



CORPORATE GOVERNANCE PLAN

AUSCANN GROUP HOLDINGS LTD

ACN 008 095 207

ADOPTED BY THE BOARD ON 29 SEPTEMBER 2022.

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SCHEDULE 1: BOARD CHARTER
AUSCANN GROUP HOLDINGS LTD
ACN 008 095 207
(Company)

Role of the Board

- 1 This Board Charter details the principles for the operation of the board of directors of the Company (**Board**) and describes the functions of the Board.
- 2 The Board is accountable to shareholders for the performance of the Company. The Board must at all times act honestly, conscientiously and fairly in all respects in accordance with the law applicable to the Company and must act in the best interests of the Company's shareholders and other stakeholders.
- 3 The Board's role includes guiding the Company's strategic direction, driving its performance and overseeing the activities of management and the operation of the Company.
- 4 This Board Charter and the charters adopted by the Board for the committees established by the Board have been adopted on the basis that good corporate governance adds to the performance of the Company and creates shareholder value and engenders the confidence of the investment market.

Responsibilities of the Board

- 5 The Board is responsible for managing the affairs of the Company, including to:

Strategic and financial performance

- 5.1 provide leadership and develop and approve the Company's corporate strategy, investment and performance objectives;
- 5.2 evaluate, approve and monitor the Company's strategic, investment and financial plans and objectives;
- 5.3 evaluate, approve and monitor the annual budgets and business plans;
- 5.4 determine the Company's dividend policy (if any), dividend re-investment plan (if any) and the amount and timing of all dividends;
- 5.5 evaluate, approve and monitor major capital expenditure, capital management and all major acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company;
- 5.6 approve all accounting policies, financial reports and material reporting and external communications by the Company;
- 5.7 assess the solvency and performance of the Company;
- 5.8 appoint the Chair of the Board and, where appropriate, any deputy chairperson or senior independent director;

Executive management

- 5.9 appoint, monitor and manage the performance of the Company's executive directors;
- 5.10 manage succession planning for the Company's executive directors and any other key management positions as identified from time to time, including reviewing any succession plans recommended by the Remuneration and Nomination Committee (if any);
- 5.11 appoint and, where appropriate, remove any Chief Executive Officer;
- 5.12 ratify the appointment and, where appropriate, the removal of senior management of the Company and any subsidiaries;
- 5.13 with the advice and assistance of the Remuneration and Nomination Committee (if any), review and approve the performance of individual Board members and

- senior executives as well as any policies concerned with the remuneration of any employee;
- 5.14 with the advice and assistance of the Remuneration and Nomination Committee (if any), review and approve the remuneration of individual Board members and senior executives, having regard to their performance;
 - 5.15 ensure appropriate resources are available to senior executives;
 - 5.16 advise senior management of its obligation to provide to the Board all information required by it to discharge its responsibilities, including any information specifically requested by the Board;
 - 5.17 oversee senior management's implementation of the Company's strategic objectives;

Audit and risk management

- 5.18 with the recommendation of the Risk and Audit Committee (if any), appoint the external auditor and determine its remuneration and terms of appointment;
- 5.19 ensure effective audit, risk management and regulatory compliance programs are in place to protect the Company's assets and shareholder value;
- 5.20 evaluate, establish, approve and monitor the risk appetite within which the Board expects management of the Company to operate;
- 5.21 approve and monitor the Company's risk and audit framework, including (but not limited to) systems of risk management and internal compliance and control;
- 5.22 approve and, with the assistance and advice of the Risk and Audit Committee (if any), monitor compliance with the Company's Risk Management Policy (if any);
- 5.23 monitor the Company's operations in relation to, and in compliance with, relevant regulatory and legal requirements;
- 5.24 approve and oversee the integrity of the accounting, financial and other corporate reporting systems and monitor the operation of these systems;
- 5.25 with the recommendation of the Risk and Audit Committee (if any), review and approve a process by which the integrity of any periodic corporate report released to the market that is not audited or reviewed by an external auditor can be verified;

Strategic planning

- 5.26 engage in strategic planning including establish goals for management of the Company and monitor the achievement of those goals;
- 5.27 ensure strategic planning is based on the identification of opportunities and the full range of business risks that will determine which of those opportunities are most worth pursuing;
- 5.28 on an ongoing basis, review how the strategic environment is changing, what key business risks and opportunities are appearing, how they are being managed and what, if any, modifications in strategic direction should be adopted;

Corporate governance and disclosure

- 5.29 oversee the affairs of the Company, including its control and accountability systems;
- 5.30 evaluate the overall effectiveness of the Board, its committees and its corporate governance practices;
- 5.31 at least once each year review the performance and effectiveness of the Company's corporate governance policies and procedures and, if appropriate, amending those policies and procedures or adopting new policies or procedures;

- 5.32 review and approve all disclosures related to any departures from the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council;
- 5.33 review and approve the public disclosure of any Company policy or procedure;
- 5.34 supervise the public disclosure of all matters that the law and the ASX Listing Rules require to be publicly disclosed in a manner consistent with the Continuous Disclosure Policy;
- 5.35 develop and review an appropriate communications policy to promote effective communication with shareholders and participation at general meetings;
- 5.36 disclose the process by which the integrity of any periodic corporate report the Company releases that is not audited or reviewed by an external auditor is verified;
- 5.37 approve the appointment of directors to committees established by the Board and oversee the conduct of each committee;
- 5.38 approve and monitor delegations of authority;
- 5.39 with the assistance of the Remuneration and Nomination Committee (if any), identify any specific responsibilities of individual Board members, including the Chairperson;
- 5.40 approve the Company's annual corporate governance disclosure statements as required under the ASX Listing Rules;

Performance evaluation

- 5.41 at least once per year, with the advice and assistance of the Remuneration and Nomination Committee (if any), review and evaluate the performance of the Board, each board committee, and each individual director against the relevant charters, corporate governance policies, and agreed goals and objectives;
- 5.42 following each review and evaluation, consider how to improve performance;
- 5.43 agree and set the goals and objectives for the Board and its committees each year, and if necessary, amending the relevant charters, committees, policies or goals and objectives;
- 5.44 with the advice and assistance of the Remuneration and Nomination Committee (if any), review and approve the remuneration of the Company's executive and non-executive directors;
- 5.45 disclose the process for periodically evaluating performance and whether, for each reporting period, a performance evaluation occurred;

Code of Conduct and Ethics

- 5.46 adopt and apply appropriate ethical standards in relation to the management of the Company and the conduct of its business;
- 5.47 monitor compliance with the Company's Code of Conduct and Ethics; and
- 5.48 ensure that the Board or the Remuneration and Nomination Committee is informed of any material breaches of the Company's Code of Conduct and Ethics.

Structure of the Board

- 6 The Board shall comprise at least three directors and it is intended that the Board should, to the extent practicable given the size and composition of the Board from time to time, be comprised of a majority of independent directors. The Board aims to comprise directors with a broad range of skills, expertise, and experience from a diverse range of backgrounds that is appropriate to the Company and its strategy.

Independent Director

- 7 Where this Charter or the charter of a board committee requires one or more 'independent' directors, the following criteria are to be applied.

- 8 An 'independent' director is a non-executive director who:
- 8.1 is not a substantial shareholder (as defined in the *Corporations Act 2001 (Cth)*) of the Company or an officer of, or otherwise associated with, a substantial shareholder of the Company;
 - 8.2 within the last three years, has not been employed in an executive capacity by the Company or any of its subsidiaries, or been a director after ceasing to hold any such employment;
 - 8.3 within the last three years has not been a partner, director or senior employee of a provider of material professional services to the Company or any of its subsidiaries;
 - 8.4 within the last three years has not been in a material business relationship (eg. a material supplier or customer) with the Company or any of its subsidiaries, or an officer of, or otherwise associated with, someone with such a relationship;
 - 8.5 has no material contractual relationship with the Company or any of its subsidiaries other than as a director of the Company;
 - 8.6 do not have close family ties with any person who falls within any of the categories described above;
 - 8.7 has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the director's capacity to bring an independence judgement to bear on issues before the Board and the director's ability to act in the best interests of the Company and its shareholders generally; and
 - 8.8 is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's capacity to bring an independence judgement to bear on issues before the Board and the director's ability to act in the best interests of the Company and its shareholders generally.
- 9 Family ties and cross-directorships may be relevant in considering interests and relationships which may compromise independence and should be disclosed by directors to the Board.
- 10 The Board should regularly assess whether each non-executive director is independent. Each non-executive director should provide to the Board all information that may be relevant to this assessment. If a director's independent status changes, this should be disclosed and explained to the market in a timely manner.

Directors' Responsibilities

- 11 Each director of the Company is bound by the Company's charters and policies, including any of the following policies adopted by the Board:
- 11.1 Securities Trading Policy;
 - 11.2 Continuous Disclosure Policy;
 - 11.3 Risk and Audit Committee Charter;
 - 11.4 Remuneration and Nomination Committee Charter;
 - 11.5 Diversity Policy;
 - 11.6 Risk Management Policy;
 - 11.7 Code of Conduct and Ethics;
 - 11.8 Shareholder Communications Policy; and
 - 11.9 Anti-Bribery and Anti-Corruption Policy.
- 12 The Board may adopt additional policies as required based on the Company's size and operations from time to time.
- 13 The directors of the Company must:

- 13.1 conduct their duties at the highest level of honesty and integrity;
- 13.2 observe the rule and the spirit of the laws to which the Company is bound and comply with any relevant ethical and technical standards;
- 13.3 maintain the confidentiality of all information acquired in the course of conducting their role and not make improper use of, or disclose to third parties, any confidential information unless that disclosure has been authorised by the Board or is required by law or by the ASX Listing Rules;
- 13.4 observe the principles of independence, accuracy and integrity in dealings with the Board, board committees, internal and external auditors, senior management and employees within the Company;
- 13.5 act in accordance with this Board Charter and disclose to the Board any actual or perceived conflicts of interest, whether of a direct or indirect nature, of which the director becomes aware and which the director reasonably believes is material, in that it may or may be perceived to influence his vote or compromise the reputation or performance of the Company; and
- 13.6 set a standard of honesty, fairness, integrity, diligence and competency in respect of the position of director.

Role of the Chairperson

- 14 The Company recognises that it is important that the Chairperson has a defined role in the organisation and operates in accordance with clear functional lines.
- 15 The role of Chairperson requires a significant time commitment. The Chairperson's other positions should not be such that they are likely to hinder effective performance in the role.

