

CORPORATE GOVERNANCE STATEMENT

This statement has been approved by the Board of the Company. The statement has been prepared as at 25 July 2018 with reference to the 3rd Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

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 Board of Directors has been charged by shareholders with overseeing the affairs of the Company to ensure that they are conducted appropriately and in the interests of all shareholders. The Board defines the strategic goals and objectives of the Group, as well as broad issues of policy and establishes an appropriate framework of Corporate Governance within which the Board members and management must operate. The Board reviews and monitors management and the Group's performance. The Board has also taken responsibility for establishing control and accountability systems/processes and for monitoring senior executive performance and implementation of strategy.

The roles and responsibilities of the Board are set out in a Board Charter which is available on the Company's website.

The Board is responsible for the overall direction of the company. The primary goal set by the Board is the enhancement of long term shareholder value. In the pursuit of its stated goal, the Board is responsible for:

- oversight of the company, including its control and accountability systems;
- setting the company's major goals including the strategies and financial objectives to be implemented by management;
- appointing, removing and controlling the CEO or Managing Director;
- ratifying the appointment and, where appropriate, the removal of the Chief Financial Officer and/or Company Secretary;
- input into and final approval of management's development of corporate strategy and performance objectives;
- reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct, and legal compliance;
- monitoring senior management's performance and implementation of strategy, and ensuring appropriate resources are available;
- approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
- approving and monitoring financial and other reporting; and
- corporate governance.

Management is charged with the day to day running and administration of the Company consistent with the objectives and policies as set down by the Board. Within this framework, the Managing Director is directly accountable to the Board for the performance of the management team.

The Board has delegated responsibility to the Managing Director for:

- developing and implementing corporate strategies and making recommendations on significant corporate strategic initiatives;

- maintaining an effective risk management framework and keeping the Board and market fully informed about material risks;
- developing annual budgets, recommending it to the Board for approval and managing day-to-day operations within the budget;
- managing day-to-day operations in accordance with standards for social and ethical practices which have been set by the Board;
- making recommendations for the appointment of senior management, determining terms of appointment, evaluating performance, and developing and maintaining succession plans for senior management roles; and
- approval of capital expenditure and business transactions within predetermined limits set by the Board.

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 whether or not to elect or re-elect a Director.**

The Company does undertake detailed checks before it appoints a person, or puts forward to shareholders a new candidate for election, as a Director. These checks include references as to the person's character, experience and education. The Company does not propose to check criminal records or the bankruptcy history for potential new Board members however may consider such checks where necessary or appropriate in the future.

The Company will include all material information in its possession relevant to a decision whether or not to elect or re-elect a Director in the relevant Notice of Meeting. Information relating to each of the Directors is also provided on the Company's website.

RECOMMENDATION 1.3

A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.

The Company has not established written agreements with each director which set out the terms of their appointment. The appointment of Directors is governed by the relevant provisions of the Company's Constitution.

Directors are not appointed for a fixed term but are, excluding any Managing Director, subject to re-election by shareholders at least every three years in accordance with the Constitution of the Company.

A Director appointed to fill a casual vacancy or as an addition to the Board, only holds office until the next general meeting of shareholders and must then retire. After providing for the foregoing, one-third of the remaining Directors (excluding the Managing Director) must retire at each Annual General Meeting of shareholders.

The Company does maintain written agreements with each of its senior executives which set out the terms of their appointment.

RECOMMENDATION 1.4

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.

The Company Secretary has been appointed on the basis that he will be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.

All Directors of the board have access to the Company Secretary who is appointed by the Board. The Company Secretary reports to the Chairman, in particular to matters relating to corporate governance.

RECOMMENDATION 1.5

A listed entity should:

- (a) have a diversity policy 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.**

Due to the scope and size of the Company's operations, the Board does not have a formal diversity policy.

The Company believes that the promotion of diversity on its Board and within the organisation generally is good practice.

The Board acknowledges the benefits of and will seek to achieve diversity during the process of employment at all levels without detracting from the principal criteria for selection and promotion of people to work within the Company based on merit.

The Board believes that there is no detriment to the Company in not adopting a formal diversity policy or in not setting gender diversity objectives given the current nature and scale of its operations.

