

K-TIG Limited

Corporate Governance Statement

ASX Principles of Corporate Governance

The Board is responsible for establishing the Company's corporate governance framework, the key features of which are set out below. The Board has referred to the 4th edition of the ASX Corporate Governance Councils' Corporate Governance Principles and Recommendations.

ASX Listing Rule 4.10.3 requires ASX listed companies to report on the extent to which they have followed the Corporate Governance Principles and Recommendations ("ASX Principles") 4th Edition released by the ASX Corporate Governance Council. The ASX Principles require the Board to consider carefully the development and adoption of appropriate corporate governance policies and practices founded on the ASX Principles.

Compliance with ASX Principles of Corporate Governance

The Company's corporate governance practices comply in all material respects with the ASX Principles unless otherwise stated.

As the Company's activities develop in size, nature and scope the implementation of additional corporate governance structures will be given further consideration.

Details of the Company's compliance with the ASX Principles are set out below. Copies of corporate governance policies are accessible on the Company's website at <https://www.k-tig.com/investors#governance>.

The Corporate Governance Statement is accurate and up to date as at 30 August 2022 and has been approved by the board on 30 August 2022.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

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.

Recommendation 1.1: *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.*

The Company has established the functions reserved to the Board and has set out these functions in its Board Charter. The Board is responsible for oversight of management and the overall corporate governance of the Company including its strategic direction, establishing goals for management and monitoring the achievement of those goals, monitoring systems of risk management and internal control, codes of conduct and legal compliance.

Recommendation 1.2: *A listed entity should:*

- (a) Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and*
- (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.*

The Board has adopted a Nomination Committee to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures (see Recommendation 2.1, below). The Nomination Committee is responsible for conducting the appropriate checks prior to the appointment of a person as a director of the Company or prior to putting forward to security holders a new candidate for election as a director.

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These processes are governed by the Company's Nomination Committee Charter. Checks undertaken may include checks as to the person's character, experience, education, criminal record and bankruptcy history.

Material information relevant to a decision on whether or not to elect or re-elect a director is provided to security holders in all Notices of Meeting which contain director election or re-election resolutions.

Recommendation 1.3: *A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.*

Appointment terms of the Company's directors and senior executives are summarised in written agreements.

Recommendation 1.4: *The company secretary of a listed entity should be accountable to the board through the chair, on all matters to do with the proper functioning of the board.*

The Company's Secretary is accountable to the Company's Board through the chair, ensuring the Company's Board receives adequate support to function properly.

Recommendation 1.5: *A listed entity should:*

(a) *Have a diversity policy in place which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;*

(b) *Disclose that policy or a summary of it; and*

(c) *Disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:*

(1) *The respective proportions of men and women on the board, in senior executive positions and across the whole*

organisation (including how the entity has defined "senior executive" for these purposes); or

(2) *If the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender*

Equality Indicators," as defined in and published under that Act.

The Company has adopted a Diversity Policy which can be viewed on the Company Website. Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. The Company is committed to diversity and recognises the benefits arising from employee and board diversity.

The Diversity Policy outlines the requirements for the Board to develop objectives for achieving diversity, and annually assess both the objectives and the progress in achieving those objectives. To assist in fostering diversity, the policy includes the requirement for the Company to take diversity of background into account (in addition to candidates' skills and experience in a variety of the specified fields) when selecting new directors, senior management and employees.

The Board is responsible for monitoring Company performance in meeting the Diversity Policy requirements and achieving these objectives in the future as director and senior executive positions become vacant and appropriately qualified candidates become available.

The total proportion of men and women on the Board, in senior management positions of the Company and its subsidiaries, and across the whole organisation as at 24 August 2022 is listed below:

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Category	Men	Women
Board ¹	6	2
Senior Management ²	-	-
Whole Organisation ³	23	5

¹ includes the Company Secretary of K-TIG Limited.

² other than the Board disclosed separately, there are no other key management personnel in accordance with the Annual Report.

³ does not include board and senior management positions disclosed above.

The Group has not disclosed in this Corporate Governance Statement its measurable objectives for achieving gender diversity and therefore has not complied with recommendation 1.5(a) of the Corporate Governance Principles and Recommendations. The Board will review this position on an annual basis and will implement measurable objectives for increasing diversity as and when the Directors find them to be in the Company's best interests.

Recommendation 1.6: *A listed entity should:*

- (a) *Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*
- (b) *Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

As part of the annual review of the performance of the Board, the appropriate size, composition and terms and conditions of appointment to and retirement from the Board are considered pursuant to the Company's Performance Evaluation Policy. The level of remuneration for Non-Executive Directors is considered with regard to practices of other public companies and the aggregate amount of fees approved by shareholders.

