



RemSense Technologies Limited

CORPORATE GOVERNANCE MANUAL

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INTRODUCTION

1. INTRODUCTION

This Corporate Governance Manual is provided as a policy, charter, and process reference for the Corporate Governance of RemSense Technology Limited including the operation of the Board.

The specific policies that follow promote the philosophy of the Company regarding standards of excellence and governance.

This Manual applies to RemSense Technologies Limited and all controlled entities and business units.

1.1. REVIEW OF MANUAL

It may be necessary to change these policies and processes from time to time to reflect changes in governance trends, ASX and ASIC requirements and state and federal legislation. However, any changes in policy will be consistent with the RemSense's approach and desire to operate under clear, open, and inclusive governance standards.

The policies, charters and processes in this Manual shall be reviewed by the relevant Committee annually and a report provided to the Board, if required, recommending any necessary amendment and additional duties and responsibilities.

BOARD CHARTER

2. BOARD CHARTER AND OPERATION

2.1. PURPOSE

This charter sets out the role, composition, and responsibilities of the board of directors (“Board”) of RemSense Technologies Limited (“REM” and “Company”) within the governance structure of REM and its controlled entities (“the Group”).

The disclosure of the role, composition and responsibilities of the Board is designed to assist those affected by corporate decisions to better understand the respective accountabilities and contributions of the Board and the senior executive of the Group.

The conduct of the Board is governed by the Constitution of REM, the Corporations Act and Australian Securities Exchange listing rules.

The Board’s general responsibility is to act in the best interests of the Group, be accountable to shareholders as a whole and ensure that the Group is properly managed to enhance shareholder value by ensuring long-term health and prosperity of the Group.

This charter is only a summary of the matters reserved to the Board and should therefore only be used as a general guide.

2.2. MEMBERSHIP

The Constitution of REM provides for a minimum three directors and a maximum of nine directors. The Board has adopted a policy in relation to its composition which aspires that there be a majority of independent non-executive directors.

An independent director is a non-executive director and:

- a) is not a substantial shareholder of REM or an officer of, or otherwise associated directly with, a substantial shareholder of REM.
- b) within the last three years has not been employed in an executive capacity by the Company 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 advisor or a material consultant to the Company, or an employee materially associated with the service provided.
- d) is not a material supplier or customer of the Company, or an officer of or otherwise associated directly or indirectly with a material supplier or customer, has no material contractual relationship with the Company other than as a director of REM.
- e) 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.
- f) 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 threshold for materiality for the purpose of assessing the materiality of relationships between a non-executive director and REM (other than as a director) shall be judged according to the significance of the relationship to the director in the context of their activities as a whole.

Membership of the Board shall be disclosed in the annual report including whether a director is independent or not independent. Loss or gain of independence shall be disclosed to the Australian Securities Exchange and any other stock exchange on which REM is listed.

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2.3. TERM

All directors (except the Managing Director) are required by the Constitution of REM to submit themselves for re-election at regular intervals and at least every three years.

Non-executive directors shall serve a maximum of three terms unless their tenure is extended by the Board. Tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board; however, it is recognised that they hold the disadvantage of losing the contribution of directors who have developed over time an increasing insight into the Company and its operations.

Before a director is nominated for re-election at a shareholders' meeting, the Chairman shall consult with the rest of the Board and the director's performance shall be reviewed by the Nominations Committee before the Board endorses his or her re-nomination. The Board shall provide shareholders with all material information in the Company's possession relevant to a decision on whether or not to elect a director.

In light of the time commitment required by appointment to the Board, non-executive directors are asked to limit the number of other directorships for the duration of their appointment with REM. Non-executive directors are asked to provide the Nominations Committee with details of other commitments and an indication of time involved. The Nominations Committee will regularly review the time required of a non-executive director and make an assessment as to whether the directors are able to meet their commitment to REM.

If determined by the Nominations Committee, a casual vacancy can be created by the Chair approaching an existing director to determine whether that person is prepared to retire as a director prior to the date the director is due to be re-appointed by shareholders.

2.4. SELECTION OF NEW DIRECTORS

The Nominations Committee sets and reviews the criteria for appointment of new directors.

Subject to the Constitution of REM, the Board shall decide on the recommendations of new directors made by the Nominations Committee.

In selecting new members for the Board, directors shall have regard to the appropriate range of qualifications and expertise needed by the Board as a whole. The directors shall endeavour to appoint individuals who will provide a mix of director characteristics and diverse experiences, perspectives, and skills appropriate for the Company.

The procedure for the selection and appointment of a new director to fill a casual vacancy shall be as follows:

- a) assess the current Board's skills and qualities;
- b) assess the needs of the Company's business currently and going forward;
- c) develop the selection criteria for potential Board candidates;
- d) informal discussion by the Board to generate a list of potential candidates who may fill the standard criteria;
- e) where considered necessary, use the services of an independent executive search firm to assess the appropriateness of potential candidates or to supplement a candidate list provided by directors;
- f) measure the final potential candidate(s) against the selection criteria;
- g) the Board examines the final list of candidates and agrees an order of preference;
- h) a thorough check of the background of all candidates is carried out;
- i) the Chair approaches the desired candidate(s);

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- j) the candidate is appointed to the Board in accordance with clause the Company's constitution.

New directors are to be provided with a letter of appointment which sets out the key terms and conditions of their appointment. New directors must participate in an induction program designed to enable them to gain an understanding of:

- a) the Company's financial, strategic, operational and risk management position
- b) their rights, duties, and responsibilities as a director
- c) the role of board, board committees and the senior executive.

2.5. PROFESSIONAL DEVELOPMENT

All Directors shall be provided with appropriate ongoing professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

2.6. ROLE OF THE BOARD

The primary role of the Board is to oversee and approve the Group's strategic direction, to oversee the Group's management and business activities and to report to shareholders. The roles and responsibilities of the Board will be formalised in written policies, which shall be evaluated by the Board on an ongoing basis.

The following are regarded as the key responsibilities and functions of the Board:

- a) establishment of long-term goals of the group and strategic plans to achieve these goals;
- b) monitoring the achievement of these goals;
- c) appointment, oversight, annual review, remuneration and succession of the CEO;
- d) review of the management accounts and reports to monitor the progress of the group;
- e) review and adoption of budgets for the financial performance of the group and monitoring the results on a regular basis to assess performance;
- f) review and approval of the annual and interim financial reports;
- g) nominating and monitoring the external auditor;
- h) approving all significant business transactions;
- i) appointing and monitoring senior management;
- j) all remuneration, development, and succession issues;
- k) ensuring the group has implemented adequate systems of risk management and internal control together with appropriate monitoring of compliance activities;
- l) overseeing the process for making timely and balanced disclosure of all material information that a reasonable person would expect to have a material effect on the price or value of the Company's shares;
- m) ensuring that the Company has a suitably qualified Company secretary who shall be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board; and
- n) ensuring that the Company reports on its measurable objectives in relation to gender diversity and assesses annually both the objectives and progress in achieving gender diversity.

The board shall ensure that all information about the board, the Company and its governance are provided to all shareholders via the Company's web site.

BOARD CHARTER

2.7. DELEGATION TO MANAGEMENT

The Board has developed and shall regularly review a formal instrument of delegation to the CEO. The instrument shall contain all necessary powers to enable the CEO to conduct the business of the Company on a day-to-day basis.

The Board shall require the CEO to report on the exercise of certain delegated powers, in particular sub-delegated authorities to other senior executives.

The CEO shall conduct a formal review each year assessing the performance of senior executives and report back to the Board.

2.8. DELEGATION TO COMMITTEES

The Board from time to time shall establish committees to streamline the discharge of its responsibilities. For each committee, the Board shall adopt a formal charter setting out the matters relevant to the composition, role, responsibilities, and administration of such committee.

The Board has, at the date of this charter, established:

- a) an Audit and Risk committee
- b) a Nominations and People committee

Committee charters shall be reviewed on a regular basis by the Committee and a report provided to the Board, if required, recommending any necessary or additional duties.

2.9. DIRECTORS' SHAREHOLDINGS

All directors must disclose publicly their shareholdings and all changes thereof. The disclosed interests in shares held by directors, their associates and their associated entities are the same as their economic interest.

Directors and employees are subject to a Shares Trading Policy which provides that REM shares may not be bought or sold during prescribed periods.

2.10. POLICIES AND STANDARDS

REM has adopted the following operational policies and standards:

- a) Charter for the operation of the Board
- b) Code of Conduct
- c) Health, Safety and Environment Policy
- d) Antibribery and Corruption Policy
- e) Whistle Blower Protection Policy
- f) Market Disclosure and Communications Policy
- g) Shares Trading Policy
- h) Diversity, Inclusion and Equality Policy

2.11. REVIEW OF BOARD PERFORMANCE

The performance of all directors is assessed through review by the Board as a whole of a Director's

BOARD CHARTER

attendance at and involvement in Board meetings, their performance and other matters identified by the Board or other directors. Significant issues are actioned by the Board.

2.12. INDEPENDENT PROFESSIONAL ADVICE

With prior approval of the Chair, each Director has the right to seek independent legal and other professional advice at the Group's expense concerning any aspect of the Group's operations or undertakings in order to fulfil their duties and responsibilities as directors.

2.13. OPERATIONS

2.13.1. Meetings

Meetings of the Board of directors shall be held on a regular basis, as determined annually in advance by the Board. Meetings can be varied, deferred, or adjourned.

2.13.2. Annual Agenda

An annual agenda scheduling key matters for consideration or decision by the Board, which may include the scheduling of a separate strategy meeting will be developed each year for the subsequent 12 months and distributed to all directors and the CEO.

2.13.3. Meeting Agenda

The agenda for each meeting is to be prepared by the Company Secretary in conjunction with the Chair and CEO.

Matters proposed for the agenda will take into account:

- a) the board's annual agenda
- b) emerging issues assessed by management or the board as warranting the board's attention
- c) the continuing education needs of the board including its knowledge and understanding of activities and operations, competitors and the industries in which rem and its controlled entities operate.
- d) matters raised in the course of preceding board meetings.
- e) matters directly relevant to the board's defined responsibilities or the decisions reserved to the board
- f) externally imposed reporting deadlines.

Any director may approach the Chair and request that a particular item be added to the agenda for a meeting.

2.13.4. Attendance

Directors are required to make every reasonable effort to be fully prepared for and attend each meeting of the Board or the Committee(s) of which they are a member, and to remain in attendance for the full duration of such meetings. Where attendance or remaining in attendance for the full meeting is not possible, leave of absence must be sought, in advance, from the Chair.

2.13.5. Conflicts of Interest

Subject to the provisions of the Corporations Act and Constitution of REM, the Board is empowered to regulate its meetings and proceedings, including the processes it will apply in instances of a declared, actual,

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potential, or perceived conflict of interest.

