <i>Insert location here</i>	<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 type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at this location: http://qantmp.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 ...
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.	<p>... information about us and our governance on our website:</p> <p>✓ at this location: http://qantmp.com/about-qantm/governance/</p>	<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.	<p>... the fact that we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location: _____ <i>Insert location here</i></p>	<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.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <p>✓ in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location: _____ <i>Insert location here</i></p>	<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.	<p>... the fact that we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location: _____ <i>Insert location here</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <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>[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>✓ in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location: _____ <i>Insert location here</i></p>	<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 ...
<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>... and a copy of the charter of the committee:</p> <p>✓ at this location:</p> <p>http://qantmip.com/about-qantm/governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p>✓ at this location:</p> <p>In the Company's 2020 Annual Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>... 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:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	
<p>7.2 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 we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; OR</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>[If the entity complies with paragraph (b):]</p> <p>... 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:</p> <p>✓ in our Corporate Governance Statement OR</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 ...	
	<input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>		
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... 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:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location: <hr/> <i>Insert location here</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
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 this location: <hr/> <i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location: http://qantmip.com/about-qantm/governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location: In the Company's 2020 Annual Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>... 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</p>	<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

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 ...
	executives and ensuring that such remuneration is appropriate and not excessive: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location:	<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
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES		
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> 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): <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<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 ...
<p>- <i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>



QANTM Intellectual Property Limited

2020 Corporate Governance Statement



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THE BOARD OF QANTM INTELLECTUAL PROPERTY LIMITED



Board members

Left to right: Richard England, Craig Dower, Sonia Petering, Leon Allen, Abigail Cheadle, Cameron Judson

The Directors and Management of QANTM Intellectual Property Limited (**QANTM** or the **Company**) and its controlled entities (the **Group**) are committed to conducting the Group's business in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the ASX Corporate Governance Principles and Recommendations (*Third Edition*) (**Recommendations**), to the extent appropriate to the size and nature of the Group's operations.

This Statement details the Company's compliance with the Recommendations during the

financial year ended 30 June 2020 (the **2020 Financial Year**). To the extent that the Company does not comply fully with the Recommendations, this Statement explains the reasons for that approach.

The Company's board of directors (**Board**) is responsible for the overall corporate governance of the Company, including overseeing the application of appropriate policies and procedures designed to ensure that the Company is properly managed and to protect and enhance shareholder interests.

The Board is committed to maximising performance, generating appropriate levels of shareholder value and financial

returns, and sustaining the growth and success of QANTM.

The Company's corporate governance policies and the Charters for the Board and each of its Committees are available on the Company's Website (<http://qant mip.com/about-qantm/governance/>)(the **Website**).

In response to the COVID 19 challenges, the Board convened fortnightly Board meetings from 24 March 2020 through the end of the 2020 Financial Year, by videoconference, and management established cross-functional teams focusing on employee safety, health and wellbeing, clients, suppliers and business partners, and financial performance.



PRINCIPLE 1

Lay solid foundations for management and oversight

1.1 Role of the Board and Management

The Board is accountable to the Company's shareholders and 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 was updated during the 2020 Financial Year and is available on the Website) that sets out the functions and responsibilities of the Board.

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.

Responsibilities specifically delegated to the CEO/MD are outlined in the Board Charter and detailed in a separate Delegation of Authority document.

1.2 Director election and re-election

The composition, structure and proceedings of the Board are primarily governed by the Company's Constitution and the Australian Corporations Act. The Board comprises a majority of independent non-executive directors. QANTM undertakes appropriate due diligence in respect of prospective candidates before appointing a person as a Director, or proposing a person to its shareholders as a candidate for election as a director.

Prior to each Annual General Meeting, the Company provides information to shareholders about directors seeking re-election and about candidates for election as a Director, to enable shareholders to make an informed decision on whether or not to re-elect or elect the director, including:

- information as to relevant qualifications and experience and the skills they bring to the Board;
- details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect

the candidate's capacity to exercise independent judgement on board matters;

- the term of office already served by the director (if applicable); and
- the Board's view on whether the candidate will be considered to be an independent director.

1.3 Agreements outlining terms of appointment

QANTM has agreements with each director and senior executive, setting out 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 an employment agreement.

1.4 Company Secretary

The Company Secretary is responsible for co-ordination of all Board business, including agendas, board papers, minutes, communication with regulatory bodies, ASX and all statutory and other filings. Further details in relation to the Company Secretary's role are set out in QANTM's Board Charter.

The appointment and removal of the Company Secretary is a matter for decision by the Board.

The Company Secretary is accountable to the Board, through the Chair, on all matters relating to the proper functioning of the Board.