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.**

The Company does not have a formal process for evaluating the performance of the board, its committees or individual Directors. The Board has adopted a self-evaluation process to measure its own performance. The Chairman evaluates the performance of each director and the Board evaluates the performance of the Chairman on an ongoing basis. All performance evaluations will be measured against budget, goals and set objectives.

The Board believes that this approach is appropriate given the current nature and scale of the Company's operations.

A Director is expected to resign if the remaining Directors recommend that a Director should not continue in office, but is not obliged to do so.

No formal performance evaluation was undertaken during the reporting period.

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.**

Currently, the Board does not have a formal policy for the evaluation of the performance of its senior executives.

The Board is responsible for monitoring the performance of senior executives with reference to the Company's budgets, goals and set objectives. As the Company expands, the Board intends to establish formal, quantitative and qualitative performance evaluation procedures.

No formal performance evaluation of senior executives was undertaken during the reporting period.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

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**

Due to the small size of the Company and the number of Board members, the Board does not have a formal nomination committee structure. Any new Directors will be selected according to the needs of the Company at that particular time, the composition and the balance of experience on the Board as well as the strategic direction of the Company.

Should the need arise to consider a new Board member, some or all of the Directors will form the committee to consider the selection process and appointment of a new Director.

At each annual general meeting, the following Directors retire:

- i. one third of Directors (excluding the Managing Director or Chief Executive Officer, if he/she is a Director, if any);

- ii. Directors appointed by the Board to fill casual vacancies or otherwise; and
- iii. Directors who have held office for more than three years since the last general meeting at which they were elected.

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.

The Company does not have a formal Board skills matrix which sets out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.

The composition of the Board is reviewed from time to time taking into account the length of service on the Board, age, qualification and experience, any requirements of the Company's constitution, and in light of the needs of the Company and direction of the Company, together with such other criteria considered desirable for composition of a balanced Board and the overall interests of the Company.

Details of each Directors experience and length of service can be found on the Company's website and are reported in the Company's Financial Report on an annual basis.

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 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 opinion; and**
- (c) the length of service of each director.**

Previously Michael Quinn, Elizabeth Hopkins, Andrew Sneddon and Robert Peach were considered to be independent directors. Michael Quinn, Elizabeth Hopkins and Andrew Sneddon each resigned as directors on 4 May 2018 following completion of the acquisition of Amplia Therapeutics Pty Ltd.

Each of Christian Behrenbruch, Warwick Tong, Christopher Burns and Andrew Cooke were appointed to the Board on 4 May 2018 following completion of the acquisition of Amplia Therapeutics Pty Ltd.

Robert Peach and Andrew Cooke are considered by the Board to be independent directors.

The Board has adopted a series of safeguards to ensure that independent judgement is applied when considering the business of the Board:

- (i) Directors are entitled to seek independent professional advice at the Company's expense. Prior written approval of the Chairman is required but this is not unreasonably withheld.
- (ii) Directors having a conflict of interest with an item for discussion by the Board must absent themselves from a Board meeting where such item is being discussed before commencement of discussion on such topic.
- (iii) The independent directors confer on a "needs" basis with the Chairman, if warranted and considered necessary by the independent directors.

The Board considers Non-Executive directors to be independent even if they have minor dealings with the Company, provided they are not a substantial shareholder. Transactions with a value in excess of 5% of the Company's annual operating costs are considered material. A director will not be considered independent if he/she is involved in transactions with the Company that are in excess of this materiality threshold.

Details of each director's experience and length of service can be found on the Company's website and are reported in the Company's Financial Report on an annual basis.

RECOMMENDATION 2.4

A majority of the Board of a listed entity should be independent directors.

Prior to 4 May 2018 the majority of the Board were independent directors. The completion of the Amplia transaction on that date also occasioned a change in the composition of the Innate Board. As at the date of this statement Robert Peach and Andrew Cooke are considered independent directors and accordingly a majority of the Board are not independent directors.

The Company completed the acquisition of the biopharmaceutical company Amplia Therapeutics Pty Ltd on 4 May 2018. As a result of that transaction, the Company is now focussed on accelerating the development of Amplia's Focal Adhesion Kinase inhibiting drug candidates for application in immuno-oncology and other indications. While the majority of the current Board are not independent Directors, the Board believes that it is in strong position to advance this objective of the Company which is in the best interests of all shareholders.