The Board has adopted a Conflicts of Interest Policy to provide a framework for the dealing of directors' conflicts of interest.

2.13.6. Decisions

Decisions of the Board are made by consensus of the majority of members present at a duly convened meeting. These decisions will be reflected in the minutes and, where necessary, any dissenting views that a director has specifically stipulated will be recorded.

If a matter cannot be concluded by consensus a formal vote may be required. In the case of an equality of votes in such a situation, the Chair of the meeting has a second or casting vote.

Any action required or decision permitted to be taken at any meeting of the Board may be taken without a meeting if a resolution in writing is signed by all directors entitled to receive notice of a meeting.

A resolution in writing may consist of one or several documents in identical terms each signed by one or more directors. All such documents must be filed by the Company Secretary with the minutes.

Use of this option is restricted to matters of time urgency that cannot be delayed until the next meeting and, on an exception basis, day-to-day matters that required Board approval but do not require face-to-face discussion.

2.13.7. Minutes

The draft minutes of each Board meeting are approved by the Chair and circulated to all directors as soon as practicable but no later than the distribution date for papers for the next Board meeting.

Minutes are not a verbatim recording of the meeting but accurately record the resolutions of the Board, key reasons for those decisions (where appropriate) and actions arising.

The minuted actions from each Board meeting are approved by the Chair and circulated to all directors as soon as practicable after each meeting. This may be combined with the minutes of the relevant meeting.

2.13.8. Appointment and Role of Company Secretary

The Company Secretary acts as secretary to the Board. This appointment is made by the Board for such term, at such remuneration and upon such conditions, as it thinks fit. Any Company Secretary so appointed may also be removed by the Board.

The Company Secretary is responsible for the preparation of minutes of Board meetings, including recording the appointments of officers, names of directors present, all resolutions and proceedings and a summary of actions arising.

The Company Secretary shall be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

2.13.9. Board Papers

The agenda and the papers for each Board meeting including all reports on the activities and performance of the Company are to be circulated to directors and those managers attending by specific or standing invitation, no less than two working days before the scheduled meeting.

A paper is to be provided for each agenda item where required to enable informed discussion and decisions at Board meetings. As a matter of course "verbal" reports are to be discouraged.

Business of the Board which is not included in the agenda or for which the papers were late may be discussed

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at a Board meeting only with the consent of the Chair.

All Board papers must be prepared in accordance with the Board's guidelines. The Board may, from time to time, revise specific guidelines for the presentation, general content, and appropriateness of Board papers.

The Company Secretary will retain a complete hard copy of the Board papers for each meeting. These will be available for reference by directors in office, former directors, and senior management as required.

BOARD COMMITTEES

3. BOARD COMMITTEES

3.1. MEMBERSHIP AND OPERATION OF COMMITTEES

3.1.1. Membership

Each Committee of the Board of directors shall consist of a minimum of two directors. Members of the committee shall be appointed by the Board and may be removed by the Board in its discretion. All members of the Committee shall be non-executive independent directors, one of whom must be elected as Chair of the Committee.

Other executives or individuals may attend meetings of the Committee at the invitation of the Committee Chair but are not members of the Committee.

If a member is unable to act for any reason, the Chair may appoint another non-executive director as an additional member, provided, where practicable, that the majority of the members of the Committee shall be independent.

The Secretary of the Committee shall be Company Secretary or such other person as the Committee may appoint who shall attend all Committee meetings and record minutes as minute secretary. All minutes of the Committee, when approved and signed by the Committee chairperson and tabled at the next meeting of the Board, shall be entered into a minute book maintained for that purpose and shall be open at all times for inspection by any director.

3.1.2. Voting Arrangements

Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.

If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

Save where he has a personal interest, the Chair will have a casting vote.

All decisions of the Committee shall be formally reported to the Board by the chairperson. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed and shall compile a report on its activities to be included in the Company's annual report.

3.1.3. Administration

A notice of each meeting confirming the date, time, and venue together with the agenda and Committee papers shall be forwarded to each member of the Committee at least 21 working days prior to the date of the meeting, although such notice period may be waived or shortened with the written consent of all members of the Committee.

A quorum shall comprise any two Committee members who are non-executive directors. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair being an independent director for that meeting.

The Committee shall have the authority to delegate any of its responsibilities to sub-committees as the committee may deem appropriate. The Committee shall have authority to retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

BOARD COMMITTEES

The Committee shall report its actions and any recommendations to the Board and shall conduct and present to the Board an annual performance evaluation of the Committee.

The Chair of the Committee should attend the Company's annual general meeting and be prepared to respond to any shareholder questions on the Committee and its activities and responsibilities.

3.2. AUDIT AND RISK COMMITTEE

3.2.1. Purpose

The purpose of the Audit and Risk Committee shall be to assist and advise the Board in its oversight of the Company's management of financial reporting, corporate governance, and the external audit process; and monitoring of key risks, including strategic and operational risks, as well as the guidelines, policies and processes for monitoring and mitigating such risks. The Committee's role includes oversight of financial reporting and risk management of the Company's wholly owned subsidiaries.

3.2.2. Role and Responsibility- Financial Reporting

- a) Assist the Board in determining the reliability, integrity and appropriateness of accounting policies, financial reporting, and disclosure practices.
- b) Monitor compliance with applicable accounting standards and other requirements relating to the preparation and presentation of financial results.
- c) Assess the adequacy and clarity of presentation of financial information to shareholders.
- d) Review financial reports and to recommend to the board their adoption, taking into account a declaration from the CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained and that the statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the group and that the opinion has been formed on the basis of sound systems of internal control and risk management, which are operating effectively. The statement by the CEO/CFO relates to financial statements for any reporting period.
- e) Assess, review and challenge, where reasonable, the appropriateness of significant accounting policies, on a year-on-year basis for the company.
- f) Review and challenge where necessary, compliance with accounting standards and assess whether the company has made appropriate estimates and judgments, considering the views of the company's external auditors.
- g) Review and challenge, where necessary, methods used to account for significant or unusual transactions, where different approaches are possible.
- h) Review management's process for ensuring and monitoring compliance with laws, regulations and other requirements relating to the external reporting by the company of financial and non-financial information
- i) Consider all significant accounting policy, valuation and reporting changes before consideration by the Board.
- j) Review and challenge, where necessary, the clarity of disclosure in the Company's financial reports and the content in which statements are made.
- k) Review and challenge, where necessary, all information presented in the Company's financial statements, such as operating and financial review and the corporate governance statements (insofar as it relates to the audit).

BOARD COMMITTEES

3.2.3. Role and Responsibility-External Auditors

- a) Nominate the external auditor to the Board and to approve the terms of the contract with the external auditor including the audit fees and the nature and quantum of non-audit services provided by the external auditor.
- b) Evaluate and assess the performance and independence of the Company's external auditors and objectively, considering relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services.
- c) Review and approve the annual audit plan
- d) Ensure the independence, authority, and effectiveness of the external auditor and to maintain open lines of communication between the auditor and the Board.
- e) Ensure the Committee has unfettered access to the external auditor and is entitled to meet with the auditor without management present.
- f) Require the external auditor to:
 - i. submit a formal written statement delineating all responsibilities and work completed by the auditor
 - ii. report to the committee on any significant issue raised with management
 - iii. prepare any report or other disclosures to be included in pilot's annual report or other communications with shareholders on the relationship between the external auditors and the company.
 - iv. attend the AGM and be available to answer questions from shareholders relevant to the auditor.

3.2.4. Role and Responsibility – Risks

Risk assessment and risk management are the responsibility of the Company's management. The Committee has an oversight role and in fulfilling that role, it relies on the reviews and reports described below.

The committee shall have the following authority and responsibilities:

- a) To review and discuss with management the Company's risk governance structure, risk assessment and risk management practices and the guidelines, policies, and processes for risk management.
- b) To review and discuss with management the Board's risk appetite and strategy relating to managing key risks, including health and safety risk, economic risk, environmental risk, social sustainability risk, credit risk, liquidity and funding risk, market risk, product risk and reputational risk, as well as the guidelines, policies, and processes for monitoring, managing, and mitigating such risks.
- c) To discuss with the Company's executive team the Company's risk assessment and risk management guidelines, policies, and processes, as the case may be.
- d) To receive, as and when appropriate, reports from the Company's CEO on the results of risk management reviews and assessments.
- e) To review disclosure regarding risk contained in the Company's Annual Report.
- f) To review and assess the nature and level of insurance coverage.
- g) To review reports on selected risk topics as the Committee deems appropriate from time to time.
- h) Initiating and monitoring special investigations into areas of corporate risk or breakdowns in internal controls.

BOARD COMMITTEES

- i) To discharge any other duties or responsibilities delegated to the Committee by the Board.

The Board reviews these systems and the effectiveness of their implementation annually and considers the management of risk at its meetings. The Board may consult with the Company's external auditors on external risk matters or other appropriately qualified external consultants on risk generally, as required.

The Company is not required to have an internal audit function, however in the absence of such a function, the committee shall ensure that sufficient internal reviews of financials, operational and license compliance procedures are carried out to minimise the risk to the Company in these areas.

The Committee must have, in the absence of a formally established internal audit function, satisfactory processes in place for evaluating and continually improving the effectiveness of its risk management and internal control processes.

3.2.5. Role and Responsibility- Other

- a) Consider such other topics, as may be requested by the Board.
- b) Receive appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members and have access to sufficient resources in order to carry out its duties.
- c) Give due consideration to laws and regulations, including the provisions of the Corporations Act and the requirements of the ASX Listing Rules, the Prospectus and Disclosure Rules, as appropriate.
- d) Oversee any investigation of activities which are within its terms of reference.
- e) Review the adequacy of existing policies such as the Market Disclosure Policy and the Shares Trading Policy and to comply with these policies and to identify areas which require policy development.
- f) Review the Company's procedures for detecting fraud.
- g) Review the Company's arrangements for its employees to review concerns in confidence about possible wrongdoing in financial reporting or other matters.
- h) Allow and oversee proportionate and independent investigation of allegations of employee conflict of interest, fraud, whistle-blower protection or malfeasance.
- i) Conduct an annual review of the Committee's own work, performance, and these terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

3.2.6. Specific Committee Requirements

- a) The Committee shall meet at least two times a year as follows:
 - a. Immediately prior to the release of the full-year financial statements
 - b. Immediately prior to the release of the half-yearly financial statements
- b) All minutes of the Committee, when approved and signed by the Committee chairperson shall be circulated to all members of the Board (unless a conflict of interest exists) and to the external auditors and then shall be entered into a minute book maintained for that purpose and shall be open at all times for inspection by any director.
- c) The Committee may, with the prior approval of the Board, instruct the CEO to engage independent advisors in relation to any matter pertaining to the responsibilities of the Committee.
- d) The Chair of the Committee should attend the Company's annual general meeting for the purpose of handling any questions or enquiries of the meeting about the latest audit.

