

Corporate Governance Statement

of BirdDog Technology Limited ACN 653 360 448 (Company)

Following listing, the Company will report any departures from the ASX Recommendations as set out in the Corporate Governance Principles and Recommendations, 4th Edition, published by the ASX Corporate Governance Council, as required by the ASX Listing Rules. The Company's expected compliance with the ASX Recommendations following listing (as anticipated on the date of lodgement of the Company's prospectus with ASIC), are as follows:

PRINCIPLE and RECOMMENDATION	REQUIREMENT	COMPLY	EXPLANATION
PRINCIPLE 1	<i>Lay solid foundations for management and oversight:</i>		
Recommendation 1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	The Company's Board Charter which outlines both the respective roles and responsibilities of its board of directors (Board) and management (and those expressly reserved to the Board or delegated to management), will be disclosed on its website.
Recommendation 1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	The Company's Nomination and Remuneration Committee will ensure that appropriate checks (including those of the person's character, experience, education, criminal record and bankruptcy history) are undertaken before appointing or nominating a new candidate as a director or senior executive. In order to provide greater transparency around the appointment process, the Company will provide shareholders with all material information in its possession relevant to a decision on whether or not to elect a director. The Company has undertaken appropriate checks of the current directors and senior executives.
Recommendation 1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has written agreements with each of its directors and senior executives setting out the terms of their appointment.
Recommendation 1.4	The Company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Board Charter outlines the roles, responsibility and accountability of the company secretary. The company secretary is accountable directly to the Board through the chairperson on all matters relating to the proper functioning of the Board.
Recommendation 1.5	A listed entity should: (a) have and disclose a diversity policy;	Yes	The Company's Diversity Charter provides a framework for the Company to establish measureable diversity objectives that are annually reviewed. The Company's Diversity Charter will be disclosed on its website. The Company's Diversity Charter requires that

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	<p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>		<p>the Company establish measurable objectives for achieving gender diversity and may choose to establish other objectives in relation to other aspects of diversity.</p> <p>The Company will annually review these measurable objectives and any progress made towards achieving them. Additionally, the Company will annually review and report on the placement of men and women in the Company's workforce, their relative proportions and the roles in which they are employed.</p> <p>Each year, in the "Corporate Governance" section in the annual report and/or on the Company's website, the Company will disclose the measurable objectives for achieving gender diversity in accordance with its Diversity Charter and any progress towards achieving them. In particular, the Company will disclose the proportion of women employees in its workforce, in senior management (including how the Company has defined senior management for this purpose) and on the Board.</p>
<p>Recommendation 1.6</p>	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>Yes</p>	<p>The Board Charter sets out that the chairperson of the Board has authority to develop key performance indicators for Board members to assess the performance of the Board as a whole, their own individual performance and the performance of each of their fellow directors.</p> <p>At the end of the Company's reporting period, details of whether such a review has taken place will be included in the "Corporate Governance" section of the Company's annual report and / or on the Company's website.</p>

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Recommendation 1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Board Charter sets out requirements for senior management performance evaluation.</p> <p>The Board will annually review the performance of its senior executives and address any issues that may emerge from that review. The Board has authority to develop key performance indicators for management to assess the performance of each senior executive. At the end of the Company's reporting period, details of whether such a review has taken place will be included in the "Corporate Governance" section of the Company's annual report and / or on the Company's website.</p>
PRINCIPLE 2	Structure the board to add value:		
Recommendation 2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	Yes	<p>The Company's Nomination and Remuneration Charter outlines the structure of its Nomination and Remuneration Committee, including the composition, general scope and authority of the sub-committee, the frequency of meetings and the sub-committee's duties and responsibilities.</p> <p>The Company's Nomination and Remuneration Committee will be comprised of Joanne Moss, Andrew Baxter and John Dixon, with Andrew Baxter acting as Chair. Each member of the Nomination and Remuneration Committee is an independent director.</p> <p>At the end of the Company's reporting period, the number of times the Nomination and Remuneration Committee met through the period and the individual attendances of the members of the Nomination and Remuneration Committee will be included in the "Corporate Governance" section of the Company's annual report and / or on the Company's website. Pursuant to the Nomination and Remuneration Charter, the Nomination and Remuneration Committee will meet at least twice a year.</p> <p>Key features of the Nomination and Remuneration Committee's terms of reference will be included in the "Corporate Governance" section of the Company's annual report and/or on the Company's website.</p>
Recommendation 2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	Yes	<p>The Nomination and Remuneration Committee will advise the Board in relation to the appointment of Board members by assessing the extent to which the required knowledge, experience and skills of prospective board members are represented on the board by updating and disclosing a skills matrix.</p> <p>The Company will include in the "Corporate Governance" section in the annual report</p>

