Global Geoscience - Corporate Governance Policies

Tuesday, 20 February 2018 – Australian-based lithium-boron mine developer Global Geoscience Limited ("Global" or the "Company") (ASX: GSC) is pleased to provide the following Company policies:

- Code of conduct;
- Disclosure policy;
- Diversity policy;
- Shareholder communications policy;
- Trading policy;
- Audit and Risk Committee Charter; and
- Nomination and Remuneration Committee Charter.

The attached corporate governance policies were approved by the Board on 20 February 2018:

These policies are also available on the Company’s website (www.globalgeo.com.au).

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About Global Geoscience

Global Geoscience Limited (ASX:GSC) is an Australian-based lithium-boron mine developer focused on its 100%-owned Rhyolite Ridge Lithium-Boron Project in Nevada, USA. Rhyolite Ridge is a large, shallow lithium-boron deposit located close to existing infrastructure. It is a unique sedimentary deposit that has many advantages over the brine and pegmatite (spodumene) deposits that currently provide the world’s lithium. The Rhyolite Ridge Pre-Feasibility Study is well under way.

Global Geoscience (www.globalgeo.com.au) is aiming to capitalise on the growing global demand for lithium and boron. Lithium has a wide variety of applications, including pharmaceuticals, lubricants and its main growth market, batteries. Boron is used in glass and ceramics, semiconductors and agriculture. Global Geoscience aims to develop the Rhyolite Ridge Lithium-Boron Project into a strategic, long-life, low-cost supplier of lithium carbonate and boric acid.
Code of conduct

Global Geoscience Limited ACN 098 564 606 (Company)

Adopted by the Board on 20th February 2018
1 Purpose and application

1.1 Purpose of this code

The Company is committed to the highest level of integrity and ethical standards in all business practices, including strict compliance Australia’s state and territory legislation and international anti-corruption and anti-bribery standards. This code of conduct sets out the standards of conduct expected of our business and people, taking into account the Company's legal and other obligations to its stakeholders.

The board of directors of the Company (Board) has endorsed this code. The Board and management believe that the Company’s commitment to this code will maintain the confidence of the Company’s key stakeholders in the Company’s integrity.

1.2 Application of this code

This code applies to all directors of the Board, as well as all officers, employees, contractors, consultants, other persons that act on behalf of the Company, and associates of the Company (for the purpose of this Code, collectively referred to as Personnel).

Personnel are expected at all times to act consistently with this code of conduct, current community standards and in compliance with all relevant law. This code operates in conjunction with all other Company policies and procedures.

It is essential that each Employee is familiar with this code, which is available on the Company’s website.

Suppliers and other interested parties are expected, to the extent possible, to adhere and comply with this code in their dealings with the Company.

2 Our values and commitments

The Company’s core values and commitments are:

- **Integrity** – Acting honestly, with fairness and integrity in all dealings, both internally and externally.
- **Respect** – Respecting all people, their ideas and cultures with our words and actions.
- **Safety** – Providing and maintaining a safe working environment for the protection of the health and safety of the Company’s Personnel and any other persons who visit Company sites, as required by law.

3 Our ethical standards and policies

3.1 Conflicts of interest

A conflict of interest exists where loyalties are divided. For example if you or your relatives or associates have a personal or commercial interest which may interfere, or be perceived to interfere, with the performance of your duties and responsibilities to the Company, making it difficult to perform your role objectively and effectively. It is imperative that you are able to manage a conflict of interest when it arises.

You must act in the best interests of the Company. To safeguard the confidence of the Company’s key stakeholders in the Company’s integrity, it is paramount that you do not allow personal interests or the interests of relatives or associates to conflict with the interests of the Company. You must avoid participating in decisions and activities which may conflict, or be perceived to conflict, with your duties and responsibilities to the Company.
3.2 Financial interests in other businesses and outside memberships

You must not enter into any arrangement or participate in any activity that would conflict with the Company’s best interests or would be likely to negatively affect the Company’s reputation.

You must not be involved in any other company or business or organisation as director, agent, employee or consultant, whether paid or unpaid, if there is a possibility that your personal interests could conflict, or be perceived to conflict, with those of the Company unless you obtain approval first from the Company Secretary or the Board (if you are a director).

If you are involved in a conflict or possible conflict, or become aware of a conflict, you must tell the Company Secretary or the Board (if you are a director) as soon as possible.

3.3 Corporate opportunities, benefits and ownership of work

You must not use Company or customer property, or information, your position or opportunities which arise from these to improperly gain benefit for yourself or for another party or to cause detriment to the Company or its customers.

You have an obligation to avoid all financial, business and other arrangements which may be opposed to the interests of the Company, or which may place you in a competitive position with the Company.

The product of any work performed while you are with the Company, or on behalf of the Company, or using Company property (including all intellectual property rights created in connection with that work) belongs to the Company.

3.4 Anti-bribery and gifts

A number of countries, including Australia, have strict laws against bribery and corruption. The anti-bribery laws of some countries including Australia and the United States can apply to things done in other countries (i.e. wide-reaching extra-territorial effect). We must comply with and uphold all laws against bribery, corruption and related conduct applying to the Company in all the jurisdictions where the Company operates.

Accordingly, the Company has a strict policy not to offer secret commissions or bribes to further its business interests. Depending on the circumstances, facilitation payments may breach anti-bribery laws.

Naturally, you must not accept any money or opportunity or other benefit which could be interpreted as an inducement, secret commission or bribe. Care must be exercised in accepting hospitality, entertainment or gifts over and above that required for the normal conduct of business or which may compromise your impartiality.

We are committed to adopting effective systems to counter bribery and related improper conduct and to monitoring and enforcing these systems. From time to time, we may issue further guidance regarding what is acceptable in the normal course, what you can do with Board approval and what is prohibited.

You may also seek further information or clarification from the Company Secretary, legal counsel, the Board (if you are a director) or other relevant advisor.

3.5 Politicians, government officials and lobbying

All dealings with politicians and government officials which relate to the Company and its business activities must be conducted at arm’s length and with the utmost professionalism, to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

You must not make any donation or other financial contribution to any political party or candidate for an election or sponsor any organisations (other than in a purely personal capacity) without seeking and obtaining prior approval from the Company Secretary. Under this Code, all payments to government officials to secure an advantage, including payments to expedite or secure the performance of routine action, are prohibited.
Without specific authorisation from the Company, you must not engage in any lobbying of political officials, elected or appointed. Lobbying activity generally includes the attempt to persuade such officials to follow a particular course of action or policy or attempts to influence the passage or defeat of legislation and may trigger registration and reporting requirements. In many jurisdictions, the definition of lobbying activity is extended to cover efforts to induce rule making by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other arrangement.

The Company encourages its Personnel to take an active role in government processes. However, any participation in a political process is to be undertaken as an individual and not as a representative of the Company. Do not engage in lobbying activities on behalf of the Company without prior consultation with the Managing Director and Chairman.

3.6 Confidentiality

In the course of the Company’s business, you will have access to business or personal information about the affairs of the Company, its clients, Personnel, suppliers and our business partners. It may include business strategies, competitive analysis, financial plans and forecasts, employee information, supplier information and pricing.

Each of the parties expects the confidential nature of the information they have given in good faith to be respected.

You must keep confidential information acquired while you are with the Company, or acting on behalf of the Company, confidential, even after you leave or cease your engagement with the Company. The Company encourages Personnel to store business records and confidential information securely. Anyone who uses the Company’s systems or has access to the Company information (including access through personal devices such as laptops or mobile devices) shares responsibility for the security of those systems and information and must protect Company property – including data, information and systems – from theft, carelessness, misuse, unauthorised access and vulnerability to cyber attack.

You must not access or request or make improper use of or transfer or disclose confidential information to anyone else except as required by your position or as authorised or legally required. If it inadvertently comes into your possession it should be returned immediately.

If you are required by an authority to provide confidential information which has not been otherwise authorised, you must notify the Company Secretary.

3.7 Privacy

You must respect and safeguard the privacy of personal information held by the Company regarding its clients, suppliers, Personnel and others. If you have access to this information, you must ensure that it is collected, kept, disclosed, handled and used in a manner that complies with the Privacy Act 1998 (Cth), Australian Privacy Principles any other privacy and data protection laws that may apply and the Company Privacy Policy available on the Company’s website.

