
POINTERRA LIMITED

CORPORATE GOVERNANCE STATEMENT

APPROVED BY THE BOARD: 30 SEPTEMBER 2016

1. CORPORATE GOVERNANCE

1.1 ASX Corporate Governance Council Principles and Recommendations

Pointerra Limited (**Pointerra** or **the Company**) has adopted comprehensive systems of control and accountability as the basis of administration of corporate governance. The board is committed to administering the policies and procedures with openness and integrity pursuing the true spirit corporate governance commensurate with Pointerra's needs.

To the extent applicable, commensurate with the Companies' size and nature, Pointerra has adopted the Corporate Governance Principles and Recommendations (3rd Edition) as published by ASX Corporate Governance Council (Recommendations).

The Board seeks where appropriate to provide accountability levels that meet or exceed the recommendations.

The Company's main corporate governance policies and practices as at the date of this Prospectus are outlined below and further details on Pointerra's corporate procedures, policies and practices can be obtained from the Company website at www.pointerra.com

1.2 Board of Directors

The Board is responsible for corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:

- (a) Maintain and increase shareholder value.
- (b) Ensure a prudential and ethical basis for the Company's conduct and activities, and
- (c) Ensure compliance with the Company's legal and regulatory objectives.

Consistent with these goals, the Board, among other things, assumes the following responsibilities.

- (a) Developing initiatives for profit and asset growth.
- (b) Reviewing the corporate commercial and financial performance of the Company on a regular basis.
- (c) Acting on behalf of and being accountable to the Shareholders, and
- (d) Identifying business risks and implementing actions to manage those risks and corporate systems to assure quality.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors participation in the Board discussions on a fully-informed basis.

In light of the Company's size and nature, the Board considers that the proposed board is a cost effective and practical method of directing and managing the Company'. If the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

1.3 Composition of the Board

Election of Board Members is substantially the province of the Shareholders in a general meeting. However, subject thereto the Company is committed to the following principles.

- (a) The Board is to comprise Directors with a blend of skills, experience and attributes appropriate for the Company and its business, and
- (b) The principal criterion for the appointment of new Directors is their ability to add value to the Company and its business.

The Board is currently comprised of 4 members. The Company has adopted a Nominations Committee Charter but has not formally adopted a Nominations Committee. The Directors consider that the Company is currently not of a size nor are its affairs of such complexity to justify the formation of a Nomination Committee. The responsibilities of a Nomination Committee are currently carried out by the Board.

Where a casual vacancy arises during the year, the board has procedures to select the most suitable candidate with the appropriate experience and expertise to ensure a balanced and effective board. Any director appointed during the year to fill a casual vacancy or as an addition to the current Board holds office until the next General Meeting and is then eligible for re-election by the Shareholders.

1.4 Identification and Management of Risk

The Board has established a risk management committee which is responsible for overseeing the risk management function. The risk management committee is responsible for ensuring the risks and opportunities are identified on a timely basis. To achieve this, the risk management committee has implemented a risk system which allows for the monthly monitoring of identified risk areas and performance against the activities to minimise or control these identified risks.

1.5 Ethical Standards

The Board is committed to the establishment and maintenance of appropriate ethical standards.

1.6 Independent Professional Advice

Subject to the Chairman's approval (not to be unreasonably withheld), the Director's at the Company's expense may obtain independent professional advice on issues arising in the course of their duties.

1.7 Remuneration Arrangements

The total maximum remuneration of Non-Executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of Non-Executive Directors Remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-Executive Director. The current amount has been set at an amount not to exceed \$500,000 per annum.

Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as directors.

The Board renews and approves the remuneration policy to enable the Company to attract and retain directors who will create value for Shareholders having consideration to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors time, commitment and responsibility.

1.8 Trading Policy

The Board as adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by its key management personnel (i.e. Directors and, if applicable, any employees reporting directly to the Managing Director). The policy generally provides that written notification to the Chairman (or in the case of the Chairman, the Board) must be satisfied prior to trading.

1.9 External Audit

The Company in general meeting is responsible for the appointment of the external auditors of the Company and the Board from time to time will review the scope, performance and fees of those external auditors.