1.5 Diversity

The Company is committed to creating an inclusive culture where differences are valued. The Company's Diversity and Inclusion Policy:

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



PRINCIPLE 1 (cont.)

Lay solid foundations for management and oversight

The QANTM Group is committed to enhancing diversity through achieving the following objectives:

- Increasing awareness across the Group about diversity and the benefits of a diverse and inclusive workforce.
 - Increasing diversity at senior levels across the Group.
 - Implementing policies which support and promote flexible working and ensuring that those policies are understood and promoted across the Group.
 - Maintaining a workplace free from discrimination and harassment on the grounds of gender or gender identity, race, colour, nationality or cultural origin, age, political beliefs or activity protected by applicable laws, religion, sexual orientation, impairment or disability, marital or parental status or pregnancy or employment status (e.g. fixed term, part-time or temporary work), through ongoing training and a robust approach to complaint resolution..
 - Ensuring that all employees are treated fairly and with respect and dignity.
 - Addressing systemic and individual unconscious biases in order to create a diverse and inclusive culture, to reduce the potential for unconscious bias in decision-making.
 - Engaging with our people in the development and implementation of diversity and inclusion programs.
 - Integrating diversity and inclusion considerations and content into our business processes and practices with particular focus on people and talent management, client relations and business development, communications and supplier diversity.
 - Being an active participant supporting diversity in the IP community, with a focus on the fields of law, science, technology, engineering and mathematics.
- Achieving equal employment opportunity for all of the Group's employees, senior management and directors, based on merit, ability, performance and potential.

During the 2020 Financial Year, the following relevant activities were undertaken in various of our operating subsidiaries:

- training with respect to Appropriate Workplace Behaviour, Bullying & Bystander, Unconscious Bias and Prevention of Sexual Harassment. Over 60% of QANTM employees participated in Prevention of Sexual Harassment training during the 2020 Financial Year;
- an updated Domestic and Family Abuse Policy;
- establishment of 'Being Well' – a wellbeing and support program including a dedicated company intranet page as well as trained First Aid and Mental Health First Aid Officers;
- expansion of the Diversity and Inclusion Committee to include a wellbeing working group, now known as the Diversity, Inclusion and Belonging Committee. This reflects the close link between inclusion and mental health. The other four related working groups focus on Working Flexibly, Inclusive Culture and Confidence, Policies, and Career Development and Progression. The Diversity and Inclusion Committee has a dedicated company intranet page (including meeting agendas and minutes to allow personnel to keep abreast of initiatives and progress);
- FPA Patent Attorneys joined Davies Collison Cave as a member of the Australian Legal Sector Alliance (AusLSA), an industry-led association working collaboratively to promote best practice sustainability commitments and performance across the legal sector, including with respect to sustainable and inclusive workplaces.

As a "relevant employer" under the Workplace Gender Equality Act 2012 (**WGEA**), QANTM has submitted a Workplace Gender Equality Report for the 2019/2020 reporting period, with respect to its Australian workplaces. The submission includes details of the Company's Gender Equality Indicators and is available on the Website.



PRINCIPLE 1 (cont.)

Lay solid foundations for management and oversight

QANTM is committed to continuing to integrate diversity and inclusion considerations and content into our business processes with respect to management, recruitment, retention and talent management, to provide access to equal opportunities at work based on merit.

The percentage of women in key job categories (using the criteria in place for WGEA reporting in Australia) across the QANTM Group in the last three financial periods has been as follows:

Category	2017	2018	2019	2020
Board	40%	40%	40%	40%-50%*
Senior Managers / Executives	12%	17%	22%	30%
Professional staff	52%	53%	60%	61%
Whole organisation	67%	66%	68%	67%

* Board composition varied through the 2020 Financial Year.

The objectives set by QANTM with respect to gender diversity for the 2020 Financial Year, and performance against those objectives, were as follows, with both objectives achieved:

OBJECTIVE 1

Maintain Board representation of not less than 30% women, 30% men and the remainder of either gender (in line with the recommendation to be introduced in the 4th Edition of the ASX Corporate Governance Principles and Recommendations).

The gender composition of QANTM's Board varied as follows during the 2020 Financial Year:

- From 1 July 2019 to 13 January 2020: 40% women (2 of 5 directors), 60% men (3 of 5 directors)
- From 13 January to 30 June 2020: 50% women (2 of 4 directors), 50% men (2 of 4 directors).

OBJECTIVE 2

Increase the representation of women at senior manager/executive level within the QANTM Group for continuing operations.

The percentage of women in Senior Management / Executive roles (using the criteria in place for WGEA reporting in Australia) across the QANTM Group as at 31 March 2020 (being the measurement date for WGEA Reporting) had increased to 30%, compared to 22% at the same date in 2019.

