

K&L GATES

Corporate Governance Policy
Shareholder Communication Policy

BirdDog Technology Limited
ACN 653 360 448

18 November 2021

K&L Gates
Melbourne office
Ref: 7393199.00001

Corporate Governance Policy

Date

18 November 2021

Introduction

Corporate governance refers to the system by which companies are directed and managed. It influences how the objectives of a company are set and achieved, how risk is monitored and assessed, and how performance is optimised. What constitutes good corporate governance will evolve with the changing circumstances of a company and must be tailored to meet those circumstances.

ASX's best practice recommendations

The ASX Corporate Governance Council (**Council**) provides guidelines in relation to corporate governance, entitled "*Corporate Governance Principles and Recommendations*" (4th Edition). This document articulates 8 central principles and 38 best practice recommendations (**ASX Principles and Recommendations**). The Council believes that the ASX Principles and Recommendations underscore good corporate governance and includes guidelines to assist companies in complying with the ASX Principles and Recommendations.

The board of directors (**Board**) of BirdDog Technology Limited ACN 653 360 448 (**Company**) supports the central principles and best practice recommendations published by the Council. The current policies, procedures and practices of the Company as contained in this Corporate Governance Policy (**Corporate Governance Policy**) comply with the Council's principles and best practice recommendations to the extent possible taking into account the Company's size, complexity, history and corporate culture.

As required under ASX Listing Rule 4.10.3, the Company will include in its annual report either the corporate governance statement (which discloses the extent to which the Company has followed the ASX Principles and Recommendations), or the URL of the page on the Company's website where the corporate governance statement can be located.

The Company will also lodge an *Appendix 4G Key to Disclosures Corporate Governance Council Principles and Recommendations*.

Company corporate governance charters and policies

The Company has adopted the following corporate governance charters and policies:

1. Primary Board Charter;
2. Code of Conduct;
3. Diversity Charter;
4. Trading Policy;
5. Audit and Risk Charter;
6. Nomination and Remuneration Charter;
7. Continuous Disclosure Policy;
8. Whistleblower Policy; and

9. Shareholder Communication Policy.

9. Shareholder Communication Policy

9.1 Shareholder Meetings and Communications Strategy

The Board acknowledges the need for effective two-way communications with shareholders. To encourage participation with shareholders at shareholder meetings, the Board has adopted the following strategy:

- (a) shareholder meetings are structured to provide effective communication to shareholders and allow reasonable opportunity for informed shareholder participation;
- (b) the external auditor attends the AGM and is available to respond to shareholder questions in relation to any audit related questions;
- (c) if a shareholder is unable to attend the AGM they may pose questions to the Company via email communication (please refer to the Company's website) or by written or telephone correspondence to the Company Secretary, and where appropriate these question may be answered at the AGM, either by being read out and then responded to at the AGM or by providing a transcript of the question and a written answer at the meeting;
- (d) if a shareholder is unable to attend the AGM they may dial-in to the AGM using the details that will be provided in advance of the AGM;
- (e) if a shareholder is unable to attend the AGM they may use the URL web-link provided on the Company's website from time to time to remotely join the AGM;
- (f) where the Company gives a new and substantive investor or analyst presentation, shareholders will be provided with the opportunity to participate virtually via dial-in details that will be circulated prior to each presentation;
- (g) the Company's annual report is available to be sent to each shareholder (at the shareholder's option);
- (h) in addition to the annual report, the Company issues a report with the release of the half-year and full-year financial results, which is sent to all shareholders;
- (i) the Company posts on its website all relevant announcements made to the market (including information used for analyst briefings and press releases) after they have been released to ASX;
- (j) the Company posts on the corporate governance section of its website and keep posted for a reasonable period all of its relevant corporate governance information, including web-links to the following information:
 - (i) an overview of the Company's current business;
 - (ii) a description of how the Company is structured;
 - (iii) a summary of the Company's history;
 - (iv) a key events calendar showing the expected dates in the forthcoming year for:

- (A) results presentations and other significant events for investors and analysts to ensure equality of information among investors;
 - (B) the AGM;
 - (C) books closing dates for determining entitlements to dividends or distributions; and
 - (D) ex-dividend and payment dates for dividends or distributions;
- (v) once they are known, the time, venue and other relevant details for results, presentations and the AGM;
 - (vi) a description of the difference classes of Securities and the rights attached to them;
 - (vii) historical information about the market prices of the Company's securities;
 - (viii) a description of the Company's dividend or distribution policy;
 - (ix) information about the Company's dividend or distribution history;
 - (x) copies of media releases the Company makes;
 - (xi) contact details for enquiries from security holders, analysts or the media;
 - (xii) contact details for its share registry;
 - (xiii) links to download key security holder forms, such as transfer and transmission forms, dividend or distribution reinvestment plan;
 - (xiv) the names, photographs and brief biographical information for each of its directors and senior executives;
 - (xv) its constitution, its Board charter and the charters of each of its Board committees;
 - (xvi) a statement of the Company's values;
 - (xvii) the corporate governance policies and any other relevant corporate governance materials;
 - (xviii) copies of its directors' reports, annual reports and financial statements;
 - (xix) copies of its announcements to ASX;
 - (xx) copies of notices of meetings of security holders and any accompanying documents;
 - (xxi) if it keeps them, webcasts and/or transcripts of meetings of security holders and investor or analyst presentations and copies of any documents tabled or otherwise made available at those meetings;

- (xxii) if it keeps them, webcasts and/or transcripts of investor or analyst presentations and copies of any materials distributed at those presentations,
- (k) the Company will disclose on its website and/or in the annual report whether it has any material exposure to economic, environmental and social sustainability risks, and if it does, how it manages or intends to manage those risks, especially where those risks could affect the Company's achievement of its financial performance or outcomes disclosed;
- (l) where possible, the Company will disclose on its website and/or in the annual report whether it has any material exposure to climate change risk, and if it does, how it manages or intends to manage those risks, especially where those risks could affect the Company's achievement of its financial performance or outcomes disclosed;
- (m) where possible, the Company will post advance notification of significant group briefings (eg results announcements) through the Company's website;
- (n) general shareholder questions may be posed to the Company via email communication (please refer to the Company's website) or by written or telephone correspondence to the Company Secretary;
- (o) significant comments or concerns that are raised by shareholders will be conveyed to the Board and the Chairperson; and
- (p) the Company will provide shareholders with the option to receive communications from it electronically.

9.2 Voting at Shareholder Meetings

The Board acknowledges the need to ensure the true will of security holders attending and voting at a meeting, whether they attend in person, electronically, or by proxy or other representative.

When calling a vote at a meeting of security holders, all substantive resolutions (eg voting for a new Board member) must be decided by a poll rather than a show of hands.

K&L GATES

klgates.com