1.10 Audit Committee

The Company has an audit committee which fulfils the Company's corporate governance and monitoring responsibilities in relation to the Company's risks associated with the integrity of the financial reporting international control systems and the independence of the external audit function.

1.11 Diversity Policy

The Board has adopted a diversity policy which provides a framework for the Company to achieve amongst other things a diverse and skilled workforce, a workforce culture characterized by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds experiences and perspectives.

1.12 Departures from Recommendations

The Company's compliance and departures from the Recommendations are set out in the following pages. The Recommendations are not mandatory, however the Recommendations that will not be followed have been identified and reasons have been provided for not following them.

Principles and Recommendations	Comply (Yes/No)	Explanation
PRINCIPLE 1 Lay solid foundations for management and oversight		
<p>Recommendation 1.1</p> <p>A listed entity should have and disclose a charter which sets out the respective roles and responsibilities of the Board and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.</p>	YES	<p>The Company has a Board Charter which sets out the respective roles and responsibilities of the Board and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.</p> <p>A copy of the Charter can be viewed on the Company's website.</p>
<p>Recommendation 1.2</p> <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;</p> <p>and</p> <p>(b) provide security holders with all material information relevant to a decision on whether or not to elect or re- elect a Director.</p>	YES	<p>The Company:</p> <ul style="list-style-type: none"> • undertakes appropriate checks including character references, criminal history and insolvency checks before appointing or putting forward to security holders a candidate for election, as a Director • security holders are provided with all material information relevant to a decision on whether or not to elect or re- elect a Director. The information is included in the Company's Annual Reports, Notices of Meeting and website.
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</p>	YES	<p>The Company has written agreements with each Director and senior executive setting out the terms of their appointment.</p>
<p>Recommendation 1.4</p> <p>The Company secretary of a listed company should be accountable directly to the board through the chair on all matters to do with the proper functioning of the board.</p>	YES	<p>The Board Charter establishes that the Company Secretary is accountable directly to the Board through the Chair on all matters to do with the proper functioning of the Board.</p>
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the Board</p>	NO	<p>The Company does not have an express policy specifically addressing achieving gender diversity. Due to the current limited size of the Board the Board does not consider it</p>

<p>or a relevant committee of the Board</p> <p>(i) to set measurable objectives for achieving gender diversity and</p> <p>(ii) 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:</p> <p>(i) the measurable objectives for achieving gender diversity set by the Board in accordance with the entity's diversity policy and its progress towards achieving them; and</p> <p>(ii) either:</p> <p>(A) 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>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.</p>		<p>necessary to have a gender diversity policy at present.</p> <p>As the size and scale of the Company grows the Board will set and aim to achieve gender diversity objectives as director and senior executive positions become vacant and appropriately qualified candidates become available.</p> <p>The Company's corporate governance plan includes a corporate code of conduct which provides a framework for undertaking ethical conduct in employment. Under the corporate code of conduct, the Company will not tolerate any form of discrimination or harassment in the workplace.</p>
<p>Recommendation 1.6</p> <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>YES</p>	<p>The Board Charter establishes the requirement and process to conduct an annual evaluation of the performance of the Board, its committees and individual Directors. The Remuneration Committee will be responsible for the conduct of the evaluation.</p> <p>Details of the performance evaluations conducted will be provided in the Company's Annual Reports</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the</p>	<p>YES</p>	<p>The Board is responsible for reviewing the performance of senior management against strategies established by the Board.</p>

<p>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 Board will disclose annually whether a performance evaluation was undertaken in the reporting period in accordance with the process outlined above. As the current Board was formed after the end of the 2016 year, no performance review of Board members has been performed.</p>
Principle 2 Structure the Board to add value		
<p>Recommendation 2.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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</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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p>	NO	<p>Given the size of the Board there is no formal nomination committee. Acting in an ordinary capacity from time to time as required the Board carries out the process of determining the need for screening and appointing new directors. These arrangements will be reviewed periodically by the Board to ensure that they continue to be appropriate to the Company's circumstances.</p>
<p>Recommendation 2.2</p> <p>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.</p>	NO	<p>The composition of the board is reviewed regularly to ensure the appropriate mix of skills and expertise is present to facilitate a successful strategic direction. The proposed Board members represent individuals that have extensive business and industry experience as well as professionals that bring to the Board their specific skills in order for the company to</p>