For FY2021, QANTM has retained the same objectives with respect to gender diversity, being to:

- maintain Board representation of not less than 30% women, 30% men and the remainder of either gender (in line with the recommendation introduced in the 4th Edition of the ASX Corporate Governance Principles and Recommendations); and
- increase the representation of women at senior manager/executive level within the QANTM Group for continuing operations.

1.6 Board Performance Evaluation

The directors undertake an annual process to review the performance and effectiveness of the Board and individual directors. An external governance consultant was engaged to conduct the evaluation during the 2020 Financial Year. In connection with the performance evaluation, each director completed a questionnaire relating to the Board's role and effectiveness, composition, procedures, practices and behaviours, and each director and certain senior executives were interviewed by the consultant. The Chair led a discussion of the key findings of the evaluation with the Board as a whole and provided feedback to individual directors. The Board will implement some recommendations arising from the evaluation to enhance the effectiveness of governance processes.



PRINCIPLE 1 (cont.)

Lay solid foundations for management and oversight

1.7 Senior Executive Performance Evaluation

A committee established by the Board - the People, Remuneration and Culture Committee (**PRCC**) - is responsible for reviewing and making recommendations to the Board on senior executive remuneration and incentive policies and practices, and as to the total remuneration (including incentive awards and equity awards) based on assessment of the performance against relevant criteria.

The PRCC annually conducts a performance evaluation of the CEO/MD to assess whether the CEO/MD has met his key performance indicators set in the previous year, using a balanced scorecard approach.

Further information on performance measures and assessments for Key Management Personnel can be found in the Remuneration Report contained in the Annual Report.



PRINCIPLE 2

Structure the Board to add value

2.1 Nomination Committee

QANTM does not have a separate Nomination Committee. The Board is charged with the responsibilities that would ordinarily be addressed by a Nomination Committee.

The Board Charter, published on the Website, sets out the Board’s responsibility for:

- identifying and recommending to the Board candidates for the Board, including the Chief Executive Officer and Managing Director;
- identifying and assessing the necessary and desirable competencies and characteristics for Board membership and regularly assessing the extent to which those competencies and characteristics are represented on the Board;
- establishing processes for identifying suitable candidates for appointment to the Board to facilitate an appropriate mix of expertise, experience and to support succession of the Board;
- preparing, reviewing and updating on a regular basis a director’s education and skills enhancement program;
- ensuring that succession plans for Board and senior executives are in place;
- recommending the removal of directors;
- reviewing the performance of the Chief Executive Officer and Managing Director annually;
- conducting an annual review of the performance of the Board, both collectively and individually, the effectiveness of processes of the Board and its committees, and the skills of the Board to ensure that the Board maintains a sufficient number of directors with an appropriate skills mix; and
- developing and ensuring the implementation of continuing education programs for directors.

The objectives of the PRCC include to help the Board fulfil its objective that the Company has a Board possessing an appropriate range of skills, experience and expertise to discharge effectively its responsibilities and duties.

The composition requirements and membership of the PRCC during the 2020 Financial Year is set out below:

PEOPLE, REMUNERATION AND CULTURE COMMITTEE	
Composition Requirements	Membership during FY20
At least three members, all of whom are non-executive directors and the majority of whom are independent directors. The PRCC chair must be an independent, non-executive director.	Cameron Judson (Chair) Abigail Cheadle ¹ Sonia Petering

The number of PRCC meetings held and attended by each member is disclosed in the “Meetings of directors” section of the Directors’ Report in the Annual Report.

2.2 Board Skills

The Board has adopted a skills matrix, which is used to:

- identify the skills, knowledge, experience and capabilities that are considered to be desired of the Board as a whole, in order for the Board to fulfil its role and in light of the Company’s strategic direction;
- ascertain the current skills, knowledge, experience and capabilities of the Board, and provide the incumbent directors with an opportunity to reflect upon and discuss the current composition; and
- identify any gaps in skills or competencies that can be addressed in future director appointments.

The skills matrix is reviewed annually by the Board to ensure that ongoing needs in relation to supervising the Company and its operations are being met, and to take into account any changes in the Company’s circumstances and strategic priorities.

¹ With effect from 1 October 2020, Mr Richard England has joined the PRCC. Ms Cheadle will retire from office as a non-executive director of QANTM with effect from the end of QANTM’s 2020 AGM on 27 November 2020.



PRINCIPLE 2 (cont.)

Structure the Board to add value

During the 2020 Financial Year, the Board assessed each Director’s skills level against the following key skills:

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 the group, contribute to budget planning and efficient use of capital resources.
Operations	A broad range of commercial and business experience in business systems, practices, improvements, risk and compliance, sales, maintenance, technology and human resources.
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 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 assessment of both acquisitions and investments.
People and Performance	Appreciation for best practices in human resource planning and management, with familiarity in employment legislation and labour relations, recruitment, compensation, performance reviews and conflict management.
Legal and Compliance	Ability to identify key risks to the group 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	Expertise in the areas of technology that the Group should be aware of and utilising, including keeping abreast of new and emerging technology.

