

CORPORATE GOVERNANCE PLAN

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SCHEDULE 1 BOARD CHARTER

In carrying out the responsibilities and powers set out in this Charter, the Board:

- (a) recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of its shareholders; and
- (b) recognises its duties and responsibilities to its employees, clients and the community.

1. THE SPECIFIC RESPONSIBILITIES OF THE BOARD

In addition to matters it is expressly required by law to approve, the Board has the following specific responsibilities:

- (a) appointment of the MD/CEO and Company Secretary (including the determination of their terms and conditions including remuneration and termination) and the creation of new senior roles reporting to the MD/CEO;
- (b) setting and driving the strategic direction of the Company, establishing goals for the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance against the goals and objectives;
- (c) reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- (d) monitoring of the major risks of the business and ensuring there are appropriate policies and procedures to satisfy its legal and ethical responsibilities;
- (e) approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures;
- (f) approving and monitoring the budget and the adequacy and integrity of financial and other reporting;
- (g) approving the annual and half yearly accounts;
- (h) approving significant changes to the organisational structure;
- (i) approving the issue of any shares, options, equity instruments or other securities in the Company;
- (j) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;
- (k) recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them;

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- (l) meeting with the external auditor, at their request, without management being present.
 - (m) develop a formal process for the selection and appointment of new directors;
 - (n) review and consider succession plans are in place to maintain an appropriate mix of skills experience expertise and diversity on the Board; and
 - (o) regular review on the proportion of women at all levels of the Company.

2. COMPOSITION OF THE BOARD

- (a) The composition of the Board is to be reviewed regularly to ensure the appropriate mix of skills, expertise and gender diversity is present to facilitate successful strategic direction.
- (b) In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- (c) The majority of the Board should be comprised of non-executive Directors. Where practical, at least 50% of the Board will be independent. An independent Director is one who is independent of management and free from any business or other relationship, which could, or could reasonably be perceived to, materially interfere with, the exercise of independent judgement. Independent Directors should meet the definition of what constitutes independence as set out in the ASX Corporate Government guidelines.
- (d) Directors must disclose their interests. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- (e) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.
- (f) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.
- (g) No member of the Board except for the Managing Director may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.
- (h) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the Board to ensure that they continue to contribute effectively to the Board.
- (i) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its

responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.

3. THE ROLE OF THE CHAIRMAN

- (a) The Chairman should be a non-executive Director. If a Chairman ceases to be an independent Director then the Board will consider appointing a lead independent Director.
- (b) The MD/CEO should not be the Chairman of the Company during his term as MD/CEO.
- (c) The Chairman must be able to commit the time to discharge the role effectively.
- (d) The Chairman is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings and conducting the shareholder meetings.
- (e) The Chairman should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- (f) In the event that the Chairman is absent from a meeting of the Board then the Board shall appoint a Chairman for that meeting.

4. BOARD COMMITTEES

- (a) To assist the Board in fulfilling its duties, the Board has established the following committees, each with written terms of reference:
 - Audit and Risk Committee;
 - Remuneration Committee;
 - Corporate Governance Committee; and
 - Acquisition and Finance Committee.
- (b) The charter of the Committees is approved by the Board and reviewed following any applicable regulatory changes.
- (c) The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- (d) Members of Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.
- (e) The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.

5. BOARD MEETINGS

- (a) There must be two Directors present at a meeting to constitute a quorum.
- (b) The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required.
- (c) Non-executive Directors may confer at scheduled times without management being present.
- (d) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chairman and circulated to Directors after each meeting.
- (e) The Company Secretary shall distribute supporting papers for each meeting of the Board as far in advance as practicable.
- (f) Minutes of meetings must be approved at the next Board meeting.

6. THE COMPANY SECRETARY

- (a) When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its Committee and between senior executives and non-executive Directors.
- (b) The Company Secretary is to facilitate the induction of new Directors.
- (c) The Company Secretary is to facilitate the implementation of Board policies and procedures.
- (d) The Company Secretary is to provide advice to the Board, on corporate governance matters and law.
- (e) All Directors have access to the advice and services provided by the Company Secretary.
- (f) The Board has the responsibility for the appointment and removal of the Company Secretary.

7. ACCESS TO ADVICE

- (a) All Directors have unrestricted access to company records and information except where the Board determines that such access would be adverse to the Company's interests.
- (b) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- (c) The Board, Board Committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chairman. A copy of any such advice received is made available to all members of the Board.

8. THE BOARD'S RELATIONSHIP WITH MANAGEMENT

- (a) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the MD/CEO.
- (b) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Group to facilitate the carrying out of their duties as Directors.

9. PERFORMANCE REVIEW

The Board shall conduct an annual performance review of the Board that:

- (a) compares the performance of the Board with the requirements of its Charter;
- (b) critically reviews the mix of the Board; and
- (c) suggests any amendments to the Charter as are deemed necessary or appropriate.

10. DISCLOSURE POLICY

The Board should ensure that the Company has in place effective disclosure policies and procedures so that shareholders and the financial market are fully informed to the extent required by the applicable disclosure rules and legislation on matters that may influence the share price of the Company or its listed debt securities.