The Board also reviews the appropriate criteria for Board membership collectively. The Board has established processes to review its own performance and the performance of individual directors (including the Managing Director("MD"/)Chief Executive Officer (the "CEO")) and any committees of the Board, annually. The Board continually evaluates the composition and performance of the Board. The formal performance evaluation review of its performance and the performance of its committees and individual directors is currently being conducted.

Recommendation 1.7: *A listed entity should:*

- (a) *Have and disclose a process for periodically evaluating the performance of its senior executives; and*
- (b) *Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

The MD/CEO is responsible for assessing the performance of the key executives within the Company and its operating subsidiary. The Company has implemented a process whereby annual and quarterly priorities and key performance indicators ("KPIs") are established for each key executive and their department. These priorities and KPIs are continuously reviewed in regular formal meetings with the MD/CEO and the other executives, which take place on a weekly, monthly, quarterly and annual basis. Each executive's performance is accordingly regularly evaluated against these priorities and KPIs, examining the effectiveness and results of their contribution and to identify areas of potential improvement. The formal performance evaluation review of its senior executives is currently being conducted.

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PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.

Recommendation 2.1: *The board of a listed entity should:*

- (a) *Have a nomination committee which:*
 - (1) *Has at least three members, a majority of whom are independent directors; and*
 - (2) *Is chaired by an independent director, and disclose:*
 - (3) *The charter of the committee;*
 - (4) *The members of the committee; and*
 - (5) *As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*
- (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.*

The Company does not have a separate nomination committee (the “**Nomination Committee**”) as that role is assumed by the full Board. The duties of the full Board in its capacity as a nomination committee are set out in the Company’s Nomination Committee charter.

Pursuant to the Nomination Committee Charter, the Nomination Committee shall consist of three or more directors. A majority of the members of the Nomination Committee shall be independent in accordance with all applicable corporate and securities laws and stock exchange listing standards and policies. Currently, majority of the members of the Nomination Committee are independent. Stuart Carmichael is the chair. Mr. Carmichael is considered to be an “independent” Director.

During the 2022 Financial Year, the Nomination Committee did not meet separately as a committee, other than during regular Board meetings.

Recommendation 2.2: *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.*

Gaps in the collective skills of the Board are regularly reviewed as part of the Remuneration and Nomination Charters, with the Remuneration and Nomination Committee proposing candidates for directorships for consideration by the Board having regard to the desired skills and experience required by the Company as well as the proposed candidates’ diversity of background.

The Board considers that the composition of the existing Board is appropriate given the scope and size of the Company’s operations and the skills matrix of the existing Board members. The skills matrix reflects the Board’s objective to have an appropriate mix of industry and professional experience including skills such as leadership, governance, strategy, finance, capital markets, risk, IT, policy and business development and international business and commercialisation.

The skills, experience and expertise of each of the Company’s Directors are set out in the Directors’ Report of the Annual Report.

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Recommendation 2.3: *A listed entity should disclose:*

- (a) *The names of the directors considered by the board to be independent directors;*
- (b) *If a director has an interest, position, association or relationship that might cause doubts about their independence as a director but the board is of the opinion that their independence isn't compromised, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and*
- (c) *The length of service of each director.*

The names of the Directors as at the end of the 2022 Financial Year, their length of service and status as independent (in the reasonably opinion of the Board) is set out below:

Director	Date of Appointment	Whether Considered Independent
Stuart Carmichael	30 June 2017	Non-executive Chairman and considered independent.
Syed Basar Shueb	30 September 2019	Non-executive Director and not considered independent as he is a related party of a substantial holder.
Adrian Smith	Non-executive Director from 20 February 2020 to 28 July 2020 Executive Director from 28 July 2020 to 1 November 2020 Managing Director from 1 November 2020 to date.	Managing Director and not considered independent as he performs an executive role.
Anthony McIntosh	23 June 2020	Non-executive Director and considered independent.
Trish White	1 December 2021	Non-executive Director and considered independent.
David Acton	1 December 2021	Non-executive Director and considered independent.
Darryl Abotomey	4 April 2022	Non-executive Director and considered independent.

Director independence is ascertained by the Board in accordance with all applicable corporate and securities laws and stock exchange listing standards and policies.

Recommendation 2.4: *A majority of the board of a listed entity should be independent directors.*

A majority of Board members are considered to be independent Directors.