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.

Michael Quinn was the Chairman of the Board up to 4 May 2018. He was an independent Director and not the same person as the CEO.

Dr. Warwick Tong was appointed to the Board on 4 May 2018 and was appointed as Chairman of the Board on 25 May 2018. Dr. Tong is not an independent Director and is not the same person as the CEO.

Dr. Tong has 20 years of international clinical, commercial, and drug development leadership experience in both the pharmaceutical and biotechnology industries and accordingly has particularly relevant expertise and experience to chair the Board.

Although he is not an independent Director, the Board believes that Dr. Tong's leadership will be of significant value to the Company through the clinical development phase of the Focal Adhesion Kinase program acquired from Amplia.

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

The Company has not established a formal program for inducting new Directors however new Directors are provided with all relevant Company policies and procedures.

Directors are encouraged to pursue appropriate professional development opportunities to develop and maintain their skills and knowledge in order to perform their role as Directors effectively.

All Board members have access to professional independent advice at the Company's expense, provided they first obtain the Chairman's approval, with such approval not being withheld unreasonably.

PRINCIPLE 3: 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 has a Code of Conduct and Ethics which applies to all Directors, senior executives and employees and is available on the Company's website.

The Directors, senior executives and employees of the Company are expected to:

- (i) comply fully with the content and spirit of all laws and regulations which govern the operations of the Company;
- (ii) act with high standards of honesty, integrity, fairness and equity;
- (iii) not knowingly participate in any illegal or unethical activity;
- (iv) not enter into any arrangement or participate in any activity that would conflict with the interests of the Company or prejudice the performance of professional duties;
- (v) use the Company's assets responsibly and in the interests of the Company, not take advantage of property, information or position for personal gain or to compete with the Company;
- (vi) to keep non-public information confidential except where disclosure is authorised or legally mandated; and
- (vii) be responsible and accountable for their actions and report any unethical behaviour.

PRINCIPLE 4: SAFEGUARD INTEGRITY IN 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.**

Throughout the year ended 31 March 2018 the Audit Committee was comprised of Andrew Sneddon and Elizabeth Hopkins. Andrew Sneddon and Elizabeth Hopkins resigned as directors on 4 May 2018 following completion of the acquisition of Amplia Therapeutics Pty Ltd. Currently the Audit Committee is comprised of Andrew Cooke and Warwick Tong. Due to the small size of the Company and the number of Board members, the committee is not comprised of three members.

Andrew Cooke acts as Chairman of the audit committee. Mr. Cooke is an independent Director and not the Chair of the Board.

The role of the audit committee is to:

- (i) monitor and review the integrity of the financial reporting of the Company, reviewing significant financial reporting judgments;
- (ii) review the Company's internal financial control system and risk management systems;
- (iii) monitor, review and oversee the external audit function including, matters concerning appointment and remuneration, independence and non-audit services; and
- (iv) perform such other functions as assigned by law or the Company's Constitution.

The audit committee may seek provision of educational information on accounting policies and other financial topics relevant to the Company to assist in fulfilling its duties. Further, the audit committee may seek explanations and additional information from the Company's external auditors, without management present, when required.

When considered necessary or appropriate, the audit committee may conduct or authorise investigations and may retain independent legal, accounting or other advisors.

Other matters relating to the operation and authority of the audit committee are set of in the Audit Committee Charter, which is available on the Company's website.

Details relating to the relevant qualifications and experience of the members of the committee and the number of times the committee met throughout the reporting period and the individual attendances of the members at those meetings are set out on an Annual Basis in the Directors Report contained in the Company's Year End Financial Report which is released to the market and posted on the Company's website.

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.

The Company's Chief Executive Officer and Chief Financial Officer have reported in writing to the Board on a yearly and half-yearly basis confirming that:

- (i) the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards;
- (ii) the Company's financial statements are complete and present a true and fair view, in all material respects, of the financial condition and performance of the Company; and
- (iii) the above statement is founded on a sound system of internal control and risk management which implements the policies adopted by the Board and that the Company's risk management and internal controls are operating effectively in all material respects.