3.8 Discrimination, bullying, harassment and vilification

The Company is committed to an inclusive, diverse and non-discriminatory workplace and approach to our activities. Diversity not only supports a positive social framework, but also leads to superior organisational performance and culture.

Discrimination, bullying, harassment or vilification in the workplace will not be tolerated by the Company. Any such conduct will be dealt with in accordance with Company policy.

3.9 Health and safety

The Company is committed to ensuring the health and safety of its Personnel and visitors to its sites and any other persons who the Company works with, as required by law. You must comply with the laws and regulations that apply to the Company and its operations.

Company officers have additional due diligence health and safety obligations which they must comply with.

The use of alcohol and drugs may impair performance at work, have an adverse impact on productivity, and can pose a risk to health and safety. To assist with ensuring the safety of
our workplace, the consumption of alcohol, and the use of any prescription drugs which may impair a person’s ability to perform their work, or which pose a risk to their or others’ health and safety, must be strictly in accordance with Company policy.

You must not knowingly participate in any illegal or unethical activity. The Company will not tolerate the use of illegal drugs or improperly used prescription medicine, or alcohol (except for moderate consumption at social events) on Company premises or when performing work for the Company, travelling on behalf of the Company, attending work related functions or activities or conducting business on the Company’s behalf. The possession, use, sale or offering or distribution of illegal drugs or other controlled substances on Company premises or while performing work for the Company, conducting Company business, travelling on behalf of the Company or at work related functions or activities is forbidden.

It is important that we work together to create a safe and healthy workplace. If you know of or suspect any unsafe situations or conditions, please alert the Company Secretary immediately.

3.10 Protection and use of the Company’s assets and property

You must protect the Company’s assets and property (including intellectual property) and ensure that the Company’s assets and property are used only for the benefit of the Company’s business. You must report any suspected or actual theft or fraud to the Company Secretary or any other contact nominated by the Company.

You must not use the Company’s assets or property for personal purposes except in accordance with any Company policy or approved arrangement.

You must return Company assets and property immediately upon request by the Company.

All expenses must be documented and reported in a timely manner.

3.11 Compliance with laws and regulations

The Company is committed to complying with the laws and regulations of the countries in which we operate which relate to the Company.

You must comply with all laws and regulations relating to the Company, including document retention requirements. You must also comply with the technical and ethical requirements of any relevant regulatory or professional body. You must not breach, or omit to do something in breach of, any law or regulation or requirement. All actual or potential breaches must be reported immediately to the company secretary or your manager.

Where local laws or regulations differ from this code, you must apply this code or local requirements, whichever sets the higher standard of behaviour.

Ignorance of the law or having a good intention does not excuse your obligation to comply. You must participate in relevant compliance training programs offered by the Company.

If you are uncertain about the interpretation of any applicable law or regulation or requirement, contact the Company Secretary or a relevant advisor.

3.12 Responsibility to shareholders and the financial community

The Company is committed to providing value to its shareholders and recognising the legitimate interests of other stakeholders. The Company has policies regarding the timely provision of information to its shareholders and other stakeholders including posting information to its website. It has processes to ensure that the accounts and financial information it provides represent a true and fair view of the financial performance and position of the Company.

You must fully cooperate with, and not make any false or misleading statement to, or conceal any relevant information from, the Company’s auditors.

3.13 Insider trading

Insider trading laws prohibit a person in possession of material non-public information relating to a company from dealing in that company’s securities. Insider trading is a serious offence under the Corporations Act.
The Company’s Trading Policy is available on the Company’s website. It provides guidance so that you do not deliberately or inadvertently breach the insider trading laws or the Company’s policy.

3.14 Environmental responsibility
The Company considers both the environmental impacts and benefits of its decisions and business activities. The Company is committed to doing business in an environmentally responsible manner and identifying environmental risks that may arise out of its operations. Employees must abide by all local laws and regulations, and are expected to respect and care for the environment in which the Company operates.

Any Personnel who are aware of, or suspect, an action that is not environmentally responsible or in breach of the applicable laws and regulations, must contact the Company Secretary.

3.15 Whistleblower protection
You are encouraged to report any actual or suspected unethical behaviour including breach of the Company’s codes and policies to the Company Secretary or any other contact nominated by the Company. Matters raised will be investigated.

The Company is committed to ensuring that you can raise concerns in good faith without being disadvantaged in any way to the extent that the law permits.

4 Promoting and publishing this code
The Company and its management will promote this code across the organisation and provide training on the topics it covers.

A copy or summary of this code will be available on the Company’s website. It will be distributed to all directors, employees and other persons as relevant. Key features will be published in the annual report or a link to the code or a summary on the Company's website provided.

5 Breach of this code
The highest standards of corporate conduct are critical to the Company’s success and image. The values and policies in this code are not exhaustive. This code is designed to focus you on particular values identified by the Company as central to its integrity.

Compliance with this code will be monitored and any known or suspected breaches of this code will be investigated. If a breach is found to have occurred, you may face legal or disciplinary action including termination of employment.

6 Administration
6.1 Where can I obtain further information?
The Company has a dedicated person responsible for the administration of this code. At the date of adoption of this code, this is the Company Secretary.

If you require further information or assistance, or are uncertain about the application of this code or the law, please contact the Company Secretary.

6.2 Review of this code
The Board will review this code from time to time. This code may be amended by resolution of the Board.
Disclosure policy

Global Geoscience Limited ACN 098 564 606 (Company)

Adopted by the Board on 20\textsuperscript{th} February 2018
1 Purpose

The Company is committed to regularly communicating with shareholders in a timely, accessible and clear manner with respect to both procedural matters and major issues affecting the Company. To achieve this, the Company communicates with shareholders through a range of forums and publications.

The reference to "shareholder" in this Policy includes holders of shares, options and other securities of the Company.

This policy applies to all directors on the board of the Company (Board), as well as officers, employees and consultants of the Company (for the purposes of this policy, collectively referred to as Personnel).

2 Continuous disclosure obligations

2.1 Disclosure obligations

The Company has adopted a set of procedures and guidelines in relation to its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act 2001 (Cth).

ASX Listing Rule 3.1 requires the Company to immediately disclose to the market any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities. Disclosure is made by making an announcement to ASX.

2.2 Material effect on price or value

Information will be taken to have a material effect on the price or value of the Company's securities if it would be likely to influence investors in deciding whether to buy, hold or sell the Company's securities if the information became public. This type of information is referred to as "material price sensitive" information.

Materiality is assessed using measures appropriate to the Company and having regard to the examples given by ASX in ASX Listing Rule 3.1.

3 Disclosure roles, responsibilities and internal procedures

3.1 Disclosure Committee

The Company has established a Disclosure Committee. At the date of adoption of this policy, the members are the Managing Director and the Company Secretary.

The members of the Disclosure Committee may vary from time to time.

3.2 Role and responsibilities of the Disclosure Committee

The role of the Disclosure Committee is to manage the Company's compliance with its disclosure obligations and this policy. Subject to any directions given by the Board (either generally or in a particular instance), its responsibilities include:

(a) monitoring the Company's compliance with its disclosure obligations including the relevant procedures in place;

(b) assessing the possible materiality of information which is potentially price sensitive and immediately escalating to the Chairperson and the Board, matters considered to be materially price sensitive including regulatory issues or issues that are potentially damaging to the company’s reputation;

(c) making decisions on information to be disclosed to the market;

(d) preparing Company announcements in a timely manner that are not misleading, do not omit material information and are presented in a clear, balanced and objective way;
(e) immediately referring any announcement which the Disclosure Committee considers to be a matter of key significance to the Board for consideration;

(f) reviewing the Company's periodic disclosure documents and media announcements before release to the market; and

(g) monitoring disclosure processes and reporting.

3.3 Role and responsibilities of the Company Secretary

The Company has appointed the Company Secretary as the person responsible for communication with ASX in relation to listing rule matters and also for the general administration of this policy.

The Company Secretary's (or their delegate) responsibilities include:

(a) seeking to ensure that the ASX immediately notified of any information which needs to be disclosed;

(b) reviewing board papers and other information referred to the Company Secretary for events that the Company Secretary considers may give rise to disclosure obligations; and

(c) approving routine administrative market releases.