		achieve its strategic, operational and compliance objectives. Full details as to each director and senior executive's relevant skills and experience are available on the Company's website.
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the Directors considered by the Board to be independent Directors;</p> <p>(b) if a Director has an interest, position, association or relationship of the type described in Box 2.3 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</p> <p>(c) the length of service of each Director</p>	YES	<p>(a) The Board charter provides for the disclosure of the names of Directors considered by the board to be independent. These details are provided in the Annual Report of the Company.</p> <p>(b) The Board Charter requires directors to disclose their interests, positions, associations and relationships and requires that the independence of Director is regularly assessed by the Board in light of the interests disclosed by Directors. Details of the director's interests, positions, associations and relationships are provided in the Annual Report.</p> <p>(c) All directors were appointed to the board on 30 June 2016.</p>
<p>Recommendation 2.4</p> <p>A majority of the Board of a listed entity should be independent Directors.</p>	YES	<p>The Board comprises 4 members, 3 of which are independent and 1 of whom is non-independent Directors. The Company considers this to be an appropriate balance given its majority shareholders and the importance to the company at this time to have 1 Executive Director, who is not considered independent.</p>
<p>Recommendation 2.5</p> <p>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>	YES	<p>The Chair of the Board is Dr Robert Newman who is considered independent by the Board. Dr Newman is a highly experienced Director and Chairman. The Company considers that, reflective of his shareholding, the Board will</p>

		function more effectively with Dr Newman as Chairman.
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new Directors and providing appropriate professional development opportunities for continuing Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively.</p>	YES	The Board Charter does not include guidance on a specific program for professional development opportunities for Directors. The Board is responsible for the approval and review of induction of new directors and encourages each Director to continue professional development to ensure that they can effectively discharge their responsibilities.
Principle 3: Act ethically and responsibly		
<p>Recommendation 3.1</p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its Directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	YES	<p>(a) The Company has a Code of Conduct for its Directors, senior executives and employees.</p> <p>(b) A copy of the Code of Conduct may be viewed on the Company's website.</p>
Principle 4: Safeguard integrity in corporate reporting		
<p>Recommendation 4.1</p> <p>The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, who is not the Chair of the Board, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p>	YES	<p>The Audit and Risk Management Committee has three members all of whom are independent Directors. The Committee is chaired by an independent Director.</p> <p>The names of the Committee Members are as follows:</p> <ul style="list-style-type: none"> • Graham Griffiths (Chair) • Robert Newman, and • Neville Bassett <p>A copy of the Committee Charter may be viewed on the Company website. The qualifications and experience of the members of the Committee are set out on the Company's website and in the Annual Report. The number of times the</p>

<p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		<p>committee met throughout a period and the individual attendances of the members at those meetings will be disclosed annually in the Annual Report.</p>
<p>Recommendation 4.2</p> <p>The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>YES</p>	<p>The Audit and Risk Management Charter requires the CEO and CFO to provide to the Board prior to the Company's financial statements being approved, a declaration that the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>
<p>Recommendation 4.3</p> <p>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.</p>	<p>YES</p>	<p>The Shareholder Communications Policy of the Company states that the external auditor will attend the AGM and will be available to answer questions from security holders relevant to the audit.</p>
<p>Principle 5: Make timely and balanced disclosure</p>		
<p>Recommendation 5.1</p> <p>A listed entity should:</p>	<p>YES</p>	<p>The Company has a Disclosure Policy which sets out the process by which the Company complies with its continuous disclosure</p>

(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.		obligations under the Listing Rules. A copy of the Policy may be viewed on the Company's website.
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	The Company's Corporate Governance Statement, Charters and Corporate Governance Policies are included on its website.
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 a Shareholder Communication policy which is aimed at facilitating effective two-way communication with investors. A copy of the Policy can be viewed on the Company's website.
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 Communications Policy sets out the Company's policies and processes it has in place to facilitate and encourage participation at meetings of security holders.
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 Communications Policy establishes the Company's commitment to receive communications from, and send communications to, the entity and its security registry electronically
Principle 7: Recognise and manage risk		
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 ii. is chaired by an independent Director, and disclose: iii. the charter of the committee; iv. the members of the committee; and	YES	The Audit and Risk Management Committee has three members all of whom are independent Directors. The Committee is chaired by an independent Director. A copy of the Committee Charter may be viewed on the Company website. The names of the Committee Members are as follows: • Graham Griffiths (Chair) • Neville Bassett and • Robert Newman