The Board considers that it currently has an appropriate mix of skills and that it comprises directors who collectively have the skills, knowledge and experience to govern and direct the Company effectively.

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.

Biographies of all directors are included in the Directors’ Report in the Annual Report.

2.3 Director independence

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

Director	Independent status	Appointment date
Richard England (Chair)	Independent non-executive director	17 May 2016 (re-elected at AGM 29 November 2018)
Craig Dower	Managing Director (not considered independent)	1 July 2020
Leon Allen	Non-executive director (not considered independent)	1 July 2020
Abigail Cheadle	Independent non-executive director	9 June 2016 (re-elected at AGM 17 November 2017)
Cameron Judson	Independent non-executive director	9 June 2016 (re-elected at AGM 28 November 2019)
Sonia Petering	Independent non-executive director	9 June 2016 (re-elected at AGM 28 November 2019)

There are currently five non-executive directors, Richard England, Abigail Cheadle, Cameron Judson, Sonia Petering and Leon Allen. On 1 October 2020, QANTM announced that Ms Cheadle will be retiring with effect from the end of the Company’s 2020 AGM, and will not be standing for re-election.



PRINCIPLE 2 (cont.)

Structure the Board to add value

The Board considers each director, apart from Mr Allen, to be independent. Mr Allen is not considered to be independent, as he served as Managing Director and Chief Executive Officer of QANTM from its listing in 2016 until 13 January 2020. In determining the independence of a director, reference is made to the criteria established by the ASX Corporate Governance Council.

Mr Craig Dower serves as a full-time executive of the Company, in the role of Chief Executive Officer and, from 1 July 2020, also as Managing Director, and is accordingly not considered to be an independent director.

In order to facilitate independent judgement in decision-making, each director has the right to seek independent professional advice, at the Company's expense, with respect to matters relevant to the exercise of their role as directors.

The Board regularly assesses whether each non-executive director is independent and 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 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 terms of engagement entered into between the Company and each director in connection with their appointment requires the director to disclose to the Company any changes in directors' interests in QANTM securities, in order to facilitate the Company's compliance with its obligations under the ASX Listing Rules. 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 review of a register of directors' interests.

2.4 Majority of directors independent

Throughout the reporting period, the majority of the Board were independent directors.

2.5 Chair of the Board to be an independent director

The Board Charter requires that the Chair of the board of directors be an independent non-executive director, and not be the same person as the Managing Director.

The Board considers that Mr Richard England, the Chair of the QANTM Board, meets these criteria, with the Board Charter setting out a clear division of responsibility between the Chair and the CEO/MD.

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.
- Directors are given direct access to management and to the Company Secretary. These individuals are instructed 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.
- The Company offers directors an opportunity to undertake relevant external professional development programs, for example, participation by Directors in the AICD Australian Governance Summit.
- The Company organises regular Director education sessions on topics relevant to the Company and its business, strategy and governance as part of its Board meeting cycle, and Directors participate in various external professional development and continuing education seminars relevant to their roles as directors.



PRINCIPLE 3

Act ethically and responsibly

3.1 QANTM Code of Conduct and Whistleblower Protection

QANTM is committed to the highest standards of legal, ethical and moral behaviour and to conducting its business with integrity.

The Company has adopted a formal Code of Conduct which is to be followed by the Board and senior executives, being employees who have 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**) is intended to:

- articulate the high standards of honesty, integrity, ethical and law abiding behaviours expected of senior executives;
- encourage the observance of those standards to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors);
- guide senior executives as to the practices regarded as necessary to maintain confidence in the QANTM Group's integrity; and
- set out the responsibility and accountability of senior executives to report and investigate any reported violations of the Code or unethical or unlawful behaviour.

A copy of the Code is available on the Company's Website.

During the 2020 Financial Year, QANTM's Board approved a new Whistleblower Protection Policy, the purpose of which is to encourage reporting of "wrongdoing", which includes misconduct or an improper state of affairs or circumstances in relation to QANTM, or a member of the QANTM Group or its operations, or involves QANTM personnel. .

QANTM is committed to achieving this purpose by:

- supporting the right of QANTM Personnel to refuse to participate in wrongdoing;
- providing robust protection from retaliation, victimisation or detrimental action for individuals in connection with reports of reasonably suspected wrongdoing;
- ensuring that confidentiality is maintained as required by law;
- providing accessible, secure and reliable channels for the following parties to report reasonably suspected wrongdoing, including by way of anonymous reporting:
 - current or former employees, officers, contractors, or consultants (**QANTM Personnel**) or their relatives, dependants or spouse; and
 - external parties, including suppliers to QANTM Group and their employees, clients and members of the public;
- facilitating thorough, timely, fair and impartial investigation of reports of wrongdoing;
- addressing issues identified, including by taking appropriate disciplinary action; and
- at all times complying with whistleblowing legislation in any country that QANTM operates.