BOARD COMMITTEES

3.3. NOMINATION AND PEOPLE COMMITTEE

3.3.1. Purpose

The purpose of the Nomination and People Committee shall be to assist and advise the Board in managing composition and performance of the Board and executive management as well as matters relating to general HR practices and outcomes of the Company and the remuneration of executive directors, non-executive directors, and other key executives of the Company.

3.3.2. Role and Responsibility – Board Related Matters

The Committee will assist the Board in:

- a) Reviewing the Board composition.
- b) The appointment of the CEO.
- c) The appointment of the Company Secretary
- d) Approving the recommendation for the appointment of key management personnel presented to the committee by the CEO, if required.
- e) Performance appraisal of the Board.
- f) Succession planning for Board and CEO
- g) Approving the recommended succession planning for key management personnel presented to the committee by the CEO.

To achieve the optimal composition of the Board and Board Committees, the Committee will have regard to:

- a) Size and composition (Board and Board Committees)
- b) Ensuring the Board and Board Committees consist of individuals who are best able to discharge the responsibilities of Directors
- c) The extent to which required skills, experience or attributes are represented; and
- d) The need to maintain the highest standard of corporate governance.

The Committee will conduct an annual review of the role of the Board and each Board Committee, assessing the performance of the Board and each Board Committee over the previous 12 months. To assist in this process, an independent advisor may be used.

3.3.3. Role and Responsibility – Remuneration and HR Matters

The Committee shall have the following responsibilities:

- a) Monitor the general HR practices and outcomes of the Company and provide advice to the Board as to where and how risks arise and what recommended actions may be taken.
- b) Monitor and review the diversity, equality and inclusion outcomes and compliance with the Diversity, Equality and Inclusion Policy and provide advice to the Board as to recommended action and targets that maybe considered.
- c) Determine and disclose remuneration and incentive policies and remuneration of executive directors, non-executive directors, and other key executives.

BOARD COMMITTEES

- d) Ensure processes are in place, and disclose those processes, for setting the level of and composition of remuneration for directors and key executives and ensuring that such remuneration is appropriate and not excessive.
- e) Ensuring that executive remuneration has an appropriate balance of fixed and performance-based remuneration.
 - a. Fixed remuneration should be reasonable and fair, considering the Company's obligations at law and market conditions, and should be relative to the scale of the Company's business. Fixed remuneration should reflect core performance requirements and expectations.
 - b. Performance-based remuneration should be linked to clearly specified performance targets and KPI's. These targets should be aligned to the Company's short- and long-term performance objectives and should be appropriate to its circumstances, goals, and risk appetite.
- f) Determine and review incentive plans and require that equity-based incentive plans involving the issue of new shares to executives, other than directors, be approved by shareholders prior to implementation and that such plans prohibit hedging-unvested options.
- g) Determine and review superannuation arrangements of the Company.
- h) Determine and review professional indemnity and liability insurance for directors and senior management.
- i) Make a statement in the Company's annual report of the Company's remuneration and policy and practices ensuring that all provisions regarding disclosure of remuneration are fulfilled.
- j) Annually review its own performance, constitution, and terms of reference to ensure it is operating to maximum effectiveness and to recommend any changes it considers necessary to the Board for approval.

3.3.4. Performance Evaluation

The Committee will review the performance of the CEO and an evaluation of the performance of the executive team as presented by the CEO and make recommendations to the Board.

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.

3.3.5. Specific Committee Requirements

The Committee will meet at least once each year, and at such additional times as the Chairman of the Committee shall decide in order to fulfil its duties.

In addition to the members of the Committee, any other director's wishing to be present are entitled to attend the meeting with the approval of the Chair. The Committee may extend an invitation to any person to attend all or part of any meeting it considers appropriate. In particular the Committee may meet with external advisors, any executive or other employee, any other non- executive Director, and may do so without management present.

The Committee is authorised to:

- a) To seek any information, it requires in order to perform its duties, from any employee of the Company; and
- b) To obtain, at the Company's expense, external legal or other professional advice on any matter within its charter.

POLICY – CODE OF CONDUCT

4. CODE OF CONDUCT POLICY

4.1. PURPOSE

This code outlines how RemSense Technologies Limited (“REM”) expects directors and employees (collectively the “Employees”) of REM and its controlled entities (“the Company”) to behave and conduct business in the workplace on a range of issues.

The Company is committed to the highest level of integrity and ethical standards in all business practices. Employees must conduct themselves in a manner consistent with current community and corporate standards and in compliance with all legislation.

The objective of the code is to:

- a) provide a benchmark for professional behaviour throughout the Company.
- b) support the Company’s business reputation and corporate image within the community.
- c) make Employees aware of the consequences if they breach the code.

4.2. STATEMENTS OF COMMITMENT

4.2.1. Commitment to Employees

Employees are an important resource of the Company. The collective skills, energy and commitment of the employees is the key driver of the Company’s business activities.

The Company is committed to providing a workplace that respects the rights of all employees.

The Company will endeavour to maintain a workplace that is healthy and safe, fair and honest and free of harassment, hostility and offensive behaviour.

The Company will endeavour to keep employees informed on the Company’s activities.

The views of employees will be respected, and participation will be encouraged.

4.2.2. Commitment to Clients

The Company will endeavour to enhance relationships with business associates and seek to develop lasting and fruitful partnering with its business associates.

The Company seeks to generate business based on a reputation of honesty, integrity, and fairness, as well as skilled and efficient operators.

The Company aims to be respected by its business associates.

4.2.3. Commitment to Shareholders

REM seeks to keep its shareholders and prospective shareholders fully informed by communicating financial results and activities on a regular basis.

The Company will protect its property and assets and safeguard them from loss, theft, and unauthorised use.

The Company will maintain records which are accurate in their representation of business events and will be used appropriately and stored securely.

The Company will restrict the use of information to be used to benefit employees or anyone who interacts with employees, either financially or otherwise.

POLICY – CODE OF CONDUCT

4.2.4. Commitment to Governments

The Company will endeavour to comply with all applicable laws and regulations in any country in which it conducts its business.

The Company will respect all regulations and expectations of bodies such as the Australian taxation office and state and territory taxation authorities, ASIC, ASX, ACCC and similar bodies.

4.2.5. Commitment to Communities

The Company will endeavour to minimise the impact of its operations on surrounding communities.

The Company will encourage employees to support industry and community safety, health and environmental initiatives that pertain to its business.

The Company will respect the environment and comply with the relevant environmental laws in the countries in which it operates.

4.3. THE CODE

4.3.1. Compliance with and Respect for the Law

The Company and Employees must respect the law and act accordingly by observing and respecting the relevant laws, customs, and business methods in the environment in which the Company operates.

If an Employee has concerns or queries about specific legal issues connected with the Company then they should, where appropriate, discuss those issues with their manager or the Company Secretary of REM in the first instance. Where necessary, legal advice should be sought before any decision is made in relation to the issue.

4.3.2. Fair Dealing

The Company aims to maintain the highest standard of ethical behaviour in business dealings and to behave with integrity in all its dealings with business associates, shareholders, stakeholders, government, employees, suppliers, and the community

Employees are expected to perform their duties in a professional manner and act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company. This should involve as a minimum:

- a) acting within applicable laws, particularly those that deal with matters covered by this code, including equal opportunity and anti-discrimination laws
- b) acting with courtesy
- c) acting with fairness and respect in supervision
- d) encouraging cooperation
- e) fostering an environment where rational debate is encouraged, with a view to achieving shared goals
- f) avoiding behaviour that might reasonably be perceived as bullying or intimidation
- g) understanding and responding to the needs of the Company's broader stakeholders including the community at large.

POLICY – CODE OF CONDUCT

4.3.3. Equal Opportunity and Discrimination

The Company will not permit discrimination, intimidation, or harassment of or by Employees on the basis of race, gender, marital status, national origin, or religious beliefs or on the basis of any other personal characteristics protected by law.

Discrimination is not permitted at any level of the Company or in any part of the employment relationship. This includes areas such as recruitment, promotion, training opportunities, salary, benefits, and terminations.

The Company will treat all employees according to their skills, qualifications, competencies, and potential

The Company will promptly investigate all allegations of harassment, bullying, victimisation, or dissemination and will take appropriate corrective action. All harassment complaints will be treated seriously, sympathetically, quickly, and privately. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated

4.3.4. Occupational Health and Safety

The Company is committed to maintaining a healthy and safe working environment for its Employees. REM has established a formal Health & Safety Policy.

All occupational health and safety laws and internal regulations and procedures be fully complied with.

The Company will consider the impact of health and safety issues when making business decisions and must ensure that business decisions do not compromise the commitment to avoiding injury to people.

4.3.5. Disclosure of Information

REM has a formal market disclosure policy under the Corporations Act and ASX Listing Rules to keep the markets fully informed of information which may have a material effect on the price or value of REM's shares and to correct any material mistake or misinformation in the market.

REM requires Employees to understand the requirements of the policy and to act in accordance with the policy.

4.3.6. Shares Trading

REM has a formal Shares Trading Policy. The Policy may place additional restrictions on certain Employees over and above the basic legal requirement discussed below.

Laws against insider trading make it illegal to deal in shares (shares) of a Company while in possession of material information about the Company which has not become public.

If Employees become in possession of information concerning the Company that is not generally available and which a reasonable person would expect to have a material effect on the price of REM's shares, it is unlawful for them to buy, sell or otherwise deal in REM's shares. It is also unlawful in those circumstances to encourage someone else to deal in REM's shares or to pass the information to someone who may use the information to buy or sell REM's shares.

A person does not need to be an Employee to be guilty of insider trading. The prohibition extends to trading by Employees through nominees, agents, or associates, such as family members, family trust and family companies

It does not matter how or where the person obtains the information. It does not have to be obtained from the Company to constitute inside information. There are very serious penalties, including possible imprisonment, for violation of these laws.

POLICY – CODE OF CONDUCT

4.3.7. Conflicts of Interest

All business transactions must be conducted solely in the best interests of the Company.

Employees must avoid situations where their personal interests could conflict with the interests of the Company.

A conflict of interest exists where loyalties are divided. A person can have a potential conflict of interest if, in the course of their employment or engagement with the Company, any decision they make could provide for an improper gain or benefit to themselves or an associate. A conflict of interest may be defined as an issue that may occur when personal interests, the interests of an associate or relative or a duty or obligation to some other person or entity, conflict with a person's duty or responsibility to the Company.

Employees must notify the CEO, Chair or Company Secretary of REM if the individual suspects that there is a conflict of interest or a potential conflict of interest.