Specific Duties of the Chairperson

- 16 The Chairperson will:
 - 16.1 where practicable, be an independent non-executive director;
 - 16.2 chair board meetings;
 - 16.3 establish the agenda for Board meetings, in consultation with the directors, the CEO/Managing Director and the Company Secretary; and
 - 16.4 chair meetings of shareholders, including the Annual General Meeting of the Company.
- 17 The roles of Chairperson and Chief Executive Officer (if any) will be exercised by two separate individuals where practicable.
- 18 The Chairperson will be selected on the basis of relevant experience, skill, judgement and leadership abilities to contribute to the effective direction of the Company.
- 19 The Chairperson is responsible for:
 - 19.1 leadership of the Board and for the efficient organisation and conduct of the Board's functions;
 - 19.2 promoting a constructive governance culture and applying appropriate governance principles among directors and with management; and
 - 19.3 facilitating the effective contribution of all directors and promoting constructive and respectful relations between directors and between Board and management.
- 20 The Chairperson must ensure that all substantive resolutions at a meeting of security holders must be decided by a poll rather than by a show of hands.

Specific Duties of the Chief Executive Officer or Managing Director

- 21 The Board will delegate to the Chief Executive Officer or Managing Director the authority and power to manage the Company and its business within levels of authority specified by the Board from time to time. The Chief Executive Officer or Managing Director may delegate

aspects of his or her authority and power to other senior executives but remains accountable to the Board for the day to day management of the Company. The Chief Executive Officer's or Managing Director's role includes:

- 21.1 responsibility for the effective leadership of the management team;
- 21.2 the development of strategic objectives for the business; and
- 21.3 the day to day management of the Company.

Confidential Information and External Communication

- 22 The Board has established the following principles to apply in respect of information of the Company:
 - 22.1 generally, the Chairperson will speak for the Company. Individual Board members are expected not to communicate on behalf of the Board or the Company without prior consultation with the Chairperson;
 - 22.2 any disclosure of information to a shareholder which is not disclosed to the market must be approved under the Continuous Disclosure Policy and must comply with the ASX Listing Rules; and
 - 22.3 all directors are required to keep all information provided to them in their capacity as a director confidential, unless it is required by law or by the ASX Listing Rules.

Conflicts of Interest

- 23 The directors of the Company are required to act in a manner which is consistent with the best interests of the Company as a whole, free of any actual or possible conflicts of interest.
- 24 If a director considers that they might be in a position where there is a reasonable possibility of conflict between their personal or business interests, the interests of any associated person, or their duties to any other company, on the one hand, and the interests of the Company or their duties to the Company, on the other hand, the director must:
 - 24.1 fully and frankly inform the Board about the circumstances giving rise to the possible or actual conflict;
 - 24.2 if requested by the Board, within seven days or such further period as may be permitted by the Board, take such steps necessary and reasonable to remove any conflict of interest; and
 - 24.3 abstain from voting on any motion relating to the matter and remove themselves from all board deliberations relating to the matter, including receipt of Board papers bearing on the matter.
- 25 If a director believes that they may have a conflict of interest or duty in relation to a particular matter, the director should immediately consult with the Chairperson (or, in the case of the Chairperson, the Chairperson should immediately consult with the other non-executive directors).

Related Party Transactions

- 26 If established, the Board delegates to the Risk and Audit Committee responsibility for reviewing and monitoring related party transactions and investments involving the Company and its directors.

Meetings

- 27 The Board will meet regularly on such number of occasions each year as the Board deems appropriate.
- 28 A meeting of the Board will usually be convened by the Chairperson.
- 29 All directors are expected to diligently prepare for, attend and participate in all Board meetings. At a minimum, a quorum of directors under the Company's constitution is two directors. Meetings of the Board may be held or participated in by conference call or similar means. Resolutions of the Board may be passed by circular resolution or in writing in accordance with the Company's constitution.

- 30 The Chairperson should ensure the availability and, if necessary, the attendance at the relevant meeting, of any member of the Company's executive management responsible for a matter included as an agenda item at the relevant meeting.

Agenda

- 31 An agenda will be prepared for each Board and Board committee meeting. The agenda will be prepared by the Company Secretary.
- 32 The following items will be standing items on the agenda unless otherwise determined by the Chairperson:
- 32.1 approval of minutes of previous Board meeting;
 - 32.2 matters arising from minutes of previous Board meeting (Note: directors are expected to review the minutes carefully and raise any concerns, requested amendments or seek clarification in the following Board meeting);
 - 32.3 consideration of any continuous disclosure matters;
 - 32.4 directors' declarations;
 - 32.5 items requiring Board approval; and
 - 32.6 OH&S report of any incidents or near misses.

Board Committees

- 33 Once the Board is of a sufficient size and structure, and the Company's operations are of a sufficient size, to assist the Board in fulfilling its duties, the Board may establish the following committees:
- 33.1 the Risk and Audit Committee, which is responsible for monitoring and advising the Board on the Company's audit, risk management and regulatory compliance policies and procedures; and
 - 33.2 the Remuneration and Nomination Committee, which is responsible for establishing the policies and practices of the Company regarding the remuneration of directors and other senior executives and reviewing all components of the remuneration framework, advising the Board on the composition of the Board and its committees, reviewing the performance of the Board, its committees and the individual directors, ensuring the proper succession plans are in place and advising the Board in respect of the effectiveness of its corporate governance policies and developments in corporate governance.
- 34 Although the Board may delegate powers and responsibilities to these committees, the Board retains ultimate accountability for discharging its duties.
- 35 The composition of the membership, including the Chairperson, of each of these committees will be as determined by the Board from time to time, subject to the following restrictions:
- 35.1 the Risk and Audit Committee must comprise, where practicable, at least three non-executive directors the majority of whom, where practicable, will be independent; and
 - 35.2 the Remuneration and Nomination Committee must comprise, where practicable, at least three members the majority of whom, where practicable, will be independent directors.
- 36 The Board will consider and approve the charters of the various committees. These Charters will identify the areas in which the Board will be assisted by each committee. Each committee will report regularly to the Board in accordance with their respective charters.
- 37 The Board must disclose:
- 37.1 the charters of each committee;
 - 37.2 the members of the Remuneration and Nomination Committee;

37.3 the members of the Risk and Audit Committee and their relevant qualifications and experience;

at the end of each reporting period:

37.4 the number of times each committee met throughout the period and the individual attendances of the members at those meetings;

37.5 whether a review of the Company's risk management framework has been reviewed.

38 The Board may establish other committees as and when required.

Company Secretary

39 The Company Secretary is directly accountable to the Board through the Chairperson, unless delegated by the Board to another appropriate person. The company secretary's role is to:

39.1 advise the Board and its committees on governance matters;

39.2 coordinate all Board business including:

39.2.1 prepare agendas;

39.2.2 coordinate the timely completion and despatch of Board and committee papers at least 5 days before the meeting, if practical;

39.2.3 ensure the business at Board and committee meetings is accurately captured in the minutes;

39.2.4 lodge communications and filings with the ASX;

39.2.5 monitor compliance with Board and committee policy and procedures; and

39.2.6 help to organise and facilitate the induction and professional development of directors.

40 The Board will appoint at least one company secretary. Appointment and removal of a company secretary will be subject to Board approval.

41 All directors will have direct access to the company secretary.

Independent Advice

42 A director of the Company is entitled to seek independent professional advice (including, but not limited to, legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of his or her responsibilities, in accordance with the procedures and subject to the conditions below:

42.1 a director must seek the prior approval of the Chairperson;

42.2 in seeking the prior approval of the Chairperson, the director must provide the Chairperson with details of the nature of the independent professional advice, the likely cost of the advice and details of the adviser he or she proposes to instruct;

42.3 the Chairperson may set a reasonable limit on the amount that the Company will contribute towards the cost of obtaining the advice;

42.4 all documentation containing or seeking independent professional advice must clearly state that the advice is sought both in relation to the Company and to the director in their professional capacity. However, the right to advice does not extend to advice concerning matters of a personal or private nature, including for example, matters relating to the director's contract of employment with the Company (in the case of an executive director) or any dispute between the director and the Company; and

42.5 the Chairperson may determine that any advice received by an individual director will be circulated to the remainder of the Board.

- 43 All directors are entitled to the benefit of the Company's standard Deed of Access, Indemnity and Insurance which provides ongoing access to Board Papers and, at the Company's expense, Directors and Officers insurance.

Remuneration

- 44 The level of director remuneration will be approved by the Board or by shareholders as the Company's constitution may require.

Annual Review

- 45 The Board will review and prepare annually:
- 45.1 a self-evaluation of its performance against this Charter;
 - 45.2 recommended goals and objectives for the coming year; and
 - 45.3 recommended changes or improvements to this Charter if necessary.

Revisions of this Charter

- 46 This Board Charter and any amendments to it must be approved by each director of the Company.
- 47 Each director is responsible for review of the effectiveness of this Charter and the operations of the Board and to make recommendations to the Board of any amendments to this Board Charter.

SCHEDULE 2: CODE OF CONDUCT
AUSCANN GROUP HOLDINGS LTD
ACN 008 095 207
(Company)

- 1 This policy outlines AusCann Group Holdings Ltd (**AusCann**) expectations in relation to worker behaviour.
- 2 This Policy applies to all persons employed or working in any capacity with AusCann including employees, volunteers and directors (**Personnel**) and in certain circumstances its contractors.

Personnel Behaviour and Responsibilities

- 3 All Personnel must:
 - act with and maintain a high standard of integrity and professionalism;
 - be responsible and scrupulous in the proper use of AusCann materials, equipment, funds and facilities;
 - be considerate and respectful of others;
 - exercise fairness, equality, courtesy, consideration and sensitivity in dealing with other Personnel, clients and suppliers;
 - avoid apparent conflict of interests, promptly disclosing to AusCann any interest which may constitute a conflict of interest;
 - promote the interests of AusCann;
 - perform duties with skill, honesty, care and diligence;
 - abide by policies, procedures and lawful directions that relate to their employment; and
 - act in accordance with local, regional and statutory law and regulations.

Conflicts of interest

- 4 Personnel must not engage in activities that involve or could appear to involve a conflict between their personal interests and the interests of AusCann. Such circumstances may compromise their ability to make impartial decisions.
- 5 All Personnel must:
 - regularly consider the relationship between their private financial and non-financial interests and their duties, in order to identify any conflicts of interest (for example, before their involvement in recruitment decisions or policy development);
 - declare any conflicts of interests at the earliest possibility; and
 - take reasonable steps to restrict the extent to which a conflict of interest could compromise, or be seen to compromise, their impartiality when carrying out their duties.
- 6 Personnel must not:
 - use their position or AusCann's resources to achieve private gains that have not been authorised by AusCann;
 - use their position or any business or confidential information to obtain a private benefit for someone else or to the detriment of someone else;
 - allow their decisions to be improperly influenced by family or other personal relationships;
 - without the written permission of AusCann, hold or obtain a material commercial or financial interest in any company, business or service that provides services to or are of a similar nature to services provided by AusCann;
 - without the permission of AusCann engage in outside employment or in the conduct of a business, trade or profession that may conflict with their role at AusCann or with AusCann's interests;
 - without the permission of Auscann hold any external directorships;
 - provide business or confidential information for commercial or other purposes to any person or organisation without authorisation from AusCann; or
 - take advantage of their official position or privileged information gained in their position when seeking or undertaking work outside.

