

## CORPORATE GOVERNANCE STATEMENT

The Board of Directors of iQ3Corp. Limited (**iQ3Corp**) is responsible for the corporate governance of iQ3Corp. The Board guides and monitors the business of iQ3Corp on behalf of its shareholders.

iQ3Corp and its Board of Directors (**Board**) continue to be fully committed to achieving and demonstrating the highest standards of accountability and transparency in their reporting and see the continued development of iQ3Corp's corporate governance policies and practices as fundamental to iQ3Corp's successful growth.

The Board has included in its corporate governance policies those matters contained in the ASX Limited Corporate Governance Council's Corporate Governance Principles and Recommendations 4<sup>th</sup> Edition (**ASX Recommendations**) where applicable. However, the Board also recognises that full adoption of the ASX Recommendations may not be practical or provide the optimal result given the particular circumstances of iQ3Corp.

This corporate governance statement is effective as at 27 August 2021. It has been approved by the Board and outlines iQ3Corp's corporate governance policies and practices that it has adopted.

ASX Corporate Governance Council Principles and Recommendations	Recommendation Followed	Comment by iQ3Corp
<b>Principle 1: Lay solid foundations for management and oversight</b> <i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i>		
<b>Recommendation 1.1</b> A listed entity should disclose: a) the respective roles and responsibilities of its board and management; and b) those matters expressly reserved to the board and those delegated to management.	Yes	<p>The Board has adopted a Board Charter which clearly sets out the way iQ3Corp is governed and articulates the division of responsibilities between the Board and the Executive Team.</p> <p>The Board is responsible for the overall operation and stewardship of iQ3Corp and, in particular, is responsible for the long-term growth and profitability of iQ3Corp. The Charter was most recently reviewed and amended in January 2015 and may be reviewed by the Board as required. A copy of the Board Charter is available at <a href="http://www.iq3corp.com/corporate-governance/">http://www.iq3corp.com/corporate-governance/</a>.</p> <p>The Board has established two Committees. They are:</p> <ul style="list-style-type: none"> <li>• Audit and Risk Committee (<b>A&amp;R Committee</b>); and</li> <li>• Remuneration and Nomination Committee (<b>R&amp;N Committee</b>).</li> </ul> <p><u>Delegation to the Executive Team</u>            The Board has delegated to the Executive Team responsibility for implementing iQ3Corp's strategic direction and for the general and overall management of iQ3Corp.</p>

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<p><b>Recommendation 1.2</b> A listed entity should:</p> <p>a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>Yes</p>	<p>Prior to appointing a Director or putting forward a new candidate for election, appropriate screening checks are undertaken as to the person's criminal history and bankruptcy history.</p> <p>When presenting a Director for re-election, iQ3Corp provides shareholders with all material information in iQ3Corp's possession relevant to a decision whether or not to elect or re-elect a director – this includes their qualifications, work experience, and years of experience.</p>
<p><b>Recommendation 1.3</b> A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Yes</p>	<p>New Directors consent to act as a Director and receive a formal letter of appointment which sets out their duties and responsibilities, rights, remuneration, entitlements and other terms of their appointment.</p> <p>Each Executive is employed under a Service Agreement which sets out the terms upon which they are employed including details such as duties and responsibilities, rights, term of employment and remuneration. The Service Agreement also sets out the circumstances in which the employment of the Executive may be terminated by either iQ3Corp or the Executive, including details of the notice periods required to be given by either party, and the amounts payable to the Executive in lieu of notice where applicable.</p>
<p><b>Recommendation 1.4</b> The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>Yes</p>	<p>The Company Secretary is responsible for the operation and management of iQ3Corp's secretariat function. The Company Secretary reports to the Chairman (on behalf of the Board) with respect to the proper functioning of the Board. Each member of the Board has access to the Company Secretary. The appointment and removal of the Company Secretary is determined by the Board.</p>
<p><b>Recommendation 1.5</b> A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and</p>	<p>No – Refer Comments</p>	<p>iQ3Corp's Diversity Policy describes iQ3Corp's approach to diversity and inclusion and how these attributes are to be embedded in iQ3Corp's culture.</p> <p>iQ3Corp is an equal opportunity employer, which employs and promotes on the basis of merit. iQ3Corp's Diversity Policy extends beyond gender and recognises the value contributed to the organisation by employing people with varying skills, cultural backgrounds, gender, ethnicity and experience. iQ3Corp believes its diverse workforce is the key to its continued growth, improved productivity and performance. iQ3Corp does not have measurable objectives in place and does not comply with Recommendation 1.5. However, the Board feels that through being an equal opportunity employer, which employs and promotes on the basis of merit, iQ3Corp is already achieving gender diversity within the organisation as reflected in the following table:</p>