SCHEDULE 2 CORPORATE CODE OF CONDUCT

This code has been drawn up so there can be no doubt about the standards of behaviour the Company expects of its Employees (as defined below). All Employees are bound by it. This Code of Conduct sets a framework for how Employees must operate. The Code of Conduct protects the interests of shareholders, clients, Employees, and suppliers. Particularly, it helps Employees understand what is expected of them.

For the purpose of the Code of Conduct, "Employees" is inclusive of all Q Ltd staff, Executive Directors, Non-Executive Directors and persons engaged as contractors.

1. PROFESSIONAL BEHAVIOUR

Q Ltd is a good corporate citizen and complies with not only the letter, but also the spirit of the law, wherever it conducts business. It expects that Employees and officers of Q Ltd will do the same. Employees are required to:

- (a) Promote the interests of Q Ltd;
- (b) Perform their duties with skill, honesty, care and diligence, using authority in a fair and equitable manner;
- (c) Abide by policies and procedures, instructions and lawful directions that relate to their employment and duties;
- (d) Comply with the spirit as well as the letter of the Code of Conduct;
- (e) Not do anything that could negatively affect Q Ltd's reputation and brand;
- (f) Not participate in any illegal or unethical activity; and
- (g) Actively promote compliance with laws, rules, regulations and this Code of Conduct.

2. INTEGRITY

Employees must always:

- (a) Act in the best interests of shareholders as the owners of the Company.
- (b) Respect financiers as they are stakeholders in Q Ltd.
- (c) Respect clients and consumers and treat them courteously and consistently.
- (d) Respect colleagues and treat them fairly, openly and honestly.
- (e) Select vendors/suppliers on quality, service and cost only.

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- (f) Exercise the utmost care and diligence in the performance of all duties and responsibilities by:

Ensuring accuracy in decision-making processes

Giving attention to detail in all aspects of work

Being mindful of the sensitivities of others

Protecting confidentiality

Being courteous, open and honest

3. CONFIDENTIALITY

During the course of their work Employees may learn confidential and/or personal information about the Company, its shareholders, clients and consumers, its suppliers and Employees. This information is confidential and must be treated sensitively. Unless Employees have permission, they must not disclose or discuss any such information while employed by or after they leave the Company. In particular, Employees must treat as confidential all information given to the Company by shareholders, clients and consumers. It is the Company's policy that individuals' salaries and related matters are confidential and should not be discussed with other Employees. All work performed during an Employee period of employment with Q Ltd belongs to the Company.

Employees of Q Ltd:

- (a) must acknowledge the need for confidentiality as part of their contract of employment
- (b) must not breach Q Ltd's confidentiality or make use of confidential information obtained from Q Ltd for personal gain or in a manner which would be detrimental to the Company
- (c) must treat confidential information belonging to third parties (such as suppliers) with the same levels of respect and care that they treat information relating specifically to the Company
- (d) must only use confidential information in ways which are authorised by the Company

Similarly, Q Ltd will respect the confidentiality of personal information supplied to the Company by Employees.

4. PRIVACY

Q Ltd is committed to safeguarding the privacy of its clients, shareholders, suppliers and Employees. The Company's privacy policy regulates the handling of any personal information that it collects. The policy contains detailed information about the Company's functions and activities, privacy issues and its privacy policy provisions.

5. EQUAL OPPORTUNITY

Q Ltd is dedicated to the principle of equal opportunity for all Employees without regard to race, colour, religion, age, gender, disability, sexual preference or other matters unrelated to work performance. The Company is vigorously committed to recruiting, training and promoting Employees according to competence and capability.

To help make the most of Employees careers at Q Ltd, it is important that all Employees have equal access to the benefits of employment, training and promotion within the Company. Therefore, all Employees of Q Ltd, as well as adhering to the basic guidelines outlined above, must make every effort to ensure there is no possibility of the appearance of unfairness by avoiding:

- (a) Members of the same family working in a direct supervisory relationship (the same family includes, but is not limited to, parents, siblings and spouses) unless this is approved by the MD/CEO.
- (a) Relationships that may be seen as inappropriate due to the supervisory role held by one of the individuals (a relationship might be considered inappropriate if it is likely to encourage a supervisor to advantage one employee over another for reasons other than his/her ability).

Exception for (a) and (b) above can be granted by the MD/CEO if circumstances are considered appropriate or if involving the MD/CEO then the Chairman or if involving the Chairman the Chair of the Audit and Risk Committee.

6. HARASSMENT, DISCRIMINATION AND BULLYING

Q Ltd does not tolerate harassment, discrimination or bullying in the workplace. Differences between individuals are not only tolerated, but valued. Employee of Q Ltd can expect to be treated in a fair and professional manner.

The following behaviours are unacceptable under the Q Ltd terms of employment:

6.1 Harassment

Harassment involves subjecting people to unwelcome or uninvited attention that intimidates, humiliates or offends them

6.2 Discrimination

Discrimination involves treating people differently due to race, colour, religion, age, gender, disability, sexual preference or any other perceived "difference"

6.3 Bullying

Bullying is any form of unwelcome or uninvited behaviour that intimidates, humiliates or offends an employee and generally takes the form of one or more of these overtly aggressive behaviours:

Abusive, insulting or offensive language

Criticism delivered by yelling and screaming

Inappropriate comments about a person's appearance, lifestyle or family

Teasing or regularly making someone the brunt of practical and oral jokes

Interfering with personal effects and or work equipment

Overloading a person with work and setting unreasonable or difficult time lines.