- 7 Personnel must disclose any potential or actual conflicts of interest to the Chair or CEO as soon as practicable

Protecting Confidential Information

- 8 Personnel are required to protect and keep confidential all information relating to AusCann's business.
- 9 All records, documents, processes, plans and methods of AusCann or to which AusCann has been permitted access, are considered to be confidential and Personnel are prohibited from revealing information concerning such matters without prior authorisation.
- 10 Personnel must not disclose confidential information to anyone outside AusCann unless it is disclosed in the proper exercise of performing their duties for AusCann, information that is disclosed with the prior consent of AusCann, or information which is available in the public domain or required by law.

Anti-bribery and corruption

- 11 The offering of bribes or any other improper payment or benefit to public officials is a serious criminal offence and can damage the reputation and community standing of Auscann.
- 12 AusCann conducts business in an honest and ethical manner and takes a zero-tolerance approach to bribery and corruption.
- 13 AusCann expects its Personnel, along with its distributors and representatives (including agents, consultants and contractors) (together, Business Partners) to maintain the highest standards of integrity and ethical business practice.
- 14 Many countries have laws which prohibit benefits being provided to government officials or officers with the purpose of influencing them to carry out their duties in a particular way. AusCann is committed to complying with all applicable laws and standards.
- 15 Anti-bribery and corruption laws may have extra-territorial reach and many jurisdictions in which the AusCann operates have equivalent or similar laws, to which all Personnel and Business Partners must comply. In particular, Australian anti-bribery and corruption laws may apply to the conduct of the AusCann, its Personnel and Business Partners regardless of where it occurs.
- 16 This section outlines what constitutes a bribe and who is considered to be a public official, along with the process and legal protections that are available when reporting a breach of this Code of Conduct and the applicable laws.
- 17 Appropriate action will be taken in respect of any Personnel who breach this Code of Conduct. Breaches by Business Partners will be dealt with in accordance with the terms of their engagement or appointment.

(a) Definitions

In this Code of Conduct, the following definitions apply:

Bribe means money or any other benefit, including but not limited to cash, travel, gifts, entertainment, secret commissions, employment and directed charitable donations which are provided in order to influence a person to improperly exercise their duty. A benefit offered to a public official which is expressly permitted by written foreign law applicable to the official will not be a Bribe.

Public Official includes:

- any officer or employee of a government or government owned/controlled entity;
- a public international organisation;
- a department or agency of a government or public international organisation;
- any person acting in an official capacity for a government or public international organisation;
- or
- political parties or candidates.

Facilitation payment is a payment of a small amount to secure or expedite a routine governmental action to which a company is otherwise lawfully entitled. Examples of such action include, but are not

limited to, obtaining permits or licences, processing governmental papers such as visas and providing mail pick up and delivery.

Officer includes a director, senior executive or employee.

(b) **Conduct**

Each Personnel and Business Partner commits **not** to:

- (i) provide, offer or promise, either directly or indirectly, a Bribe to a Public Official or Officer with the intention of obtaining or retaining business or a business advantage;
- (ii) provide, offer or promise, either directly or indirectly, a Bribe to any person;
- (iii) permit, encourage or facilitate any other person to provide a Bribe to a Public Official or Officer;
- (iv) request, receive or agree to receive a Bribe;
- (v) use false or fraudulent documents, including by establishing off-the-book accounts or falsifying accounts or transactions; or
- (vi) intentionally and improperly destroy documents or financial records without the prior written consent of Auscann.

(c) **Gifts and reimbursement of expenses**

Entertainment, corporate hospitality and gifts

Auscann acknowledges that entertainment, corporate hospitality, sponsored travel or accommodation and the giving of modest gifts (together, **Gifts**) can, in appropriate circumstances, be legitimate business activities. The framework in this Code of Conduct is not intended to prohibit reasonably and proportionate Gifts. It is designed to prevent Gifts where there is an intention to influence, induce or reward improper performance, in which case the Gift will be considered a Bribe.

This Code of Conduct applies to any Gifts provided in the course of a Personnel's or Business Partner's activities, including Gifts provided or received by Personnel or as Business Partners.

Personnel and Business Partners may provide Gifts to Public Officials or Officers where:

- (i) there is no intention to influence the recipient or any other Public Official or person to improperly exercise their duty;
- (ii) the Gift complies with local laws;
- (iii) the Gift is occasional, modest and reasonable, having regard to all of the surrounding circumstances, including the average income and standard of living in the recipient's place of residence;
- (iv) the Gift is not extravagant and does not create the appearance of impropriety and bribery;
- (v) the Gift is of an appropriate type and value and is given at an appropriate time, taking into account the reason for the Gift and the status, rank or position of the intended recipient;
- (vi) the Gift is not of an explicit or inappropriate nature and does not involve an explicit or inappropriate venue;
- (vii) the Gift is given openly, not secretly and, if posted, sent to the recipient's company address;
- (viii) if the Gift involves sponsored travel or accommodation:
 - (A) there is a documented commercial benefit to Auscann of sponsoring the travel or accommodation (for example, travel to visit relevant operations);
 - (B) the travel or accommodation is no more than is reasonably necessary to achieve that benefit (for example, travel is limited to relevant decision makers and does not include spouses); and
 - (C) travel or accommodation payments are made by Auscann directly to recognised travel providers; and
- (ix) prior written approval is obtained from the line manager and, if the Gift has a value of more than A\$300, the CEO.

When seeking the required written approval, Personnel must provide the following information:

- (i) the name and role of the recipient;
- (ii) a description of the Gift, including dollar value;
- (iii) the name and position of the Personnel or Business Partner providing the Gift;

- (iv) the reason behind the provision of the Gift;
- (v) the date the Gift is to be provided; and
- (vi) any other information reasonably required by Auscann.

The receipt or provision of any Gift (or the refusal of any Gift due to it being inappropriate) must be appropriately notified to the Chair or CEO and recorded by Auscann in an appropriate register.

Reimbursement of expenses

Other than expenses which are occasional and of modest value, Personnel and Business Partners must not offer or promise to reimburse or pay expenses incurred by a Public Official or any other person, without the prior written approval of the Chair and CEO.

Reimbursement may be approved where:

- (i) there is a legitimate connection between the incurred expenses and Auscann's legitimate business interests (ie where the expenses are reasonable travel expenses incurred as a result of a person attending Auscann's premises or an event hosted by Auscann);
- (ii) the reimbursement or payment does not create the appearance of impropriety or bribery; and
- (iii) the reimbursement is provided directly to the government, a government agency or organisation which the Public Official or Officer represents or the payment is made directly to the third party provider of the goods or services.

(d) Reporting breaches

The Board self-reports any suspected breaches of this section of this Code of Conduct or any other suspicious or corrupt interactions between Public Officials and Personnel and/or Business Partners, such as any express or implied requests for Bribes from Public Officials or other persons, to the Australian Federal Police in order to:

- (i) proactively identify and address wrongdoing within Auscann;
- (ii) comply with the directors' obligations and duties to act in the best interests of Auscann;
- (iii) minimise reputational damage; and
- (iv) be a good "corporate citizen"

Insider information and share trading

- 18 The Corporations Act prohibits Insider Trading and imposes significant penalties if a person with Inside Information engages in Insider Trading.
- 19 Inside Information includes profit projections, knowledge of large contracts won or lost, knowledge of a merger or takeover or sale or knowledge of a significant change in personnel. The offence of Insider Trading relates to the use of Inside Information to trade or cause (ie to incite, induce, encourage or tip off) others to trade in Auscann's shares.
- 20 It is the individual responsibility of each director, senior executive, and officer and other employee to ensure they comply with insider trading laws.
- 21 Personnel are prohibited from directly or indirectly buying, selling or otherwise trading in Auscann's shares, or in the shares of any other corporation, where:
 - (i) by reason of being a director of Auscann or any other corporation, they possess material and/or price sensitive information which is not generally available; or
 - (ii) buying or selling those shares in some way infringes insider trading laws.

Use of Company Equipment

- 22 Equipment provided by AusCann is to be used for work purposes.
- 23 Personnel are expected to exercise care in the use of AusCann's equipment and property and use such property only for authorised purposes. Loss, damage or theft of AusCann's property should be reported at once. Negligence in the care and use of AusCann's property may be considered a breach of this Policy.

- 24 On an ongoing basis, all Personnel computer use, including internet and email use, will be subject to continuous monitoring through the use of software.
- 25 At the conclusion of employment or engagement with AusCann, Personnel must return all property and equipment of AusCann in their possession or control.

Application and effect

- 26 This Policy does not form part of any contract between Personnel and AusCann. Any reference to obligations or requirements of AusCann in this Policy is not intended to give rise to contractual obligations binding on AusCann.
- 27 Any dispute about the application of this Policy will be resolved by AusCann at its sole and absolute discretion.
- 28 This Policy may be varied from time to time and replaced or removed in its entirety at the discretion of AusCann without notice.

Training

- 29 Induction training on this Code of Conduct will be provided to all new Personnel and where appropriate Business Partners. In addition, all Personnel will receive refresher training on at least an annual basis. Training is mandatory and will be tailored to the situations most relevant to particular Personnel.
- 30 Where a line manager determines that further training of particular Personnel is required, such training will be arranged and will be mandatory.
- 31 If Personnel are uncertain about the operation of this Code of Conduct or its application to a particular situation, the point of contact is the Company Secretary.

Review

- 32 The CEO will monitor compliance with this Code of Conduct. This Code of Conduct will be periodically reviewed by the Board to ensure it continues to operate effectively for Auscann's business operations and will be amended as required.

Further information

- 33 If there are any queries about this Policy please feel free to contact the Company Secretary.

SCHEDULE 3: RISK AND AUDIT COMMITTEE CHARTER

AUSCANN GROUP HOLDINGS LTD

ACN 008 095 207

(Company)

Objectives

- 1 The Risk and Audit Committee (**Committee**) has been established by the board of directors (**Board**) of the Company.
- 2 The purpose of the Committee is to:
 - 2.1 oversee, review and supervise the Company's risk management framework and promote a risk management culture; assist the Board in discharging its responsibilities relative to the financial reporting process, the system of internal control relating to all matters affecting the Company's financial performance and the audit process;
 - 2.2 assist the Board in monitoring compliance with laws and regulations and the Company's Code of Conduct and Ethics;
 - 2.3 assist the Board to adopt and apply appropriate ethical standards in relation to the management of the Company and the conduct of its business; and
 - 2.4 review the adequacy of the Company's insurance policies.

