

INTRODUCTION

In fulfilling its obligation and responsibilities to its various stakeholders, the Board of directors of the Company (**Board**) advocates the adoption of and adherence to a framework of rules, relationships systems and processes within and by which authority is exercised and controlled within the corporation. This manual outlines the Company's principal corporate governance procedures. The Board supports a system of corporate governance to ensure that the management of the Company is conducted in a manner which is directed at achieving the Company's objectives in a proper and ethical manner.

The Australian Securities Exchange (**ASX**) Corporate Governance Council published its Corporate Governance Principles and Recommendations (**ASX Recommendations**) in March 2003. In August 2007 it published its first revision (2nd Edition of) the ASX Recommendations. On 30 June 2010, the ASX Corporate Governance Council released amendments to the 2nd edition of the ASX Recommendations. On 27 March 2014, the ASX Corporate Governance Council released the 3rd edition of the ASX Recommendations. The ASX Recommendations, 3rd edition, will apply to listed entities from 1 July 2014. The document, at the time of this manual being reviewed, appeared on the ASX website: www.asx.com.au.

Except to the extent indicated in the Company's Annual Report, the Company has resolved that for so long as it is admitted to the official list of the ASX it shall abide by the ASX Recommendations.

These policies have been adopted on the basis that, in the circumstances of the Company, they reflect what is considered to be reasonable aspiration. Their object is to focus attention upon the issues they address and create awareness of those issues and the pitfalls that one could otherwise fall into inadvertently. This is to develop a culture conducive to good practices. Adhering to the following policies is a condition of each contract of employment.

The Board encourages all key management personnel, other employees, contractors and other stakeholders to monitor compliance with this Corporate Governance manual, especially in relation to observable departures from the intent of the policies. Suggestions for improvements or amendments to this Corporate Governance manual can be made at any time by providing a written note to the Chair.