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<p>across the whole workforce (including how the entity has defined “senior executive” for these purposes); or</p> <p>(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 70%;"></th> <th style="width: 30%;">Proportion of Women</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Whole organisation <i>(exc. board)</i></td> <td style="text-align: center;">25%</td> </tr> <tr> <td style="text-align: center;">Senior executives</td> <td style="text-align: center;">10%</td> </tr> <tr> <td style="text-align: center;">Management</td> <td style="text-align: center;">17%</td> </tr> <tr> <td style="text-align: center;">Specialist</td> <td style="text-align: center;">100%</td> </tr> <tr> <td style="text-align: center;">Investor Relations</td> <td style="text-align: center;">33%</td> </tr> <tr> <td style="text-align: center;">Administration</td> <td style="text-align: center;">8%</td> </tr> <tr> <td style="text-align: center;">Board of Directors</td> <td style="text-align: center;">33%</td> </tr> </tbody> </table> <p>iQ3Corp’s Diversity Policy is published on iQ3Corp’s website at: <a href="http://www.iq3corp.com/corporate-governance/">http://www.iq3corp.com/corporate-governance/</a>.</p>		Proportion of Women	Whole organisation <i>(exc. board)</i>	25%	Senior executives	10%	Management	17%	Specialist	100%	Investor Relations	33%	Administration	8%	Board of Directors	33%
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<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <p>a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p>	<p><u>Evaluation of Board and Individual Directors</u></p> <p>As stated in the Board Charter and the Remuneration and Nomination Committee Charter, the Committee has developed a process for ensuring that the performance of the Board and its Committees are reviewed periodically. iQ3Corp’s policies provide for the Board to regularly review its own performance and the performance of individual Directors.</p> <p>An independent review of the performance of the Board may be conducted from time to time.</p> <p>As at the end of the reporting period, iQ3Corp has not conducted a performance evaluation in relation to the reporting period. The Board conducts a performance evaluation annually.</p>																
<p><b>Recommendation 1.7</b></p> <p>A listed entity should:</p> <p>a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p>	<p>The performance of senior executives is reviewed against specific measurable and qualitative indicators set out in the relevant executive’s Service Agreement, which may include:</p> <ul style="list-style-type: none"> <li>➤ Financial measure of iQ3Corp’s performance;</li> <li>➤ Achievement of strategic objectives; and</li> <li>➤ Achievement of key operational targets.</li> </ul> <p>During the reporting period, performance evaluations of the senior executives were undertaken by iQ3Corp in accordance with these processes.</p>																
<p><b>Principle 2: Structure the Board to add value</b></p> <p><i>A listed entity should have a Board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</i></p>																		