Where an Employee is a Related Party (including being a grandparent, parent, child, partner, in a dating relationship, father-mother-brother-sister in law, uncle, aunt, niece or nephew) with another employee or with another person who has a material direct or beneficial ownership in a contractor or supplier to the Company, then that Related Party relationship must be declared to the CEO and the CEO shall take action to ensure any perceived or real conflict of interest is managed appropriately (for example shall ensure that a salary review of an employee is not controlled by a Related Party to that employee).

Where the CEO or a director (excluding the Chair) is a Related Party with another Employee or with another person who has a material direct or beneficial ownership in a contractor or supplier to the Company, then that Related Party relationship must be declared to the Chair and the Chair shall take action to ensure any perceived or real conflict of interest is managed appropriately.

Where the Chair is a Related Party with another Employee or with another person who has a material direct or beneficial ownership in a contractor or supplier to the Company, then that Related Party relationship must be declared to the Company Secretary and the Company Secretary shall take action to ensure any perceived or real conflict of interest is managed appropriately.

Where there is any doubt as to whether this policy requires you to report a potential conflict of interest or Related Party then you must report.

When two Employees become a Related Party (for example, commence a dating relationship) then the responsibility to report the relationship belongs to the more senior employee in the first instance.

The CEO must inform the Board if there is a conflict of interest or potential conflict of interest exists (including any related parties) involving the CEO directly or any CEO direct reports.

Each director must inform the Board if they have a conflict of interest or a potential conflict of interest exists (including any related parties).

4.3.8. Gifts, Prizes and Entertainment

Giving and receiving gifts or hospitality are part of normal business practice. There can, however, be sensitivities associated with this giving or receiving, such as when the size of the offering is beyond being acceptable.

Gifts, prizes, and entertainment must be free of any suggestions of bribery or secret commissions and must not compromise the Company or its business associates and should not be accepted or received if there is any possibility that they might:

- a) indicate any bias or prejudice towards a person or Company;
- b) compromise judgement; or

POLICY – CODE OF CONDUCT

- c) possibly represent a conflict of interest.

Employees are prohibited in soliciting benefits such as gifts, prizes, and hospitality.

The difference between appropriate and inappropriate gifts is not always easy to determine. The following questions may help in assessing the motivation of the giver and the receiver and whether offering or acceptance is appropriate.

- a) Does the gift transgress any law or regulation?
- b) Why is the gift being offered or why am I offering it?
- c) Could the recipient feel pressure to reciprocate or grant favours as a result of the gift?
- d) Could acceptance/offering adversely affect the way the Employee performs?

The Company expects its Employees to exercise reasonable judgement and discretion in accepting any gratuity or gift offered in connection with employment with the Company.

4.3.9. Improper use of Theft of Property or Assets

Employees have a responsibility to protect any Company property and assets that are under their control and must be safeguarded from loss, theft, and unauthorised use.

Company property and assets include, cash, shares, business plans, samples, third-party information, intellectual property (computer programs, software, models, and other items) confidential information, machinery, plant and equipment, office equipment and supplies.

Company assets may not be used for personal purposes without prior Company approval. Company property and documents should not be removed from official premises without a good and proper reason. If removed, they must be stored in a secure manner and the appropriate manager must be informed.

Employees leaving the Company must return all Company property in their possession.

Employees are encouraged to use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by the Company or a third party.

Employees should not use the Company's electronic communications systems to access or post material that is pornographic, obscene, sexually related, and profane or which is otherwise offensive or violates the Company policies or any laws or regulations.

Employee use of the Company's electronic communication systems for non-business purposes must be occasional, not interfere with the Employee's professional responsibilities, not diminish productivity, and not violate this code or any of the Company's policies.

Any messages transmitted by email are treated as business messages and constitute property of the Company.

All Company books, records and accounts must accurately reflect the precise nature of transactions recorded. Employees must comply with prescribed accounting and business procedures and controls at all times.

4.3.10. Confidential and Private Information

Unless previously published, the Company's records, reports, processes, plans, and methods are proprietary and confidential. Employees should not reveal information concerning such matters without proper authorisation.

The Company's records include personal information. Personal information is information or an opinion about an individual whose identity is apparent or can be ascertained from the information or opinion. During the course of its activities, the Company may collect, hold, or use personal information about supplies of

POLICY – CODE OF CONDUCT

goods and services, customers, contractors, and prospective and current Employees.

Any personal information should be managed in a professional and ethical manner and is not to be used for any other purpose or disclosed outside the Company without the permission of the individual concerned, unless authorised by law.

4.3.11. Outside Employment

Employees may not receive payment for services from any competitor, customer, supplier or anyone associated with the Company without approval from the CEO.

Any outside activity must be identified as completely separate from the Company, undertaken outside work hours and not in any way impinge on the Employee's work commitments. It must not represent an actual, potential or the perceived of conflict of interests.

4.3.12. Compliance with the Code

This code is a public document and as a result, adherence to the code is fundamental to the Company's reputation in the business community.

The Board of REM has endorsed this code.

Any Employee who is aware of any breaches of this code must report the matter to the CEO or Company Secretary of REM.

Strict compliance with this code is a condition of employment. Breaches of this code shall be subject to disciplinary action which may include termination of employment.

POLICY – HEALTH, SAFETY AND ENVIRONMENT

5. HEALTH, SAFETY AND ENVIRONMENT POLICY

5.1. HEALTH AND SAFETY POLICY

REM is committed to helping improve its employees' general health and well-being and to enhance their work performance and productivity, through awareness and training programs.

REM operates an Occupational Health & Safety Management System (OH&S) to ensure:

- a. compliance with all applicable legal legislation, codes of practice and any relevant standards guidelines;
- b. that we prevent work related injury and ill health by providing safe and healthy working conditions;
- c. continually improving performance in the OH&S Management System;
- d. existing and new hazards are identified, and all practicable steps are taken to eliminate or minimise the exposure to any hazards;
- e. that everybody has the obligation to help maintain a healthy workplace through delay or stop of activities that place themselves or others at risk of being injured.

5.2. ENVIRONMENTAL POLICY

REM recognises the importance of the natural environment and our responsibility to minimise our impact on it. We are committed to comply with all relevant regulatory requirements regarding the environment. We aim to minimise consumption of resources and make use of recycling initiatives wherever practical.

REM operates an Environmental Management System (EMS) to ensure:

- a. applicable environmental statutory and regulatory requirements, standards and codes of practice are met
- b. the use of our resources is managed to minimise waste and energy consumption
- c. the disposal of our wastage is managed to protect the natural environment
- d. recognition and promotion of the ongoing need to move towards an environmentally sustainable future
- e. continual improvements in the EMS are made to enhance environmental performance

5.3. RESPONSIBILITY AND REPORTING

Management will report to the Board throughout the year all significant incidents and injuries, HSE KPI's and on initiatives taken to improve HSE performance and outcomes.

POLICY - ANTI BRIBERY & CORRUPTION

6. ANTI BRIBERY AND CORRUPTION POLICY

6.1. INTRODUCTION

Bribery can be described as the giving to or receiving by any person of anything of value (usually money, a gift, loan, reward, favour, commission, or entertainment), as an improper inducement or reward for obtaining business or any other benefit. Bribery can take place in the public sector (e.g., bribing a public official) or private sector (e.g., bribing the employee of a customer). Bribery can also take place where an improper payment is made by or through a third party. Bribes and kickbacks can therefore include, but are not limited to:

- a) Gifts and excessive or inappropriate entertainment, hospitality, travel, and accommodation expenses;
- b) Payments, whether by employees or business partners such as agents or consultants;
- c) Other 'favours' provided to public officials or customers, such as engaging a company owned by a public official or customer's family; and
- d) The uncompensated use of company services, facilities, or property.

6.2. OBJECTIVE AND SCOPE

RemSense Technologies Limited ("REM" or "Company") has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings. The objective of this Policy is to:

- a) Set out the responsibilities in observing and upholding the Company's position on bribery and corruption; and
- b) Provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

This Policy applies to all employees, executive management, suppliers, consultants, customers, joint venture partners as well as temporary and contract staff including subcontractors. (Representatives). Representatives must ensure that they do not become involved, in any way, in the payment of bribes or kickbacks, whether in the public or commercial sector. This Policy sets out the minimum standards to which all Representatives of the Company must adhere to at all times.

6.3. POLICY

6.3.1. Details

No Representative of the Company is permitted to pay, offer, accept, or receive a bribe in any form.

A Representative must never:

- a) Offer, pay or give anything of value to a public official in order to obtain business or anything of benefit to the company. "Public official" should be understood very broadly, and this means anyone paid directly or indirectly by the government or performing a public function, including officials of state-owned enterprises and public international organisations;
- b) Attempt to induce a public official, weather local or foreign, to do something illegal or unethical;

POLICY - ANTI BRIBERY & CORRUPTION

- c) Pay any person when you know, or have reason to suspect, that all or part of the payment may be channelled to a public official. You should therefore be careful when selecting third parties, such as agents, contractors, subcontractors, and consultants;
- d) Offer or receive anything of value as a "quid pro quo" in relation to obtaining business or awarding contracts. Bribery of "public officials" is a serious matter, but bribery of those working in the private sector is also illegal and contrary to the Company's Code of Conduct;
- e) Establish an unrecorded (slush) fund for any purpose;
- f) Otherwise use illegal or improper means (including bribes, favours, blackmail, financial payments, inducements, secret commissions, or other rewards) to influence the actions of others; or offering anything of value when you know it would be contrary to the rules of the recipient's organisation for the recipient to accept it;
- g) Make a false or misleading entry in the company books or financial records;
- h) Act as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback;
- i) So-called "facilitation" or "grease" payments are prohibited. Such payments should not be made to public officials, even if they are nominal in amount and/or common in a particular country;
- j) Do anything to induce, assist or permit someone else to violate these rules; and
- k) Ignore, or fail to report, any suggestion of a bribe.

As well as complying with the specific prohibitions in this Policy, Representatives must exercise common sense and judgement in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.

6.3.2. Agents and Intermediaries

Representatives should not hire an agent, consultant or other intermediary if they have reason to suspect that they will pay bribes on behalf of the Company's behalf.

Representatives should seek to ensure that any third parties that are hired will not make, offer, solicit, or receive improper payments on behalf of the Company. All fees and expenses paid to third parties should represent appropriate and justifiable remuneration for legitimate services to be provided and should be paid directly to the third party. Accurate financial records of all payments must be kept.

All business units should adopt appropriate procedures directed towards ensuring that their arrangements with third parties do not expose them to non-compliance with this Policy. Such procedures should assist Representatives in determining whether particular third parties present a corruption risk and, if so, what steps should be taken to address that risk. This may include, in particular, cases where a third party is engaged to act on behalf the Company:

- a) To solicit new business;
- b) To interact with public officials; or
- c) In other high-risk situations.

Representatives must also be aware of factors which suggest the third party may pose a high corruption risk and consult with their line managers to assess whether there is a need for enhanced due diligence and monitoring, or whether a proposed relationship should not proceed.