Harassment, discrimination and bullying should be reported to management.

Employees who are concerned about the actions of a co-worker, supervisor or manager or other Employees can also contact the MD/CEO or Chairman.

The consequence for Employees, who harass fellow Employees, clients or suppliers whether physically or mentally, will be subject to disciplinary action, which may include dismissal.

7. CONFLICT OF INTEREST

Conflicts of interest can arise if Employees have a personal, financial or other interest in a business decision involving Q Ltd. Personal interest can be direct or indirect and refers not only to the Employee but also to members of their family and friends. Employees are to avoid situations in which their personal interests could conflict with those of Q Ltd. If there is a potential conflict of interest, Q Ltd's interests must always take priority. If an Employee has a conflict of interest, it must be disclosed to the Company Secretary.

Employees are asked to avoid situations or transactions in which their own interests conflict, or might be seen to conflict, with the interests of Q Ltd. Some level of personal gain that could potentially result from their actions and might affect their ability to make decisions in the interest of the Company usually identifies conflicts of interest. The following situations are examples of conflicts of interest:

- Having a contract of employment with, or providing services to, another company which has business dealings or is in competition with Q Ltd
- Doing business with companies in which the Employee, or members of their family, have significant interests

Employees of Q Ltd are encouraged to protect the interests of the Company – and its reputation – against potential accusations of inappropriate behaviour by avoiding conflicts of interest altogether. The existence of, or potential for, a conflict of interest should be brought to the attention of the Employee's line manager.

Employees who are Directors of Q Ltd or its Subsidiaries should:

- Abide by the provisions as set out in the Corporations Act governing conflicts

of interest

- Raise the matter with the Chairman of Q Ltd or the Company Secretary if still in doubt

8. GIFTS AND BENEFITS

Gifts and entertainment should not be given or received by Employees if they could be interpreted as creating an obligation that the Employee impartiality could be affected, or the gifts or entertainment could be perceived to influence a business decision. Reasonable offers of entertainment such as dinner, theatre parties or sporting events may be accepted or offered. In determining what is "reasonable" the onus is on the Employee to consider not only the value of the gift or entertainment, but the frequency with which they are offered, and the circumstances in which they are offered. Under no circumstances, should an Employee offer or accept money. If in doubt, the Employees are to refer to the Company Secretary.

It's always wrong for Employees to ask for, or appear to expect, gifts or benefits from suppliers, colleagues, subordinates, clients or others with whom they may come into contact in the course of their work at Q Ltd. A gift or benefit may create, or appear to create, a conflict of interest (see above). When gifts are offered, they should only be accepted if:

- (a) They are provided as part of an approved incentive program;
- (b) They are of nominal value (e.g. under \$50) or have been approved by the Employee's line manager;
- (c) Public disclosure of the transaction would not embarrass Q Ltd;
- (d) They cannot be construed as an inducement to favour the giver in any way; and
- (e) To do so is consistent with all aspects of the Code of Conduct.

Although it's common practice to accept gifts of low monetary value – such as calendars, diaries, lunches and invitations to sporting events – all such offers of gifts and advantages should be brought to the attention of the Employee's line manager.

9. FAIR DEALING

In maintaining and enhancing the reputation of Q Ltd, Employees have a responsibility to ensure that they conduct the Company's business in ways that benefit its major stakeholders – shareholders, clients, Employees, suppliers and the communities in which the Company operates.

Therefore, Q Ltd and its Employees will, in all business dealings:

- (a) Compete vigorously and equitably;
- (b) Treat all clients and suppliers honestly, fairly and objectively;
- (c) Avoid any practice which may be seen as deceptive or unfair;

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- (d) Make clear to all suppliers and potential suppliers that Q Ltd expects them to compete honestly and fairly; and
- (e) Make clear to all suppliers and other relevant bodies that Q Ltd does not expect, nor will its Employees accept, gifts and other unauthorised benefits in exchange for Q Ltd's custom - we select our supplies strictly on merit.

10. TRADING IN Q LTD SHARES

Q Ltd has adopted a policy in relation to the trading of shares of Q Ltd and other companies with which it deals. A copy of the Share Trading Policy is available on the website.

11. OUTSIDE ACTIVITIES

For Employees other than directors, Employees must not serve in any capacity – as director, partner, employee, consultant, agent etc. - whether paid or unpaid, in any other company, business or organisation if there is a possibility that their personal interests could conflict with those of Q Ltd, unless they first get permission from the MD/CEO.

12. POLITICS

While Employees are all entitled to personal political views and activities, Q Ltd has a policy of strict political neutrality. Employees should not take part in a political event such as a fund raiser as a representative of Q Ltd.

13. COMMUNITY

Q Ltd aims to be socially responsible in all its business activities in order to protect the health, wellbeing and lifestyle of the communities in which it operates. The Company is committed to acting in ways which minimise adverse environmental impacts from the operation of the business. As Employees of Q Ltd, each have a role to play in this by ensuring their actions are consistent with the Company's community commitment. Q Ltd encourages officers and employees to support charitable activities and undertake environment initiatives.

14. PUBLIC STATEMENTS

Q Ltd's relationship with the media and investment community are conducted exclusively by the Chairman or the MD/CEO or as delegated by them.