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<p><b>Recommendation 2.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p style="padding-left: 20px;">(i) has at least three members, a majority of whom are independent directors; and</p> <p style="padding-left: 20px;">(ii) is chaired by an independent director, and disclose:</p> <p style="padding-left: 40px;">(iii) the charter of the committee</p> <p style="padding-left: 40px;">(iv) the members of the committee</p> <p style="padding-left: 20px;">(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>No</p>	<p>The Board has established a Remuneration and Nomination Committee (<b>R&amp;M Committee</b>). The R&amp;N Committee is currently comprised of Mr George Syrmalis and Ms Lei Xu who are executive directors, and Mr Peter Mercouris who is an Independent Non-Executive Director (appointed in April 2021). Mr Syrmalis is the Chairman of the R&amp;N Committee and is not considered by the Board to be an independent Director.</p> <p>For a majority of the reporting period, the R&amp;N Committee comprised of three members, none of whom were independent. The R&amp;N Committee does not currently have a majority of independent Directors and does not comply with Recommendation 2.1. Given the size of iQ3Corp, however, the Board is confident that the Committee has the breadth of experience necessary to effectively meet all the requirements under the Charter.</p> <p>The R&amp;N Committee has adopted a formal Charter that is available on iQ3Corp’s website.</p> <p>The number of times the R&amp;N Committee has met and attendance by members during the reporting period is disclosed in iQ3Corp Annual Report.</p>
<p><b>Recommendation 2.2</b></p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>No – Refer Comments</p>	<p>iQ3Corp seeks to maintain a Board of Directors with a broad range of commercial and other skills, experiences and knowledge relevant to overseeing the business of a contract sales organisation.</p> <p>Whilst the Board does not have a formal board skills matrix, and therefore does not comply with Recommendation 2.2, the Board does have regard to the existing skill sets of Directors when considering new appointments.</p>
<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that</p>	<p>Yes</p>	<p>iQ3Corp considers a Director to be independent if the Director is independent of management and free of any business or other relationship that could materially interfere, or be perceived as interfering, with the exercise of an unfettered and independent judgement in relation to matters concerning ‘s business.</p> <p>There is only one director considered by the Board to be an independent member of the Board: Peter Mercouris</p> <p>The length of service of each Director is as follows:</p> <ul style="list-style-type: none"> <li>➤ Mr George Syrmalis, 1 year and 4 months;</li> <li>➤ Ms Lei Xu, 1 year and 4 months;</li> </ul>

<p>opinion; and (c) the length of service of each director.</p>		<p>➤ Mr Peter Mercouris 3 months</p>
<p><b>Recommendation 2.4</b> A majority of the board of a listed entity should be independent directors.</p>	<p>No – Refer Comments</p>	<p>The Board is comprised of three members (Mr George Syrmalis, Ms Lei Xu, and Mr Peter Mercouris) and has a majority of executive Directors. One director is considered by the Board to be independent. Mr Mercouris is considered by the Board to be independent. Ms Monika Pawel was a Director until her resignation in April 2021 but was not considered an independent Director.</p> <p>Accordingly, iQ3Corp does not have a majority of independent Directors and does not comply with Recommendation 2.4. However, the Board considers this to be an appropriate alternative to the requirements for a majority of independent Directors considering the size and complexity of the business.</p>
<p><b>Recommendation 2.5</b> The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>No</p>	<p>The Chair of the Company, Mr George Syrmalis, is not considered to be independent due to his executive status as CEO of the Company.</p> <p>As such the Company does not comply with Recommendation 2.5.</p> <p>The Board considers Mr Syrmalis’ appointment as executive chairman is appropriate and this is because his experience and proven track records as a director of public companies.</p> <p>See Recommendation 2.3 for iQ3Corp.’s definition of an independent Director.</p>
<p><b>Recommendation 2.6</b> A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>Yes</p>	<p>A new Director is offered an induction and training program about iQ3Corp, its policies and charters and the Director’s roles and responsibilities. New Directors also have the opportunity to meet with key management staff.</p> <p>As part of its ongoing review of its own performance and skill set, the Board provided professional development opportunities by updating Directors on skillsets required specific to the organisation.</p>
<p><b>Principle 3: Act Ethically and responsibly</b> <i>A listed entity should act ethically and responsibly.</i></p>		
<p><b>Recommendation 3.1</b> A listed entity should articulate and disclose its values</p>	<p>Yes</p>	<p>The Company’s Board Charter and Code of Conduct on the Company’s website articulates and discloses its values.</p>