Recommendation 2.5: *The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.*

The Chairman of the Board was considered to be independent and is not the CEO of the Company.

Recommendation 2.6: *A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.*

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The Company has established Performance Evaluation Practices to establish review processes relating to the performance of the Board. Professional development opportunities and induction procedures are considered on an individual director basis, with opportunities provided to individual directors where appropriate.

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

A listed entity should act ethically and responsibly.

Recommendation 3.1: *A listed entity should:*

- (a) *Have a code of conduct for its directors, senior executives and employees; and*
- (b) *Disclose that code or a summary of it.*

The Company recognises the importance of establishing and maintaining high ethical standards in conducting its business and is committed to increasing shareholder value in conjunction with fulfilling its responsibilities as a good corporate citizen. All directors, managers and employees are expected to act with the utmost integrity, honesty and objectivity, striving at all times to enhance the reputation and performance of the Company. The Company has established a Code of Conduct which can be viewed on the Company Website. This code of conduct aims to encourage the appropriate standards of conduct and behaviour of the directors, officers, employees and contractors of the Company. Breaches of the Code of Conduct are required to be reported on a timely basis in accordance with the reporting requirements set out therein.

Recommendation 3.2: *A listed entity should:*

- (a) *have and disclose a code of conduct for its directors, senior executives and employees; and*
- (b) *ensure that the board or a committee of the board is informed of any material breaches of that code.*

The Company is committed to promoting good corporate conduct grounded by strong ethics and responsibility. The Company has established a Code of Conduct (Code), which addresses matters relevant to the Company's legal and ethical obligations to its stakeholders. It may be amended from time to time by the Board.

The Code applies to all Directors, employees, contractors and officers of the Company. The Code will be formally reviewed by the Board each year

Recommendation 3.3: *A listed entity should:*

- (a) *have and disclose a whistleblower policy; and*
- (b) *ensure that the board or a committee of the board is informed of any material incidents reported under that policy.*

The Company has adopted a Whistleblower Policy which aims to encourage reporting of violations (or suspected violations) of the Company's Code of Conduct, or material legal or regulatory obligations, and to provide effective protection from victimisation and retaliation or dismissal to those reporting by implementing systems for confidentiality, anonymity and report handling.

Everyone working for the Company are expected to understand and comply with it. Complaints made under the Whistleblower Policy which are regarded as serious and warrant investigation by the Responsible Officer are investigated as set out in the Policy. The Board is informed of material breaches or incidents reported under the Whistleblower Policy and the Board periodically reviews and makes changes to the Policy.

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Recommendation 3.4: *A listed entity should:*

- (a) have and disclose an anti-bribery and corruption policy; and*
- (b) ensure that the board or committee of the board is informed of any material breaches of that policy.*

The Company has an Anti-Bribery & Anti-Corruption Policy that applies to its employees, Directors, contractors, consultants, third parties and other persons associated with the Company's business operations.

All Company policies are aimed at conducting business that is fair, honestly, transparently, with integrity and in compliance with the law in all jurisdictions in which it operates. Acknowledging the potential for reputational damage if the Company is, or is alleged to be, involved in bribery or corruption, the Policy addresses:

- what may be deemed as forms of bribery and corruption;
- encourages a robust culture of integrity, transparency and compliance, which is critical to long term success and value preservation in the business;
- aims to safeguard and make transparent relationships with external parties in the context of receiving and giving hospitality, gifts and other financial benefits for legitimate purposes consistent with normal business practice; and
- prohibits bribes and improper payments, and places appropriate controls on gifts and donations.

Employees are trained in the policy and are responsible for reporting actual or suspected breaches of the Policy. All safeguards in terms of confidentiality, anonymity, ongoing support and protection in that Policy will apply in these circumstances. Any material breaches of the Anti-Bribery & Anti-Corruption Policy are reported to the Board. The Board periodically reviews and makes changes to the Policy.

PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.

Recommendation 4.1: *The board of a listed entity should:*

- (a) Have an audit committee which:*
 - (1) Has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and*
 - (2) Is chaired by an independent director, who is not the chair of the board, and disclose:*
 - (3) The charter of the committee;*
 - (4) The relevant qualifications and experience of the members of the committee; and*
 - (5) In relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*
- (b) If it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.*

The Company does not have a separate audit committee (the “**Audit Committee**”) as that role is assumed by the full Board. The full Board in its capacity as the Audit Committee is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence of the external auditors. The duties of the full Board in its capacity as the audit committee are set out in the Company's Audit Committee charter.