15. Q LTD PROPERTY

It is important to Q Ltd that all Employees enjoy a safe, secure and positive working environment. Each Employee has a role to play in this process by respecting property that belongs to others.

Unauthorised possession or use of property belonging to the Company, other employees, clients or suppliers will not be tolerated by Q Ltd. This includes, but is not limited to:

- Money
- Gift vouchers

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- Stock
 - Samples
 - Computer equipment
 - Stationery

With regard to Company property, the following guidelines apply:

- Company property cannot be removed from the workplace without permission from the appropriate authority; and
- The equipment that QXQ provides to Employees (such as computer, phone and fax) should only be used for legitimate business purposes — For example, offensive or obscene phone calls or emails and the downloading of pornography from the Internet would be considered misuse of Company property.

16. LEGAL COMPLIANCE

Employees must carry out their work according to the law and in accordance where relevant with the Australian Stock Exchange Listing Rules and the Q Ltd Corporate Governance Plan.

17. RECORDS AND REPORTS

Any recorded and/or reported information by Employees must comply with financial and accounting/legal policies and procedures.

18. SAFETY AND SECURITY

Employees must follow Q Ltd safety and security procedures which are specific to the area where they work.

19. CODE VIOLATIONS

An Employee who breaches the Q Ltd Code of Conduct faces disciplinary action. This could include dismissal or legal action. If Employees suspect a violation, they should report the matter to the Company Secretary. No action will be taken against any Employee who reports in good faith a suspected violation of this Code.

SCHEDULE 3

AUDIT AND RISK COMMITTEE CHARTER

1. ROLE

The role of the Audit and Risk Committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting, compliance and risk. This Charter defines the Audit and Risk Committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

- (a) The Committee must comprise at least three members.
- (b) A majority of the members of the Committee must be independent non-executive Directors in accordance with the criteria set out in Annexure A.
- (c) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (d) All members of the Committee must be able to read and understand financial statements.
- (e) The Chairman of the Committee may not be the Chairman of the Board of Directors and must be independent.
- (f) The Chairman of the Committee shall have leadership experience and a strong finance, accounting or business background.
- (g) The external auditors, the other Directors, the MD/CEO, Chief Financial Officer, Company Secretary and senior executives, may be invited to Committee meetings at the discretion of the Committee.

3. PURPOSE

The primary purpose of the Committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:

- (a) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
- (b) compliance with all applicable laws, regulations and Company policy;
- (c) the effectiveness and adequacy of internal control processes;
- (d) the performance of the Company's external auditors and their appointment and removal;
- (e) the independence of the external auditor and the rotation of the lead engagement partner;
- (f) the identification and management of business risks;

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- (g) evaluate the structure and adequacy of the Company's insurances on an annual basis;
 - (h) review and evaluate the adequacy and effectiveness or weaknesses in the Company's operational risk and management controls to determine risks and assessing their impact;
 - (i) Evaluate the adequacy and effectiveness of the Company's business continuity plans;
 - (j) Evaluate the performance and management of material outsourcing contracts; and
 - (k) Evaluate the company's exposure to fraud.

A secondary function of the Committee is to perform such special reviews or investigations as the Board may consider necessary.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

a) Review of Financial Reports

- i. Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- ii. Oversee the financial reports and the results of the external audits of those reports.
- iii. Assess whether external reporting is adequate for shareholder needs.
- iv. Assess management processes supporting external reporting.
- v. Establish procedures for treatment of complaints regarding accounting, auditing and matters relating to risk.
- vi. Review the impact of any proposed changes in accounting policies on the financial statements.
- vii. Review the half yearly and annual results.

b) Relationship with External Auditors

- i. Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- ii. Review performance, succession plans and rotation of lead engagement partner.
- iii. Approve the external audit plan and fees proposed for audit work to be performed.
- iv. Discuss any necessary recommendations to the Board for the approval of half yearly or annual reports.

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- v. Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
 - vi. Meet with the external auditors at least twice in each financial period without management being present and at any other time the Committee considers appropriate.
 - vii. Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
 - viii. Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.
 - ix. Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
 - x. Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the Corporations Act and other such relevant legislation.

c) Internal Audit Function

- i. Monitor the need for a formal internal audit function and its scope.
- ii. Assess the performance and objectivity of any internal audit procedures that may be in place.
- iii. Review risk management and internal compliance procedures.
- iv. Monitor the quality of the accounting function.

d) Risk Management

- i. Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- ii. Review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

e) Other

- i. The Committee will oversee the Company's environmental risk management process.
- ii. The Committee will oversee procedures for whistleblower protection.
- iii. To the extent that such deviation or waiver does not result in any breach of the law, the Committee may approve any deviation or waiver from the Company's Code of Conduct (Schedule 2). Any

such waiver or deviation will be promptly disclosed where required by applicable law.

iv. Monitor related party transactions.

5. MEETINGS

- (a) The Committee will meet at least biannually and additionally as circumstances may require for it to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
- (d) A quorum shall consist of two members of the Committee. In the absence of the Chairman of the Committee, the members shall elect one of their members as Chairman of that meeting.
- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (f) The Committee Chairman, through the Secretary, will prepare a report of the actions of the Committee to be included in the Board papers for the next board meeting.
- (g) Minutes of each meeting are included in the papers for the next full Board meeting after each Committee meeting.