Authority

- 3 The Committee has authority to:
 - 3.1 conduct or authorise investigations into any matters within its purpose;
 - 3.2 seek external advice or assistance, at the expense of the Company, including the appointment of consultants and independent external advice; and
 - 3.3 seek information and communicate directly with the Company's senior management, advisers, internal auditor (if appointed) and external auditor at any time.
- 4 The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

Membership

- 5 Members of the Committee shall comprise members of the Board appointed by the Board.
- 6 The number of members of the Committee shall be a minimum of three directors, all of whom shall, where practicable, be non-executive directors and, a majority of whom should, where practicable, be independent directors.
- 7 All members of the Committee shall be financially literate and the members of the Committee, between them, should have the accounting and financial expertise and a sufficient understanding of the industry in which the Company operates to be able to discharge the Committee's mandate effectively.
- 8 The Board will nominate the Chair of the Committee from time to time. The Committee Chair will be, where practicable, an independent non-executive director who is not Chair of the Board.

Committee Meetings

- 9 The Committee will meet as often as the Committee members deem necessary to discharge its role effectively, but not less than four times annually having regard to the Company's reporting and financial audit cycle.

- 10 The Committee Chair shall convene a meeting of the Committee if required to do so by any Committee member or the Board.
- 11 A quorum of the Committee will comprise two members.
- 12 All members of the Board have a standing invitation to attend meetings of the Committee.
- 13 If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting.
- 14 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and any other person invited by the Committee to attend.
- 15 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.
- 16 Each member of the Committee will have one vote. The Committee Chair will not have a casting vote. If there is a tied vote, the motion will be referred to the Board for resolution.
- 17 Following each meeting, the Committee Chair will report to the Board, at the next Board meeting, on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.
- 18 The Company Secretary shall co-ordinate the timely completion and dispatch of the Committee agenda, minutes and materials for each meeting. The minutes of each Committee meeting will, following preliminary approval by the Committee Chair, be circulated to the Board.

Responsibilities

- 19 The responsibilities of the Committee are as follows:

Risk management

- 19.1 consider the overall risk management framework and risk profile and annually review its effectiveness in meeting sound corporate governance principles and keep the Board informed of all significant business risks;
- 19.2 review with management the adequacy of the Company's systems for identifying, managing, and monitoring the key risks to the Company in accordance with the Company's Risk Management Policy;
- 19.3 obtain reports from management on the status of any key risk exposures or incidents;
- 19.4 review the adequacy of the Company's process for managing risk and provide a recommendation to the Board regarding the same in accordance with the Company's Risk Management Policy;
- 19.5 review any incident involving fraud or other break down of the Company's internal controls in accordance with the Company's Risk Management Policy;
- 19.6 review any incident involving any break down of the Company's risk management framework in accordance with the Company's Risk Management Policy;
- 19.7 review the Company's insurance program having regard to the Company's business and the insurable risks associated with its business and inform the Board regarding the same;
- 19.8 review whether the Company has any material exposure to any economic, environmental and social sustainability risks and if so, develop strategies to manage such risks to present to the Board;

Financial statements

- 19.9 review the half-yearly and yearly financial statements and consider whether they are complete, consistent with information known to the Committee, reflect appropriate accounting policies and principles and otherwise provide a true and fair view of the financial position and performance of the Company;

- 19.10 receive and consider in connection with the Company's half-yearly and yearly financial statements letters of representation to the Board in respect of financial reporting and the adequacy and effectiveness of the Company's risk management, internal compliance and control systems and the process and evidence adopted to satisfy those conclusions;
- 19.11 review the financial sections of the Company's Annual Report and related regulatory filings before release and consider the accuracy and completeness of the information;
- 19.12 review with management and the external auditors the results of the audit;
- 19.13 receive from the Company's Chief Executive Officer and Chief Financial Officer a declaration that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively before the Board approves the half-yearly and yearly financial statements;

Internal control

- 19.14 monitoring of corporate risk assessment and the internal controls instituted in accordance with the Company's Risk Management Policy;
- 19.15 review the effectiveness of the Company's internal controls regarding all matters affecting the Company's financial performance and financial reporting, including information technology security and control;
- 19.16 review the scope of internal (if one is appointed) and external auditors' review of internal control, review reports on significant findings and recommendations, together with management's responses, and recommend changes from time to time as appropriate;

Internal audit

- 19.17 review with management and the internal auditor (if one is appointed) the plans and activities of the internal auditor;
- 19.18 meet with the internal auditor (if one is appointed) to review reports and monitor management response;
- 19.19 review the scope and adequacy of the internal audit work plan (if any);
- 19.20 meet separately, at least once a year, to discuss any matters that the Committee or internal auditor (if one is appointed) believes should be discussed privately;
- 19.21 review the objectivity and performance of the internal audit activity (if any);
- 19.22 review the independence of the internal auditors (if any) and their auditing practices;
- 19.23 ensure there are no unjustified restrictions or limitations placed on the internal audit function, and review and concur in the appointment, replacement or dismissal of the internal auditor (if one is appointed);

External audit

- 19.24 establish procedures for the selection, appointment and removal of the external auditor and for the rotation of external audit engagement partners;
- 19.25 review the external auditors' proposed audit scope and approach;
- 19.26 meet with the external auditor to review reports, and meet separately from management, at least once a year, to discuss in that regard any matters that the Committee or auditors believe should be discussed privately;
- 19.27 establish policies as appropriate in regards to the independence, integrity and performance of the external auditor;

- 19.28 review of the independence of the external auditors and the appropriateness of any services provided by them to the Company (if any), outside their statutory role;
- 19.29 for the purpose of removing or appointing external auditors review their performance, including their proposed fees, and if appropriate conduct a tender of the audit. Any subsequent recommendation following the tender for the appointment of an external auditor will be put to the Board and then if a change is approved it will be put forward to shareholders for their approval;
- 19.30 review any proposal for the external auditor to provide non-audit services and consider whether it might compromise the independence of the external auditor;

Compliance

- 19.31 consider the workplan for Company compliance activities;
- 19.32 obtain regular updates from management regarding compliance matters;
- 19.33 review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance;
- 19.34 review and assess the management process supporting external reporting;
- 19.35 review the findings of any examinations by regulatory agencies and authorities;
- 19.36 review the process for communicating the Code of Conduct and Ethics to Company personnel, and for monitoring compliance with that Code;

Reporting responsibilities

- 19.37 regularly report to the Board about Committee activities, issues, and related recommendations. Such report should include the results of the Committee's:
 - 19.37.1 assessment of whether external reporting is consistent with Committee members' information and knowledge and is adequate for the needs of the Company's shareholders;
 - 19.37.2 assessment of the management processes which supports external reporting;
 - 19.37.3 assessment of the Company's corporate reporting processes;
 - 19.37.4 assessment of the appropriateness of the accounting choices made by management in preparing the Company's financial statements;
 - 19.37.5 procedures for the selection and appointment of the Company's external auditor and for the rotation of external audit engagement partners;
 - 19.37.6 recommendations for the appointment or, if necessary, the removal of the external auditor;
 - 19.37.7 assessment of the performance and independence of the Company's external auditor. Where the external auditor provides non-audit services, the report should also state whether the Committee is satisfied that provision of those services has not compromised the auditor's independence;
 - 19.37.8 assessment of the performance and objectivity of the Company's internal audit function;
 - 19.37.9 review of the Company's risk management and internal control systems; and
 - 19.37.10 recommendations for the appointment, or if necessary, the dismissal of the head of internal audit;
- 19.38 provide an open avenue of communication between internal audit, the external auditors and the Board. For the purpose of supporting the independence of their

function, the external auditor and the internal auditor (if one is appointed) will have a direct line of reporting access to the Committee;

- 19.39 review any other reports the Company issues that relate to Committee responsibilities;

Related party transactions

- 19.40 review and monitor related party transactions and investments involving the Company and its directors, including a formal review of the register of related party contracts maintained and provided by management on at least an annual basis;
- 19.41 review and approve all transactions in which the Company is a participant and in which any parties related to the Company (including its executive officers, Directors, beneficial owners of more than 5% (substantial holding) of the Company's shares, immediate family members of the foregoing persons and any other persons whom the Board determines may be considered related parties of the Company) has or will have a direct or indirect material interest;
- 19.42 the Committee should only approve those related party transactions that are determined to be in, or are not inconsistent with, the best interests of the Company and its shareholders, after taking into account all available facts and circumstances as the Committee or the Chair of the Company determines in good faith to be necessary. Transactions with related parties or shareholders who have voting power in at least 10% of the Company may also be subject to shareholder approval to the extent required by the ASX Listing Rules;

Other responsibilities

- 19.43 review the adequacy of external reporting by the Company to meet the needs of shareholders;
- 19.44 review the adequacy of the Company's and its subsidiaries insurance policies;
- 19.45 perform other activities related to this Charter as requested by the Board including where requested by the Board, evaluate, approve and monitor major capital expenditure, capital management and all major acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company;
- 19.46 institute and oversee special investigations as needed;
- 19.47 confirm annually that all responsibilities outlined in this Charter have been carried out; and
- 19.48 evaluate the Committee's and individual members' performance on a regular basis.

Review of Committee and Committee Charter

- 20 The Committee will review annually its activities and the manner in which it has carried out its responsibilities, and report to the Board on the outcome of the review.
- 21 The Committee will review annually the terms of the Charter. The Committee may recommend to the Board any changes to this Charter. Any amendments to this Charter must be approved by the Board.

SCHEDULE 4: REMUNERATION AND NOMINATION COMMITTEE CHARTER

AUSCANN GROUP HOLDINGS LTD

ACN 008 095 207

(Company)

Objectives

- 1 The Remuneration and Nomination Committee (**Committee**) is a committee established by the board of directors (**Board**) of the Company. The objectives of the Committee are to:
 - 1.1 review and advise the Board on the composition of the Board and its committees;
 - 1.2 advise on the process of recruitment, appointment and re-election of directors;
 - 1.3 review the performance of the Board, the Chairperson, the executive and non-executive directors and other individual members of the Board;
 - 1.4 ensure proper succession plans are in place for consideration by the Board;
 - 1.5 assist the Board with the establishment of remuneration policies and practices for the Company's Chief Executive Officer, senior managers and staff, as well as to ensure director compensation is fair and current;
 - 1.6 evaluate the competencies required of prospective directors (both non-executive and executive) identify those prospective directors and establish their degree of independence; and
 - 1.7 make recommendations to the Board accordingly.