6.3.3. Gifts, Entertainment and Hospitality

The Company prohibits the offering of acceptance of gifts, entertained or hospitality in circumstances which

POLICY - ANTI BRIBERY & CORRUPTION

would be considered to give rise to undue influence. All Representatives must notify the Company Secretary or Chief Executive Officer of any gifts and/or benefits, either offered or accepted and valued at AUD\$500 or more, to safeguard and make transparent their relationships and dealings with third parties.

6.3.4. Charitable and Political Donations

The Company does not make political donations or payments.

Charitable donations can in some circumstances be used as a disguise for bribery, e.g. where a donation is provided to a 'charity' which is controlled by a public official who is in a position to make decisions affecting the Company. Therefore, whilst the Company supports community outreach and charitable work, recipients must be subject to a suitable due diligence and approval process in all circumstances. It must be clear who the actual recipient of the donation is and for whose benefit the donation is ultimately made.

6.3.5. Mergers and Acquisitions

An anti-corruption due diligence on companies which the Company is considering acquiring should be performed during the overall due diligence process. The following risk areas should be considered during the due diligence process:

- a) Entity's control environment: policies, procedures, employee training, audit environment and whistle blower issues;
- b) Any ongoing or past investigations (government or internal), adverse audit findings (external or internal), or employee discipline for breaches of anti-corruption law or policies;
- c) The nature and scope of an entity's government sales and the history of significant government contracts or tenders. Risks include improper commissions, side agreements, cash payments and kickbacks;
- d) Entity's important regulatory relationships, such as key licenses, permits, and other approvals. Due diligence in that context would focus on employees who interact with these regulators, and whether there are any fees, expediting payments, gifts or other benefits to public officials.
- e) Travel, gifts, entertainment, educational or other expenses incurred in connection with marketing of products or services, or in connection with developing and maintaining relationships with government regulators. Diligence in this area would include examining expense records, inspection or training trips, and conference attendee lists and expenses;
- f) Entity's relationships with distributors, sales agents, consultants, and other third parties and intermediaries, particularly those who interact with government customers or regulators, and
- g) Entity's participation in joint ventures or other teaming arrangements that have significant government customers or are subject to significant government regulation.

6.3.6. Reporting Bribery and Suspicious Activity

If you become aware of any actual or suspected breach of this Policy or if you are ever offered any bribe or kickback, you must report this to the Company Secretary or the Chief Executive officer.

Processes are in place to ensure that such complaints are investigated, and appropriate action taken. The Company will not permit retaliation of any kind against any Representative for making good faith reports about actual or suspected violations of this Policy. These process apply to all Representatives of the Company.

Whistle-blowing reports should be made in accordance with the Company's Whistle-blower Protection Policy. Matters which may be reported to the Company Secretary or Chief Executive Officer include (but are not limited to):

POLICY - ANTI BRIBERY & CORRUPTION

- a) Conduct which is inconsistent with the Company stated vision, its Code of Conduct, policies, and procedures;
- b) Violation of law;
- c) Abuse of company resources and assets;
- d) Danger to health and safety of any individual;
- e) Deliberate concealment of information;
- f) Fraud, corruption, bribery, extortion, and theft;
- g) Financial misconduct;
- h) Unfair discrimination; and
- i) Attempt to suppress or conceal information relating to any of the above.

The Company expects all Representatives whether full-time, part-time, or temporary acting in good faith to report unethical or fraudulent conduct without fear or favour.

Customers and suppliers are also encouraged to report unethical and fraudulent activities and (in the case of customers) activities that could constitute, or could be perceived to be, collusion or price fixing.

Representatives have an obligation to report suspected or potential breaches of this Policy to their supervisor, the Company Secretary, or the Chief Executive Officer. All information and reports to a supervisor, the Company Secretary or the Chief Executive Officer will be dealt with in a responsible and sensitive manner.

6.3.7. Enquiries

Enquiries about this Policy should be directed to the Company Secretary or the Chief Executive Officer.

POLICY - WHISTLE BLOWER

7. WHISTLE BLOWER POLICY

7.1. PURPOSE

RemSense Technologies Limited (“REM”) is committed to ensuring that REM and its controlled entities (“the Company”) and all its officers and employees, act at all times in compliance with all laws and in compliance with REM’s Code of Conduct.

REM recognises that any genuine commitment to detecting and preventing illegal and other undesirable conduct must include, as a fundamental cornerstone, a mechanism whereby employees and others can report their concerns freely and without fear of repercussion.

This policy provides such a mechanism and encourages the reporting of such conduct.

7.2. BENEFITS

This policy aims to achieve the following benefits for the Company:

- a) More effective compliance with relevant laws;
- b) more effective fiscal management;
- c) A healthier and safe work environment through the reporting of unsafe practice
- d) More effective management
- e) Improved morale within the company; and
- f) Enhanced perception and the reality that the company is taking its governance obligations seriously.

7.3. APPLICATION

This policy applies to all employees, officers, and contractors of Company, whether full time, part time, casual or any level of seniority wherever employed.

7.4. WHAT SORT OF CONCERNS SHOULD BE REPORTED

All employees are encouraged to report any genuine matters or behaviours that they honestly believe contravenes REM’s Code of Conduct, the Company policies, or the law. For the purposes of making a report under this Policy, matters may include any actual or suspected:

- a) Conduct or practices which are illegal or a breach of the law;
- b) Breach of any of the Company’s policies;
- c) Corrupt activities;
- d) Theft, fraud, or misappropriation;
- e) Significant mismanagement or waste of funds or resources;
- f) Abuse of authority;
- g) Serious harm to public health, safety or environment or the health and safety of any Company employee; or
- h) Any action taken out against, or harm suffered by an employee as a result of making a report under this policy.

POLICY - WHISTLE BLOWER

7.5. HOW CAN A MATTER BE REPORTED

If you become aware of any matter or behaviour which you consider contravenes REM's Code of Conduct, REM's policies, or the law, then you should:

- a) Take the matter up with your immediate supervisor or manager
- b) Report the matter to a more senior manager, or REM's Company Secretary

In instances where you wish to remain anonymous, contact the Chair where you can raise your concerns privately.

6. WHAT HAPPENS AFTER A REPORT IS MADE

7.6. WHAT HAPPENS AFTER A REPORT IS MADE

All reported concerns will be investigated appropriately and where appropriate feedback regarding the investigation's outcome will be provided to you.

The necessary course of action will be taken in response to a report and if no action is taken you will be given an explanation.

Your identity and the fact that you have made a report and the contents of the report will be kept confidential and no details of your participation in this process will be included in your personnel file or performance review.

The report will not be disclosed to anyone except those that are actively involved in investigating the matters raised in the report.

7.7. WHAT HAPPENS TO YOU

You will not be discriminated against or disadvantaged in your employment with the Company, for making a report in accordance with this policy nor will you receive reprisals due to your actions in making a report.

The Company will take all reasonable steps to ensure that adequate and appropriate protection is being provided to those who, in good faith, make a report. This protection applies if the matter is proven or not, regardless of whether it is reported to the external service provider.

Whistleblowing is not about airing a grievance. It is about reporting real or perceived malpractice. A report may damage the career prospects and reputation of people who are the subject of serious allegations and therefore if your report is not made in good faith or is found to be malicious, deliberately misleading, or frivolous, you may be subject to disciplinary action which may include termination of employment.

POLICY – MARKET DISCLOSURE AND COMMUNICATIONS

8. MARKET DISCLOSURE AND COMMUNICATIONS POLICY

8.1. PURPOSE

The purpose of this policy is to establish procedures for:

- a) Identifying material price-sensitive information;
- b) Reporting such information to the reporting officer for review;
- c) Ensuring RemSense Technologies Limited (“REM”) achieves best practice in complying with its continuous disclosure obligations under the Corporations Act and stock exchange listing rules;
- d) Ensuring REM and its controlled entities (“the Company”), the Board and key senior management do not contravene the Corporations Act or stock exchange listing rules.

The rules set out in this policy are designed to ensure that announcements made by REM are:

- a) Made in a timely manner
- b) Are factual
- c) Do not omit material information
- d) Are expressed in concise and clear language that allows shareholders and the market to assess the impact of the information when making investment decisions.

This policy applies to directors, the senior executive and members of senior management who are most likely to be in possession of, or become aware of, the relevant information. All Company staff shall be made aware of the existence of the policy so that they can assist with reporting of potentially sensitive information to the appropriate persons within the Company.

8.2. COMMITMENT TO MARKET DISCLOSURE

REM is committed to:

- a) Complying with the general and continuous disclosure principles contained in the stock exchange listing rules and the Corporations Act.
- b) Preventing the selective or inadvertent disclosure of material price-sensitive information.
- c) Ensuring that shareholders and the market are provided with full and timely information about its activities.
- d) Ensuring that all market participants have equal opportunity to receive externally available information issued by REM.

Continuous disclosure shall be included as an agenda item at all meetings of the Board. Any issue that arises which may need to be disclosed is to be immediately reported to the disclosure officer.

8.3. DISCLOSURE OFFICER

The CEO has been appointed as REM’s disclosure officer responsible for implementing and administering this policy.

The disclosure officer shall be responsible for all communication with stock exchanges and for making the decisions (in consultation with the Board and any other appropriate personnel if necessary) on what should be disclosed publicly under this policy.

POLICY – MARKET DISCLOSURE AND COMMUNICATIONS

The disclosure officer shall be responsible for developing and maintaining relevant guidelines to help Company employees understand what information may be materially price sensitive.

The disclosure officer shall be responsible for monitoring all Company disclosure practices and for making recommendations to the Board on updating this policy in response to change in internal structure, legislature and regulatory developments and technology developments.

The disclosure officer is authorised to delegate his responsibilities under this market disclosure policy to senior management, consultants, and advisors.

8.4. COMMUNICATIONS WITH ASX

The Company Secretary has overall responsibility for communication with ASX and other regulatory bodies.

8.5. LEGAL OBLIGATIONS

The Corporations Act and the stock exchange listing rules require REM, as a listed company, to comply with continuous disclosure obligations.

8.5.1. ASX Disclosure Obligations

8.5.1.1. ASX Listing Rule 3.1

ASX Listing Rule 3.1 requires REM to immediately notify ASX of “any information of which REM becomes aware, concerning the Company, that a reasonable person would expect to have a material effect on the price or value of the shares issued by REM”.

8.5.1.2. Material Effect on the Price of Shares

A reasonable person is taken to expect information to have a material effect on the price or value of shares if it would, or would be likely to, influence persons who commonly invest in shares in deciding whether or not to subscribe for, buy or sell the shares.

8.5.1.3. Information in REM’s Knowledge

REM becomes aware of information if any of its directors or senior management has or ought reasonably to have come in possession of the information in the course of the performance of his or her duties as a director or senior management of REM.