6. SECRETARY

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or

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- (c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. ACCESS TO ADVICE

- (a) Members of the Committee have rights of access to management and to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) Members of the Committee may meet with the auditors, both internal and external, without management being present.
- (c) Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chairman. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

9. REVIEW OF CHARTER

- (a) The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner, and will update the Charter as required or as a result of new laws or regulations.
- (b) The Charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

10. REPORT TO THE BOARD

- (a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.
- (b) The Committee must brief the Board promptly on all urgent and significant matters.

SCHEDULE 4
REMUNERATION COMMITTEE CHARTER

1. GENERAL SCOPE AND AUTHORITY

- (a) The Remuneration Committee is a Committee of the Board of Q Ltd. The Charter may be subject to review by the Board at any time.
- (b) The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:
 - (i) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
 - (ii) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
 - (iii) reviewing and recommending to the Board the remuneration of non-executive Directors;
 - (iv) fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market;
 - (v) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
 - (vi) reviewing and recommending to the Board the statutory remuneration report prepared in accordance with relevant regulations and the principles and guidelines recommended by the ASX;
 - (vii) reviewing and recommending the introduction and establishment of any equity based plans and other incentive schemes;
 - (viii) reviewing and recommending processes and practices in respect of human resources including but not limited to occupational health and safety, equal opportunity and non-discrimination; and
 - (ix) ensuring that management development plans are designed and executed which support succession and career path plans.
- (c) The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.

2. COMPOSITION

- (a) The Committee shall comprise at least three Directors, the majority being independent non-executive Directors.

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- (b) The Committee will be chaired by an independent Director who will be appointed by the Board.
 - (c) The Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

3. SECRETARY

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee, and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

4. MEETINGS

- (a) The Committee will meet at least once per year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman, the members shall elect one of their members as Chairman.
- (d) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

5. ACCESS

- (a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

6. DUTIES AND RESPONSIBILITIES

In order to fulfil its responsibilities to the Board the Committee shall:

- (a) Executive Remuneration Policy
 - (i) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.
 - (ii) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
 - (iii) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.
 - (iv) Oversee the implementation of such remuneration policy.
- (b) Executive Directors and Senior Management
 - (i) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, [service contracts] having regard to the executive remuneration policy.
 - (ii) Review and make recommendation to the Board on the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the MD/CEO. As part of this review the Committee will oversee an annual performance evaluation of the MD/CEO and Company Secretary. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.
- (c) Company Secretary

Consider and make recommendations to the Board on the remuneration of the Company Secretary.
- (d) Equity Based Plans

Review and recommend to the Board the design of any equity based plans which include:-.

 - (i) Any equity based plans that may be introduced (Plans) in the light of legislative, regulatory and market developments.
 - (ii) For each Plan, determine each year whether awards will be made under that Plan.
 - (iii) Review and approve total proposed awards under each Plan.

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- (iv) In addition to considering awards to executive Directors and direct reports to the MD/CEO and Company Secretary, review and approve proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee.
 - (v) Regular reviews of performance hurdles for each equity based plan.
- (e) The Committee shall perform other duties and activities that it or the Board considers appropriate.

7. APPROVALS

The Committee must approve the following for recommendation to the Board for approval prior to implementation:

- (a) changes to the remuneration or contract terms of executive Directors, the MD/CEO and Company Secretary;
- (b) the Plans or amendments to current equity plans or executive cash-based incentive plans;
- (c) total level of awards proposed from equity plans or executive cash-based incentive plans; and
- (d) termination payments to executive Directors, the MD/CEO and the Company Secretary.

SCHEDULE 5
CORPORATE GOVERNANCE COMMITTEE CHARTER

1. GENERAL SCOPE AND AUTHORITY

- (a) The Corporate Governance Committee is a Committee of the Board of Q Ltd. The Charter may be subject to review by the Board at any time.
- (b) The primary purpose of the Committee is to assist the Board ensure that the highest level of corporate governance is maintained with consideration of the size and resources of the Company.

2. COMPOSITION

- (a) The Committee shall comprise at least three Directors, the majority of whom must be independent, one of whom will be appointed the Committee Chairman.
- (b) The Board may appoint additional Directors to the Committee or remove and replace members of the Committee by resolution.

3. SECRETARY

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

4. MEETINGS

- (a) The Committee will meet at least once a year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.
- (d) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman.
- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (f) The Committee may invite executive management team members or other individuals, including external third parties to attend meetings of the Committee, as they consider appropriate.

5. ACCESS

- (a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts where the Committee considers this necessary to carry out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

6. RESPONSIBILITIES

The Committee shall periodically review and consider the Company's corporate governance policies and procedures having regards to external and internal requirements ensuring the highest standard of corporate governance is in place having consideration of size and resource of the Company. In particular, the Committee is to:

- (a) Review corporate governance policies and procedures;
- (b) Conduct or facilitate the conduct of formal annual reviews of the internal guidelines relating to corporate governance, Board operation and membership and committee structures;
- (c) Ensure that the functions of board and management are clearly defined and understood and that Q Ltd's Board procedures are continually reviewed to ensure that they are of the highest standards of performances;
- (d) Ensure procedures are in place to identify matters concerning the company which should be disclosed to the market, including matters associated with the company's accounts and information in documentation relative to the issue of securities or information issued by prospectus or public offer document by the company; and
- (e) Evaluate the adequacy and effectiveness of the company's legal compliance control systems.