3.4 Other officers and employees - disclosure and materiality guidelines

This policy is made available to all employees and contractors.

The Disclosure Committee will periodically review the disclosure and materiality guidelines and, where considered necessary, organise training for the Company's officers and relevant employees to:

(a) assist with their understanding of the Company's and their own legal obligations relating to disclosure of material price sensitive information and confidentiality;

(b) raise awareness of the internal processes and controls; and

(c) promote compliance with this policy and the guidelines.

4 Disclosure matters generally

4.1 Inform ASX first

The Company will not release any information publicly that is required to be disclosed through ASX until the Company has received formal confirmation of its release to the market by ASX, unless otherwise permitted by the Listing Rules.

Information must not be given to the media before it is given to ASX, even on an embargo basis.

4.2 Speculation and rumours

Generally, the Company will not respond to market speculation or rumours unless a response is required by law or ASX, including for the purposes of section 4.3 of this policy.

4.3 False market

If ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give it information to correct or prevent a false market, the Company must give ASX the information needed to correct or prevent the false market.

4.4 Trading halts and voluntary suspension

If necessary, the Disclosure Committee may consider and are authorised to request a trading halt from ASX to prevent trading in the Company's securities on an uninformed basis, and to manage disclosure issues.
4.5 Breaches

Failure to comply with the disclosure obligations in this policy may lead to a breach of the Corporations Act or Listing Rules and to personal penalties for directors and officers. Breaches of this policy may lead to disciplinary action being taken.

5 Market communication

5.1 Communication of information

The Company will post on its website relevant announcements made to the market and related information, (which may include slides and presentations used in analyst or media briefings) after they have been given to ASX and following confirmation of release to the market by ASX.

Material price sensitive information will be posted as soon as reasonably practicable after its release to ASX following receipt of confirmation from ASX.

Information may also be provided from time to time to the media on behalf of the Company but not before disclosure to ASX, even on an embargo basis.

5.2 Analysts and institutional investors

The Company may conduct briefings for analysts and institutional investors from time to time to discuss matters concerning the Company. Only the directors, the Company Secretary or approved representatives of the Company are authorised to speak with analysts and institutional investors.

The Company’s policy at these briefings is that:

(a) the Company will not comment on material price sensitive issues not already disclosed to the market; and

(b) any questions raised in relation to material price sensitive issues not already disclosed to the market will not be answered or will be taken on notice.

If a question can only be answered by disclosing material price sensitive information, the Company’s policy is to decline to answer the question or alternatively, take it on notice. If a question is taken on notice and the answer would involve the release of material price sensitive information, the information must be released through ASX before responding.

A Company representative in attendance may make notes of meetings and briefings with investors or analysts. Alternatively, an event may be webcast or teleconferenced or a recording or transcript added to the Company’s website.

After briefings, a member of the Disclosure Committee will consider the matters discussed at the briefings to ascertain whether any material price sensitive information was inadvertently disclosed. If so, the information must be communicated to the market as set out in section 5.4.

5.3 Analyst reports

If requested, the Company may review analyst reports. The Company’s policy is that it will only review these reports to clarify historical information and correct factual inaccuracies if this can be achieved using information that has been disclosed to the market generally.

No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations set out in the report. The Company will communicate this policy whenever asked to review an analyst report.

5.4 Inadvertent disclosure or mistaken non-disclosure

If material price sensitive information is inadvertently disclosed or a director or employee becomes aware of information which should be disclosed, a member of the Disclosure Committee must immediately be contacted so that appropriate action can be taken including, if required, announcing the information through ASX and then posting it on the Company’s web site.
5.5 **Media relations and public statements**

Media relations and communications are the responsibility of the Chairperson and Managing Director. On Board, corporate and governance matters, the Chairperson is generally the spokesperson and on general business and financial matters, the Managing Director is generally the spokesperson.

Other officers or senior employees may be authorised by the Board or the Managing Director to speak to the media on particular issues or matters.

Any inquiry that refers to market share, financials or any matter which the recipient considers may be materially price sensitive must be referred to the Company Secretary.

No information is to be given to the media on matters which are of general public interest or which may be materially price sensitive without the approval of the Chair and Managing Director.

The guidelines outlined above are subject to any directions given by the Board, either generally or in a particular instance.
Diversity policy

Global Geoscience Limited ACN 098 564 606 (Company)

Adopted by the Board on 20th February 2018
1 Purpose and scope

The Company endeavours to create a diverse work environment in which everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of the Company. The board of directors of the Company (Board) and management believe that the Company's commitment to this policy contributes to achieving the Company's corporate objectives and embeds the importance and value of diversity within the culture of the Company.

This policy applies to all directors of the Board, as well as all officers, employees, contractors, consultants, other persons that act on behalf of the Company, and associates of the Company (for the purpose of this Code, collectively referred to as Personnel).

2 What diversity means to us

2.1 Our values

The Company recognises that workplace diversity, including gender, age, ethnicity, cultural background, qualifications and experiences is a key contributor to our business success.

Diversity also includes factors such as gender, age, disability, ethnicity, marital or family status, religious or cultural background, sexual orientation, gender identity, sexual preference language and other areas of potential difference.

2.2 Gender diversity

The Company encourages greater diversity, it is important to effectively nurture and develop the pool of potential available talent. Early identification and development of female talent is clearly of significant importance in ensuring that there are appropriately qualified and experienced women for consideration when positions become available.

2.3 Discrimination and harassment

The Company is committed to taking all reasonable steps to prevent all forms of discrimination and harassment by ensuring that our Personnel understand the types of behaviours that are not acceptable in our interactions.

The Company Code of Conduct sets out our expectations from Personnel not to engage in discriminatory conduct and embrace diversity and inclusiveness.

Personnel with concerns about workplace conduct may raise their concerns to the Company Secretary.

2.4 Stakeholder diversity

We respect shareholder diversity and diversity reflected in the communities in which we operate.

3 How we promote diversity

3.1 Steps we are taking and measurable objectives

The Company seeks to create an inclusive workplace that embraces and promotes diversity as part of our corporate culture. This involves providing supportive and inclusive diversity-related workplace policies, programs and practices within our business.

The Company aims to improve the diversity of staff over time by the following initiatives:

(a) recruit Personnel on the basis of merit, skills and qualifications, while having regard to this diversity policy;

(b) examining factors relating to gender diversity in the past and analysing ways to improve;
(c) ensuring this policy is communicated to staff in all levels of the Company;
(d) prevent and stop bullying, discrimination and harassment;
(e) induction, training and other programs promoting diversity; and
(f) making the recruitment process accessible to all candidates by advertising positions both broadly and in specific publications, using professional recruitment services where required and providing guidance on its recruitment processes.

3.2 The Board’s role
The Board will
(a) review and approve measurable objectives for achieving diversity, including gender diversity;
(b) assess these objectives from time to time and the progress in achieving; and
(c) review and monitor the effectiveness of this diversity policy.

3.3 Implementation
The Board has delegated to the Nomination and Remuneration Committee the role of overseeing the implementation of this policy. The Nomination and Remuneration Committee will annually assess the Company’s measurable objectives and its progress in achieving them.

4 Publication of this policy and our progress
This policy will be made available to all directors and Personnel and will be available on the Company’s website.
We will provide information in the Company’s annual report regarding:
(a) key features of this policy; and
(b) our measurable objectives for achieving gender diversity and our progress towards achieving them.
Shareholder communications policy

Global Geoscience Limited ACN 098 564 606 (Company)

Adopted by the Board on 20th February 2018
1 Purpose

The Company is committed to regularly communicating with shareholders in a timely, accessible and clear manner with respect to both procedural matters and major issues affecting the Company. To achieve this, the Company communicates with shareholders through a range of forums and publications.

The reference to “shareholder” in this Policy includes holders of shares, options and other securities of the Company.

2 Investor relations and communication

2.1 Periodic reporting

The Company produces quarterly, half yearly and yearly financial reports and an annual report in accordance with the Corporations Act, the Listing Rules and applicable accounting standards.

The Company aims to ensure that its Annual Report provides shareholders with a good understanding of the Company’s activities, performance and position for the previous financial year.