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Pursuant to the Audit Committee Charter, the Audit Committee shall consist of three or more directors. Each member of the Audit Committee shall be independent in accordance with all applicable corporate and securities laws and stock exchange listing standards and policies. Each member of the Audit Committee must be financially literate, as this term is defined under Canadian National Instrument 52-110 - Audit Committees.

The audit committee function was performed by the Board as a whole. As at the end of the most recently completed financial period, the members of the Company's audit committee were:

Member	Independence(1)	Financial Literacy(2)
Stuart Carmichael	Independent	Financially literate
Syed Basar Shueb	Not independent	Financially literate
Adrian Smith	Not independent	Financially literate
Anthony McIntosh	Independent	Financially literate
Trish White	Independent	Financially literate
David Acton	Independent	Financially literate
Darryl Abotomey	Independent	Financially literate

Notes:

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company's board of directors, reasonably interfere with the exercise of a member's independent judgement.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Each member of the Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The Board meets on a regular basis and discusses matters normally captured under the terms of reference of an audit committee, being company risk, controls and general and specific financial matters. During the 2022 Financial Year, the Audit Committee did not meet separately as a committee, other than during regular Board meetings.

For details regarding the qualifications and experience of the members of the Audit Committee, see the Annual Report.

Recommendation 4.2: *The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.*

In accordance with Recommendation 4.2 and Section 295A of the Corporations Act 2001 the Board receives a signed declaration from the CFO and CEO (or equivalents) prior to the approval of the Company's financial statements.

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Recommendation 4.3: *A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.*

Any periodic corporate report is first prepared by the appropriate executive and financial officers of the Company and forwarded to the Board and Company Secretary for review, comments and approval prior to lodging with the ASX.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

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.

Recommendation 5.1: *A listed entity should:*

- (a) Have a written policy for complying with its continuous disclosure obligations under the Listing Rules;*
- and*
- (b) Disclose that policy or a summary of it.*

The Company has established policies and procedures to ensure timely disclosure of all material matters and ensure that investors have access to information on financial performance. This ensures the Company is compliant with the information disclosure requirements under the ASX Listing Rules. The policies and procedures include a Continuous Disclosure Policy that includes identification of matters that may have a material impact on the price of the Company's securities, notifying them to the ASX and posting relevant information on the Company Website.

The MD/CEO and the Company Secretary have been appointed as the Company's disclosure officers responsible for implementing and administering the Continuous Disclosure Policy. The disclosure officers are responsible for all communication with any applicable stock exchanges, including the ASX, and for making decisions on what should be disclosed publicly under the Continuous Disclosure Policy.

A copy of the Continuous Disclosure Policy is available on the Company Website. The Board receives regular reports on the status of the Company's activities and any new proposed activities. Disclosure is reviewed as a routine agenda item at Board meetings.

Recommendation 5.2: *A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.*

Any announcement is first prepared by the appropriate executive officer of the Company and forwarded to the Board and Company Secretary for review, comments and approval prior to lodging with the ASX.

Recommendation 5.3: *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.*

The Company lodges all presentations prior to any meeting with analysts. From time to time the Company will provide a Company Update which is lodged on the ASX platform ahead of the commencement of trading hours where possible.

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PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

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.

Recommendation 6.1: *A listed entity should provide information about itself and its governance to investors via its website.*

In line with adherence to the continuous disclosure requirements of the ASX, all shareholders are kept informed of major developments affecting the Company. This disclosure is through regular shareholder communications including the Annual Report, Half Yearly Report, Quarterly Reports, the Company Website and the distributions of specific releases covering major transactions and events or other price sensitive information.

The Company values its relationship with shareholders and understands the importance of communication with them in accordance with the requirements of the ASX and applicable Canadian securities laws. To keep shareholders informed, the Company maintains a website at <https://www.k-tig.com/investors#governance>.

Recommendation 6.2: *A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.*

The Company has formulated a Shareholders Communication Policy which can be viewed on the Company Website.

Recommendation 6.3: *A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.*

Shareholders are encouraged to participate at all Annual General Meetings and other General Meetings of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting. The meetings shall also be conducted to allow questions and feedback to the Board and management of the Company.

Recommendation 6.4: *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.*

Decisions on all substantive resolutions at general meetings of the Company will be decided by a poll to ensure the true will of Shareholders is ascertained (rather than by a show of hands, which is inconsistent with the "one security one vote" principle in the ASX Listing Rules).

Recommendation 6.5: *A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.*

The Company encourages the use of electronic communication and offers security holders the option to receive and send electronic communication to the Company and its share registry where possible.