To support its commitment to Whistleblower Protection, the Company has established the "QANTM Speak Up" service - an externally-managed service established to receive reports of wrongdoing by telephone, email, through an online platform or by mail. Reports received will be forwarded regularly to an appropriate officer within QANTM for confidential assessment and referral for appropriate resolution.



PRINCIPLE 4

Safeguard integrity in corporate reporting

4.1 Audit, Risk and Compliance Committee

An independent Audit, Risk and Compliance Committee (**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. The Charter was reviewed and updated during the 2020 Financial Year and is available to view on the Company's Website.

The Board is responsible for appointing members of the ARCC. The composition requirements and membership of the ARCC during the 2020 Financial Year is set out below:

AUDIT, RISK AND COMPLIANCE COMMITTEE	
Composition Requirements	Membership
At least three members, all of whom are non-executive and independent. The Committee chair should be an independent non-executive director. All members should be financially literate, at least one member must have financial and accounting expertise and all members must have an understanding of the industry in which QANTM operates.	Abigail Cheadle (Chair) ² Cameron Judson Sonia Petering

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 in the Annual Report. All Directors have a standing invitation to attend meetings of the ARCC.

The full biographies of all directors are included in the Directors' Report.

² With effect from 1 October 2020, the composition of the ARCC is Ms Petering (Chair), Mr Richard England and Mr Allen. Ms Cheadle will retire from office as a non-executive director of QANTM with effect from the end of QANTM's 2020 AGM on 27 November 2020.

4.2 Declaration from Chief Executive Officer / Managing Director and Chief Financial Officer with respect to the Company's Financial Statements

Prior to the approval by the Board of the Company's financial statements in relation to the financial year ended 30 June 2020 and the half-year ended 31 December 2019, the Company's CEO/MD and Chief Financial Officer (**CFO**) provided the Board with declarations to the effect that, in their opinion:

- the financial records of the Company have been properly maintained;
- the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and
- the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board intends to continue to seek such assurances prior to approving the annual financial statements for all half year and full year results.

4.3 External auditor attendance at AGM

The engagement partner for QANTM's external auditor attends the Company's annual general meeting and is available to answer questions from QANTM's 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

Make timely and balanced disclosure

5.1 QANTM's Continuous Disclosure Obligations

The Company has established a Market Disclosure Protocol, which was reviewed and updated during the 2020 Financial Year and is available on the Website.

The objective of this Protocol is to establish procedures to ensure that the Company immediately discloses all price-sensitive information to ASX in accordance with the ASX Listing Rules and the Corporations Act 2001 (Cth), and establish procedures for:

- identifying potential price-sensitive information;
- assessing if information must be disclosed to ASX under the ASX Listing Rules or the Corporations Act 2001 (Cth);
- releasing to ASX information determined to be price-sensitive information requiring disclosure; and
- responding to queries from ASX (particularly queries under Listing Rule 3.1B).

The Board is responsible for ensuring that QANTM complies with its continuous disclosure obligations. To assist the Board in this obligation, it has authorised the convening, from time to time, as necessary, of a Market Disclosure Committee, to:

- consider and, if appropriate, approve disclosures to the ASX of price-sensitive information, such that no such information may be disclosed to the ASX unless approved by the Board, a Market Disclosure Committee or, in emergency situations where a quorum for a Market Disclosure Committee is unavailable, as many members of a Market Disclosure Committee as can reasonably be convened;
- determine QANTM's response to circumstances which indicate that a false market may have emerged in Company securities; and

- make decisions about trading halts.

Membership of a Market Disclosure Committee can be drawn from the directors, the CEO, the CFO and the Company Secretary.



PRINCIPLE 6

Respect the rights of shareholders

6.1 Information to investors about QANTM

QANTM informs shareholders of all major developments affecting the Group's state of affairs as follows:

- all relevant market announcements are accessible through the Company's Website after they have been released through the ASX Market Announcements Platform;
- all corporate governance policies and Charters adopted by the Board are available through the Company's Website; and
- the full text of notices of meeting and explanatory material is accessible through the Company's Website.

6.2 & 6.3 Investor Relations and shareholder meetings

The Company is committed to maintaining direct, open and timely communications with all shareholders.