2.2 Continuous disclosure

As set out in its Continuous Disclosure Policy, the Company is committed to complying with, and taking a proactive approach to, its continuous disclosure obligations. The Company will make announcements to the ASX in a timely manner in accordance with the ASX Listing Rules and the Continuous Disclosure Policy.

All announcements made to the ASX are available to shareholders under the investor section of the Company's website or under the company announcements section of the ASX website.

2.3 Website

The Company aims to provide shareholders with comprehensive and timely access to Company documents and releases through the investor relations section of the Company’s website. The Company’s website contains information about the Company, including shareholder communications, market releases and related information. Investor information is posted in a separate section on the website from other material about the Company.

Relevant media releases, the Company’s financial data and its charters and policies will also be available on the Company’s website.

2.4 Annual General Meeting

The Company's annual general meeting (Annual General Meeting) provides an important opportunity for the Company to provide information to its shareholders and a reasonable opportunity for informed shareholder participation. At the Annual General Meeting, shareholders can express their views to the board of the Company and management and to vote on the board's proposals. All shareholders are encouraged to attend and participate in the Annual General Meeting.

The Company encourages shareholders to submit questions or requests for information ahead of the Annual General Meeting, directly to the Company via the Company’s website at www.globalgeo.com.au.

The Company's external auditor will attend the Annual General Meeting and will be available to answer questions from shareholders about the conduct of the audit and preparation of the auditor's report.
2.5 Share registry and contact details

Shareholders who wish to update personal or contact information, elect to receive communications electronically, or wish to ask a question related to their shareholding in the Company should contact their broker or the Company's share registry, Boardroom Pty Limited.

The contact details are:
Telephone: 1300 737 760 or +61 2 9290 9600
Post: GPO Box 3993, Sydney NSW 2001
Website: www.boardroomlimited.com.au
Trading policy

Global Geoscience Limited ACN 098 564 606 (Company)

Adopted by the Board on 20th February 2018
1 Purpose and scope

1.1 Which trading?

Company securities
This policy summarises the law prohibiting insider trading and sets out the Company's trading policy on buying and selling Company securities.

Securities of other entities
The prohibition on insider trading also applies to the securities of other entities if you possess Inside Information about those entities.

The Company Secretary may also extend this policy by specifying that Designated Persons are restricted from dealing in the securities of other specified entities with which the Company may have a relationship.

Terms used in this policy are defined in the glossary in schedule 1.

1.2 Who does this policy apply to?

This policy applies to:

<table>
<thead>
<tr>
<th>Who?</th>
<th>Which sections?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Everyone - including all employees, contractors, family and associates</td>
<td>section 2 (Insider trading prohibition) and section 7 (Confidentiality)</td>
</tr>
<tr>
<td>Designated Persons (ie all directors, officers, and other key management personnel (KMP) of the Company, senior management of the Company and dealer principals of the Company's dealerships, and any other person designated by the Company Secretary)</td>
<td>The whole Trading Policy</td>
</tr>
<tr>
<td>Associates of Designated Persons (ie family and closely connected persons and entities) - see the glossary for more information</td>
<td>See section 1.3</td>
</tr>
</tbody>
</table>

1.3 Associates

This policy also applies to Associates of Designated Persons, except that sections 5.1 to 5.3 regarding prior notification, confirmation and notification of dealing apply as appropriate to the circumstances. If relevant, a Designated Person must:

(a) inform their Associates about this policy; and

(b) communicate on behalf of their Associates with the Notification Officer for the purposes of this policy.

If you are in doubt as to whether a person is an Associate and the application of this policy to them, you should contact the Company Secretary who will make a determination on the issue.

2 Insider Trading Prohibition – Corporations Act

2.1 What is the Insider Trading Prohibition?

Under the Corporations Act, if you have Inside Information (as defined in section 2.2 below) relating to the Company it is illegal for you to:
deal in (that is, apply for, acquire or dispose of) Company securities or enter into an agreement to do so; or

(b) procure another person to apply for, acquire or dispose of Company securities or enter into an agreement to do so; or

c) directly or indirectly communicate, or cause to be communicated, that information to any other person if you know, or ought reasonably to know, that the person would or would be likely to use the information to engage in the activities specified in paragraphs (a) or (b) above.

**Options are included**

It is also illegal to apply for, grant, exercise or transfer an option over Company securities if you have Inside Information relating to the Company.

**Other organisations’ securities**

It is also illegal to trade in the securities of other entities if you have Inside Information about those entities. This includes suppliers, contractors and customers.

**Any capacity**

It does not matter how or in what capacity you become aware of the Inside Information. It does not have to be obtained from the Company to constitute Inside Information.

**No giving “tips”**

You cannot avoid the Insider Trading Prohibition by arranging for a family member or friend to deal in Company securities, nor may you give “tips” concerning Inside Information relating to the Company to others.

**WARNING: The Insider Trading Prohibition applies to everyone (not just Designated Persons) and applies at all times.**

### 2.2 What is insider trading

“Inside Information” is information relating to the Company which is not generally available but, if the information were generally available, would be likely to have a material effect on the price or value of Company securities. Inside Information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person.

Information is regarded as being likely to have a material effect if it would, or would be likely to, influence persons who commonly invest in securities or other traded financial products in deciding whether or not to deal in Company securities.

Examples of Inside Information could be:

(a) the financial performance of the Company;

(b) changes in the Company’s actual or anticipated financial condition or business performance;

(c) changes in the capital structure of the Company, including proposals to raise additional equity or increase debt;

(d) proposed changes in the nature of the business of the Company;

(e) drilling results, mining exploration results, production figures etc;

(f) an event which could have a material impact (either positively or negatively) on profits (for example, a significant safety or environmental incident);

(g) changes to the Board of Directors or significant changes in Key Management Personnel;

(h) an undisclosed significant change in the Company’s market share;

(i) likely or actual entry into, or loss of, a material contract;

(j) material acquisitions or sales of assets by the Company;

(k) a proposed dividend or other distribution or a change in dividend policy; or
(l) a material claim against the Company or other unexpected liability.

2.3 **When is information generally available?**

Information is generally available if:

(a) it consists of readily observable matter or deductions;
(b) it has been brought to the attention of investors through an announcement to ASX or otherwise similarly brought to the attention of investors who commonly invest in securities, and a reasonable period has elapsed since it was announced or brought to investors’ attention; or
(c) it consists of deductions, conclusions or inferences made or drawn from information referred to in paragraphs (a) or (b) above.

Examples of possible readily observable matters are:

(d) a change in legislation which will affect the Company’s ability to make certain types of investments; or
(e) a severe downturn in global securities markets.

2.4 **Penalties**

As well as reputational damage for both you and the Company, if you break the insider trading laws, you may be subjected to serious legal consequences including:

(a) criminal penalties for a conviction include heavy fines and imprisonment;
(b) civil liability - you can be sued by another party or the Company for loss they suffer as a result of your illegal trading;
(c) civil penalty provisions - the Australian Securities and Investments Commission (ASIC) may seek civil penalties against you and may even seek a court order that you be disqualified from managing a corporation; and
(d) disciplinary action including dismissal - if you breach the law, this policy, or both, we will regard it as serious misconduct which may lead to disciplinary action including dismissal.

3 **No dealing in Prohibited Periods**

3.1 **Trading windows and Prohibited Periods**

Subject to the Insider Trading Prohibition and the requirements of this policy, Designated Persons may only deal in Company securities during the following trading windows:

(a) in the 4 week period commencing the first trading day after the Company’s:

(i) half yearly results are announced to ASX;
(ii) annual results are announced to ASX;
(iii) quarterly reports are announced to the ASX;
(iv) holding of the Annual General Meeting; and

(b) at any other times as the Board of Directors permits.

All other periods are Prohibited Periods, when dealing in Company securities is prohibited, unless otherwise allowed by this policy.

4 **Further restrictions**

4.1 **No margin lending**

Designated Persons are not permitted to enter into margin lending arrangements in relation to Company securities. The grounds for this include that the terms may require Company
securities to be sold during a Prohibited Period or when the Designated Person possesses 
Inside Information.
This restriction does not extend to other funding arrangements where Company securities 
may be included as security. Designated Persons should consult the Company Secretary if 
they are uncertain as to whether an arrangement should be classified as a margin lending 
arrangement.