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		<p>As part of iQ3Corp’s Learning and Induction program, there is a section which illustrates and articulates iQ3Corp’s purpose, values and cultures.</p> <p>A copy of this is available in the Learning and Induction pack that is sent to all new staff and Directors.</p>
<p><b>Recommendation 3.2</b></p> <p>A listed entity should:</p> <p>a) have a code of conduct for its directors, senior executives and employees; and disclose that code or a summary of it.</p>	Yes	<p>The Board insists on the highest ethical standards from all officers and employees of iQ3Corp and is conscious to ensure appropriate corporate professional conduct at all times. As such, the Board has adopted a Code of Conduct to provide a set of guiding principles which must be observed by all Directors, senior executives and employees of iQ3Corp.</p> <p>A copy of the Code of Conduct is available on iQ3Corp website.</p>
<p><b>Recommendation 3.3</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Yes	<p>iQ3Corp has a whistleblower policy. It is located at the Company’s Human Resources Information System (HRIS). All members of staff and Directors must update themselves by refreshing themselves of the contents of this policy. It is also on the Company’s website within the corporate governance section.</p> <p>The Board insists that it be informed of any incidents that may fall under this policy.</p> <p>The Board also insists that the whistleblowing provisions enacted in the policy are adhered to protect any staff member or Board member who makes a 'protected disclosure' of information, from being dismissed or penalised by the company because of the disclosure.</p>
<p><b>Recommendation 3.4</b></p> <p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	Yes	<p>iQ3Corp has an anti-bribery and corruption policy. It is located at the Company’s Human Resources Information System (HRIS). All members of staff and Directors must update themselves by refreshing themselves of the contents of this policy. It is also on the Company’s website within the corporate governance section.</p> <p>The Board insists that it be informed of any incidents that may fall under this policy.</p> <p>Under the Anti-bribery and Corruption Policy, all Company Personnel must report any actual or suspected improper conduct or other violation of this Policy to the relevant person identified in this Policy, being the Board or the Company Secretary.</p>
<p><b>Principle 4: Safeguard integrity in corporate reporting</b></p> <p><i>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</i></p>		
<p><b>Recommendation 4.1</b></p> <p>The board of a listed entity should:</p> <p>a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p>	No – Refer Comments	<p>The Board has established an Audit and Risk Committee (<b>A&amp;R Committee</b>) to provide assistance to the Board and has adopted a formal Charter for the Committee. A copy of the Committee’s Charter is available on iQ3Corp website. The A&amp;R Committee is currently comprised of Mr George Syrmalis, Ms Lei Xu and Mr Peter Mercouris. Mr Syrmalis is the Chairman of the A&amp;R Committee and is not considered by the Board to be an independent Director.</p> <p>Accordingly, the A&amp;R Committee does not have a majority of independent Directors and, therefore, does not comply with Recommendation 4.1. The Board, however, considers that the size of the A&amp;R Committee is</p>

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<p>(ii) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		<p>generally appropriate with regards to the size and complexity of the business and that the appointment of a majority of independent members will achieve an equally compliant outcome.</p> <p>During the subsequent reporting period, the Board will consider whether it is necessary or appropriate to make a further appointment to the A&amp;R Committee.</p> <p>The qualifications and experience of the members of the A&amp;R Committee, the number of times the Committee has met and the respective member attendees during the reporting period are disclosed in the Annual Report.</p>
<p><b>Recommendation 4.2</b></p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p style="text-align: center;">Yes</p>	<p>Prior to the financial statements for a financial year being presented to the Board for their approval, and in addition to the role of the A&amp;R Committee in reviewing and reporting on the financial statements, the CEO and CFO provide the Board with a declaration that, in their opinion, the financial records of iQ3Corp have been properly maintained in accordance with the Corporations Act and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of iQ3Corp. Such opinion is formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>
<p><b>Recommendation 4.3</b></p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p style="text-align: center;">Yes</p>	<p>The Auditor is invited to attend each Annual General Meeting of iQ3Corp to be available to answer shareholder questions about the conduct of the audit and preparation and content of the Auditor's Report.</p>
<p><b>Principle 5: Make timely and balanced disclosure</b></p> <p><i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p>		