Authority

- 2 The Committee has authority to conduct or authorise investigations into any matters within its scope of responsibility. It is authorised to:
 - 2.1 retain outside counsel, accountants or other experts, at the expense of the Company, to advise the Committee or assist in the conduct of any matter;
 - 2.2 seek any information it requires from employees (all of whom are directed to cooperate with the Committee's requests) or external parties; and
 - 2.3 meet with Company officers, employees, external auditor, internal auditor (if any) or outside counsel, as necessary and without management present.
- 3 The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

Membership

- 4 Members of the Committee shall comprise members of the Board appointed by the Board.
- 5 The number of members of the Committee shall be a minimum of three directors, a majority of whom should, where practicable, be independent directors. The Board will nominate the Chair of the Committee from time to time. The Committee Chair will be, where practicable, an independent director who is not Chair of the Board.

Committee Meetings

- 6 Meetings shall be held as required but not less than twice per year having regard to the occurrence of Board vacancies and when director and executive remuneration is due for review. Any member of the Committee may request a meeting at any time if they consider it necessary.
- 7 A quorum of the Committee will comprise two members. However, all members of the Committee are expected to attend and participate in Committee meetings.
- 8 A member of the Committee must not be present for discussions at a Committee meeting on, or vote on a matter regarding, his or her remuneration, election, re-election, or removal.

- 9 If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting. A separate chair will be appointed if and when the Committee is dealing with the appointment of a successor to the Committee Chair.
- 10 Non-Committee members may be invited by the Committee Chair to attend meetings of the Committee.
- 11 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and any other person invited by the Committee to attend.
- 12 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.
- 13 Each member of the Committee will have one vote.
- 14 The Committee Chair will not have a casting vote. If there is a tied vote, the motion will lapse.
- 15 Following each meeting, the Committee Chair will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.
- 16 Minutes of meetings of the Committee will be prepared for approval by the Committee and be circulated to the members of the Board.
- 17 The Company Secretary will provide such assistance as may be required by the Chairperson in relation to preparation of the agenda, minutes or papers for the Committee.

Responsibilities

- 18 The responsibilities of the Committee are to:

Remuneration

- 18.1 set and review separately, the policies and practices of the Company regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior management. The Committee may take into account the performance review of senior managers when setting and/or reviewing their remuneration;
- 18.2 review all components of the remuneration framework of the Chief Executive Officer and such other senior managers as the Board may from time to time determine. The components may include base salary, reimbursable expenses, bonuses, entitlements under employee incentive plans, any equity based remuneration, and all other entitlements and benefits arising from their employment. The remuneration of senior managers who report directly to the Chief Executive Officer is subject to prior recommendation from the Chief Executive Officer;
- 18.3 review all components of the remuneration of the non-executive directors. Such components shall include base fees, supplemental fees for undertaking additional duties, reimbursable expenses, entitlements on retirement from or termination of Board membership, any equity incentives, the process by which any pool of directors' fees which has been approved by shareholders is allocated to directors, and all other benefits and entitlements arising from their directorships;
- 18.4 review the terms of employment contracts for the personnel referred to above;
- 18.5 review the terms of any Company short or long-term incentive plans including any share and option schemes for employees and/or directors;
- 18.6 review the terms of the Company's superannuation and/or pension schemes;
- 18.7 review any gender or other bias in remuneration for directors, senior managers or other employees of the Company;
- 18.8 review succession plans for the Board, Chief Executive Officer and other senior managers;

- 18.9 review such other matters relating to remuneration issues as may be referred to it by the Board;

Nomination

- 18.10 develop and review a formal transparent process for selection, appointment and re-appointment of directors;
- 18.11 identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise, having regard to the desired composition of the Board as stated in the Board Charter;
- 18.12 evaluate the competencies required of prospective directors (both non-executive and executive) identify those prospective directors and establish their degree of independence;
- 18.13 regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and to make recommendations to the Board regarding any changes to ensure a diverse range of candidates are selected and any gaps in the skill or experience of the board are identified;
- 18.14 inform the Board of the names of directors who are retiring in accordance with the provisions of the Company's Constitution and make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director. In order to make these recommendations, the Committee will review the retiring director's performance during the period in which the director has been a member of the Board;
- 18.15 undertake appropriate checks before appointing a person or putting forward to shareholders a new candidate for election, as a director;
- 18.16 provide shareholders with all material information in the Committee's possession relevant to a decision on whether or not to elect or re-elect a director of the Company (including biographical details, qualifications, the candidate's independence and a statement from the Board as to whether it supports the candidate's existing directorships (if any));
- 18.17 establish with each candidate for a non-executive directorship their commitments outside the Company and the time involved with each, and obtain from each a written statement confirming they are able to dedicate sufficient time to the position;
- 18.18 propose measurable objectives to assist the Company to achieve gender diversity for adoption by the Board, annually review the Company's progress in meeting each objective and report to the Board on the effectiveness of the objectives and the Company's progress;
- 18.19 establish and facilitate an induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board;
- 18.20 require non-executive directors to inform both the Chair of the Company and the Chair of the Committee before accepting any new directorships;
- 18.21 identify, in a written agreement any specific responsibilities of individual Board members, including the Company's Chair, as well as the terms of their appointment;
- 18.22 critically review the skills, performance, and effectiveness of the Board, its committees, and its individual members;
- 18.23 provide to directors continuing education for the purpose of updating and maintaining their skills and knowledge;
- 18.24 create and maintain a skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership; and

18.25 such other matters relating to Board nomination or succession issues as may be referred to it by the Board.

19 The Committee may make recommendations to the Board in relation to any of the above.

Review of the Committee

20 The Committee will prepare and provide to the Board annually:

20.1 a self-evaluation of its performance against this Charter;

20.2 recommended goals and objectives for the coming year; and

20.3 recommended changes or improvements to this Charter if necessary.

21 The Committee, in order to ensure that it is fulfilling its duties to the Company and its shareholders will periodically:

21.1 obtain feedback from the Board on the Committee's performance and implement any agreed actions; and

21.2 provide any information the Board may request to facilitate its review of the Committee's performance.

22 The Board shall review the performance of the Committee, at least once per year.

Reporting Procedures

23 After each meeting, the Chairperson will report the Committee's recommendations and findings to the Board.

24 The Chairperson will present an annual report to the Board summarising the Committee's activities during the year and any related significant results and findings.

Revisions of this Charter

25 The Committee is responsible for reviewing the effectiveness of this Charter and the operations of the Committee. The Committee may recommend to the Board any changes or improvements to this Charter. Any amendments to this Charter must be approved by the Board.

SCHEDULE 5: CONTINUOUS DISCLOSURE POLICY

AUSCANN GROUP HOLDINGS LTD

ACN 008 095 207

(Company)

Scope

- 1 This Policy applies to all executive and non-executive directors, officers, employees, contractors and consultants of the Company and its subsidiaries from time to time (**Personnel**).

Purpose

- 2 The Company has adopted a set of procedures and guidelines in relation to its continuous disclosure obligations under the ASX Listing Rules and the *Corporations Act 2001* (Cth).
- 3 ASX Listing Rule 3.1 details the Company's primary continuous disclosure obligations. The Company must immediately notify ASX of information that a reasonable person would expect to have a material effect on the price or value of the Company's securities when the Company becomes aware of the information (i.e. 'materially price sensitive information'), unless the materially price sensitive information falls within the exemptions in ASX Listing Rule 3.1A. In this context, ASX has confirmed in Guidance Note 8 that 'immediately' means 'promptly and without delay.'
- 4 The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.

Responsibilities of the Board

- 5 The Company's board of directors (**Board**) bears the primary responsibility for the Company's compliance with its continuous disclosure obligations and is therefore responsible for overseeing and implementing this Policy. The Board makes the ultimate decision on whether there is any materially price sensitive information that needs to be disclosed to the ASX. It is a standing agenda item at all Board meetings to consider any information that must be disclosed to the ASX in accordance with the Company's continuous disclosure obligations.
- 6 The Company has appointed the Company Secretary as the Reporting Officer in order to streamline the day-to-day compliance with its continuous disclosure obligations. All directors are required to notify the Reporting Officer if they believe there is materially price sensitive information which requires disclosure to the ASX. All directors are encouraged to approach the Reporting Officer if they have any queries about what information should be disclosed to the ASX.

Responsibilities of the Company Secretary

- 7 The Company has appointed the Company Secretary as its ASX liaison officer, being the person responsible for communicating with ASX with respect to all Listing Rule matters. The Company Secretary plays an important role in the Company's continuous disclosure compliance program and is responsible for:
 - 7.1 maintaining, and monitoring compliance with this Policy;
 - 7.2 liaising between themselves, the Board and the ASX;
 - 7.3 overseeing and coordinating disclosure of information to the ASX, analysts, brokers, shareholders, the media, and the public;
 - 7.4 coordinating education within the Company about its continuous disclosure obligations and disclosure compliance program;
 - 7.5 review information obtained through the Company's reporting systems to determine whether the information is materially price sensitive information;
 - 7.6 coordinating the timely dispatch to the Board of all material market announcements promptly after they have been made; and

- 7.7 providing reports to the board on the effectiveness of the continuous disclosure program.

Responsibilities of the Authorised Company Spokesperson(s)

- 8 The Company has appointed the Chairperson and Managing Director/Chief Executive Officer, or in their absence their delegate, as authorised spokespersons. The above people are authorised to make any public statement on behalf of or in relation to the Company following approval of such statements by the Board. Such public statements extend to all responses by the Company to enquiries by the media, analysts or shareholders. All enquiries by regulators should be passed on to the Chairperson or Managing Director/Chief Executive Officer.
- 9 There must be no selective disclosure of materially price sensitive information. The spokesperson should not disclose any materially price sensitive information through public statements which has not already been released to the market through the ASX, but may clarify materially price sensitive information which has already been disclosed to the ASX. Prior to making any public statement, the spokesperson should liaise with the Company Secretary regarding the Company's disclosure history to avoid the inadvertent release of materially price sensitive information.
- 10 The Company may authorise other persons from time to time to make public statements in particular circumstances.
- 11 In the event of inadvertent selective disclosure of previously undisclosed materially price sensitive information, the person or persons involved should immediately contact the Company Secretary. The Board will determine as soon as practicable whether there is a need (based on who received the unintentional selective disclosure and the probability of dissemination) to disclose the materially price sensitive information to ASX, or to require that the party to whom the materially price sensitive information was disclosed enter into a written confidentiality agreement.

Responsibilities of Personnel

- 12 All Personnel are required to comply with this Policy and the Company's continuous disclosure obligations.