4.2 No short term or speculative trading or short selling
The Company encourages Designated Persons to be long term investors in the Company. 
Designated Persons must not engage in short term or speculative trading in Company 
securities or in derivative or other financial products issued over or in respect of Company 
securities. Short term means in less than a 6-month period.
Designated Persons must not engage in short selling of Company securities.

4.3 No hedging
Subject to the law, Designated Persons and their closely related parties (as defined in the 
Corporations Act) must not:
(a) enter into transactions or arrangements with anyone which could have the effect of 
limiting the exposure of the member to risk relating to an element of the member’s 
remuneration that:
   (i) has not vested in the member; or
   (ii) has vested in the member but remains subject to a holding lock; or
(b) deal at any time in financial products over or in respect of Company securities, 
except for the type of dealing permitted by law or under this policy.
Examples of prohibited arrangements include:
(a) a put option on incentive remuneration;
(b) a short position on shares that forms part of the incentive remuneration. A short 
position is a position in relation to shares in a listed company where the quantity of 
the shares that a person has is less than the quantity of the shares that the person 
has an obligation to deliver; and
(c) an income protection insurance contract in which the insurable risk event affects the 
financial value of remuneration or equity or an equity-related instrument for the key 
management personnel.
Examples of arrangements that are not prohibited:
(a) an income protection insurance contract in which the insurable risk event is death, 
incapacity or illness of any of the Key Management Personnel; and
(b) a foreign currency risk arrangement.

5 Clearance procedures

5.1 Prior notification
If a Designated Person proposes to deal in Company securities (including entering into an 
agreement to deal) during a Prohibited Period, they must first provide (using the appropriate 
Company form) both:
(a) written notice of their intention to the Company Secretary and the notification officer 
listed below (unless otherwise notified to the relevant Designated Person); and

<table>
<thead>
<tr>
<th>Designated Persons &amp; other employees</th>
<th>Notification Officer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairperson of the Board</td>
<td>The Chairperson of the Audit and Risk</td>
</tr>
<tr>
<td>Committee</td>
<td></td>
</tr>
<tr>
<td>-----------------</td>
<td></td>
</tr>
<tr>
<td>Other Directors (including the Managing Director and alternate Directors)</td>
<td>The Chairperson of the Board</td>
</tr>
<tr>
<td>Key Management Personnel</td>
<td>The Chairperson or Company Secretary</td>
</tr>
<tr>
<td>Other Company Employees</td>
<td>Company Secretary</td>
</tr>
</tbody>
</table>

(b) confirmation that they are not in possession of Inside Information.

The relevant Notification Officer may appoint a delegate to act on his or her behalf if temporarily unavailable.

5.2 Confirmation

Before dealing in Company securities, the Designated Person must receive a confirmation from the Notification Officer.

A confirmation expires 5 days from its date, unless it specifies a different expiry date.

A confirmation confirms that the proposed dealing by the Designated Person is within the terms of the Trading Policy but does not otherwise constitute approval or endorsement by the Company or the Notification Officer for the proposed dealing.

Even if confirmation is granted, a Designated Person remains personally responsible for their own investment decisions and assessing whether the Insider Trading Prohibition applies to them.

5.3 Notice of dealing

In addition to providing advance notice under section 5.1, Directors must confirm in writing to the relevant Notification Officer, within 2 business days from when the dealing in Company securities has occurred, the number of Company securities affected and the relevant parties to the dealing.

6 Exceptions

6.1 Permitted dealings

Certain types of dealing are excluded from the operation of section 3 of this policy and may be undertaken at any time (subject to the Insider Trading Prohibition). They are listed in schedule 2 and are permitted primarily on the basis that the trading is passive, restrictive, outside of the individual’s control or there is no underlying change in beneficial owner.

6.2 Exceptional circumstances

If there are exceptional circumstances of the kind listed in schedule 3, a Designated Person may request, and the Notification Officer may give, prior confirmation for the Designated Person to:

(a) deal in Company securities during a Prohibited Period; or
(b) dispose of Company securities even if otherwise prohibited under section 4, except if this would breach the Insider Trading Prohibition - see section 2.

7 Confidential Information

You must treat all sensitive, non-public information (Confidential Information) about the Company as confidential and belonging to the Company. Take whatever steps are reasonably necessary to keep Confidential Information from being disclosed (except as authorised or legally required). This means:

(a) you must avoid inadvertent or indirect disclosure of Confidential Information;
(b) you must be careful that your conversations are not overheard in elevators, aeroplanes or other public places;
(c) even within the Company, Confidential Information should be distributed to or discussed with others only on a need-to-know basis, and those people must be told that the information is confidential;
(d) you must not disclose Confidential Information to others (including family members, relatives, business or social acquaintances) except as authorised or legally required; and
(e) you must not leave Confidential Information on conference tables, desks or otherwise unguarded.

8 Notifying interests and updating registers

The Company, its Directors and Company Secretary will comply with requirements regarding notifying Directors’ interests and updating Company registers including:
(a) disclosure obligations under the ASX Listing Rules (such as under ASX Listing Rules 3.1 and 3.19A);
(b) notifying ASIC of a substantial shareholding or change to that holding (under section 671B the Corporations Act);
(c) for notifications, requests and clearances under this policy; and
(d) for Directors’ material personal interests and standing notices (under Chapter 2D Div 2 of the Corporations Act).

9 Awareness and training

The Company Secretary will instigate induction and on-going training, and set up appropriate processes, to promote compliance with this policy.

10 Obtaining further advice

If you do not understand any aspect of this trading policy, or are uncertain whether it applies to you or your family or other Associates, please contact the Company Secretary. You may wish to obtain your own legal or financial advice before dealing in Company securities.

11 Review and publication of this policy

The Board will review this policy from time to time so that it remains relevant to the needs of the Company. This policy may be amended by resolution of the Board.

This policy is available on the Company’s website. Key features are also published in:
(a) the annual report or a link given to the governance section of the Company’s website; and
(b) in the Appendix 4G form to be lodged with ASX at the same time as the annual report.
Schedule 1 – Glossary

Unless the contrary intention appears, these meanings apply in the Trading Policy:

<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>ASIC</td>
<td>Australian Securities and Investments Commission</td>
</tr>
<tr>
<td>Associate</td>
<td>Associates of a Designated Person include their closely connected persons and entities, ie their family members, trusts, companies, nominees and other persons over whom a Designated Person has, or may be expected to have, investment control or influence. See section 1.3.</td>
</tr>
<tr>
<td>ASX</td>
<td>ASX Limited or Australian Securities Exchange, as the context requires</td>
</tr>
<tr>
<td>Clearance Procedures</td>
<td>means the process referred to in section 5</td>
</tr>
<tr>
<td>Company</td>
<td>Global Geoscience Limited</td>
</tr>
<tr>
<td>Confidential Information</td>
<td>has the meaning given in section 7</td>
</tr>
<tr>
<td>Corporations Act</td>
<td>Corporations Act 2001 (Cth)</td>
</tr>
<tr>
<td>“deal” or “trade”</td>
<td>includes to take part in any transaction associated with buying, selling, acquiring, disposing of, converting or agreeing to do any of these things</td>
</tr>
<tr>
<td>Designated Person</td>
<td>has the meaning given in section 1.3</td>
</tr>
<tr>
<td>Inside Information</td>
<td>has the meaning given in Corporations Act 1042A as summarised in section 2.2</td>
</tr>
<tr>
<td>Insider Trading Prohibition</td>
<td>means the prohibitions in Corporations Act 1043A on trading or dealing with Inside Information as summarised in section 2</td>
</tr>
<tr>
<td>Key Management Personnel</td>
<td>means persons having authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly, including all executive and non-executive directors (see Accounting Standard AASB 124)</td>
</tr>
<tr>
<td>Notification Officer</td>
<td>the relevant person specified in section 5.1 to whom notice should be given</td>
</tr>
<tr>
<td>Prohibited period</td>
<td>has the meaning given in section 3</td>
</tr>
</tbody>
</table>
Schedule 2 – Permitted dealings

In accordance with section 6.1, the following types of dealing are excluded from the operation of section 3 of this policy and may be undertaken at any time (except if this would breach the Insider Trading Prohibition - see section 2):

(a) **(superannuation)** transfers of securities which are already held in a superannuation fund or other saving scheme in which the Designated Person is a beneficiary;

(b) **(third parties)** an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Company securities) where the assets of the fund or other scheme are invested at the discretion of a third party;

(c) **(other trustees)** where a Designated Person is a trustee, trading in Company securities by the respective trust provided the Designated Person is not a beneficiary of the trust and any decision to trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of the Designated Person;

(d) **(takeover)** undertakings to accept, or the acceptance of, a takeover offer;

(e) **(rights offers, SPPs and DRPs and buy-backs)** trading under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Company’s Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

(f) **(lender disposal)** a disposal of Company securities that is the result of a secured lender exercising their rights;

(g) **(incentive scheme)** the exercise (but not the sale of securities following exercise) of an option or right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Prohibited Period and the Company has been in an exceptionally long Prohibited Period or the Company has had a number of consecutive Prohibited Periods and the Designated Person could not reasonably have been expected to exercise it at a time when free to do so; and

(h) **(trading plan)** trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this policy and where:

(i) the Designated Person did not enter into the plan or amend the plan during a Prohibited Period; and

(ii) the trading plan does not permit the Designated Person to exercise any influence or discretion over how, when, or whether to trade.