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. REVIEW OF CHARTER

- (a) The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner, and will update the Charter as required or as a result of new laws or regulations.
- (b) The Charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

9. REPORT TO THE BOARD

- (a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.
- (b) The Committee must brief the Board promptly on all urgent and significant matters.

10. RISK MANAGEMENT REVIEW PROCEDURE AND INTERNAL COMPLIANCE AND CONTROL

The Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.

The Board has delegated to the Audit and Risk Committee responsibility for implementing the risk management system.

The Audit and Risk Committee will submit particular matters to the Board for its approval or review. Among other things it will:

- (a) oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements;
- (b) assist management to determine the key risks to the businesses and prioritise work to manage those risks; and
- (c) review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

The Company's process of risk management and internal compliance and control includes:

- (a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks.
- (b) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls.

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- (c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

To this end, comprehensive practises are in place that are directed towards achieving the following objectives:

- (a) compliance with applicable laws and regulations;
- (b) preparation of reliable published financial information; and
- (c) implementation of risk transfer strategies where appropriate e.g. insurance.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back quarterly to the Audit and Risk Committee.

The Board will review assessments of the effectiveness of risk management and internal compliance and control on an annual basis.

SCHEDULE 6
ACQUISITION AND FINANCE COMMITTEE CHARTER

1. ROLE

The role of the Acquisition and Finance Committee is to assist the Board in guiding, overseeing, monitoring and reviewing any matters relating to acquisitions, mergers or related activities and all related financing issues including the raising of equity and debt. This Charter defines the Acquisition and Finance Committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

- (a) The Committee must comprise at least three members.
- (b) A majority of the members of the Committee must be independent non-executive Directors in accordance with the criteria set out in Annexure A.
- (c) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (d) All members of the Committee must be able to read and understand financial statements.
- (e) The Chairman shall have leadership experience and a strong finance, accounting or business background.

3. PURPOSE

The Acquisition and Finance Committee shall have the authority to review and recommend to the Board merger and acquisition transactions and investment transactions proposed by the Company's management.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

- (a) Reviewing, considering and recommending acquisitions and divestitures to the Board;
- (b) Reviewing, negotiating and recommending the relevant terms for each acquisition or divestitures to the Board;
- (c) Review acquisition strategies with management on behalf of the Company;
- (d) Recommend acquisition strategies to the Board as appropriate;
- (e) Reviewing and monitoring due diligence on proposed acquisitions;
- (f) Engage external lawyers to act for the Company in relation to the acquisition;

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- (g) Review all relevant documentation in respect of the acquisition in conjunction with the Company's lawyers and recommend to the Board as appropriate;
 - (h) Attend and oversee all matters in relation to the completion of such acquisition;
 - (i) Review, consider and recommend funding arrangements in relation to the acquisition to the Board;
 - (j) Assist with post acquisition integration and business development opportunities;
 - (k) Perform any other activities consistent with this Charter as the Committee deems appropriate or as requested by the Board; and
 - (l) The Committee or its Chairperson shall periodically report to the Board on the significant results of the foregoing activities.
 - (m) Review this Acquisition and Finance Committee Charter from time to time for adequacy and recommend any changes to the Board.

5. MEETINGS

- (a) The Committee will meet as circumstances may require for it to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
- (d) A quorum shall consist of two members of the Committee. In the absence of the Chairman of the Committee, the members shall elect one of their members as Chairman of that meeting.
- (e) The Committee Chairman, through the Secretary, will prepare a report of the actions of the Committee to be included in the Board papers for the next board meeting.
- (f) Minutes of each meeting are included in the papers for the next full Board meeting after each Committee meeting.
- (g) Other Directors, the MD/CEO and senior executives, may be invited to Committee meetings at the discretion of the Committee.

6. SECRETARY

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.

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- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. ACCESS TO ADVICE

- (a) Members of the Committee have rights of access to management and to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chairman. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

9. REVIEW OF CHARTER

- (a) The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner, and will update the Charter as required or as a result of new laws or regulations.
- (b) The Charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

10. REPORT TO THE BOARD

- (a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.
- (b) The Committee must brief the Board promptly on all urgent and significant matters.

SCHEDULE 7 CONTINUOUS DISCLOSURE POLICY

Q Ltd (**Company**) is committed to complying with continuous disclosure requirements arising from the Corporations Act and the Listing Rules of the Australian Securities Exchange (**ASX**).

The general rule, in accordance with ASX Listing Rule 3.1, is that once the Company becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities, the Company must immediately disclose that information to the ASX.

The Company has established policies and procedures on information disclosure. The focus of these procedures is on continuous disclosure compliance and improving access to information for investors.

The Company Secretary is responsible for:

- (a) overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and
- (b) providing guidance to Directors and employees on disclosure requirements and procedures.

All ASX and media releases containing important material information must be approved by the Board, the Chairman of the Board or the MD/CEO before release to the market.

Price sensitive information is publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX.

Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

REVIEW

The contents of the Company's continuous disclosure policy are reviewed, at least annually, by the Company Secretary to ensure continuous compliance with the Corporations Act, the ASX Listing Rules and best practice as it develops in Australia.