8.5.1.4. Information That is Generally Available

The disclosure obligation does not generally apply where the information is exogenous or generally available.

However, the impact of information that is generally available on the Company may be such that it is likely to have a material effect on the price or value of REM’s shares. If the generally available or exogenous information is likely to have a material impact on the Company, the disclosure obligation will apply, and the impact or effect must be disclosed.

Information is usually considered to be generally available if:

- a) It consists of a readily observable matter.
- b) It has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in any of the classes of shares issued by REM and a reasonable period for it to be disseminated among such persons has elapsed.

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It consists of deductions, conclusions or inferences made or drawn from other information that is generally available.

8.5.1.1. Exceptions to ASX Disclosure Obligations

Disclosure under ASX Listing Rule 3.1 is not required where each of the following conditions is and remains satisfied:

- a) A reasonable person would not expect the information to be disclosed.
- b) The information is confidential.
- c) One or more of the following conditions apply:
 - a. it would be a breach of a law to disclose the information
 - b. the information concerns an incomplete proposal or negotiation
 - c. the information comprises matters of supposition or is insufficiently definite to warrant disclosure
 - d. the information is generated solely for the internal management purposes of the company
 - e. the information is a trade secret.

As soon as any of these elements are no longer satisfied (for example, the information is reported in the media and is therefore no longer confidential), REM must immediately comply with its continuous disclosure obligations. The obligation to disclose the information arises even though two of the above three requirements remain satisfied.

8.5.1.1. False Market

The ASX interprets ASX Listing Rule 3.1 as requiring REM to make a clarifying statement or announcement to ASX in circumstances where REM becomes aware that speculation or comment is affecting the price or volume of trading in REM's shares. REM is not required to respond to all media comment and speculation, however, when:

- a) Media comment or speculation becomes reasonably specific
- b) The market moves in a way that appears to be referable to the comment or speculation.

REM has a positive obligation to make such disclosure as is necessary in order to prevent a false market in REM shares and ensure investors are not trading on false or misleading information. Normally ASX will indicate to REM when it believes disclosure is required in these circumstances.

8.5.1.1. Release of Information to Others

REM must not release material price sensitive information to any person (eg the media) until it has given the information to ASX and has received an acknowledgement that ASX has released the information to the market.

That is, selective disclosure of information cannot be made to brokers, analysts, the media, professional bodies, or any other person until the information has been given to (and receipt acknowledged by) ASX.

8.6. REVIEW OF COMMUNICATIONS FOR DISCLOSURE

The disclosure officer will review all communications to the market to ensure they do not cause any unintended breaches of this policy or REM's obligations under the law. Such communications may include:

POLICY – MARKET DISCLOSURE AND COMMUNICATIONS

- a) Stock exchange announcements;
- b) Media releases;
- c) Analyst, investor, or other presentations;
- d) Annual reports and other financial statements;
- e) Prospectuses;
- f) Other corporate publications.

REM will make public disclosure on any events which are judged to have met the materiality test in paragraph 8.4.1.3 above and not to be exempt under paragraph 8.4.1.4. Events likely to require disclosure include:

Operational and financial performance and material changes in operational and financial performance or projected operational and financial performance.

- b) Changes in relation to directors and senior executives, including in respect of:
 - a. key terms and conditions of the employment contract for the chief executive officer;
 - b. the independence of directors.
- c) Mergers, acquisitions/divestments, joint ventures, or material changes in assets;
- d) Significant developments in new projects or ventures;
- e) Material changes to the Company's security position;
- f) Material information affecting joint venture partners or non-wholly owned subsidiaries;
- g) Media or market speculation;
- h) Analyst or media reports based on incorrect or out-of-date information;
- i) Industry issues which have, or which may have, a material impact on the Company
- j) Decisions on significant issues affecting the Company by regulatory bodies
- k) Material breaches of banking covenants which have not been waived.

REM recognises that ASX has expressed the opinion that any loss of independence of a director (as discussed in the ASX Corporate Governance Council's Corporate Governance Principles and Best Practice Recommendations) is a material matter which requires disclosure.

The above principles apply to the disclosure of information which arises from any due diligence investigation (for example, from the preparation of a prospectus) or from the preparation of financial statements. In those cases, disclosure must be considered as soon as the information is known – it cannot be delayed until the occurrence of the relevant transaction or the preparation of the financial statements is complete.

Where there is doubt as to whether an issue might materially affect the price or value of REM's shares (including where a request is received from ASX for disclosure to correct or prevent a false market), the disclosure officer will assess the situation with the Chair or the Board and, where needed, seek external advice.

Relevant presentations to analyst or investors will be disclosed to ASX.

8.7. AUTHORISED SPOKESPERSONS

REM's authorised spokespersons are the Chair of the Board and the CEO.

As appropriate, the CEO can authorise other spokespersons, but any comments made must be limited to their area of expertise.

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No employee of the Company or associated party (such as consultants, advisors, lawyers, accountants, auditors, investment banks etc) are permitted to comment publicly on matters confidential to the Company. Any information which is not public should be treated by the employees as confidential until publicly released.

Authorised spokespersons will liaise with the disclosure officer to ensure all proposed public comments satisfy this disclosure policy.

8.8. REPORTING OF DISCLOSABLE INFORMATION

Once the requirement to disclose information has been determined, the disclosure officer or appointee will be the only person authorised to release that information to ASX.

Information to be disclosed must be lodged immediately with ASX. Information which should be disclosed to ASX must not be released publicly until REM has received formal confirmation of its release by ASX.

All information disclosed to ASX in compliance with this policy must be promptly placed on the REM's website following receipt of confirmation from ASX.

If joint disclosure between the Company and a third party is deemed necessary or desirable (for example, under the terms of an agreement), REM will endeavour to ensure that relevant parties have the opportunity to review the content of the disclosure before its release, provided that such review does not adversely impact on REM's ability to comply with its disclosure obligations. Prior review will also enable REM to consider whether a separate announcement to ASX or other stakeholders is required.

8.9. MARKET SPECULATION AND RUMOURS

As a guiding principle, REM has a "no comment" policy on market speculation and rumours which must be observed by all employees. However, REM will comply with any request by ASX to comment upon a market report or rumour.

8.10. TRADING HALTS

REM may, in exceptional circumstances, request a trading halt to maintain orderly trading in REM's shares and to manage disclosure matters.

Such circumstances may include:

- a) If confidential price-sensitive information is prematurely or inadvertently made public and where an immediate release cannot be made to fully inform the market;
- b) Where it may be necessary to arrange a press conference and briefings in advance of making a formal announcement;
- c) If a reasonable person would expect the information to be disclosed. however, rem cannot make an announcement if, for example, the proposed transaction is incomplete and subject to a confidentiality agreement.

No employee of the Company is authorised to seek a trading halt except for the disclosure officer, preferably with the prior consent of the Board Chair.

8.11. MEETINGS AND GROUP BRIEFINGS WITH INVESTORS AND ANALYSTS

The CEO and the CFO are primarily responsible for REM's relationships with major and institutional investors and analysts and shall be the primary contacts for those stakeholders.

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The CFO is primarily responsible for REM's relationships with retail investors and shall be the primary contact for those stakeholders.

The Company will not disclose price-sensitive information in any meeting with investors, stockbroking representatives, analysts, or the media before formally disclosing it to the market.

REM considers that one-on-one discussions and meetings with investors, stockbroking representatives, analysts or the media are an important part of proactive investor relations. However, REM will only discuss previously disclosed information in such meetings. Where necessary, specific disclosure will be to the ASX, immediately prior to the meeting.

The disclosure officer must be fully briefed immediately after any meetings with investors stockbroking representatives, analysts, or the media in cases where information inadvertently discussed may need to be disclosed.

Any employee or officer of the Company at a meeting or briefing, who considers that price-sensitive information has been raised that previously has not been disclosed, must immediately refer that matter to the disclosure officer for consideration.

8.12. PRE-RESULTS PERIOD

During the time between the end of the financial year or half year and the actual results release, REM will not discuss financial performance, broker estimates and forecasts, and particularly any pre-result analysis with stockbroking analysts, investors, or the media, unless the information discussed has already been disclosed to ASX.

If the process of preparing financial statements reveals any price-sensitive information not previously disclosed, that information will be disclosed immediately and will not be held back for disclosure in the financial statements.

8.13. WEB BASED COMMUNICATION

REM's website shall feature a discrete section for shareholders and investors to ensure that such information can be accessed by all interested parties. Such information shall include:

- a) Annual reports and result announcements.
- b) All significant announcements made to ASX by REM.
- c) Speeches and support material given at investor conferences or presentations.
- d) Company profile and company contact details.
- e) All written information provided to investors or stockbroking analysts.
- f) Briefing material from any company site visits.
- g) A section on REM's corporate governance policies and practices.

The disclosure officer must review drafts of the above materials before being posted on the website to ensure this policy is complied with.

Significant announcements lodged with ASX will be available on REM's website as soon as practicable after ASX confirms receipt of that information.

All website information will be regularly reviewed and updated to ensure all information is current, or appropriately dated and archived.

Historical information will be archived and clearly dated to ensure users are aware that it may be out of date.

POLICY – MARKET DISCLOSURE AND COMMUNICATIONS

Shareholders may be offered the option of receiving information via email instead of post. Email messages may provide information directly or advise that REM's website has been updated.

8.14. ANALYST REPORTS AND FORECASTS

Stockbroking analysts frequently prepare reports on listed entities that typically detail strategies, performance, and financial forecasts. To avoid inadvertent disclosure of information that may affect REM's value or share price, REM's comment on analyst reports will be restricted to:

- a) Information REM has publicly issued.
- b) Other information that is in the public domain.

Given the level of price sensitivity to earnings projections, REM will only make comment to correct factual errors in relation to publicly issued information and statements by REM.

REM will not endorse, or be seen to be endorse, analyst reports or the information they contain. Accordingly, the Company will not:

- a) Externally distribute individual analyst projections or reports;
- b) Refer to individual analyst recommendations on the website;
- c) Selectively refer to specific analysts, or publicly comment on individual analyst recommendations or proprietary research.

8.15. WRITTEN COMMUNICATIONS AND ANNUAL REPORT

The annual report issued by the Company is the major written communication of the Company to Shareholders each year.

Shareholders are provided with a full statutory report, or the ability to access the report, at least 28 days in advance of the Company's annual general meeting.

Shareholders receive notices in relation to all meetings in which Shareholders are permitted to attend. Any proposed major changes in the Group's affairs are submitted to a vote of Shareholders, as required by the Corporations Act 2001 and the ASX Listing Rules.

Shareholder will have the option to receive communications from, and send communications to, the Company and its share registry electronically.