Reporting Obligations

Information to be reported

- 13 Subject to the exemption in ASX Listing Rule 3.1A, the Company will notify the ASX as soon as it becomes aware of any information that a reasonable person would expect to have a material effect on the price or value of the Company's securities and make all required securities exchange filings. Examples of types of information that could be materially price sensitive information include:
- 13.1 material acquisitions or divestitures;
 - 13.2 transactions that will lead to a significant change in the nature or scale of the Company's activities;
 - 13.3 a material change in the Company's financial forecast or expected results;
 - 13.4 declaration of a dividend;
 - 13.5 entry into, variation or termination of material agreements, including financing arrangements;
 - 13.6 events triggering material accelerations of, or increases in, financial obligations;
 - 13.7 a material change in accounting policy adopted by the Company;
 - 13.8 a rating applied by a rating agency to the Company or its securities, and any change in such a rating; and
 - 13.9 a significant change in market or regulatory conditions which is likely to have a material effect on the Company's results.
- 14 The above examples are indicative only, and are not exhaustive. Where the Reporting Officer is unsure whether information is materially price sensitive information, it should take a

conservative view and report it to, or discuss it with, the Board. The Company's legal advisers should be consulted where the materiality of information or the obligation to disclose is unclear.

- 15 The Company must not release information that is for release to the market to any person until it has given the information to the ASX and has received acknowledgement that the ASX has released the information to the market.
- 16 The Company must release to market any new and substantive investor or analyst presentation ahead of the delivery of the presentation, irrespective of whether the presentation contains material new information required to be disclosed under Listing Rule 3.1. The Company will make the presentation available electronically as soon as it reasonably can.

Confidential information

- 17 Certain materially price sensitive information does not need to be disclosed if it falls within the scope of the confidentiality exemption in ASX Listing Rule 3.1A. To fall within the exemption, all of the following conditions must be satisfied:
 - 17.1 the information falls within one or more the following categories:
 - 17.1.1 it would be a breach of the law to disclose the information;
 - 17.1.2 the information concerns an incomplete proposal or negotiation;
 - 17.1.3 the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - 17.1.4 the information is generated for internal management purposes of the Company; or
 - 17.1.5 the information is a trade secret; and
 - 17.2 the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
 - 17.3 a reasonable person would not expect the information to be disclosed.
- 18 Once the Reporting Officer determines that information is materially price sensitive information, the Board will consider the confidentiality of the matter and bears the sole authority to determine whether a matter should not be disclosed to the ASX on the basis of the confidentiality exemption.
- 19 The Reporting Officer should disclose all materially price sensitive information to the Board and should not make a final assessment whether materially price sensitive information should not be disclosed on the basis of the confidentiality exemption in ASX Listing Rule 3.1A. However, to assist the Board in making these decisions, the Reporting Officer should provide details as to why they consider the information may be confidential for the purpose of ASX Listing Rule 3.1A.
- 20 The Reporting Officer should take all necessary steps to maintain the confidentiality of all potentially confidential information. For example, potentially confidential information should not be disclosed to external parties except on the basis of a written confidentiality undertaking.
- 21 The Company has also put in place a review process which includes verification testing of content and a review and sign-off by management prior to the Board formally approving the release of any public information.
- 22 ASX Listing Rule 3.1B provides that if the ASX considers that there is, or is likely to be a false market in the Company's securities, and requests information from the Company to correct or prevent the false market, the Company must give the ASX the information needed to correct or prevent the false market (ie. a false market may cause the exemption to be lost).

Reporting obligations of the Reporting Officer

- 23 The Reporting Officer has the following reporting obligations in relation to information that potentially requires disclosure:

- 23.1 immediately report all potentially materially price sensitive information to the Board, either in writing or verbally;
- 23.2 provide sufficient details of all information to allow the Board to form a view as to whether the potentially materially price sensitive information is in fact materially price sensitive and to prepare the appropriate form of disclosure to the ASX, if necessary; and
- 23.3 state whether the Reporting Officer considers that the information is confidential for the purpose of ASX Listing Rule 3.1A and the reasons for forming that view.

Dealing with analysts

- 24 The Company must not give analysts or other select groups of market participants any non-public materially price sensitive information at any time, such as during analyst briefings, when responding to analysts' questions or when reviewing draft analyst research reports. The Company may clarify or correct any errors of interpretation that analysts make concerning already publicly available information, but only to the extent that the clarification or correction does not itself amount to giving the analyst non-public materially price sensitive information (such as correcting market expectations about profit forecasts). Any non-public materially price sensitive information that may be inadvertently disclosed during dealings with analysts should be immediately disclosed to the ASX.
- 25 All information given to analysts at a briefing, such as presentation slides, and any presentation material from public speeches given by Board members or members of management that relate to the Company or its business should also be given to the Company Secretary for immediate release to the ASX and posted on the Company's website. The information must always be released to the ASX before it is presented at an analyst or investor briefing.

Review of analyst reports

- 26 If requested, the Company may review analyst reports. The Company's policy is that it only reviews these reports to clarify historical information and correct factual inaccuracies (provided this can be achieved using information that has been disclosed to the market generally).
- 27 No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations detailed in the report. The Company communicates this policy whenever asked to review an analyst report.

Market speculation and rumours

- 28 In general, the Company does not respond to market speculation and rumours except where:
 - 28.1 the speculation or rumours indicate that the subject matter is no longer confidential and therefore the exception to disclosure in the ASX Listing Rules no longer applies;
 - 28.2 the ASX formally requests disclosure by the Company on the matter (under ASX Listing Rule 3.1B); or
 - 28.3 the Board considers that it is appropriate to make a disclosure in the circumstances.
- 29 Only authorised spokespersons may make statements on behalf of the Company in relation to market rumours or speculation. Any person within the Company should report market speculation or rumours to the Company Secretary immediately.

Trading halts

- 30 It may be necessary to request a trading halt from the ASX to maintain orderly trading in the Company's securities and to manage disclosure issues. The Board will make all decisions in relation to trading halts. No Company Personnel is authorised to seek a trading halt except with the approval of the Board.

Website

- 31 All Company announcements will be posted on the Company's website immediately after they are released to the ASX to provide accessibility to the widest audience.

Compliance

- 32 Breaches of this Policy will be viewed seriously and may lead to disciplinary action being taken against the relevant Personnel. In serious cases, such action may include dismissal or termination of employment or engagement with the Company. Personnel should report all breaches of this Policy by any person to the Company Secretary.

Review of the Policy

- 33 This Policy will be reviewed regularly by the Board having regard to the changing circumstances of the Company and any changes to this Policy will be notified to affected persons in writing. Personnel should communicate all comments and concerns about this Policy to the Company Secretary.

Questions

- 34 For questions about the operation of this Policy, please contact the Company Secretary.

Definitions

- 35 In this Policy, the following definitions apply:

ASX means ASX Limited or the Australian Securities Exchange as the context requires.

Reporting Officer means the Company Secretary or other person appointed to this role by the Company from time to time.

shareholder includes holders of shares, options or other securities of the Company.

SCHEDULE 6: RISK MANAGEMENT POLICY

AUSCANN GROUP HOLDINGS LTD

ACN 008 095 207

(Company)

Purpose

- 1 The Company considers ongoing risk management to be a core component of the management of the Company. The Company's ability to identify and address risk is central to achieving its corporate objectives.
- 2 This Policy outlines the program implemented by the Company to ensure appropriate risk management within its systems and culture.

The Risk Management Program

- 3 The Company's risk management program comprises a series of processes, structures and guidelines which assist the Company to identify, assess, monitor and manage its business risk, including any material changes to its risk profile.
- 4 To achieve this, the Company has clearly defined the responsibility and authority of the Board to oversee and manage the risk management program, while conferring responsibility and authority on the Audit and Risk Management Committee to develop and maintain the risk management program in light of the day-to-day needs of the Company. The Audit and Risk Management Committee is governed by the Audit and Risk Management Committee Charter, a copy of which is available on the Company's website.
- 5 Regular communication and review of risk management practice provides the Company with important checks and balances to ensure the efficacy of its risk management program.
- 6 The key elements of the Company's risk management program are detailed below.

Risk Identification

- 7 In order to identify and assess material business risks, the Company defines risks and prepares risk profiles in light of its business plans and strategies. This involves applying a disciplined process to risk identification, risk assessment and analysis, risk treatment and monitoring and reporting.
- 8 The Company presently focusses on the following types of material risks:
 - 8.1 regulatory and compliance risks;
 - 8.2 reputational risks;
 - 8.3 risks relating to conduct of business; and
 - 8.4 risks relating to intellectual property.

Responsibilities of the Board

- 9 The Board acknowledges that it is responsible for the overall system of internal control but recognises that no cost effective internal control system will preclude all errors and irregularities.
- 10 The Board has delegated responsibility for reviewing the risk profile including material business risks and reporting on the operation of the internal control system to the Audit and Risk Management Committee. However, the Audit and Risk Management Committee and management may also refer particular risk management issues to the Board for final consideration and direction.
- 11 The Board will review the effectiveness of the Company's risk management framework and internal control system annually to satisfy itself that it continues to be sound and that the entity is operating within the risk appetite set by the Board.

Responsibilities of the Audit and Risk Management Committee

- 12 The day-to-day oversight and management of the Company's risk management program has been conferred upon the Audit and Risk Management Committee in accordance with the Audit and Risk Management Committee Charter. The Committee is responsible for ensuring that the Company maintains effective risk management and internal control systems and processes and provides regular reports to the Board on these matters. In addition to the risk management responsibilities in its Charter, the role of the Committee is to:
- 12.1 assist the Board to fulfil its oversight responsibilities for the financial reporting process, the system of internal control relating to all matters affecting the Company's financial performance, the audit process;
 - 12.2 develop processes in relation to ensuring understanding and contribution by foreign directors who do not speak the relevant language;
 - 12.3 assist the Board in monitoring compliance with laws and regulations;
 - 12.4 assist the Board to adopt and apply appropriate ethical standards in relation to the management of the Company and the conduct of its business;
 - 12.5 implement, review and supervise the Company's risk management program; and
 - 12.6 review the adequacy of the Company's insurance policies.

Responsibilities of Management

- 13 The Company's management will be responsible for designing and implementing risk management and internal control systems which identify material risks for the Company and aim to provide the Company with warnings of risks before they escalate. Management must implement the action plans developed to address material business risks across the Company.
- 14 Management should regularly monitor and evaluate the effectiveness of the action plans. In addition, management should promote and monitor the culture of risk management within the Company and compliance with the internal risk control systems and processes. Management should report regularly to the Board regarding the status and effectiveness of the risk management program. Such reporting by Management should include regular exception reporting to the Board as well as to the Audit and Risk Committee regarding instances of control weaknesses or failures resulting in elevated exposure for the Company.
- 15 The Company's management will be responsible for ensuring and disclosing that there are appropriate processes in place to ensure that directors who do not speak the language in which the board or security meetings are held or key documents are written can understand and contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.
- 16 The Company's management will be responsible for having and disclosing a whistle blower policy and ensuring that the Board and the Risk and Audit Committee is informed of any material incidents reported under that policy. This policy will be made available on the Company's website.
- 17 The Company's management will be responsible for having and disclosing an anti-bribery and corruption policy and along side the Risk and Audit Committee, ensuring that the Board is aware of any material breaches of that policy. This policy will be made available on the Company's website.