However, this policy does not allow the Designated Person to cancel the trading plan or cancel or otherwise vary the terms of their participation in the trading plan during a Prohibited Period other than in exceptional circumstances.
Schedule 3 – Exceptional circumstances

Request
In accordance with section 6.2 and using the relevant Company form, a Designated Person may request, and the Notification Officer may give, prior confirmation for the Designated Person to:

(a) deal in Company securities during a Prohibited Period; or

(b) dispose of Company securities even if otherwise prohibited under section 4,

if there are exceptional circumstances (except if this would breach the Insider Trading Prohibition - see section 2).

Examples of exceptional circumstances are:

(a) severe financial hardship, eg a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Company securities;

(b) requirements under a court order or court enforceable undertakings or other legal or regulatory requirements (eg a family law settlement); or

(c) other exceptional circumstances as determined by the Chairperson (or Managing Director where the Chairperson is involved).

A liability to pay tax does not normally constitute severe financial difficulty.

If the Notification Officer has any doubt in making a determination of exceptional circumstances, they should exercise the discretion with caution.

The requirements of sections 5.1 to 5.3 must be complied with regarding prior notification, confirmation and notification of dealing.
Audit and Risk Committee Charter

Global Geoscience Limited ACN 098 564 606 (Company)

Adopted by the Board on 20th February 2018
1 Purpose

The purpose of this Audit and Risk Committee Charter is to specify the authority delegated to the Audit and Risk Committee (Committee) by the board of directors of the Company (Board) and to set out the role, responsibilities, membership and operation of the Committee. The Committee is a committee of the Board established in accordance with the Company's constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time.

2 Overview

The ASX Corporate Governance Council’s “Corporate Governance Principles and Recommendations” (ASX Recommendations) recommend that the Company has formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting and that it has a sound risk management framework.

The Committee is established to assist the Board by undertaking the roles, and exercising the responsibilities, set out in this Charter and other assignments as requested by the Board.

The Committee aims to bring transparency, focus and independent judgment to these roles. It will report regularly to the Board on matters relevant to these roles and responsibilities, and as required to satisfy the Corporations Act, ASX Recommendations and ASX Listing Rule requirements relevant to these roles and responsibilities.

3 Corporate reporting

3.1 The Committee’s role

The Committee’s role is to oversee the adequacy of the Company’s corporate reporting processes. The processes should be formal and rigorous to independently verify and safeguard the integrity of the Company’s corporate reporting.

3.2 The Committee’s responsibilities

The Committee is responsible for:

(a) compliance: reviewing management’s processes for compliance with laws, regulations and other requirements relating to the preparation of accounts and corporate reporting by the Company of financial and nonfinancial information;

(b) adequacy: making recommendations in relation to the adequacy of the Company’s corporate reporting processes;

(c) continuous reporting: overseeing the process that is implemented to capture issues for continuous reporting to ASX;

(d) external auditor: asking the external auditor for an independent judgment about the appropriateness of the accounting principles, and the clarity of financial disclosure practices, used by the Company;

(e) assessing information from external auditors which is significant for financial reports;

(f) accounting judgments: reviewing and assessing the appropriateness of material estimates, accounting judgments and significant choices exercised by management in preparing the Company’s financial statements (including the solvency and going concern assumptions) by:
(i) examining the processes used; and
(ii) seeking verification from external auditors;

(g) **true and fair view**: assessing that the Company's financial statements reflect the Committee's understanding of, and provide a true and fair view of, the Company's financial position and performance;

(h) **preparation of financial reports**: overseeing the preparation of financial reports and reviewing the results of external audits of these reports;

(i) **section 295A declaration**: overseeing that appropriate risk management and internal control processes are in place to form the basis upon which the persons performing the chief executive function and chief financial officer function respectively make their declarations to the Board under section 295A of the Corporations Act 2001 (Cth) and Principle 4 of the ASX Recommendations;

(j) **Corporate Governance Statement**: reviewing the completeness and accuracy of the Company's Corporate Governance Statement as required by the ASX Listing Rules;

(k) **pre-lodgement reviews**: reviewing material documents and reports prepared for lodgement with regulators, assessing their impact on the Company and making recommendations to the Board on their approval or amendment; and

(l) **Board approval**: recommending to the Board whether the financial statements, financial report, Directors' Report and Annual Report should be approved based on the Committee's assessment of them.

### 4 The external audit

#### 4.1 The Committee's role

The external audit is fundamental in the process to independently verify and safeguard the integrity of the Company's corporate reporting. The Committee's role is to oversee the external auditor's role in the corporate reporting process and make recommendations to the Board regarding the external audit.

#### 4.2 The Committee's responsibilities

The Committee is responsible for:

(a) **appointment**:

(i) making recommendations to the Board on the selection process, appointment and remuneration of the external auditor;

(ii) agreeing the terms of engagement of the external auditor before the start of each audit;

(iii) reviewing the external auditor's fee and being satisfied that an effective, comprehensive and complete audit can be conducted for the fee set;

(b) **independence**:

(i) monitoring the independence of the external auditor;

(ii) reviewing the external auditor's independence based on the external auditor's relationships and services with the Company and other organisations;

(iii) assessing any proposal for the external auditor to provide non-audit services and whether it might compromise the independence of external auditor and, if required, developing polices for Board approval in relation to this;
meetings and ongoing communication:
(i) inviting the external auditor to attend Committee meetings to review the audit plan, discuss audit results and consider the implications of external audit findings;
(ii) meeting with the external auditor without management present at least once a year;
(iii) raising with the external auditor any specific points of divergence with the Company’s management;

reviewing and monitoring:
(i) the effectiveness of the external auditor and assessing their performance;
(ii) the scope and adequacy of the external audit, including identified risk areas and any additional procedures with the external auditor on a periodic basis;
(iii) representation letters signed by management and assessing that information provided is complete and appropriate;
(iv) monitoring management’s response to the external auditor’s findings and recommendations;

rotation: making recommendations to the Board on the rotation of the audit engagement partner;

removal: evaluating whether to recommend to the Board that an external auditor be removed.

The external auditor will attend the Company’s Annual General Meeting and be available to answer questions from security holders relevant to the audit.

5 Risk management and compliance

5.1 The roles of the Board, Committee and management
Managing risk well is of benefit not only to the Company, but also its stakeholders including its security holders, employees, creditors, consumers and the broader community in which it operates. Good risk management practices not only protect established value but, given its forward looking focus, can identify opportunities to create value.

Recognising and managing risk is a crucial role of the Board, the Committee and management. Broadly, their roles are:

(a) (the Board’s role): to set the risk appetite for the Company (that is, the nature and extent of the risks it is prepared to take to meet its objectives), to oversee its risk management framework and satisfy itself that the framework is sound.

(b) (management’s role): to identify risks, develop and implement the risk management framework, manage and report on risks and monitor that the Company operates within the risk appetite set by the Board.

(c) (the Committee’s roles): to:
(i) oversee that management carry out their risk management roles in light of guidance from the Board; and
(ii) make recommendations to the Board regarding risks the Company faces, action it should take, the adequacy of the Company’s risk management framework, and on disclosure of risk.