RECOMMENDATION 4.3

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.

The Company's external auditor attends the AGM and is available to answer questions from shareholders relevant to the conduct of the audit.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

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 procedures in place to identify matters that are likely to have a material effect on the price of the Company's securities and to ensure those matters are notified to the Australian Securities Exchange in accordance with its listing rule disclosure requirements.

The distribution of information to the market and media is handled by the Chairman, the Chief Executive Officer or the Company Secretary. The Company Secretary has been nominated as the person responsible for communications with Australian Securities Exchange. This role includes responsibility for compliance with the continuous disclosure requirements of the Australian Securities Exchange Listing Rules and overseeing and coordinating information disclosures to Australian Securities Exchange, analysts, brokers, shareholders the media and the public.

All disclosures to the Australian Securities Exchange will be posted on the Company's website soon after clearance has been received from the Australian Securities Exchange.

The Chief Executive Officer and Company Secretary will monitor information in the marketplace to ensure that a false market does not emerge in the Company's securities.

The Company has a Continuous Disclosure Policy which is available on the Company's website.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

RECOMMENDATION 6.1

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

Information about the Company and its governance are available on the Company's website. The Company's website provides detailed corporate information and has a specific section relating to corporate governance.

RECOMMENDATION 6.2

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

It is the Company's communication policy to communicate with shareholders and other stakeholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions on the operations and results of the Company.

The information will be communicated to the shareholders through:

- (i) continuous disclosure announcements made to the Australian Securities Exchange;
- (ii) posting of financial results and announcements on the Company's website;
- (iii) posting of all results of clinical trials on the Company's website; and
- (iv) the calling of annual general meetings, and other meetings of shareholders, as required, and to obtain approval for Board action, as considered appropriate.

Investors and other stakeholders are invited to subscribe to an email alert facility on the Company's website so that they can receive material announcements which have been released by the Company to the market via an email in a timely manner.

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.

The Company does not have formal policies or process in place to facilitate or encourage participation at shareholder meetings. The Company will despatch a Notice of Meeting and Explanatory Statement to shareholders in accordance with statutory requirements. In addition details of any shareholder meeting will be posted on the Company's website.

At any meeting of shareholders, shareholders will be encouraged to ask questions of the Board of Directors in relation to the matters to be considered at such meeting and where appropriate relating to the operation of the Company.

RECOMMENDATION 6.4

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

The Company provides shareholders with the option to receive communications from, and send communications to, the entity and its security registry electronically.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

RECOMMENDATION 7.1

The Board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:**
 - (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.**

In light of the nature and scale of the Company's operations and activities, formal and informal policies for the oversight and management of the various business risks associated with the Company's activities are conducted at the Board level by all of the Directors.

Responsibility for day to day control and risk management lies with the Directors and the Chief Financial Officer (financial risk). The Board will monitor risks including, but not limited to, compliance with licensing or other regulatory approval requirements, tendering, contracting and development, quality, safety, strategic issues, financial risk, joint venture, accounting and insurance. Any changes in the risk profile for the Company will be communicated to its stakeholders via an announcement to the Australian Securities Exchange.

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.**

There are inherent ongoing risks associated with design, manufacture, trial and commercialisation of medicines. The Board continuously reviews the activities of the Group to identify key business and operational risks and, where possible, will implement policies and procedures to manage such risks.

The Board is provided with regular reporting on the management of operations and the financial condition of the Company aimed at ensuring that risks are identified, assessed and appropriately managed as and when they arise.

No formal review of the Company's risk management framework was undertaken during the year ended 31 March 2018.

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 management and internal control processes.**

In light of the nature and scale of the Company's operations and activities, the Company has not established an internal audit function.

The Board continuously reviews the activities of the Group to identify key business and operational risks and, where appropriate, will implement policies and procedures to address such risks and establish appropriate internal control processes.

The Board is provided with regular reporting on the management of operations and the financial condition of the Company aimed at ensuring that risks are identified, assessed and appropriately managed as and when they arise.

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.