Information is communicated to shareholders through:

- the publication of the annual and interim financial reports;
- disclosures through the ASX Market Announcements Platform;
- notices of general meetings and explanatory memoranda;
- 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 next Annual General Meeting will be held on 27 November 2020, and, in light of the COVID 19 circumstances, will be held by way of a virtual meeting, with shareholders able to attend by electronic means. An explanatory memorandum on the resolutions to be considered at the Annual General Meeting 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 presentation to the Annual General Meeting will be released through 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 available on the Company Website.

Shareholders will be able to appoint one or two proxies to participate and vote on their behalf at the Annual General Meeting or other shareholders' meetings, in accordance with the Corporations Act.

6.4 Electronic communications with shareholders

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

Contact details for the Company and its security registry are published under the 'Contact Us' tab on the Company's Website.



PRINCIPLE 7

Recognise and manage risk

7.1 & 7.2 Risk Committee and Risk Management Framework

The Board is responsible for setting the risk appetite for the Company, in accordance with which the Board expects management to operate, and ensuring that the Company has in place an appropriate risk management framework and appropriate controls to prevent or mitigate material risks, in accordance with the stated risk appetite.

The Board has established an Audit, Risk and Compliance Committee (**ARCC**), to which it has delegated responsibility for overseeing the Company's risk management systems (with respect to both financial and non-financial risks) and the assessment of their efficacy. The ARCC Charter is available through the Company's Website. More information on the ARCC is set out at section 4.1 of this Statement.

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 and operations for existing and emerging risks on an ongoing basis and to ensure that appropriate controls are in place and material risk issues are raised with the ARCC. These protocols form the basis for the Company's risk management framework. The ARCC reviews the Company's risk register annually.

The ARCC reviews and assesses the Company's risk management framework annually, including 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 confirmation of the independence of its members are set out in section 4.1 of this Statement.

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 in the Annual Report. All Directors have a standing invitation to attend meetings of the ARCC.

The Company has in place controls 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 compliance with regulatory requirements and community standards.

The review findings report provided to the ARCC by the Company's external auditors at the completion of each half-year and full-year review categories review focus areas by area of risk, provide the ARCC with a report detailing review focus areas in relation to area of risk and degree of judgment required. The ARCC discusses the report with the auditors, with material items being referred to the Board.

In accordance with the Company's risk management framework, management conducted a review of the risk register, existing controls and action plans during the 2020 Financial Year.

During the 2020 Financial Year, the Company appointed Morgan Sloper to a new executive role as Head of Mergers & Acquisitions and Risk.

7.3 Internal audit

The Company does not currently have a formal internal audit function, and does not currently consider that a separate internal audit function is required given the size and nature of its business operations. Responsibility for risk management is assigned to management, who report to the ARCC.

7.4 Exposure to Economic, Environmental and Social Sustainability Risks

The Company does not consider that it has material exposure to environmental sustainability risks, such as climate change, and the environmental impact of the Company's activities is minimal.

However, the Company adopts the approach of a responsible corporate citizen with regard to environmental matters. In particular, the Board accepts the consensus of the international scientific community that global warming is influenced by human activity, and that this results in long-term changes to climate patterns, which have adverse economic and social consequences. The Board supports the global response of the signatories to the UN Framework Convention on Climate Change to keep global temperature rise well below 2° Celsius and to pursue efforts to limit temperature rise further to 1.5° Celsius relative to pre-industrial levels.



PRINCIPLE 7 (cont.)

Recognise and manage risk

Environmental sustainability initiatives undertaken by the Company include:

- management of disposal of packaging, office paper, computers and obsolete IT equipment to ensure compliance with applicable legislation; and
- minimising the use of paper by electronic client records wherever local legislation and operational process allows, reductions in marketing collateral, elimination of hard copy Board and committee papers, and recycling activities undertaken where possible.

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

The key risks with respect to economic and social sustainability of QANTM’s business are as follows:

RISK	DESCRIPTION AND MANAGEMENT OF RISK
<p>Competition</p>	<p>The Company operates in sectors that are subject to vigorous competition based on factors including price, responsiveness, service delivery (including increased use of technology), and the ability to provide clients with an appropriate range of IP services. Actions by existing competitors, entry of new competitors, insourcing of IP services by key clients, changing client expectations (including an expansion of fixed price requirements and reduced tolerance for scale charges), encroachment by artificial intelligence alternatives or failure by the Company to meet changing market conditions could adversely impact the 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>
<p>Regulatory</p>	<p>IP regulation is subject to ongoing change as it endeavours to stay apace with rapid technological advancement. Any material changes 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.</p> <p>This could include any legislative or regulatory changes that have the effect of removing or diminishing the rights and privileges granted exclusively by statute to Australian patent attorneys, or local “address for service” requirements. An example of potential diminution in the role performed by QANTM as a local agent is the proposal currently under consideration to extend the ePCT system for filing international patent applications to the subsequent “national phase” entry stage. It is currently not known when or if the ePCT system will be extended in this way, or if IP Australia would participate in any such extension, however, if implemented, this proposal may have a significant adverse impact on revenue currently derived by QANTM from the national phase entry process step.</p> <p>Further, the majority of patent applications are separately examined in each country or region in which the applications are filed. QANTM derives substantial revenue from the substantive examination process in Australia, New Zealand and other jurisdictions. There is a long-term international trend toward harmonisation of patent examination regimes. Various proposals have been discussed, and in some cases implemented, with the aim of minimising duplication of effort across multiple offices and improving consistency of examination outcomes, subject to variations in local laws. Any harmonisation regime that has the effect of diminishing IP services that QANTM provides in connection with these patent examination processes may have an ambitious impact on revenue and profitability.</p> <p>The boundaries of patentable subject matter continue to evolve as a result of technological innovation, legislative changes and judicial interpretation. Material changes to the regulatory landscape or the interpretation of the regulatory framework may adversely affect QANTM’s revenue</p>



RISK	DESCRIPTION AND MANAGEMENT OF RISK
	<p>by narrowing the scope of patentable subject matter, and hence potentially the number of patent applications filed in particular technical fields.</p> <p>The Company continually monitors regulatory and legal issues affecting the Company's business and implements any changes to operations necessary to comply.</p>
<p>Attraction, engagement and retention of high performing professionals</p>	<p>The nature of the services provided by the Group are fundamentally based on the intellectual knowledge, industry experience and client knowledge of key professional staff. The Group relies on attracting, engaging and retaining its high performing Principals and professionals to offer a broad skill set to its clients. The loss of key professionals poses a risk to the quality of the Group's service offering and potential revenue generation. There is significant management focus on initiatives to attract, engage, retain and facilitate the career and professional development of key personnel. This includes facilitating professional development through education, courses and involvement in professional associations; promotion of individuals on an annual basis – including to Principal – and where, practicable, role or geographical rotation. Offering a fulfilling work environment and rewarding work, continuing to invest in health and wellbeing programs for employees, and embracing diversity and inclusion through the initiatives outlined in section 1.5 of this Report, and remunerating fairly, including through the revised market-based remuneration arrangements for Principals who accepted fixed remuneration arrangements and no participation in incentive programs for a 3-year period from QANTM's IPO, as referenced in the Remuneration Report section of QANTM's Annual Report, are key elements of retention and engagement. A process of determining succession planning arrangements for key personnel is a priority. Principals (apart from those Principals who received equity upon QANTM's IPO) also participate in an employee share plan.</p>
<p>Professional liability</p>	<p>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.</p> <p>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 in place a comprehensive insurance program, including professional indemnity insurance.</p>
<p>Foreign exchange risk</p>	<p>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, with the financial reports for the Company denominated in Australian dollars.</p> <p>The Company has in place and utilises foreign currency hedging facilities as part of its bank facilities, which partly mitigates the exposure, and monitors the foreign currency exposures that arise from its foreign currency revenue, expenditure and cash flows.</p>
<p>Cyber Security</p>	<p>QANTM takes cyber security and its potential consequences extremely seriously.</p> <p>QANTM's business is heavily dependent upon computerised technology platforms, including customised electronic case management, document management, file management, client relationship management and reporting systems. If the Group's ICT systems suffer severe damage, disruption or shutdown and the issues are not effectively resolved in a timely manner, then the Group's revenue, financial condition and results of operations may be materially and adversely affected and the Group may breach regulatory requirements. Any failure of the Group's ICT systems may result in the inability to file or prosecute the IP rights of their clients within statutory deadlines. Such a failure could result in the Group's clients forfeiting IP rights to which they would have otherwise been entitled. These events could lead to financial loss for the Group in the event that aggrieved clients initiate legal action against the Group. Depending on the circumstances the Group's insurance may be insufficient to cover some or all of the loss incurred.</p> <p>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.</p> <p>There is a residual risk that QANTM's backup protocols, inbuilt redundancies, restoration procedures and data recovery plans may not be adequate to enable timely recovery in all conceivable circumstances, including natural disasters, acts of terrorism or war, failure of utilities,</p>