5.2 Committee responsibilities
The Committee is responsible for:

(a) risk management framework: overseeing that management designs and implements an appropriate and effective risk management framework which:
(i) aims to identify, protect against, detect, respond to and recover from risks, and to review and improve the framework;

(ii) includes relevant matters set out in the schedule; and

(iii) is developed and reviewed with input from external auditors, compliance staff and other experts and consultants as relevant and in light of relevant standards and industry guidance;

(b) reviewing the risk management framework at least annually to determine that it continues to be sound, and to identify any changes to material risks and whether they remain within the risk appetite set by the Board with input from management, external auditors, compliance staff and other experts and consultants as relevant and in light of relevant standards and industry guidance;

(c) reporting and making recommendations to the Board on risk management issues and the Company's risk management framework;

(d) disclosure: overseeing the preparation of summaries and making recommendations to the Board including for:

(i) the Directors' Report: of the main internal and external risk sources that could adversely affect the Company's prospects for future financial years, for inclusion in the operating and financial review section of the Directors' Report; and

(ii) the Corporate Governance Statement in the Company's Annual Report or on its website, including in relation to each reporting period:

(A) whether the review of the Company's risk management framework has taken place and, if appropriate, insights gained from the review and changes made as a result; and

(B) whether the Company has any material exposure to economic, environmental and social sustainability risks and if so how they intend to manage those risks.

(e) investment review: evaluating post-implementation analysis of capital expenditure projects and other investments within 12 months of completion or acquisition, and reporting to the Board accordingly, considering factors such as:

(i) actual expenditure levels compared to project or investment business case as approved by the Board;

(ii) timing achieved in completion of projects or investments compared to plan; and

(iii) key operating assumptions, including revenue and cost elements, market penetration and other defined project deliverables; and

(f) insurance: monitoring and reviewing the Company's process for insurance placement and, where necessary and approved by the Board, approving the implementation of the Company's insurance placement.

6 Related party transactions

The Committee is responsible for reviewing and monitoring the propriety of related party transactions.

7 Membership

7.1 Composition and size

The Committee will consist of:
(a) at least three (3) members;
(b) only non-executive directors;
(c) a majority of independent directors; and
(d) a Chairperson, who is an independent director and not a Chairperson of the Board.

The Company will disclose the relevant qualifications and experience of the members of the Committee.

The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution.

7.2 Chairperson

The Chairperson of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect one of their number as a Chairperson for the meeting.

7.3 Technical expertise and development

The Committee is intended to be structured so that between them, the members of the Committee should have the accounting and financial expertise and a sufficient understanding of the industry in which the Company operates, to be able to discharge the Committee's role effectively.

If the Committee Chairperson approves, a Committee member may attend seminars or training related to the functions and responsibilities of the Committee at the Company's expense.

7.4 Commitment

Committee members should devote the necessary time and attention for the Committee to carry out its responsibilities.

7.5 Secretary

The Company Secretary is the Secretary of the Committee.

8 Committee meetings and processes

8.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.

Committee members may attend meetings in person, by telephone or by electronic means.

At the end of each reporting period, the Board will disclose the number of times the Committee met throughout that reporting period and the individual attendance of each Committee member at those meetings.

8.2 Frequency and calling of meetings

The Committee will meet as frequently as required to undertake its role effectively, but at least annually. The Chairperson must call a meeting of the Committee if requested by any member of the Committee, the external auditor, or the Chairperson of the Board.

8.3 Quorum

Two members constitute a quorum for meetings of the Committee.

8.4 Attendance by management and advisors

Non-member directors may attend Committee meetings at their discretion. The Committee chairperson may also invite other senior managers and external advisors to attend meetings
of the Committee. The Committee may request management and/or others to provide such input and advice as is required.

8.5 Notice, agenda and material

The Chairperson of the Committee determines the meeting agenda after appropriate consultation.

The Secretary will distribute the notice of meeting, the agenda of items to be discussed and related material to all Committee members and other attendees not less than three (3) business days before each proposed meeting of the Committee.

8.6 Access to information and advisors

The Chairperson of the Committee receives all reports between the external auditor and management.

The Committee has the authority to:

(a) require management or others to attend meetings and to provide any information or advice that the Committee requires;

(b) access the Company’s documents and records;

(c) obtain advice and input from counsel, accountants and other experts (eg risk consultants), without seeking approval of the Board or management (where the committee considers that necessary or appropriate); and

(d) access and interview management and external auditors (with or without management present).

Relevant information will be distributed to Committee members as it becomes available.

8.7 Minutes

The Secretary will keep minute books to record the proceedings and resolutions of its meetings.

The Chairperson of the Committee, or their delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

9 Committee’s performance evaluation

The Committee will review its performance from time to time and whenever there are major changes to the management structure of the Company.

The performance evaluation will have regard to the extent to which the Company has met its responsibilities in terms of this charter.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

10 Review and publication of charter

The Board will review this charter from time to time to assess whether it remains relevant to the current needs of the Company. The charter may be amended by resolution of the Board.

The charter is available on the Company’s website and the key features are published in the annual report.
## Schedule – The basis for a Risk Management Framework

### Aim: to identify, protect against, detect, respond to, recover, review, report & improve

<table>
<thead>
<tr>
<th>Item</th>
<th>Action</th>
</tr>
</thead>
</table>
| **1 Risk profile** | • Analyse the Company's business and circumstances and describe the material risks and key risk areas facing the Company and its business  
• Refer to standards and industry guidance  
• Obtain input from external auditors and other experts and consultants as relevant  
• Consider:  
  o legal and non-compliance  
  o economic and financial (eg accounting estimates)  
  o cyber resilience and information security  
  o environmental and social sustainability  
  o litigation and claims  
  o political  
  o other business risks, in light of the risk appetite set by the Board |
| **2 Risk register** | • Record risks, their likelihood, impact and recommended action, eg whether to:  
  o **Act** to reduce the likelihood or lower the impact  
  o **Cease** the activity or withdraw from the circumstance  
  o **Accept** the risk, or  
  o **Insure** against the risk  
• Update on an ongoing basis |
| **3 Risk Team** | • Identify key people in the business  
• Allocate responsibility  
• Devise Risk Team structure and reporting |
<p>| <strong>4 Risk matrix</strong> | Set out the likelihood of risks occurring and the impact on the Company and its business if the risks occur |</p>
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<tr>
<td><strong>5 Insurance program</strong></td>
<td>Take out appropriate policies and terms having regard to the Company’s business, insurable risks, exclusions, cost and market practice</td>
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<tr>
<td><strong>6 Compliance program</strong></td>
<td>Implement appropriate systems and procedures to aid compliance with applicable legal and regulatory requirements</td>
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</table>
| **7 Internal controls and processes** | Provide a regular means of monitoring, assessing, reviewing and reporting on the identification and management of risk, including as relevant:  
  - develop risk management policies, codes and guidelines eg for business continuity, disaster recovery, incident management, anti-bribery and corruption, whistleblower, cyber resilience, information management, code of conduct etc  
  - assess if controls and processes are adequate for new circumstances including transactions and laws and their level of risk or impact  
  - develop training programs and materials  
  - include risk as a standing agenda item as relevant for meetings  
  - encourage voluntary reporting by employees and contractors to the Company Secretary or other appropriate person of possible significant:  
    - illegal acts  
    - contraventions of the Company’s internal controls, codes and policies, and business licence requirements, and  
    - claims against the Company |
| **8 Response Team** | Identify Incident Response Teams  
  Workshop / rehearse possible scenarios  
  Immediately an incident occurs, activate incident management and recovery plans  
  Report as required or as advisable |
| **9 Investigation process** | Investigate potential breaches and contraventions including of law, regulations, codes and policies and any breakdown of the Company’s internal controls |
| **10 Review and improve** | Revise components of the risk management framework as appropriate |
Nomination and Remuneration Committee Charter

Global Geoscience Limited ACN 098 564 606 (Company)

Adopted by the Board on 20th February 2018
1 Purpose

The purpose of this Nomination and Remuneration Committee Charter is to specify the authority delegated to the Nomination and Remuneration Committee (Committee) by the board of directors of the Company (Board) and to set out the role, responsibilities, membership and operation of the Committee.