In light of the current nature and scale of the Company's operations its business activities have limited sustainability implications at this stage of its business strategy.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

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 has a Remuneration Committee. The Remuneration Committee Charter is available on the Company's website.

Throughout the year ended 31 March 2018 the Remuneration Committee was comprised of Christopher Collins, Michael Quinn and Robert Peach. Mr. Collins and Mr. Quinn resigned as directors on 4 May 2018 following completion of the acquisition of Amplia Therapeutics Pty Ltd. The Remuneration Committee is currently comprised of Robert Peach, Christian Behrenbruch and Christopher Burns.

Robert Peach is now the Chairman of the Remuneration Committee and is an independent director.

Christian Behrenbruch and Christopher Burns are not regarded as independent directors. Due to the small size of the Company and the number of Board members, the committee is not comprised of a majority of independent Directors.

Details relating to the relevant qualifications and experience of the members of the committee and the number of times the committee met throughout the reporting period and the individual attendances of the members at those meetings are set out on an Annual Basis in the Directors Report contained in the Company's Year End Financial Report which is released to the market and posted on the Company's website.

The primary purpose of the Remuneration Committee is to assist the Board in fulfilling its oversight responsibilities relating to the remuneration of officers, directors, and executives of the Company. The Committee also advises the Board regarding the Company's remuneration philosophies, practices, and procedures and will additionally advise the Board regarding key senior management succession planning.

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.

Directors

- (a) The Non-Executive Directors including the Chairman are eligible to receive a fixed Directors' fee. The maximum aggregate amount of fees which could be paid to Non-Executive Directors is set by the Company in general meeting. The objective of the Company's remuneration policies, processes and practices are to attract and retain appropriately qualified and experienced Directors who will add value by adopting competitive remuneration and reward programmes which are fair and responsible and aligned with shareholder objectives. Remuneration is also determined having regard to how Directors are remunerated for other similar companies, the time spent on the Company's matters and the performance of the Company.

Currently Non-Executive Directors receive Directors Fees of \$20,000 per annum. Christian Behrenbruch and Christopher Burns have elected not to receive or accrue their Directors fees for the time being. The Chairman receives Directors Fees of \$30,000 per annum. Non-Executive Directors will not receive retirement or termination benefits.

Where the amount of Directors Fees are below market benchmarks the Company has (subject to shareholder approval) elected from time to time to grant options to non-executive Directors designed to further align the interests of Directors with those of the Company and its shareholders whilst also preserving the Company's cash resources to achieve its clinical trial objectives. The Board considers the issue of the options to Non-Executive Directors to be an effective means to compensate them more adequately at no cash cost to the Company, allowing it to constrain the levels of fees otherwise payable and to still attract suitably skilled and qualified persons to become and remain members of the Board.

- (b) Simon Wilkinson is the Chief Executive Officer (CEO) of the Company and he is charged with the responsibility of managing the Company's day-to-day operations. Remuneration policies and practices for the CEO are set out below.

Senior Executives

- (a) The objective of the Company's remuneration policies, processes and practices as they relate to senior executives are to attract and retain appropriately qualified and experienced employees who will add value by adopting competitive remuneration and reward programs which are fair and responsible and aligned with shareholder objectives. Remuneration is also determined having regard to how senior executives are remunerated for other similar companies and the performance of the Company.

The Company has (subject to shareholder approval) elected from time to time to grant options to the CEO/Managing Director as part of the overall remuneration package designed to further align the interests of the CEO/Managing Director with those of the Company and its shareholders whilst also preserving the Company's cash resources. The ASX Corporate Governance Council - Corporate Governance Principles and Recommendations recognise that options can be an effective form of remuneration, when they are linked to hurdles that are aligned to the Company's objectives. The Board believes that the granting of options to the CEO is an effective tool to provide an incentive to the CEO and to also promote the interests of the Company and its shareholders.

RECOMMENDATION 8.3

A listed entity which has an equity-based 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 an Employee Share Option Plan (ESOP) which is open to any person who is employed by, or is a director, officer, executive or engaged as a consultant of the Company or any related body corporate of the Company and whom the Remuneration Committee determines is eligible to participate in the Option Plan.

Key management personnel are prohibited from entering into agreements or transactions which operate to limit the economic risk of participating in the ESOP.