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PRINCIPLE 7: RECOGNISE AND MANAGE RISK

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

Recommendation 7.1: *The board of a listed entity should:*

- (a) *Have a committee or committees to oversee risk, each of which:*
 - (1) *Has at least three members, a majority of whom are independent directors; and*
 - (2) *Is chaired by an independent director, and disclose:*
 - (3) *The charter of the committee;*
 - (4) *The members of the committee; and*
 - (5) *As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*
- (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.*

The Company does not have a risk committee as that role is assumed by the full Board. The Board oversees an ongoing assessment of the Company's effectiveness of risk management and internal compliance and control. The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required by the Board to report back (at least annually) on the efficiency and effectiveness of risk management, inter alia, by benchmarking the Company's performance against industry standards.

The risk profile of the Company contains both financial and non-financial factors including but not limited to political, social, economic and environmental risks. Consideration will be given to whether the Company has a material exposure to any of these risks. To mitigate/manage these risks, the Company has in place a broad range of risk management policies and procedures including competent management in all disciplines, an experienced Board, regular Board meetings, six monthly financial audits, rigorous appraisal of new investments and advisers familiar with the Company. A copy of the Company's Risk Management Policy, can be viewed on the Company Website.

Currently, majority of the members of the Nomination Committee are independent. Stuart Carmichael is the chair. Mr. Carmichael is considered to be an "independent" Director. During the 2022 Financial Year, the Risk Committee did not meet separately as a committee, other than during regular Board meetings.

Recommendation 7.2: *The board or a committee of the board should:*

- (a) *Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and*
- (b) *Disclose, in relation to each reporting period, whether such a review has taken place.*

The Company does not have a risk committee as that role is assumed by the full Board. The Board is responsible for reviewing the Company's risk management framework. Risk framework reviews may occur more or less frequently than annually as necessitated by changes in the Company and its operating environment. A review of the Company's risks was performed during the as part of regular Board meetings.

Recommendation 7.3: *A listed entity should disclose:*

- (a) *If it has an internal audit function, how the function is structured and what role it performs; or*
- (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 and internal control processes.*

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As set out in Recommendation 7.1, the full Board is responsible for overseeing the establishment and implementation of effective risk management and internal control systems to manage the Company's material business risks and for reviewing and monitoring the Company's application of those systems in line with the Company's Audit Committee Charter.

Recommendation 7.4: *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.*

A summary of material business risks that could affect the Company's financial performance are set out in the Company's Replacement Prospectus dated 15 August 2019 and Annual Report. As set out in Recommendation 7.1, the full Board is responsible for overseeing the establishment and implementation of effective risk management and internal control systems to manage the Company's material business risks and for reviewing and monitoring the Company's application of those systems in line with the Company's Audit Committee Charter.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

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.

Recommendation 8.1: *The board of a listed entity should:*

- (a) *Have a remuneration committee which:*
 - (1) *Has at least three members, a majority of whom are independent directors; and*
 - (2) *Is chaired by an independent director, and disclose:*
 - (3) *The charter of the committee;*
 - (4) *The members of the committee; and*
 - (5) *As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*
- (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.*

The Company does not have a separate remuneration committee (the "**Remuneration Committee**") as that role is assumed by the full Board. The Board undertakes this role with the assistance of any external advice which may be required from time to time. The Board has adopted the Remuneration Committee charter that sets out the roles and responsibilities of the Remuneration Committee, which can be viewed on the Company Website.

Pursuant to the Remuneration Committee Charter, the Remuneration Committee shall consist of three or more directors. A majority of the members of the Remuneration Committee shall be independent in accordance with all applicable corporate and securities laws and stock exchange listing standards and policies. Currently, majority of the members of the Nomination Committee are independent. Stuart Carmichael is the chair. Mr. Carmichael is considered to be an "independent" Director. During the 2022 Financial Year, the Remuneration Committee did not meet separately as a committee, other than during regular Board meetings.

Recommendation 8.2: *A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.*

The Company's policies and practices regarding the remuneration of executive and non-executive directors and other senior executives are disclosed in the Annual Report.



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Recommendation 8.3: *A listed entity which has an equity-based compensation remuneration scheme should:*

- (a) Have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and*
- (b) Disclose that policy or a summary of it.*

The Company has established a Securities Trading Policy which outlines, among other things, when Directors, senior management and other employees of the Company may deal in the Company's securities. This policy also prohibits key management personnel from entering into certain hedging arrangements of the nature referred to in Recommendation 8.3. For further details, refer to the Securities Trading Policy, which is available on the Company Website.