<p>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</p> <p>(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.</p>		<p>The qualifications and experience of the members of the Committee are set out on the Company's website and in the Annual Report. The number of times the committee met throughout a period and the individual attendances of the members at those meetings will be disclosed annually in the Annual Report.</p>
<p>Recommendation 7.2</p> <p>The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework with management 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>YES</p>	<p>The Audit and Risk Management Committee Charter tasks the Committee with the responsibility for reviewing and monitoring the Company's risk management framework to provide assurance that major business risks are identified, consistently assessed and appropriately addressed. The Charter requires the Committee to undertake a review of the Company's risk management framework with management (at least once annually) to satisfy itself that the Company's risk management framework 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 with the risk appetite set by the Board.</p> <p>The Charter requires the Committee to ensure that the Board discloses whether such a review has taken place in the Company annual report.</p>

<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>The Company does not, at this stage, have an Internal Audit function. The Board is of the view that the Company's size and scale does not currently support an independent internal audit function. The Board from time to time may utilise external parties to undertake internal audit control reviews.</p> <p>The Audit and Risk Management Committee Charter sets out the processes the Committee employs to oversee the Company's risk management framework.</p> <p>The Board acknowledges that it is responsible for the overall internal control framework, but recognizes that no cost effective internal control system will preclude all errors and irregularities. Management practices have been established to ensure:</p> <ul style="list-style-type: none"> • The Company's operations are safe and conducted in accordance with all applicable laws; • Capital expenditure and revenue commitments above a certain size obtain prior Board approval; • Financial exposures are controlled; • Occupational health and safety standards and management systems are monitored and reviewed to achieve high standards of performance and compliance with regulations; • Material contracts are reviewed by qualified legal personnel; • Business transactions are properly authorized and executed; • The quality and integrity of personnel; and • Financial reporting accuracy and compliance
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		with the financial reporting regulatory framework,
<p>Recommendation 7.4</p> <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>		The Company does not believe it has any material exposure to economic, environmental and social sustainability risks.
Principle 8: Remunerate fairly and responsibly		
<p>Recommendation 8.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p style="padding-left: 40px;">(i) has at least three members, a majority of whom are independent Directors; and</p> <p style="padding-left: 40px;">(ii) is chaired by an independent Director, and disclose:</p> <p style="padding-left: 40px;">(iii) the charter of the committee;</p> <p style="padding-left: 40px;">(iv) the members of the committee; and</p> <p style="padding-left: 40px;">(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</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>	YES	<p>The Remuneration Committee has three members the majority of whom are independent Directors. The Committee is chaired by an independent Director. The names of the Committee Members are as follows:</p> <ul style="list-style-type: none"> • Graham Griffiths (Chair) • Neville Bassett • Robert Newman <p>A copy of the Committee Charter may be viewed on the Company website.</p> <p>The qualifications and experience of the members of the Committee are set out on the Company's website, Annual Reports and this prospectus. The number of times the committee met throughout a period and the individual attendances of the members at those meetings will be disclosed annually in the Annual Report.</p>
<p>Recommendation 8.2</p>		The Remuneration Committee is tasked with

<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives and ensure that the different roles and responsibilities of non-executive Directors compared to executive Directors and other senior executives are reflected in the level and composition of their remuneration.</p>	<p>YES</p>	<p>developing policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives and ensure that the different roles and responsibilities of non-executive Directors compared to executive Directors and other senior executives are reflected in the level and composition of their remuneration.</p> <p>These policies and practices will be disclosed in the Company's Annual Report.</p>
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>YES</p>	<p>The Company does not currently have an equity-based remuneration scheme.</p> <p>The Company's Securities Trading Policy prohibits participants in any such scheme (should one be implemented) from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.</p> <p>A copy of the Securities Trading Policy can be viewed on the Company's website.</p>