RISK	DESCRIPTION AND MANAGEMENT OF RISK
	<p>sabotage, including breaches of cyber security and malicious hacking, or system failure due to other causes. 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.</p> <p>QANTM is making a significant investment in improved IT systems, including to support simplification and automation of some business processes, primarily to improve efficiency. These improvements will also assist in mitigating cyber security risks. This investment program is overseen by newly-created executive role of Chief Transformation Officer, to which role Kylie Sprott was appointed during the 2020 Financial Year.</p>
Acquisitions	<p>The Company’s growth strategy involves growth by potential acquisitions of other intellectual property and adjacent businesses and lateral hires of professionals. There are risks of acquisitions or professionals hired not attaining benefits expected, or poor integration into the Company.</p> <p>QANTM’s growth strategy includes a focus on growth in Asia. QANTM operates intellectual property businesses in Malaysia and Singapore, and is exposed to adverse changes in the competitive environment in those markets, and to risks associated with regulatory approaches and changes and operating and economic conditions in those markets.</p> <p>The Company undertakes extensive due diligence of any potential acquisition target or lateral hire and engages professional experts to advise and assist where necessary. A new executive role of Head of Mergers & Acquisitions and Risk was created during the 2020 Financial Year, to which Morgan Sloper was appointed.</p>
COVID 19	<p>COVID 19 has the potential to impact QANTM in two main respects. First, in common with many businesses, there is the potential for impacts on the health and wellbeing of key personnel, impairing their ability to contribute to the Company’s business success. This could either be through direct health impacts of infection, or through adverse effects on mental health and wellbeing as a result of the measures mandated by government and through appropriate measures introduced by QANTM in the interests of health and safety to help reduce the rate of infection, such as remote working, with offices being closed or minimally staffed. These risks are managed through a focus on compliance with recommendations and requirements of health authorities, and a focus on the wellbeing of our people, through the adoption of a range of wellbeing and mental health initiatives.</p> <p>Second, while, despite the effect of COVID 19 on the general economy, QANTM has not seen a material deterioration in its financial performance during the 2020 Financial Year, reduced investment in innovation and intellectual property protection by the Company’s clients is possible going forward. QANTM has acted pre-emptively to manage this risk, by focusing on management of QANTM’s cost base, including implementing temporary voluntary pay reductions for senior executives and all Principals. QANTM will continue to monitor closely levels of activity and revenue, and costs, to ensure it is prepared to respond to a material downturn in client activity.</p>



PRINCIPLE 8

Remunerate fairly and responsibly

8.1 People, Remuneration and Culture Committee

The Company has established a People, Remuneration and Culture Committee (**PRCC**), the objective of which is to help the Board fulfil its statutory, fiduciary and regulatory responsibilities, and achieve its objectives that the Company:

- (a) has a Board possessing an appropriate range of skills, experience and expertise to discharge effectively its responsibilities and duties;
- (b) has in place and operates to coherent remuneration policies and practices to attract and retain executives and directors who will create value for shareholders;
- (c) fairly and responsibly rewards executives having regard to the performance of the Group, the performance of the executives and the general external pay environment; and
- (d) maintains a culture which supports high standards of corporate governance and ethical conduct for the Group.

The PRCC operates pursuant to a Charter which is available on the Company's Website.

The Board appoints the members of the PRCC, and details of the current membership and the independence of the members are set out at section 2.1 of this Statement.

The number of PRCC meetings held and attended by each member of the Committee is disclosed in the 'Meetings of directors' section of the Directors' Report in the Annual Report.

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

Details of the remuneration of directors and key senior executives are set out in the Remuneration Report section of the Directors' Report in the Annual Report.

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.

Non-executive directors are remunerated by way of fees which are set with reference to 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.

8.3 Equity based remuneration

QANTM has had in place since its ASX listing an Employee Incentive Plan to provide eligible employees with the opportunity to acquire performance rights or shares, to encourage greater productivity and to better enable the Group to retain key personnel in a competitive environment in order to create long term value for shareholders.

QANTM has also established an employee share trust (**EST**) for the benefit of certain key employees, mainly employees who were promoted or recruited into the role of Principal at or after the Company's IPO in August 2016. The EST is intended to provide an incentive for participating key employees to maximise their contributions to QANTM, to enable them to share in the future growth in the value of QANTM and to enhance the alignment of the interests of these key employees and other QANTM shareholders.

Under the EST, selected key employees, nominated by the Company are provided with an opportunity to acquire a beneficial interest in fully paid QANTM shares (through the EST). Contributions are paid by QANTM to the EST, which uses those funds to effect an acquisition of QANTM shares to be held for the benefit of the participating employee. The shares acquired on market by the trustee of the EST (which is not a member of the QANTM Group), but may be issued by QANTM to the trustee of the EST. Participating employees may not sell the shares held on their behalf for a period of time.



PRINCIPLE 8 (cont.)

Remunerate fairly and responsibly

QANTM's Securities Dealing Policy provides that employees may not use "Derivatives" (a term defined broadly) in a way which would have the effect of providing greater benefit than would otherwise have been realized in respect of unvested QANTM securities.

The QANTM Securities Dealing Policy is available on the Company's Website.

This Corporate Governance Statement was approved by the Board on 21 August 2020.