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<p><b>Recommendation 5.1</b></p> <p>a) A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>Yes</p>	<p>iQ3Corp has adopted a Continuous Disclosure Policy to ensure that iQ3Corp effectively discharges its disclosure obligations in compliance with the Listing Rules in order to keep the market informed of events and developments relating to iQ3Corp and its affairs.</p> <p>iQ3Corp Continuous Disclosure Policy is available on iQ3Corp’s website.</p>
<p><b>Recommendation 5.2</b></p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>Yes</p>	<p>Under the Company’s Board Charter, the Board is responsible for overseeing the continuous disclosure process to ensure timely and balanced disclosures and ensuring that the Company has an effective process for communicating with shareholders, other stakeholders and the public.</p> <p>This forms part of iQ3Corp’s Continuous Disclosure Policy which is available on iQ3Corp’s website.</p>
<p><b>Recommendation 5.3</b></p> <p>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	<p>Yes</p>	<p>Under the Company’s Continuous Disclosure and Communications Policy, any materials distributed at analyst and media briefings will be lodged with the ASX at the time of the briefing, and at investor meetings, the Company will not disclose any information that a reasonable person might regard as being price sensitive unless such information has previously been released to the market through the ASX or is otherwise already on the public domain.</p>
<p><b>Principle 6: Respect the rights of security holders</b></p> <p><i>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</i></p>		
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Yes</p>	<p>The iQ3Corp website contains information about iQ3Corp which may assist an investor in making an informed decision about iQ3Corp.</p> <p>iQ3Corp’s website includes information regarding its governance and relevant policies: <a href="http://www.iq3corp.com/corporate-governance/">http://www.iq3corp.com/corporate-governance/</a>.</p>
<p><b>Recommendation 6.2</b></p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>Yes</p>	<p>iQ3Corp has established a formal Shareholder Communications Strategy and takes appropriate measures to keep shareholders informed about its activities.</p> <p>iQ3Corp communicates with its shareholders through its annual report, disclosures to the ASX, at the Annual General Meeting (<b>AGM</b>) and via iQ3Corp’s website. In addition, shareholders have the opportunity to elect to receive relevant documentation electronically from iQ3Corp, via iQ3Corp’s Registry and can communicate with iQ3Corp via email.</p> <p>Through various means of communication, iQ3Corp aims to provide shareholders with a clear and balanced understanding of the aims and objectives of iQ3Corp. Copies of all relevant corporate governance documents relating to iQ3Corp can be found in the corporate governance section of iQ3Corp’s website.</p> <p>All shareholders have the opportunity to attend the AGM and submit questions.</p>