Review of Risk Management Program

- 18 The Company regularly evaluates the effectiveness of its risk management program to ensure that its internal control systems and processes are monitored and updated on an ongoing basis.
- 19 The division of responsibility between the Board, Audit and Risk Management Committee and management aims to ensure that specific responsibilities for risk management are clearly communicated and understood. The reporting obligations of Audit and Risk Management Committee ensure that the Board is regularly informed of material risk management issues

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and actions. This is supplemented by the evaluation of the performance of the risk management program.

SCHEDULE 7: SECURITIES TRADING POLICY

AUSCANN GROUP HOLDINGS LTD

ACN 008 095 207

(Company)

Scope

- 1 This policy details the Company's policy on dealing by personnel of the Company and its related bodies corporate (**Group**) in:
 - 1.1 Securities of the Company (**Company Securities**); and
 - 1.2 Securities of other entities.
- 2 This Policy applies to all 'personnel' of the Group, including all directors, officers, employees and contractors.
- 3 If you do not understand any part of this policy, the summary of the law, or how it applies to you, you should raise the matter with the Company Secretary before dealing with any Securities covered by this policy.

Purpose

- 4 Under Australian legislation, the insider trading laws operate to prohibit people in possession of non-public price sensitive information from dealing in Securities or passing on the information to other people who may deal in Securities.
- 5 Given the restrictions imposed by law, this policy is relevant to all personnel of the Group and their associates.
- 6 This policy also imposes additional restrictions (described below) on:
 - 6.1 all Directors and officers of the Group including the Managing Director/Chief Executive Officer;
 - 6.2 all persons who report directly to the Managing Director/Chief Executive Officer (**Senior Executives**);
 - 6.3 all employees and contractors of the Group;
 - 6.4 other persons identified by the Company from time to time; and
 - 6.5 'associates' of the above persons. For the purposes of this policy your 'associates' include:
 - 6.5.1 your spouse or partner;
 - 6.5.2 your dependent children;
 - 6.5.3 any trustee of a trust or other fiduciary arrangement under which you, your spouse or partner or your dependent children, is or may be a beneficiary; and
 - 6.5.4 any company in which you hold (directly or indirectly) a majority of the shares or otherwise control (directly or indirectly); and
 - 6.6 other persons identified by the Company from time to time,
(**Restricted Persons**).

Meaning of Securities

- 7 For the purposes of this policy Securities means shares, debentures, options to subscribe for new shares and options over existing shares, warrant contracts and other derivatives relating to the shares.

Insider Trading Laws

Prohibition

- 8 If you have any inside information (as defined below in clauses 10 to 12) about the Company (or another relevant entity, such as a company with which the Company is considering a transaction) which is not publicly known, it is a criminal offence for you to:
- 8.1 trade in the Company Securities (or Securities of the other relevant entity);
 - 8.2 advise or procure another person to trade in the Company Securities (or Securities of the other relevant entity); or
 - 8.3 pass on (directly or indirectly) inside information (as defined below in clauses 10 to 12) to someone else (including colleagues, family or friends) knowing (or where you should have reasonably known) that the other person will, or is likely to, use that information to trade in, or procure someone else to trade in, the Company Securities (or Securities of the other relevant entity).

Consequences of insider trading

- 9 This offence, called 'insider trading', can subject you to:
- 9.1 criminal liability including large fines and/or imprisonment;
 - 9.2 a civil penalty; and
 - 9.3 civil liability, which may include being sued for any loss suffered as a result of illegal trading.

Inside information

- 10 'Inside information' is information that:
- 10.1 is not generally available; and
 - 10.2 if it were generally available, a reasonable person would expect it to have a material effect on the price or value of Company Securities or on a decision to buy or sell Company Securities.
- 11 The financial impact of the information is important, but strategic and other implications can be equally important in determining whether information is inside information. The definition of information is broad enough to include rumours, matters of supposition, intentions of a person (including the Company) and information which is insufficiently definite to warrant disclosure to the public.
- 12 Importantly, you need not be an 'insider' to come across inside information. That is, it does not matter how you come to know the inside information (for example, you could learn it in the course of carrying out your responsibilities or in passing in the corridor or in a lift or at a dinner party).

Insider trading is prohibited at all times

- 13 If you possess inside information, you must not buy or sell the Company Securities, advise or get others to do so or pass on the inside information to others. This prohibition applies regardless of how you learn the information.
- 14 The prohibition on insider trading applies not only to information concerning the Company Securities. If a person has inside information in relation to Securities of another company, that person must not deal in those Securities.
- 15 The insider trading prohibitions apply even when a trade falls within an exclusion to the restrictions on trading detailed in this policy if it is undertaken by, or procured by, someone in possession of inside information at the time of the trade.

Confidential Information

- 16 Related to the above, personnel also have a duty of confidentiality to the Company. You must not reveal any confidential information concerning the Company, use that information in any way which may injure or cause loss to the Company, or use that confidential information to gain an advantage for yourself.

Trading restrictions imposed by this policy

Additional restrictions

- 17 Additional restrictions (described below) on trading the Company Securities apply to Restricted Persons (as defined above). The additional restrictions in this policy do not prohibit Restricted Persons from acquiring Securities under a Company dividend reinvestment plan or an employee equity plan, if either plan exists (however, the additional restrictions will apply to any subsequent trading of the Company Securities acquired under those plans).
- 18 It is important to note that although the additional restrictions do not apply to a Restricted Person's participation in a dividend reinvestment plan or an employee equity plan, a Restricted Person must not make an election to participate or cease participation in a dividend reinvestment plan or employee share plan if they are in possession of 'inside information.'

Reasons for additional restrictions

- 19 Restricted Persons are in positions where it may be assumed that they may come into possession of inside information and, as a result, any trading by Restricted Persons may embarrass or reflect badly on them or on the Company (even if a Restricted Person has no actual inside information at the time). This policy is designed to avoid the possibility that misconceptions, misunderstandings or suspicions might arise due to trading by Restricted Persons in Securities.

Restrictions on trading by Restricted Persons – Blackout Periods

- 20 In addition to the overriding prohibition on trading in the Company Securities when a person is in possession of Inside Information, Restricted Persons must not trade in the Company Securities during a “blackout period”, unless otherwise permitted by this policy. A “blackout period” means:
- a) the period 2 weeks prior to the announcement of the Company's annual results, half yearly results and quarterly report respectively; and
 - b) any period when there is reason to believe that the proposed dealing is in breach of applicable law or Company policy and standards.
- 21 Blackout periods will be imposed by direction of the Managing Director or Chief Executive Officer (or equivalent) or the Chairman and notice of the commencement and closure of blackout periods will be provided to Restricted Persons by the Company Secretary by email. Any open trade orders must be cancelled on announcement of a blackout period.
- 22 A blackout period may be extended or shortened or another blackout period introduced at any time by direction of the Managing Director or Chief Executive Officer (or equivalent) or the Chairman. Notice of such changes will be specified to Restricted Persons by email. Changes to blackout periods are effective immediately.
- 23 If Restricted Persons are unsure as to the precise start and finish dates of these periods, they should consult their supervisor or manager or the Company Secretary. For the avoidance of doubt, it is stressed that the existence of these blackout periods does not permit Restricted Persons to deal whilst in the possession of Inside Information - this restriction applies at all times.
- 24 Restricted Persons may trade in Company Securities during a blackout period if prior written clearance of the Board is obtained. Prior written clearance to trade during a blackout period may be granted by the Board only in exceptional circumstances such as if the person is facing extreme financial hardship. An exemption will not however be granted by the Board if it considers there is information that is not generally available, but if it were, would be likely to “materially affect” the price of Company Securities.
- 25 The exemption by way of prior written clearance may be provided by way of electronic mail.

Clearance procedures

- 26 If a Restricted Person proposes to deal in the Company's Securities at any time, they must first:

- 26.1 obtain prior written clearance to deal in the Company's Securities from the relevant authorising officer noted in the table below (**Authorising Officer**); and/or
- 26.2 provide prior written notice of their intention to deal in Company Securities to the relevant person noted in the table below; and
- 26.3 provide confirmation to the relevant person(s) noted in the table below that they are not in possession of 'inside information',
- at least two trading days before the proposed dealing.

Restricted Person	Authorising Officer	Prior notification to the Company Secretary and Board	Consent required prior to trading
Chair of the Board	Managing Director/Chief Executive Officer and Chief Financial Officer	Yes	Yes
Other Directors (excluding Managing Director or Chief Executive Officer)	Managing Director/Chief Executive Officer and Chief Financial Officer	Yes	Yes
Managing Director/Chief Executive Officer and Chief Financial Officer	Chairman and Chair of the Audit and Risk Committee	Yes	Yes
Senior Executives, and other persons identified by the Company from time to time (excluding Chief Financial Officer)	Managing Director/Chief Executive Officer and Chief Financial Officer	Yes	Yes
Employees	Managing Director/Chief Executive Officer and Chief Financial Officer	Yes	Yes

- 27 If granted, trading consent is only valid for a period of five trading days after notification of approval, or such other period notified by the Authorising Officer to the Restricted Person. Trading consent is automatically deemed to be withdrawn if the person becomes aware of inside information prior to trading.
- 28 Any approval to trade can be given, withdrawn or refused by the Company in its discretion without giving any reasons. A decision to refuse approval is final and binding on the person seeking the approval. If approval to trade Company Securities is refused, the person seeking the approval must keep that information confidential and not disclose it to anyone. Any approval to trade under this policy is not an endorsement from the Company and the person doing the trade is individually responsible for their investment decisions and their compliance with insider trading laws.

- 29 The insider trading prohibitions apply even when a trade is permitted under this clause if it is undertaken by, or procured by, someone in possession of inside information at the time of the trade.

Requirements after trading

- 30 Once a Restricted Person has completed a trade in the Company Securities, the Authorising Officer described in clauses 26 to 29 and the Company Secretary in the case of Directors, must be:
- 30.1 immediately advised that the trade has been completed and attach the trade confirmation (which may occur via email). If the order is still open, this should also be communicated to the Authorising Officer; and
- 30.2 in the case of Directors, provided with sufficient information to enable the Company to comply with its ASX reporting obligations (including date, price, volume and whether the change occurred during a period outside a trading window and if so, whether written clearance was provided). This information must be provided to ASX as soon as reasonably practicable and in any event no later than two business days after the date of the change.

No speculative short term trading

- 31 Restricted Persons should not trade in the Company's Securities on a short term basis or for speculative trading gain.

