

PAINCHEK LTD

2023 CORPORATE GOVERNANCE STATEMENT

The Board is responsible for the overall corporate governance of Painchek Ltd (the Company or PainChek), including adopting appropriate policies and procedures designed to ensure that the Company is properly managed to protect and enhance shareholder interests.

This Corporate Governance Statement (**Statement**):

- reports against the 4th edition of the Corporate Governance Principles and Recommendations issued by the ASX Corporate Governance Council (Governance Principles) and the practices detailed in this Statement are current as at 30 June 2023; and
- has been approved by the Board and is available on the Company's website under Corporate Governance at <https://www.painchek.com/investor-relations/corporate-governance/> and is current as at 30 June 2023.

Consistent with the Company's commitment to transparency in its dealings with stakeholders, this Statement has been prepared with reference to each recommendation contained in the Governance Principles.

All references to the Company website in this Statement refer to www.painchek.com.

PRINCIPLE 1. – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1

A listed entity should disclose:

- (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.*

Complies

The Company has adopted a Board Charter (which is available on the Company website) that formally sets out the functions and responsibilities of the Board and those tasks delegated to management.

Recommendation 1.2

A listed entity should:

- (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate 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.*

Complies

The Company, under the Board Charter (which is available on the Company website), has committed to undertake appropriate checks before appointing a person or putting forward to shareholders a candidate for election, as a director.

All material information relevant to a decision of whether or not to elect or re-elect a Director of the Company is provided in the Notice of the Annual General Meeting.

Recommendation 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their employment.

Complies

The Company has entered into agreements with each Director and senior executive, which outlines the terms of their appointment. Each Directors has a signed aretter of appointment and each of the Company's senior executives is engaged under an employment or contractor agreement.

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.

Complies

The Company Secretary has a direct reporting line to the Chairman and all Directors have direct access to the Company Secretary, who is appointed by, and accountable to, the Board on all governance matters and the proper functioning of the Board.

Recommendation 1.5

A listed entity should:

- (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;*
- (b) disclose that policy or a summary of it; and*
- (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:
 - (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organization (including how the entity has defined "senior executive" for these purposes); or**

- (2) *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.*

Partially Complies

The Company has established a Diversity Policy (which is available on the Company website), which states that diversity not only refers to gender but extends to age, ethnicity, religious or cultural background, language, marital or family status and disability. The Diversity Policy does set out a requirement to set measurable objectives and to assess annually both the objectives and the entity’s progress in achieving them.

During the reporting period the Company has not formally set measurable objectives for achieving gender diversity in accordance with the Diversity Policy.

The Company is not a relevant employer under the Workplace Gender Equality Act.

The Company defines “senior executive” as a person that has overall responsibility for one or more business functions.

As at 30 June 2023, the proportion of women and men across the levels of Board, senior management and total employees were as follows:

- The proportion of female directors: 20%
- The proportion of female employees who are senior managers / executives: 11%
- The proportion of female employees in the whole organisation: 22%

Given the current size and stage of development of the Company, the Board has not considered it necessary to formally set measurable objectives for achieving gender diversity. However, the Company is committed to an inclusive workplace that embraces and promotes diversity as part of its corporate culture.

The Company does not believe this departure from recommendation 1.5 to be detrimental to shareholders.

Recommendation 1.6

A listed entity should:

- (a) *have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*
- (b) *disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with the process.*

Complies

The Board has established a process for evaluating and assessing the Board's performance on an annual basis which has been disclosed in the Board Charter (available on the Company website). The last performance evaluation was undertaken in September 2022.

Recommendation 1.7

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of its senior executives; and*
- (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

Complies

The Company has a process for evaluating the performance of senior executives. The Company sets annual reviews with senior executives under which their performance is measured against various performance metrics. An evaluation was undertaken during the reporting period.

PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE

Recommendation 2.1

The board of a listed entity should:

- (a) have a nomination committee which:*
 - (1) has at least three members, a majority of whom are independent directors;*
 - (2) is chaired by an independent director,*

and disclose:

 - (3) the charter of the committee;*
 - (4) the members of the committee; and*
 - (5) 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

- (b) if it does not have a nomination committee, disclose that fact and the process 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.*

Complies

Due to the size and nature of the existing Board, the Company currently has no Nomination Committee, and the full Board currently carries out the duties that would ordinarily be assigned to the Nomination Committee.

Recommendation 2.2

A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

Complies

The Board has formalised a board skills matrix which is available on the Company website. The Board aims to ensure that it is comprised of Directors with different skills and experience appropriate for the Company.

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, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and*
- (c) the length of service of each director.*

Complies

Mr. John Murray

Chairman of the Board and Non-Executive Director (appointed 30 September 2016).

John Murray is considered to be an Independent Director.

Mr. Philip Daffas

CEO & Managing Director (appointed 30 September 2016).

Philip Daffas is not considered to be an Independent Director.

Mr. Adam Davey

Non-Executive Director (appointed 30 September 2014). Adam Davey is a Director level manager of Wealth Management at Canaccord Genuity Financial Limited (“Canaccord.”) Mr Davey’s role at Canaccord is separated by Chinese walls between the advisor, broker and research functions. In addition, if there is any discussion about the Company engaging Canaccord for corporate finance activities or advice Mr Davey would be required to recuse himself from those discussions. In his role at Canaccord, Mr Davey also advises a small number of the Company’s substantial shareholders. If decisions were to be made by the Company directly relating to those shareholders, Mr Davey would

be required to recuse himself from decision making discussions. For these reasons, Adam Davey is considered to be an Independent Director.

Mr. Ross Harricks

Non-Executive Director (appointed 30 September 2016).

Ross Harricks is considered to be an Independent Director.