SCHEDULE 8 SECURITIES TRADING POLICY

1. **Introduction and Purpose**

The purpose of this Policy is to ensure that Q Ltd ("the Company") directors and employees do not trade in the Company's securities:

- In breach of the Corporation Act prohibitions on 'insider trading'; and
- In a manner which compromises in the Company's practices in relation to securities dealings.

This Policy applies to all directors and employees of Q Ltd. Directors and employees must not engage in conduct known as 'insider trading'. Subject to the prohibitions described below, this Policy sets out when trading in the Company's securities may take place.

This Policy imposes additional trading restrictions on all directors, Company Secretary and CFO as well as all senior executives who report directly to any of the MD/CEO and Chief Financial Officer, as well as all employees reporting to the Chief Financial Officer.

This Policy applies to the following Company securities:

- Company shares;
- Any other securities which may be issued by the Company, such as options; and
- Derivatives (such as exchange-traded options and warrants) and other financial products issued by third parties in relation to Company shares, debentures and options.

2. **Prohibited Conduct**

If a director or employee possesses 'inside information', that director or employee must comply with the Corporations Act, which means he or she must not:

- a) Buy, sell or otherwise deal in Company securities;
- b) Procure someone else to buy, sell or otherwise deal in Company securities; or
- c) Pass on 'inside information' to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy, sell or otherwise deal Company securities or procure someone else to buy, sell or otherwise deal in Company securities.

Inside information is information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (i.e. information

which is 'price sensitive'). If a director or Senior Executive is in any doubt as to the legal position they should consult with the Company Secretary.

Directors and Senior Executives are not entitled to engage in short term or speculative trading in Company securities. This policy does not prohibit however the sale of Company shares vested under the Q Ltd Share Plan, provided the employee complies with all other applicable requirements of this Policy.

Information is generally available where the information is:

- Readily observable; or
- Made known in a manner that would, or would be likely to, bring it to the attention of people who commonly invest in the Company's securities or securities of a kind similar to the Company's securities, and a reasonable period has elapsed to allow the information to be disseminated; or
- Able to be deduced, concluded or inferred from those types of information.

Information will have a material effect on the price or value of the Company's securities if a reasonable person would be taken to expect the information to, or likely to, influence persons who commonly acquire securities in deciding whether or not to acquire or dispose of the securities.

In addition to these restrictions, directors and Senior Executives are not permitted to buy or sell Company securities within the following periods:

- From 1 January to the commencement of the second trading day after the announcement of the Company's half yearly results to the ASX; and
- From 1 July to the commencement of the second trading day after the announcement of the Company's full year results to the ASX.

Directors and employees are not permitted to write derivatives (such as exchanged-traded options and warrants) and other financial products issued by third parties in relation to Company securities.

3. Margin Lending

Directors and all Senior Executives must receive prior consent from the Chairman before entering into margin loans or other financing arrangements involving Company securities. In the case of the Chairman, approval must be obtained from the Chair of the Audit & Risk Committee.

If required by the Company, employees must provide the Company Secretary with information relevant to the margin loans or financing arrangements.

Directors and employees should avoid financial arrangements involving Company securities which may lead to the ownership and rights of the securities being transferred to a third party.

This Policy continues to apply to all directors and employees, regardless of commitments which such individuals may enter into in relation to margin lending contracts or other financing arrangements.

4. Permitted Trades Dealing by Employees

If you are not a Company Director or a Senior Executive:

- You can buy or sell Company securities at any time provided you do not have inside information and are not involved in short term or speculative dealing;
- You should review this Policy prior to dealing; and
- You are not required to notify the Company if you intend to deal in Company securities or after you have dealt in such securities.

5. Dealing by Directors and Senior Executives

If you are a director or Senior Executive the following additional rules apply:

- If you are a director and you intend to deal in Company securities, you must first request (in writing) approval from the Chairman of the Board (with a copy to the Company Secretary) and confirm that you are not aware of any inside information. If you are the Chairman of the Board, you must first request (in writing) approval from the Chair of the Audit & Risk Committee (with a copy to the Company Secretary).
- If you are a Senior Executive and you intend to deal in Company securities, you must first request (in writing) approval from the Company Secretary and confirm that you are not aware of any inside information.
- Directors and Senior Executives must complete the Securities Dealing Request Form set out in Attachment A when seeking approval to deal in the Company's securities.
- Directors and Senior Executives must not deal in Company securities until approval has been given by the Chairman of the Board, Chair of the Audit & Risk Committee or the Company Secretary, as the case may be. Such approval, if granted, shall be effective for a period of 48 hours from the time of grant.
- Directors and Senior Executives must provide details of any permitted trade (price and quantity) to the Company Secretary within 3 business days of such trade.
- Such requests may be provided by email.

6. Trades Excluded

This Policy does not apply to trading in the Company's securities which relates to:

- An offer concerning the Company's securities made to all eligible holders of securities of the same class (for example a bonus issue, rights issue or buy-back);
- An allocation of the Company's securities under a dividend reinvestment plan that is available to all eligible holders of securities of the same class;
- An allocation of, or agreement to acquire, securities under the Q Ltd Share Plan. (However, this Policy will apply to any subsequent disposal of Company shares acquired under the Q Ltd Share Plan);
- A transfer of shares as part of a takeover offer or scheme of arrangement; or
- An off-market transfer of shares resulting in no change in the underlying beneficial interest (for example, transfer from one personal shareholding to another personal shareholding).