No hedging

- 32 A Restricted Person must not, without prior written approval by the Authorising Officer specified in clauses 26 to 29, engage in hedging arrangements, deal in derivatives or enter into other arrangements which vary economic risk related to the Company's Securities including, for example, dealing in warrants, equity swaps, put and call options, contracts for difference and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of the Company's Securities.
- 33 This provision includes engaging in hedging or other arrangements that would have the effect of limiting the economic risk in connection with Company Securities including Securities which are unvested, subject to a holding lock or issued pursuant to an equity based remuneration scheme.

Permitted dealings

- 34 Certain types of dealing are excluded from the operation of this policy and may be undertaken at any time (subject to complying with the insider trading prohibitions outlined above in section 4.4), including the following (and any other permitted dealings as approved by the Board from time to time and notified to Restricted Persons):
- 34.1 employee incentive schemes – the additional restrictions in this policy do not prohibit Restricted Persons from acquiring Securities or exercising an option or right under a Link Group employee incentive scheme subject to the terms of the relevant employee incentive scheme. However, the additional restrictions will apply to any subsequent trading of Link Group Securities acquired under an employee incentive scheme and the Restricted Person must make an election to participate or cease participation in an employee incentive scheme when they are not in possession of inside information;
- 34.2 dividend reinvestment plan – the additional restrictions in this policy do not prohibit Restricted Persons from acquiring Securities under the Link Group dividend reinvestment plan. However, the additional restrictions will apply to any subsequent trading of Link Group Securities acquired under a dividend reinvestment plan and the Restricted Person must make an election to participate or cease participation in a dividend reinvestment plan when they are not in possession of inside information;
- 34.3 rights offers, share purchase plans and buy-backs (or other pro-rata/generalised offers) – trading under an offer or invitation made to all or most of the security holders, such as a rights issue, a security plan purchase and an equal access

buy-back, where the plan that determines the timing and structure of the offer has been approved by Link Group's Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

- 34.4 third party discretion – an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Link Group Securities) where the assets of the fund or other scheme are invested at the discretion of a third party; and
- 34.5 disposal under margin lending arrangement – an involuntary disposal of securities that results from a margin lender or financier exercising its rights under a margin lending or other secured financing arrangement that has previously been approved in accordance with this policy.

Exceptional circumstances

- 35 If a Restricted Person needs to deal in the Company's Securities due to exceptional circumstances but such dealing would breach this policy, the Restricted Person must apply to the Authorising Officer specified in clauses 26 to 29 for a waiver from compliance with the provisions in clauses 26 to 29 or 31.
- 36 Exceptional circumstances include severe financial hardship, compulsion by a court order or any other circumstances that are deemed exceptional by the person described in clauses 26 to 29.
- 37 The Restricted Person seeking a waiver under this clause must apply in writing (which may include an application via email) to the person specified in clauses 26 to 29:
 - 37.1 setting out the circumstances of the proposed dealing (including an explanation as to the severe financial hardship or circumstances that are otherwise exceptional) and the reason the waiver is requested; and
 - 37.2 provide confirmation to the relevant person(s) that they are not in possession of 'inside information'.
- 38 A waiver will only be granted if the Restricted Person's application is accompanied by sufficient evidence (in the opinion of the person specified in clauses 26 to 29) that the dealing of the relevant Securities is the most reasonable course of action available in the circumstances.
- 39 If a waiver is granted, the Restricted Person will be notified in writing (which may include notification via email) and in each circumstance the duration of the waiver to deal in Securities will be five trading days or such other period notified by the Authorising Officer to the Restricted Person.
- 40 Unless otherwise specified in the notice, any dealing permitted under this clause must comply with the other clauses of this policy (to the extent applicable). The insider trading prohibitions apply even when a trade falls within this clause 40 if it is undertaken by, or procured by, someone in possession of inside information at the time of the trade.

Breaches of this policy

- 41 Strict compliance with this policy is a condition of employment or engagement by the Company. Breaches of this policy will be regarded as serious misconduct and may lead to disciplinary action, which may include termination of employment or engagement by the Company.

Further Information

- 42 For more information about this policy, contact the Company Secretary.

SCHEDULE 8: DIVERSITY POLICY
AUSCANN GROUP HOLDINGS LTD
ACN 008 095 207
(Company)

Scope

- 1 This diversity policy applies to the Company's board of directors (**Board**), officers and employees (**Personnel**).

Purpose

- 2 The Company has a strong commitment to diversity and recognises the value of attracting and retaining Personnel with different backgrounds, knowledge, experiences and abilities. The Company recognises that diversity not only encompasses gender but extends to age, ethnicity, religious or cultural background, language, marital or family status, and disability. Diversity contributes to the Company's business success and benefits individuals, clients, teams, shareholders and stakeholders.
- 3 Our business policies, practices and behaviours promote diversity and equal opportunity and create an environment where individual differences are valued and all Personnel have the opportunity to realise their potential and contribute to the Company's success.

What is Diversity?

- 4 Diversity recognises and values the contribution of people with differences in background, experience and perspectives. At the Company, diversity means:
 - 4.1 an inclusive workplace that embraces individual differences;
 - 4.2 a workplace that is free from discriminatory behaviours and business practices including discrimination, harassment, bullying, victimisation and vilification;
 - 4.3 equitable frameworks and policies, processes and practices that limit potential unconscious bias;
 - 4.4 equal employment opportunities based on capability and performance; and
 - 4.5 awareness of the different needs of employees.
- 5 The Company aspires to achieve the objectives in this policy and aims to embed a strong diversity framework within its systems and culture.

Board's Responsibilities

- 6 The Board is responsible for designing and overseeing the implementation of this diversity policy.
- 7 The directors of the Company will be responsible for promoting diversity within the Company's culture and monitoring the effectiveness of this diversity policy. The Company recognises that it needs to provide management with appropriate guidance in order to foster a value for diversity within its management culture. To achieve this, the Company is committed to providing its management with the appropriate training and resources to understand the benefits of diversity in recruitment strategies and day-to-day management strategies. The Board will also be required to develop initiatives that will promote and achieve diversity goals.
- 8 The Board will disclose at the end of each reporting period the measurable objectives, if any, for achieving gender diversity as set by the Board and the Remuneration and Nomination Committee in accordance with the diversity policy.
- 9 The Company will make the policy or a summary of it available on its website.

Remuneration and Nomination Committee's Responsibilities

- 10 The Remuneration and Nomination Committee (if any) is responsible for reviewing this diversity policy and will provide the Board with an annual report on the status of diversity within the Company and the effectiveness of the measurable objectives, if any, for achieving gender diversity.

Personnel's Responsibilities

- 11 All Personnel are required to act in a manner that supports diversity within the workplace and promotes the objectives set out in this diversity policy. Employees are encouraged to provide feedback to management regarding programs or initiatives which will improve the Company's approach to diversity and inclusion in the workplace.

Measureable objectives

- 12 The Company recognises that gender diversity amongst its Personnel:
 - 12.1 broadens the pool of high-quality directors and employees;
 - 12.2 is likely to support employee retention;
 - 12.3 is likely to encourage greater innovation by drawing on different perspectives;
 - 12.4 is a socially and economically responsible governance practice; and
 - 12.5 will improve the Company's corporate reputation.
- 13 Subject to the size and operations of the Company, the Board may adopt measureable objectives to assist the Company to achieve gender diversity and review the Company's progress in meeting these objectives and the effectiveness of these objectives each year.
- 14 The Remuneration and Nomination Committee (if applicable) is responsible for:
 - 14.1 recommending such measureable objectives to the Board in light of the Company's general selection policy for Personnel; and
 - 14.2 reporting to the Board on the Company's progress towards achieving its measurable objectives each year. This report will include a review of the relative proportions of men and women at all levels in the organisation.

SCHEDULE 9: SHAREHOLDER COMMUNICATIONS POLICY

AUSCANN GROUP HOLDINGS LTD

ACN 008 095 207

(Company)

Purpose

- 1 The Company is committed to regularly communicating with shareholders in a timely, accessible and clear manner with respect to both procedural matters and major issues affecting the Company. To achieve this, the Company communicates with shareholders through a range of forums and publications.
- 2 The reference to **shareholder** in this Policy includes holders of shares, options and other securities of the Company.

Electronic and Written communications

- 3 The Company aims to ensure that its Annual Report provides shareholders with a good understanding of the Company's activities, performance and position for the previous financial year.
- 4 Shareholders can elect to receive an electronic copy or a hard copy of the Annual Report. The Company encourages shareholders to support its commitment to the environment by electing to receive the Annual Report and other communications electronically by registering their email address with the Company's share registry.
- 5 As detailed in its Continuous Disclosure Policy, the Company is committed to complying with, and taking a proactive approach to, its continuous disclosure obligations. This extends to promptly providing all applicable securities regulators (including the ASX), with all necessary information and communications for publication on the ASX website.
- 6 The Company aims to provide shareholders with comprehensive and timely access to Company documents and releases through its website. The Company's website will include:
 - 6.1 copies of the Company's Constitution, Board and committee charters and key corporate governance policies;
 - 6.2 copies of all material information lodged with the ASX and any other applicable securities regulators and securities exchanges;
 - 6.3 copies of all announcements, briefings and speeches made to the market, analysts or the media;
 - 6.4 press releases or announcements made by the Company;
 - 6.5 financial data for the Company;
 - 6.6 a means for the shareholders to submit enquiries directly to the Company;
 - 6.7 the full text of notices of shareholder meetings and explanatory material;
 - 6.8 the Company's Annual Reports;
 - 6.9 the names, photographs and brief biographical information for each of the Company's directors and senior executives;
 - 6.10 webcasts (as and when available);
 - 6.11 presentations provided to financial analysts; and
 - 6.12 advanced notice of all open briefings to institutional investors and analysts, including presentation materials.
- 7 Other information and updates may be provided to shareholders via periodic mail-outs. In addition, the Company allows shareholders to elect to receive email communications where appropriate.

- 8 The Company will design, implement and facilitate an investor relations program proportionate to the Company's size and circumstance to ensure the facilitation of effective two-way communication with investors.

Shareholder Participation

- 9 The Company encourages shareholders to submit questions or requests for information directly to the Company via the Company's website.
- 10 The Company's board of directors encourages all shareholders to attend and participate in the Company's annual meeting of shareholders.
- 11 The Company's external auditor will attend the Company's annual meeting and will be available to answer questions from shareholders about the conduct of the audit and preparation of the auditor's report.

Share Registry and Contact Details

- 12 Shareholders who wish to update personal or contact information, elect to receive communications electronically, or wish to ask a question related to their shareholding in the Company should contact their broker or the Company's share registry. The contact details of the Company's share registry is available on the Company's website.