The Committee is a committee of the Board established in accordance with the Company’s constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time.

2 Overview

The ASX Corporate Governance Council’s “Corporate Governance Principles and Recommendations” (ASX Recommendations) recommend that the Company has formal and rigorous processes for the appointment and reappointment of directors to the Board.

The Committee is established to assist the Board by undertaking the roles, and exercising the responsibilities, set out in this Charter and other assignments as requested by the Board.

The Committee aims to bring transparency, focus and independent judgment to these roles. The Committee will review and make recommendations to the Board on matters relevant to these roles and responsibilities, and as required to satisfy the Corporations Act, ASX Recommendations and ASX Listing Rule requirements relevant to these roles and responsibilities.

3 Role of the Committee

3.1 Nomination

The Committee assists and advises the Board on:

(a) succession planning generally;
(b) induction and continuing professional development programs for directors;
(c) the development and implementation of a process for evaluating the performance of the Board, its committees and directors;
(d) the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
(e) the appointment and re-election of directors; and
(f) succession planning for the Managing Director (or such person performing the function of a chief executive officer) and other senior executives, with the objective of having a Board of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of the Company as a whole.

3.2 Remuneration

The Committee also assists and advises the Board on remuneration policies and practices for the Board, the Managing Director, the chief financial officer, senior executives and other
persons whose activities, individually or collectively, affect the financial soundness of the Company.

The policies and practices are designed to:

(a) enable the Company to attract, retain and motivate directors, executives and employees who will create value for shareholders within an appropriate risk management framework, by providing remuneration packages that are equitable and externally competitive;

(b) be fair and appropriate having regard to the performance of the Company and the relevant director, executive or employee and the interests of shareholders; and

(c) comply with relevant legal requirements.

4 Nomination responsibilities

The Committee is responsible for:

(a) (Board size) making recommendations regarding the size of the Board which would most encourage efficient decision making;

(b) (director competencies) making recommendations regarding the necessary and desirable competencies of directors;

(c) (skills matrix) developing 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;

(d) (director recommendations) developing and reviewing the process for the selection, appointment and re-election of directors, and making recommendations to the Board by:

   (i) evaluating the balance of skills, experience, independence, knowledge and diversity of directors sitting on the Board;

   (ii) in light of this evaluation, preparing a description of the role and capabilities required for a particular appointment; and

   (iii) undertaking appropriate checks before putting forward a candidate for appointment or election as a director;

(e) (providing information) providing security holders with material information in the Committee’s possession relevant to a decision as to whether or not to elect or re-elect a director;

(f) (assessing performance) implementing a process to evaluate the performance of the chairperson, Board, Board committees, individual directors and senior executives and addressing issues that may arise from the review;

(g) (assessing time commitment) reviewing the time required to be committed by non-executive directors to properly fulfil their duties to the Company and whether non-executive directors are meeting these requirements;

(h) (assessing independence) assisting the Board in assessing the independence of each non-executive director;

(i) (succession plans) reviewing Board and senior executive succession plans and processes, including for the Managing Director and other senior executive positions and being conscious of each director’s tenure, to maintain an appropriate balance of skills, experience, expertise and diversity; and;

(j) (governance matters) reviewing and making recommendations in relation to any corporate governance issues as requested by the Board from time to time.
5 Remuneration responsibilities

5.1 General
(a) The Committee is responsible for developing, reviewing and making recommendations to the Board on:
   (i) (directors’ fees) the Company’s remuneration framework for directors, including, the process by which any pool of directors’ fees approved by shareholders is allocated to directors;
   (ii) (senior executives) the remuneration packages to be awarded to senior executives;
   (iii) (bias) reviewing whether there are any gender or other inappropriate bias in remuneration for directors, senior executives or other employees;
   (iv) (policies) the Company’s recruitment, retention and termination policies for the Managing Director and senior executives and any changes to those policies;
   (v) (incentive schemes) incentive schemes, if appropriate, for the Managing Director and senior executives;
   (vi) (equity based) equity based remuneration plans, if appropriate, for senior executives and other employees; and
   (vii) (superannuation and retirement benefits) superannuation and retirement benefit arrangements for directors, senior executives and other employees.

5.2 Incentive schemes and equity based remuneration
For any incentive schemes or equity based plans which are adopted, the Committee is responsible for:
(a) (reviewing) reviewing their terms (including any eligibility criteria and performance hurdles);
(b) (administration) overseeing their administration (including compliance with applicable laws that restrict participants from hedging the economic risk of their security holdings) and disclosing its 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;
(c) (shareholder approval) considering whether shareholder approval is required or desirable for the schemes or plans and for any changes to them; and
(d) (payments and awards) ensuring that payments and awards of equity are made in accordance with their terms and any shareholder approval.

6 Reporting and disclosure
(a) The Committee will:
   (i) liaise with the Audit and Risk Committee and the Board in relation to the Company’s remuneration related reporting in the financial statements and remuneration report required by the Corporations Act;
   (ii) approve an annual remuneration report containing information on the Company’s remuneration policy, practices, attendance at and frequency of Committee meetings and make recommendations to the Board for the inclusion of the remuneration report in the Company’s annual report; and
   (iii) make recommendations to the Board regarding the process for evaluating performance of the Board, its committees and the directors individually.
(b) The Committee Chairperson will attend the Company’s annual general meetings prepared to respond to any shareholder questions on the Committee’s activities.

7 Delegation

The Committee may delegate any of its powers and responsibilities as the Committee thinks appropriate for the administration of director, senior executive and employee share, option or other plans, to senior management.

8 Membership

8.1 Composition and size

The Committee will consist of:

(a) at least 3 members;
(b) only non-executive directors;
(c) a majority of independent directors; and
(d) a Chairperson, who is an independent director and not a Chairperson of the Board.

The Company will disclose the members of the Committee.

Each member must be free from any interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee.

Each member is expected to possess adequate remuneration, regulatory and industry knowledge to carry out his or her responsibilities as a member of the Committee.

The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution.

8.2 Chairperson

The Chairperson of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect one of their number as a Chairperson for the meeting. Also, if:

(a) the Committee Chairperson is the Chairperson of the Board; and

(b) the appointment of a successor to the Chairperson of the Board is being considered at a Committee meeting;

the Committee members must elect an alternative chairperson for the portion of the meeting concerning the appointment of a successor to the Chairperson.

8.3 Secretary

The Company Secretary is the Secretary of the Committee.

9 Committee meetings and processes

9.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company’s constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.

Committee members may attend meetings in person, by telephone or by electronic means.
At the end of each reporting period, the Board will disclose the number of times the Committee met throughout that reporting period and the individual attendance of each Committee member at those meetings.

9.2 Frequency and calling of meetings
The Committee will meet as frequently as required to undertake its role effectively, but at least annually. The Chairperson must call a meeting of the Committee if requested by any member of the Committee, the external auditor or the chairman of the Board.

9.3 Quorum
Two members constitute a quorum for meetings of the Committee.

9.4 Conflicts
No member of the Committee will participate in the determination of their own remuneration or the specific remuneration policies that are applicable to them.

9.5 Notice, agenda and material
Unless otherwise agreed or considered necessary by the chairman, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation, will be circulated by the secretary to each Committee member and any other individual invited to attend, not less than three (3) business days before the meeting.

9.6 Access to information and advisors
The Committee has direct and unlimited access to all resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate. This may include requesting management or engaging external remuneration consultants to provide information to the Committee.

The Committee also has the authority to conduct or direct any investigation required to fulfil its responsibilities.

9.7 Minutes
The Secretary will keep minute books to record the proceedings and resolutions of Committee meetings.

The Chairperson of the Committee, or delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

The Committee must refer any matter of significant importance to the Board for its consideration and attention.

10 Committee’s performance evaluation
The Committee will review its performance from time to time and whenever there are major changes to the management structure of the Company.

The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this charter.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

11 Review and publication of charter
The Committee will review its charter from time to time to keep it up to date and consistent with the Committee’s authority, objectives and responsibilities and report to the Board any changes it considers should be made. The charter may be amended by resolution of the Board.
This charter will be available on the Company's website and the key features will be published in the annual report or a link provided to the charter or a summary on the website.