8.16. PARTICIPATION AT GENERAL MEETINGS

The Company recognises the rights of Shareholders and encourages the effective exercise of those rights through the following means:

- a) Notices of meeting are distributed in accordance with the Corporations Act and provide shareholders with the opportunity to attend general meetings
- b) Notices of meeting and other meeting material are drafted in concise and clear language
- c) Shareholders are encouraged to attend meetings
- d) Shareholders are entitled to actively participate at meetings with time being specifically set aside for shareholder questions
- e) If shareholders are unable to attend the meeting, shareholders can participate through the appointment of a proxy

The company is obliged under the Corporations Act to provide the auditor with notice of a general meeting.

POLICY – MARKET DISCLOSURE AND COMMUNICATIONS

The company will ensure that the auditor attends the annual general meeting and is available to answer question from shareholder relevant to the audit.

8.17. SHARE REGISTRY

For all share related enquiries, Shareholders should contact the Company's share registry:

Automic Group

Level 2, 267 St George's Terrace

Perth WA 6000

8.18. CORPORATE GOVERNANCE

In accordance with ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations, the Company has a corporate governance section on the REM website.

The annual corporate governance statement shall be prepared in accordance with ASX Listing Rules and shall be set out in the Company's annual report each year or alternatively may be included on the Company's web site each year.

8.19. POLICY APPROVAL

The Board has approved this Market Disclosure Policy. REM shall summarise its key principles in the annual corporate governance statement which is to be prepared in accordance with ASX Listing Rules and shall be set out in REM's annual report each year.

8.20. POLICY BREACHES

Strict compliance with this policy is a condition of employment. Breaches of this policy shall be subject to disciplinary action which may include termination of employment.

POLICY – SHARES TRADING

9. SHARE TRADING POLICY

9.1. INTRODUCTION

As a director or employee of the RemSense Technologies Limited (“REM”) group of companies, this Policy applies to you.

If you want to deal in the Company's shares (including when exercising any options) you must follow this Policy.

Failure to do so could result in you coming under suspicion of insider trading. The provisions of this Policy may mean that you cannot deal in the Company's shares or without first obtaining consent so read the Policy carefully.

If the Policy does not prevent you from trading, but you meet one or more of the definitions of “Key Management Personnel” below, you will be required to follow the procedures set out in this Policy and obtain consent from the Company before trading or trading in the Company's shares. You must also notify the Company immediately after trading or trading in the Company's shares. Please note that the Policy will be interpreted strictly and in accordance with its spirit rather than its letter.

The ASX Listing Rules requires all companies listed on ASX to adopt and apply a shares trading policy which meets the minimum requirements set out in ASX Listing Rule 12.12.

The Policy applies where any Director or employee of the Company wishes to deal in shares of the Company. This includes not only buying or selling or agreeing to buy or sell shares and warrants in the Company but also buying or selling options over shares and exercising, granting, accepting, and discharging options over shares.

The following also constitute trading in the Company's shares for the purpose of this Policy:

- a. trading between directors and / or certain employees of the Company;
- b. off market trading;
- c. transfers of shares for no consideration (other than transfers where the beneficial interest in the shares is retained);
- d. a share taken into or out of treasury; and
- e. to, or to procure another person to, apply for, acquire, or dispose of, the Company's shares, or enter into an agreement to apply for, acquire, or dispose of, the Company's shares.

Compliance with the Policy (including any changes prescribed by the ASX Listing Rules and notified to you by the Company) is mandatory and a breach of either the Policy or the statutory prohibitions on insider trading and insider trading may result in legal proceedings and/or disciplinary action including, where appropriate, dismissal.

9.2. REGULATORY REGIME

9.2.1. The Nature of Prohibition

Insider trading is a criminal offence under Australian law and may also result in civil liability. In broad terms, a person will be engaged in insider trading if:

- a. a person (“the insider”) possesses information, which is information not generally available, and if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of particular the company's shares (“inside information”); and

POLICY – SHARES TRADING

- b. the insider knows, or ought reasonably to know that the information is;
 - i. information which is information not generally available; and
 - ii. if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of particular the Company's shares,
 - c. and the Insider (whether as principal or agent):
 - i. applies for, acquires, or disposes of, the Company's shares, or enters into an agreement to apply for, acquire, or dispose of, the Company's shares; or
 - ii. procures another person to apply for, acquire, or dispose of, the Company's shares, or enter into an agreement to apply for, acquire, or dispose of, the Company's shares; or
 - iii. the Insider, directly or indirectly, communicates the Inside Information, or causes the Inside Information to be communicated, to another person if the Insider knows, or ought reasonably to know, that the other person would or would be likely to:
 - i. apply for, acquire, or dispose of, the Company's shares, or enters into an agreement to apply for, acquire, or dispose of, the Company's shares; or
 - ii. procure another person to apply for, acquire, or dispose of, the Company's shares, or enter into an agreement to apply for, acquire, or dispose of, the Company's shares.
- ("Prohibition").

9.2.2. How You Become Aware of the Inside Information is Irrelevant

It is irrelevant how or in what capacity the person came into possession of the Inside Information. The Prohibition applies to any employee or director who acquires Inside Information in relation to the Company's shares, no matter in which capacity and is prohibited trading in those shares.

It does not matter how or where the person obtains the Inside Information, and it does not have to be obtained from the Company to constitute Inside Information.

9.2.3. Information Which Might Affect Price Value

The Prohibition refers to unpublished information which, if generally available, might materially impact the price or value of the Company's shares.

9.2.4. What Does Information Include?

"Information" includes matters of supposition or speculation and matters relating to the intentions or likely intentions of a person.

9.2.5. What Information Might Materially Affect Price or Value?

This means information that a reasonable person would expect to have a material effect on the price or value of the Company's shares. A reasonable person would be taken to expect information to have a material effect on price or value of the Company's shares if the information would be likely to influence persons who commonly invest in shares whether or not to do so.

Examples of this type of information which might affect the price or value of the Company's shares include:

- a. proposed changes in the capital structure, capital returns and buy backs of the Company's shares;
- b. information relating to REM's consolidated financial results;

POLICY – SHARES TRADING

- c. a material acquisition, divestment, or realisation of assets;
- d. proposed dividends and share issues;
- e. changes to the Board;
- f. events which could have a material impact on profits (negatively or positively);
- g. proposed changes in the nature of the business of REM;
- h. notification to REM of a substantial shareholding; and
- i. any information required to be announced to the market pursuant to ASX Listing Rule 3.1.

9.2.6. What Does “Unpublished” Mean?

“Unpublished” for this purpose means that the information is not generally available. Information is generally available if it consists of readily observable matter, or it has been disseminated in a manner likely to bring it to the attention of investors and a reasonable period has elapsed. The Company publishes information to the market by releasing Company announcements to ASX. All announcements by the Company are available on the ASX website www.asx.com.au and the Company’s website www.remsense.com.au.

9.3. TRADING BY DIRECTORS AND EMPLOYEES

9.3.1. Trading

You must not deal in, or procure another to deal in, the Company's shares on considerations of a short-term nature (for example, to make a quick profit). You must also take reasonable steps to prevent any person connected with you (including your immediate family) from doing the same.

9.3.2. Closed Periods

You must not deal in, or procure another to deal in, the Company's shares during a closed period.

A closed period is:

- a. the period from the end of the quarter until the release of the Companies results: -
 - i. 1 January until the release of the 4(D)
 - ii. 1 April until the release of the 4(C)
 - iii. 1 July until the release of the 4(E)
 - iv. 1 October until the release of the 4(C) and
- b. the period of two weeks immediately prior to the release of a disclosure document offering shares in the Company.

(“Closed Period”).

The Company may at its discretion vary this rule in relation to a particular Closed Periods by general announcement to all Directors or Key Management Personnel either before or during the Closed Period. However, if a Director or Key Management Personnel is in possession of Inside Information which is not generally available to the market, then he or she must not deal in the Company’s shares at any time.

If you have a pressing financial commitment that cannot be satisfied other than by selling shares, you should talk to the person who is the nominated director responsible for trading in the Company's shares.

You may be allowed to exercise an option or right under an employees' share scheme where the final exercise

POLICY – SHARES TRADING

date falls within a Closed Period if you could not have been expected to exercise it earlier. You should speak to the person who is the nominated director responsible for trading in the Company's shares. Note that you will not be allowed to sell the shares you receive during the prohibited period.

9.3.3. Shares in Other Companies

Buying and selling shares of other companies with which the Company may be trading is prohibited where an individual possesses Inside Information. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy shares in either the Company or the other company.

9.3.4. Insider Trading

If you possess Inside Information, you should not engage an activity which may contravene the Prohibition outlined above.

9.4. GUIDELINES FOR TRADING – CLEARANCE TO DEAL

This Part 9.4 applies to Key Management Personnel.

For the purpose of this policy, “Key Management Personnel” are defined as:

- a. Any director;
- b. Any first line reports of the Managing Director and their direct reports;
- c. Any other person designated by the CEO as key management personnel on the basis that they have authority and responsibility for planning, directing, and controlling the activities of the Company either directly or indirectly.

9.4.1. Clearance to Deal

You must not deal in any of the Company's shares without advising the Chair of the Company in advance and until clearance has been obtained. In his own case, the Chair, must advise the board in advance at a board meeting, or advise another designed director, and receive clearance from the board or designated director, as appropriate.

9.4.2. Circumstances for Refusal

You will not be given clearance to deal in any of the Company's shares during a prohibited period, which is:

- a. any Closed Period; or
- b. any period when there exists any matter which constitutes Inside Information in relation to the Company's shares (whether or not you have knowledge of such matter) and the proposed trading would (if permitted) take place after the time when it has become reasonably probable that an announcement will be required in relation to that matter; or
- c. any period when the person responsible for the clearance otherwise has reason to believe that the proposed trading is in breach of this Policy.

A written record will be maintained by the Company of the receipt of any request received from you pursuant to paragraph 9.4.1 of this Policy and of any clearance given. Written confirmation from the Company that such request and clearance have been recorded will also be provided to you.

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9.4.3. Clearance Due to Exceptional Circumstances

Key Management Personnel who are not in possession of Inside Information in relation to the Company, may apply for, and may be granted, clearance by the Chair (in his or her discretion) to sell or otherwise dispose of Company shares during a prohibited period where the person is in severe financial hardship or where there are other exceptional circumstances that, in the Chair's opinion, necessitate clearance.

9.4.4. Acting as Trustee

If you are a sole trustee (other than a bare trustee), the provisions of this Policy will apply, as if you are trading on your own account. If you are a co-trustee (other than a bare trustee), you must advise your co-trustees of the name of the Company. If you are not a beneficiary, a trading in the Company's shares undertaken by that trust will not be regarded as a trading by you for the purposes of this Policy, where the decision to deal is taken by the other trustees acting independently of you or by investment managers on behalf of the trustees. The other trustees or the investment managers will be assumed to have acted independently of you for this purpose where they:

- a. have taken the decision to deal without consultation with, or other involvement of you; or
- b. if they have delegated the decision making to a committee of which you are not a member.