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			and/or on its website an account of the mix of skills and diversity it seeks to achieve in the membership of its Board.
Recommendation 2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position or relationship of the type described in Box 2.3 of the Recommendations but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	Yes	The Prospectus discloses the names of directors considered to be independent and any interests, positions or relationships of the type described in Box 2.3 of the Recommendations and the length of service (where applicable). In addition, in accordance with the Board Charter, Directors considered by the Board to be independent will be identified as such, along with their length of service in that capacity, in the "Corporate Governance" section in the Company's annual report and / or on the Company's website. The Board will assess at least annually whether each non-executive director is considered to be independent. Information relevant to this assessment must be provided to the Board by each non-executive director. Should a director's independent status change, this will be disclosed and explained in a timely manner to the market.
Recommendation 2.4	A majority of the board of a listed entity should be independent directors.	Yes	As at listing, the Board will comprise of three independent directors and one non-independent director.
Recommendation 2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Yes	The Chair of the Board will be John Dixon who will be an independent director and is not the same person as the CEO of the Company.
Recommendation 2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development opportunities to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	The responsibilities of the Nomination and Remuneration Committee include ensuring an effective induction process is in place for new directors and regularly reviewing whether the directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board and on Board committees effectively and, where any gaps are identified, consider what training or development could be undertaken to fill those gaps.
PRINCIPLE 3	Act ethically and responsibly:		
Recommendation 3.1	A listed entity should articulate and disclose its values.	Yes	The Company will disclose a statement of values in the "Corporate Governance" section of the Company's website.
Recommendation 3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and	Yes	The Company will adopt a Code of Conduct which sets out the responsibility of its directors, senior executives and employees to report any breaches of the Code of Conduct to the Board. The Code of Conduct will be disclosed in the "Corporate

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	(b) ensure that the board or a committee of the board is informed of any material breaches of that code.		Governance" section of the Company's website.
Recommendation 3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	The Company has adopted a Whistleblower Policy for its directors, senior executives, contractors, suppliers, associates and employees, and will disclose the Whistleblower Protection Policy on its website. The Company will ensure that the Board is informed of any material incidents reported under the Whistleblower Policy.
Recommendation 3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes	The Company's Code of Conduct will contain its anti-bribery and corruption policy and will disclose this policy by making the Code of Conduct available on its website. The Company will ensure that the Board is informed of any material breaches of the anti-bribery and corruption provisions of the Code of Conduct.
PRINCIPLE 4	<i>Safeguard integrity in corporate reporting:</i>		
Recommendation 4.1	The board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that	Yes	The Company's Audit and Risk Committee will be comprised of Joanne Moss, Andrew Baxter and John Dixon, with Joanne Moss, acting as Chair. Each member of the Audit and Risk Committee is an independent director. The Audit and Risk Committee Charter will be made available on the Company's website. The relevant qualifications and experience of the members of the committee have been disclosed in the Prospectus and will also be disclosed on the Company's website. At the end of the Company's reporting period, the number of times the Audit and Risk Committee met in that period, and the individual attendances of the members of the Audit and Risk Committee, will be included in the "Corporate Governance" section of the Company's annual report and / or on the Company's website.

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	independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		
Recommendation 4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	The Company's Audit and Risk Charter requires the CEO and the Chief Financial Officer to provide a declaration that the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. The declaration must be given before the Board approves the financial statements for the financial year.
Recommendation 4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	The Audit and Risk Committee will be responsible for establishing procedures for verifying the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor. These risk management procedures will be disclosed on the Company's website.
PRINCIPLE 5	<i>Make timely and balanced disclosure:</i>		
Recommendation 5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Company has adopted a Continuous Disclosure Policy which it will disclose on its website.
Recommendation 5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	In accordance with its Continuous Disclosure Policy, the Company will ensure that the Board is provided with all copies of all material market announcements promptly after they have been made.
Recommendation 5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	In accordance with its Continuous Disclosure Policy, where the Company gives a new and substantive investor or analysis presentation, the Company will ensure the presentation is released on the ASX Market Announcements Platform ahead of that presentation.