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<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>Yes</p>	<p>Shareholders are encouraged to attend and participate at general meetings. Accordingly, the Board will ensure that meetings are held during normal business hours and at a location considered to be most convenient for the greatest possible number of shareholders to attend. The full text of notices and accompanying materials will be included on iQ3Corp’s website. Information will be presented in a clear and concise manner and designed to provide shareholders and the market with full and accurate information.</p> <p>At the AGM, the Chairman followed the process of addressing any relevant questions from shareholders. In addition, iQ3Corp ensured that iQ3Corp’s auditor attended the AGM or other meetings of iQ3Corp and shareholders were afforded the opportunity of asking iQ3Corp’s Auditor questions regarding the conduct and content of the audit.</p>
<p><b>Recommendation 6.4</b></p> <p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	<p>Yes</p>	<p>The Company’s Constitution states that a poll may be demanded by the Chairman at any time or by five or more Shareholders entitled to vote on the resolution.</p> <p>The Company’s Constitution also provides that the Chairperson has charge of the general conduct of a general meeting of Shareholders and may require adoption of any procedure which is in the Chairman’s opinion necessary or desirable, including the proper and orderly casting or recording of votes at the general meeting of Shareholders.</p> <p>The Company considers that these requirements adequately protect the interests of the shareholders.</p>
<p><b>Recommendation 6.5</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>Yes</p>	<p>iQ3Corp encourages its shareholders to receive communications from it and its share registry electronically, via the ASX platform and its website: <a href="http://www.iq3corp.com/corporate-governance/">http://www.iq3corp.com/corporate-governance/</a>.</p>
<p><b>Principle 7: Recognise and manage risk</b> <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p>		
<p><b>Recommendation 7.1</b></p> <p>The board of a listed entity should:</p> <p>a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, and disclose</li> <li>(iii) the charter of the committee</li> <li>(iv) the members of the committee; and</li> <li>(v) as at the end of each reporting period, the number</li> </ul>	<p>No – Refer Comments</p>	<p>The Board has overall responsibility of ensuring that there is a sound system of risk management and internal controls across the business. Due to the size of iQ3Corp and scale of operations of its business, iQ3Corp does not have a separate Risk Committee, but rather a combined Audit and Risk Committee (<b>A&amp;R Committee</b>).</p> <p>The Board has delegated responsibility for the identification, assessment and management of risks relating of both ’s internal and external controls to ’s Audit and Risk Committee.</p> <p>See item 4.1 for details of the composition of the Audit and Risk Committee.</p> <p>The number of times the Committee has met and attendance by members during the reporting period is disclosed in iQ3Corp Annual Report.</p> <p>The Board considers this to be an appropriate alternative to the requirements for a majority of independent Directors on the Audit and Risk Committee considering the size and complexity of the business.</p>

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<p>of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework</p>		
<p><b>Recommendation 7.2</b></p> <p>The board or a committee of the board should:</p> <p>a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p style="text-align: center;">Yes</p>	<p>The Board of iQ3Corp retains overall responsibility of iQ3Corp's Risk Management framework with the assistance of the Audit &amp; Risk Committee. It understands that the management of risk is a continuous process and an integral part of good business management and corporate governance. iQ3Corp operates within the services sector, and is therefore exposed to a range of risks, which include (but are not limited to) market, operational, regulatory and reputational risks.</p> <p>The Audit &amp; Risk Committee is responsible for the co-ordination and continued improvement of the Risk Management Framework. The Risk Management Framework has been designed to allow the Board to oversee the risk management process with assistance from the Audit &amp; Risk Committee and management. The Board is responsible for setting iQ3Corp's risk appetite and ensures that it regularly reviews the risk profile for the business.</p> <p>During the reporting period the Audit &amp; Risk Committee has considered and reported to the Board on a review of iQ3Corp's Risk Management Framework. Both the Audit &amp; Risk Committee and the Board is satisfied that the Risk Management Framework in place in respect of iQ3Corp is sound.</p>
<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <p>a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p style="text-align: center;">Yes</p>	<p>iQ3Corp does not at this time have an internal audit function. At present iQ3Corp has comprehensive processes in place for evaluating and continually improving the effectiveness of its Risk Management Framework and its internal Financial Control Process. See Recommendation 7.2 above for further details.</p> <p>The Board has overall responsibility for the Risk Management Framework including receiving regular reports from the Audit &amp; Risk Committee on the risk profile of iQ3Corp. The Audit &amp; Risk Committee provides assistance to the Board to fulfil its oversight responsibility for risk management.</p> <p>During the reporting period, the Audit &amp; Risk Committee has considered and reported to the Board on a review of iQ3Corp's Risk Management Framework. Both the Audit &amp; Risk Committee and the Board are satisfied that the Risk Management Framework in place in respect of iQ3Corp is sound.</p> <p>The Board receives an annual assurance from the Chief Executive Officer and the Chief Financial Officer that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system</p>