9.4.5. Trading by Connected Persons and Investment Managers

You must (so far as is consistent with your duties of confidentiality to the Company) seek to prohibit any trading in the Company's shares during a Close Period or at a time when you are in possession of Inside Information in relation to those shares and would be prohibited from trading under paragraph 9.4.2 of this Policy:

- a. by or on behalf of any person connected with you under Australian law (includes nominees, agent, and other associates, such as family members, family trusts and family companies); or
- b. by an investment manager on your behalf or on behalf of any person connected with you, where either you or any person connected with you has funds under management with that investment manager, whether or not discretionary (save as provided in paragraph 9.4.4).

For the purposes of this Policy, you must advise all such connected persons and investment managers:

- a. of the name of the Company;
- b. of the Close Periods which they cannot deal in the Company's shares;
- c. of any other periods when you know you are not yourself free to deal in the Company's shares under the provisions of this Policy unless your duty of confidentiality to the Company prohibits you from disclosing such periods; and
- d. that they must advise you immediately after they have dealt in Company's shares (save as provided in paragraph 9.4.4).

9.4.6. Procedure to be Followed Before and After Trading

You must obtain specific approval from the Company before trading in the Company's shares. Complete a Clearance Request Form (see Attachment) and send it via the Company Secretary to the person responsible for giving clearance to deal.

You will be notified of the decision by the return of your Clearance Request Form duly completed. You must not deal in the Company's shares until this has been returned saying your request has been approved. Any

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refusal is final and binding. If approval is given for trading, you should deal within 7 days of receipt of such approval.

Each person must obtain consent individually. You may not assume that if one person has obtained consent to deal that you may rely on that consent.

The Prohibitions on trading may also apply to persons connected with you under Australian Law. These include husbands and wives, children under 18 and associated companies and trusts. You must seek to prohibit these people from trading when you yourself are not allowed to deal. You must obtain consent for trading by these people and report their trading as you do your own.

You must notify the Company Secretary in writing immediately after trading in the Company's shares by signing and completing a Share Trading Return Form (available from the Company Secretary) and sending it, together with, or later if then unavailable, a copy of the contract note from the stockbroker to the Company Secretary. Do not wait to receive your contract note before returning the Share Trading Return Form.

9.4.7. Trading Which are not Subject to this Policy

The following trading in the Company's shares are NOT subject to the Policy.

- a. undertakings or elections to take up, taking up or allowing to lapse your entitlements under a rights issue or other offer (including an offer of shares in lieu of a cash dividend);
- b. selling enough of your entitlements nil-paid to allow you to take up the balance of your entitlements under a rights issue;
- c. undertaking to accept or accepting a takeover offer.

9.5. EFFECT OF COMPLIANCE WITH THIS POLICY

Compliance with this Policy does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's shares.

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9.6. ATTACHMENT – CLEARANCE REQUEST FORM

Clearance Request Form

Personal Details	
Name:	Address:
Position:	
Proposed Trading	
Number of shares/warrants/options:	Nature of transaction - (e.g. buying/selling)
When you intend to deal (assuming you receive clearance to do so)?	Do you know anything about the Group or which relates to the Group which, if it were made public, would lead to a substantial movement in the Company's share price?

If the trading is to be done by someone other than the above-named director or employee, please give details (director's or employee's spouse / children / trust / private company):

.....

You must disclose to one of the directors responsible for trading any additional material facts which may affect the decision as to whether the trading should be permitted or not.

I..... of

declare that the information above is true and that I have read the rules as set out in the Policy. I understand that the information above may be referred to in the event of a suspected breach of this Policy. I will inform promptly the directors responsible for trading if there is a change in any of the above circumstances. If the trading is approved, I will instruct a broker to carry out the transaction and will immediately notify the Company Secretary in writing when the trading has been effected.

Signature Date.....

ON COMPLETION, THIS FORM IS TO BE HANDED TO THE COMPANY SECRETARY

Request authorised/refused* by Date.....

(*Delete whichever is not applicable)

POLICY – DIVERSITY, INCLUSION AND EQUALITY

10. DIVERSITY, INCLUSION AND EQUALITY POLICY

10.1. INTRODUCTION

RemSense Technologies Limited (“REM”) and its controlled entities (“the Company”) is committed to providing a work environment in which everyone is treated fairly and with respect, irrespective of sex, sexual orientation, race, age, disability, religion, or ethnic origin and which is free of discrimination, bullying, victimisation, vilification, and sexual and other unlawful harassment.

The Company recognizes the benefits arising from employee and board diversity, including a broader pool of high-quality employees, improved employee retention, accessing different perspectives and ideas and benefiting from all available talent.

It is essential that the Company employs the appropriate person for each job and that each person strives for a high level of personal performance.

To the extent practicable, REM will address the recommendations and guidance provided in the ASX Corporate Governance Principles and Recommendations (Third Edition)”

10.2. OBJECTIVES

The Diversity, Inclusion and Equality Policy is based on the following objectives:

- a. to hire the best-qualified person for the available job without regard to their race, colour, national origin, marital status, pregnancy, religion, political conviction, impairment, or sexual preference;
- b. to appraise and promote employees on the basis of objective assessment of performance and potential. This decision will be made without discrimination;
- c. to conduct all Company activities without discrimination;
- d. to maintain a workplace free of harassment;
- e. create a workplace culture characterized by inclusive practices and behaviours for the benefit of all staff and create awareness in all staff of their rights and responsibilities with regards to fairness, equity, and respect for all aspects of diversity;
- f. where possible and practicable increase participation and employment opportunities to underrepresented groups in our workforce to create a workforce that has a similar diversity to the general communities we work in (including considering representation in our workforce as measured by indigenous background, gender, and physical ability);
- g. create a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences, and perspectives through improved awareness of the benefits of workplace diversity and successful management of diversity;
- h. recognise that employees at all levels may have domestic responsibilities and to adopt flexible work practices that will assist them to meet those responsibilities.

The Company will comply with relevant and applicable Equal Opportunity, Anti-Discrimination and Affirmative Action legislation, regulations and supporting laws.

10.3. COMMITMENT

- a. The Company is an equal opportunity employer.

POLICY – DIVERSITY, INCLUSION AND EQUALITY

- b. The Company will not tolerate discrimination, vilification, victimisation, and sexual harassment of its employees.
- c. It is a condition of employment that employees of the Company comply with this policy and other applicable laws and regulations.

10.4. OBLIGATIONS

It is against the law to discriminate on certain grounds, bully, harass, sexually or otherwise, victimise or vilify another person.

Discrimination in relation to sex, age, sexual orientation, relationship status, race, family responsibilities, pregnancy, impairment, political beliefs, parental status, breast feeding, and religious belief is against the law.

Discrimination occurs when a person or group is treated less favourably than another person or group in the same or similar circumstances.

There are two main forms of discrimination:

- a. Direct – where one person is treated less favourably than another person in the same or similar circumstances on grounds of sex, marital status, age, pregnancy, race, religion, impairment.
- b. Indirect – when an unreasonable policy or condition initially appears neutral and fair, but actually can act to the detriment of a particular group of people due to a characteristic of that group (such as age or gender).

Discrimination may arise in the context of recruitment, conditions of employment, denying employees access to benefits and dismissal. The consequences of not complying with equal opportunity obligations can be costly in terms of the Company's commercial reputation, the legal implications, and liability as an employer, and therefore non-compliance by an employee will not be tolerated.

The Company will not permit any conduct which may be construed as harassment and will support any employee who is subjected to such behaviour. Harassment is unwelcome, uninvited behaviour which can make a person feel offended, humiliated, or intimidated. This includes such things as:

- a. repeated unwanted comments about a person's religion or political beliefs.
- b. repeated, unwanted name calling.
- c. jokes, suggestive comments, or offensive gestures related to a person's disability, religious conviction, ethnic or sexual characteristics.
- d. distribution or display of material regarded as offensive.
- e. demands for sexual favours.
- f. repeated, unwanted, and deliberate physical contact.

Harassment constitutes discriminatory behaviour under federal and state anti-discrimination law and will not be tolerated under any circumstances. Managers and supervisors are required to ensure that all employees are treated fairly and equitably, including not being subjected to harassment. They are also required to ensure that complainants and witnesses are not victimised in any way.

Vilification is behaviour that happens in public and may make others ridicule or hate a person on the basis of a person's race, religion, gender, or sexuality. Vilification is against the law.

Each person has the right to react differently. What is acceptable, funny, or harmless to one person may hurt or offend another.

POLICY – DIVERSITY, INCLUSION AND EQUALITY

10.5. OCCURRENCE

A person believing that they may be experiencing discrimination, harassment, victimisation, or vilification should not ignore it. Where possible the person experiencing the offending behaviour should tell the alleged offender that they object to the behaviour and do not wish it to be continued or repeated. They may wish to confidentially seek or discuss the matter with any employee who the employee feels comfortable and who may be able to assist in the matter. Together an evaluation can be made as to the best approach to resolve the matter. If necessary, the employee can make a formal complaint to the appropriate manager who will conduct confidential inquiries to resolve the matter.

The Company will treat all complaints seriously, impartially, sympathetically, and confidentially where possible. The Company will attempt to resolve the complaint or concern at the workplace.

Employees will not be disadvantaged in their employment conditions or opportunities as a result of lodging a concern or complaint.

It is against the law to victimise a person who has made a complaint, agrees to be a witness, or has had a complaint made against them.

10.6. BREACHES OF POLICY

Strict compliance with this policy is a condition of employment. Breaches of this policy or the law will be subject to disciplinary action which may include termination of employment.

10.7. RESPONSIBILITIES

10.7.1. Company Board

The REM Board (Board) is committed to workplace diversity, inclusion, and equality.

The Board is responsible for developing measurable objectives and strategies to meet the objectives of the Diversity Policy and the Board's sub-committee, the Nomination and People Committee, is responsible for implementing, monitoring, and reporting on the measurable objectives as established by the Board.

KPI's will be introduced for senior executives to measure the achievement of objectives and to link part of their remuneration to the achievement of those objectives.

The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of suitable candidates and using external advisors where necessary.

10.7.2. Company Management

Management is required to ensure that this policy is adhered to in their area of responsibility and for instituting appropriate actions to achieve the policy objectives.

Management must assess annually both the objectives and the entities progress in achieving workplace diversity, inclusion, and equality.

Management must disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the Board and its progress toward achieving them and must disclose the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation.

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10.7.3. Employees

Each employee is responsible for ensuring that their personal conduct in the workplace is consistent with this policy and the law that the rights of fellow employees are respected.

Equal opportunity legislation provides obligations for all persons within a workplace to take responsibility for their own actions. The Company fully supports personal accountability and will make decisions and, where necessary, take appropriate actions to ensure the equal opportunity is complied with.