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PRINCIPLE 6	<i>Respect the rights of security holders:</i>		
Recommendation 6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about the Company and its governance will be available on the Company's website. In particular, the Company will upload the following documents to its website: a) Board Charter; b) Code of Conduct; c) Diversity Charter; d) Trading Policy; e) Audit and Risk Charter; f) Nomination and Remuneration Charter; g) Continuous Disclosure Policy; h) Whistleblower Policy; and i) Shareholder Communication Policy.
Recommendation 6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has adopted a Shareholder Communication Policy to facilitate effective two-way communication with investors.
Recommendation 6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Shareholder Communication Policy outlines a strategy to encourage shareholder participation at meetings and the policy will be disclosed on the Company's website.
Recommendation 6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company intends that when calling a vote at a meeting of shareholders, all substantive resolutions will be decided by a poll rather than a show of hands.
Recommendation 6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company will, and will ensure that the share registry will, give shareholders an option to receive notices electronically rather than by post, to the extent that is permitted by the ASX Listing Rules and the <i>Corporations Act 2001</i> (Cth).

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PRINCIPLE 7	Recognise and manage risk:		
Recommendation 7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; (ii) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (i) the charter of the committee; (ii) the members of the committee; and (iii) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	Yes	<p>The Company's Audit and Risk Committee will be comprised of Joanne Moss, Andrew Baxter and John Dixon, with Joanne Moss, acting as Chair. Each member of the Audit and Risk Committee is an independent director.</p> <p>The Audit and Risk Committee Charter which will be made available on the Company's website. The relevant qualifications and experience of the members of the committee have been disclosed in the Prospectus and will also be disclosed on the Company's website.</p> <p>At the end of the Company's reporting period, the number of times the Audit and Risk Committee met in that period, and the individual attendances of the members of the Audit and Risk Committee, will be included in the "Corporate Governance" section of the Company's annual report and / or on the Company's website.</p>
Recommendation 7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Audit and Risk Committee Charter sets out that the risk management framework must be reviewed at least annually. At the end of the Company's reporting period, details of whether such a review has taken place will be included in the "Corporate Governance" section of the Company's annual report and / or on the Company's website.</p>

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Recommendation 7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	Yes	<p>The Company has an internal audit function as set out in the Audit and Risk Committee Charter.</p> <p>The function of an internal audit is to provide an independent assessment of risk and compliance with internal controls. The results of internal audits are reported to senior management and to the Audit and Risk Committee on a regular basis. In addition, the Company has processes in place to ensure that appropriate follow up actions are taken in relation to significant audit findings and any identified areas of risk.</p>
Recommendation 7.4	<p>An entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Audit and Risk Committee is responsible for identifying risks. Due to the nature of the Company's business within the video technology industry, no environmental or social risks are currently expected and none have been disclosed. Should any such risks arise in the future, the Company intends to disclose them on its website or in its annual report and set out how it intends to manage those risks.</p>

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PRINCIPLE 8	Remunerate fairly and responsibly:		
Recommendation 8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors;</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(i) the charter of the committee;</p> <p>(ii) the members of the committee; and</p> <p>(iii) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	Yes	<p>The Company's Nomination and Remuneration Charter outlines the structure of its Nomination and Remuneration Committee, including the composition, general scope and authority of the sub-committee, the frequency of meetings and the sub-committee's duties and responsibilities.</p> <p>The Company's Nomination and Remuneration Committee will be comprised of Joanne Moss, Andrew Baxter and John Dixon, with Andrew Baxter acting as Chair. Each member of the Nomination and Remuneration Committee is an independent director.</p> <p>At the end of the Company's reporting period, the number of times the Nomination and Remuneration Committee met through the period and the individual attendances of the members of the Nomination and Remuneration Committee will be included in the "Corporate Governance" section of the Company's annual report and / or on the Company's website. Pursuant to the Nomination and Remuneration Charter, the Nomination and Remuneration Committee will meet at least twice a year.</p> <p>Key features of the Nomination and Remuneration Committee's terms of reference will be included in the "Corporate Governance" section of the Company's annual report and/or on the Company's website.</p>
Recommendation 8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The Company's Nomination and Remuneration Charter outlines its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives. A copy of the Company's Nomination and Remuneration Charter will be disclosed on its website.
Recommendation 8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	The Company has adopted a Trading Policy and will disclose the policy on its website.

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PRINCIPLE 9	<i>Additional recommendations that apply only in certain cases:</i>		
Recommendation 9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	All directors speak fluent English.
Recommendation 9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	N/A.
Recommendation 9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	N/A	N/A.