7. Responsibilities

The Company Secretary is responsible for:

- Establishing and reviewing the Company's Securities Trading Policy;
- Communication of the Policy to employees;
- Providing advice as to compliance with the Policy;
- Maintaining guidelines for establishing compliance with this Policy and the law relating to dealing in securities; and
- Reviewing this Policy, at least annually, to ensure continued compliance with the Corporations Act, ASX Listing Rule and corporate governance best practice.

8. Confidentiality of Inside Information

Persons covered by this Policy must ensure that contractors, advisers, consultants and other outside parties retained by the Company who may come into possession of inside information are bound by appropriate assurance of confidentiality.

9. Dealing in Shares of Other Companies

If directors and employees have inside information relating to other companies, including information gained through dealings between such company and Q Ltd, the same insider trading prohibition applies.

10. Breaches of this Policy

All directors and employees of Q Ltd are required to comply strictly with this Policy.

Breaches of this Policy will be subject to disciplinary action, which may include termination of employment.

Directors and employees are reminded that retirement/resignation does not impact on 'insider trading' prohibitions under the Corporations Act.

ATTACHMENT A – SECURITIES DEALING REQUEST FORM

PART A – For completion by Director or Senior Executive

I request permission to deal in the following securities:

Name of Applicant			
Q Ltd shares or other security			
Number of securities that are subject of the proposed transaction			
Type - Sale / Purchase / Other (please specify)			
Will the proposed transaction take place on the ASX. If No, please advise details of the transaction	Yes/No		
Proposed Date of Transaction			
Proposed transaction during:		Close Trading Window Period	Open Trading Window Period
		Reason:	Reason:

I understand that I will automatically be refused permission to deal in securities during a non-trading window and that in other periods I may be refused permission to deal without explanation. I confirm that:

1. I will not deal in the above securities until approval is obtained;
2. I am not in possession of any unpublished information which, if generally available, might materially affect the price or value of the securities;
3. The proposed dealing does not contravene the Securities Trading Policy; and
4. If I breach the Securities Trading Policy, disciplinary action may be taken against me including dismissal.

Name:

Signed: Dated:

PART B – For Completion by Chairman or Chair of the Audit Committee

I confirm that I am not aware of any circumstances pursuant to which the applicant named above is or is likely to be in possession of unpublished information which, if generally available, might materially affect the price or value of the securities.

has been cleared for a period of 5 business days.

Approval for the above dealing

has been refused.

This form is valid for a period of 5 business days from the date of approval. After this time, approval will lapse and a further request will need to be completed. A copy of this form will be returned to you with the period of validation completed if approval has been granted.

Name:

Signed: Dated:

SCHEDULE 9 SHAREHOLDER COMMUNICATIONS POLICY

The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.

Information is communicated to shareholders through:

1. the Annual Report delivered by post and which is also placed on the Company's website;
2. the half yearly report which is placed on the Company's website;
3. disclosures and announcements made to the Australia Securities Exchange (ASX), copies of which are placed on the Company's website;
4. notices and explanatory memoranda of Annual General Meetings (AGM) and Extraordinary General Meetings (EGM) copies of which are placed on the Company's website;
5. the Chairman's address and the Managing Director's address made at the AGMs and the EGMs, copies of which are placed on the Company's website;
6. investors and analyst briefings, copies of which are placed on the Company's websites;
7. the Company's website, www.gxq.com.au on which the Company posts all announcements which it makes to the ASX; and
8. the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

Shareholders can register with the Company's Registrar to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the annual, half yearly and quarterly reports.

The Company is reviewing its website to identify ways in which it can promote its greater use by shareholders and make it more informative including company briefings via web casting.

The Company will maintain a record of the topics discussed at briefings as well as a record of those present, the time and place of the briefing.

Shareholders queries should be referred to the Company Secretary in the first instance.

SCHEDULE 10

BOARD'S SELECTION PROCESS

The Board shall develop a formal and transparent process for the selection and appointment of new directors taking into account the composition of the Board in terms of skills and diversity capacity required to achieve the Company's core objective and strategy.

Taking these factors into account, the Board develops and agrees the desired profiles of potential candidates for Board membership which include an appropriate mix of skills experience expertise and diversity on the Board.

Either through internal resources or with external search consultants, it then oversees the review and recruitment process to fill vacancies as they arise. The recruitment process includes identification of a diverse range of suitable candidates followed by a formal assessment of each candidate leading to a final selection process.

ANNEXURE A DEFINITION OF INDEPENDENCE

1. ASX CORPORATE GOVERNANCE COUNCIL BEST PRACTICE RECOMMENDATIONS

An independent Director is a non-executive Director (i.e. is not a member of management) and:

- (a) holds less than 5% of the voting shares of the Company and is not an officer of, or otherwise associated directly or indirectly with, a shareholder of more than 5% of the voting shares of the Company;
- (b) within the last three years has not been employed in an executive capacity by the Company or another group member, or been a Director after ceasing to hold any such employment;
- (c) within the last three years has not been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
- (d) is not a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- (e) has no material contractual relationship with the Company or another group member other than as a Director of the Company;
- (f) has not served on the board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company; and
- (g) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

The materiality thresholds are assessed on a case-by-case basis, taking into account the relevant Director's specific circumstances, rather than referring to a general materiality threshold.