Ms. Cynthia Payne

Non-Executive Director (appointed 30 March 2022).

Cynthia Payne is considered to be an Independent Director.

Recommendation 2.4

A majority of the board of a listed entity should be Independent Directors.

Complies

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.

Complies

Recommendation 2.6

A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

Complies

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1

A listed entity should articulate and disclose its values.

Complies

The Company's core values are contained within the Code of Conduct which is available on the Company's website.

Recommendation 3.2

A listed entity should:

(a) have a code of conduct for its directors, senior executives and employees and disclose that code or a summary of it; and

(b) ensure that the board or a committee is informed of any material breaches of that code.

Complies

The Company has a code of conduct for its Directors, senior executives and employees. A copy of the code of conduct is available on 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.*

Complies

The Company has a whistleblower policy available on the Company's website.

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.*

Complies

The Company has an anti-bribery and corruption policy available on the Company's website.

PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Recommendation 4.1

The Board of a listed entity should:

- (a) have an audit committee which:*
 - (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and*
 - (2) is chaired by an independent director, who is not the chair of the board,*
and disclose:
 - (3) the charter of the committee;*
 - (4) the relevant qualifications and experience of the members of the committee; and*

(5) *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 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.*

Complies

Due to the size and nature of the existing Company, the Company currently has no Audit Committee, and the full Board currently carries out the duties that would ordinarily be assigned to the Audit Committee.

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.

Complies

Before the Board approves the annual financial statements, it receives a signed declaration from the CEO and CFO 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.

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.

Complies

The Company discloses its process to verify the integrity of any corporate report it releases to the market that is not audited or reviewed by an external auditor in its corporate disclosure policy which is available on the Company's website.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1

A listed entity should:

(a) *have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and*

(b) *disclose that policy or a summary of it.*

Complies

The Board recognises the importance of its continuous disclosure obligations. The Company has a continuous disclosure policy which is available on the Company's 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.

Complies

The Board is informed and provided with 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.

Complies

The Company releases copies all substantive investor or analyst presentations on the ASX Market Announcements Platform ahead of the presentation.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1

A listed entity should provide information about itself and its governance to investors via its website.

Complies

The Company provides information on its website about itself, and copies of the key governance Charters and policies referred to in this Statement. The Company's Annual Report also discloses the Company's activities and is available on its website.

Recommendation 6.2

A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.

Complies

The Company has an active shareholder relations program facilitated by specialist firms in capital markets and shareholder communications.

Recommendation 6.3

A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.

Complies

The Board encourages full participation of security holders. The Company has adopted a shareholder communications policy which is available on the Company's website. The policy encourages security holders to submit questions directly to the Company.

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.

Complies

All resolutions at the Company's general meeting are decided by way of a poll.

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.

Complies

The Company encourages the use of electronic communication and offers security holders the option to receive and send electronic communication to the Company and its share registry where possible.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

Recommendation 7.1

The board of a listed entity should:

(a) have a committee or committees to oversee risk, each of which:

(1) has at least three members, a majority of whom are independent directors; and

(2) is chaired by an independent director,

and disclose:

(3) the charter of the committee;

(4) the members of the committee; and

(5) 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

(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.

Complies

Due to the size and nature of the existing Board, the Company currently has no Risk Committee, and the full Board currently carries out the duties that would ordinarily be assigned to the Risk Committee. The Board conducts review of PainChek's risk management framework at least twice a year to satisfy itself that it continues to be sound and that PainChek is operating with due regard to the risk appetite set by the Board.

Recommendation 7.2

The Board or a committee of the board should:

(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and

(b) disclose, in relation to each reporting period, whether such a review has taken place.

Complies

The Company has developed a Risk Management Framework, which is designed to assist the Company to identify, evaluate and mitigate risks affecting the Company, which was last reviewed by the Board at a board meeting in April 2023.

Recommendation 7.3

A listed entity should disclose:

(a) if it has an internal audit function, how the function is structured and what role it performs; or

(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 risk management and internal control processes.

Complies

The Company does not have an internal audit function. The Board has responsibility for evaluating and improving the effectiveness of risk management and internal control processes. The Board is confident these measures are appropriate at present.

Recommendation 7.4

A listed 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.

Complies

The Board is charged with assisting management in determining and managing its exposure to environmental and social risks.

PainChek recognises that there is an increasing global focus on environmental and sustainable business practices. The business is continuing to explore how it may enhance its reporting on environmental and social matters in a way that would be useful to investors and other stakeholders to better understand its business operations and its environmental and social impact. The Company does not face any specific environmental and social risks.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1

The board of a listed entity should:

(a) have a remuneration committee which:

(1) has at least three members, a majority of whom are independent directors; and

(2) is chaired by an independent director,

and disclose:

(3) the charter of that committee;

(4) the members of that committee; and

(5) 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

(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 for directors and senior executives is appropriate and not excessive.

Complies

Due to the size and nature of the existing Board, the Company currently has no Remuneration Committee, and the full Board currently carries out the duties that would ordinarily be assigned to the Remuneration Committee. The Board has established a Remuneration Policy for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration for directors and senior executives is appropriate and not excessive.

Recommendation 8.2

A listed entity should separately disclose its policies and practices regarding the remuneration of nonexecutive directors and the remuneration of executive directors and other senior executives.

Complies

The Company's policies and practices regarding the remuneration of executive and non-executive Directors and the remuneration of other senior executives are disclosed in the Company's annual report.

Recommendation 8.3

A listed entity which has an equity-based remuneration scheme should:

- (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*
- (b) disclose the policy or a summary of it.*

Complies

The Company has a Securities Trading Policy, which is available on the Company's website. The policy prohibits the participants in the Company's equity-based remuneration scheme from entering any transactions which limit the economic risk associated with participating in the scheme.