		of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.
<p><b>Recommendation 7.4</b></p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Board does not believe that iQ3Corp has any material exposure to economic, environmental and social sustainability risk that it has not mitigated to the extent reasonably practicable.</p> <p>The Board is responsible for managing the risks iQ3Corp is subject to. See Recommendations 7.2 and 7.3 for further details on general risk management.</p> <p>iQ3Corp is exposed to ordinary business and economic risks in the ordinary course of business.</p>
<p><b>Principle 8: Remunerate fairly and responsibly</b></p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.</i></p>		
<p><b>Recommendation 8.1</b></p> <p>The board of a listed entity should:</p> <p>a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose</p> <p>(iii) the charter of the committee</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	No – Refer Comments	<p>The Board has established a combined Remuneration and Nomination Committee (<b>R&amp;N Committee</b>) to assist and advise it on remuneration and recruitment policies and practices (refer to Recommendation 2.1).</p> <p>A copy of the Committee’s Charter is available on iQ3Corp website. The R&amp;N Committee is currently comprised of Mr George Syrmalis, Ms Lei Xu and Mr Peter Mercouris. Mr Mercouris is considered by the Board to be an independent Director. Mr Syrmalis and Ms Xu are not independent directors. Mr Syrmalis is the Chairman of the R&amp;N Committee and is not considered by the Board to be an independent Director. Accordingly, the R&amp;N Committee does not have a majority of independent Directors and, therefore, does not comply with Recommendation 8.1. The Board does, however, consider that the size of the R&amp;N Committee is generally appropriate with regards to the size and complexity of the business and that the appointment of a majority of independent members will achieve an equally compliant outcome.</p> <p>During the subsequent reporting period, the Board will consider whether it is necessary or appropriate to make a further appointment to the R&amp;N Committee.</p> <p>The qualifications and experience of the members of the R&amp;N Committee, the number of times the Committee has met and the respective member attendees during the reporting period are disclosed in the Annual Report.</p>

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<p><b>Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>Yes</p>	<p>Details of the remuneration practices and the level of remuneration paid to Directors and Key Management Personnel is set out in the Remuneration Report found in iQ3Corp's Annual Report.</p>
<p><b>Recommendation 8.3</b></p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>a) Have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>b) Disclose that policy or a summary of it.</p>	<p>No – Refer Comments</p>	<p>iQ3Corp has in place an equity-based Employee Share Plan, a copy of which was lodged with the ASX on 14 May 2015. In addition, a summary of the terms of the Plan were detailed in iQ3Corp's prospectus dated 14 May 2015. Pursuant to iQ3Corp's Security Trading Policy (a copy of which was lodged with the ASX on 14 May 2015), Directors and key management personnel holding shares under the Employee Share Plan may not deal (including sell, create a security interest in or otherwise dispose of) with those securities without the prior written consent of iQ3Corp.</p> <p>iQ3Corp has no policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.</p>
<p><b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b></p>		
<p><b>Recommendation 9.1</b></p> <p>A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.</p>	<p>Not applicable</p>	<p>This recommendation does not apply to iQ3Corp in this instance.</p>
<p><b>Recommendation 9.2</b></p> <p>A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	<p>Not applicable</p>	<p>This recommendation does not apply to iQ3Corp in this instance as the entity is an Australian domiciled entity.</p>
<p><b>Recommendation 9.3</b></p> <p>A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>Not applicable</p>	<p>This recommendation does not apply to iQ3Corp in this instance as the entity is an Australian domiciled entity.</p>

**ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES**

*Alternative to Recommendation 1.1 for externally managed listed entities:*

The responsible entity of an externally managed listed entity should disclose:

- (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and
- (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.

Not applicable

This recommendation does not apply to iQ3Corp in this instance as the entity is an Australian domiciled entity.