

Corporate governance statement

This document discloses the extent to which Prescient Therapeutics Limited ACN 006 569 106 (**Company**) has followed the recommendations set by the ASX Corporate Governance Council in the third edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**) during the relevant part of the reporting period.

This document is current as at 30 June 2018 and has been approved by the board of the Company.

| PRINCIPLES AND RECOMMENDATIONS | COMPLY (YES/NO) | EXPLANATION |
|--|-----------------------|---|
| Principle 1: Lay solid foundations for management and oversight | | |
| <p>Recommendation 1.1 A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p> | <p>Yes</p> <p>Yes</p> | <p>Refer Sections 4 and 8 of the Company's Board Charter for further detail which is located on the Company's website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> |
| <p>Recommendation 1.2 A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.</p> | <p>Yes</p> <p>Yes</p> | <p>Refer Sections 2.2, 3 and Schedule 1 (Section 2) of the Company's Board Charter for further detail which is located on the Company's website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> <p>Information is included in the Company's Notice of Meetings to shareholders.</p> |
| <p>Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p> | <p>Yes</p> | <p>Refer Section 2.6 of the Company's Board Charter for further detail which is located on the Company's website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> <p>Details of executive contracts in place are detailed in the Company's Annual Remuneration Report in the 2018 Annual Report.</p> |
| <p>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.</p> | <p>Yes</p> | <p>Refer Section 11 of the Company's Board Charter for further detail which is located on the Company's website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> |

| PRINCIPLES AND RECOMMENDATIONS | COMPLY (YES/NO) | EXPLANATION | | | | | | | | | | | | |
|---|---|--|---------------------|-------|---------------------------|---------------------|-------------|---|---|---|---------|----|--------|-----|
| <p>Recommendation 1.5 A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board:</p> <ul style="list-style-type: none"> (i) to set measurable objectives for achieving gender diversity; and (ii) to assess annually both the objectives and the entity's progress in achieving them; <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period:</p> <ul style="list-style-type: none"> (i) the measurable objectives for achieving gender diversity set by the board in accordance with the entity's diversity policy and its progress towards achieving them; and (ii) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (B) the entity's "Gender Equality Indicators", as defined in the Workplace Gender Equality Act 2012. | <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>N/A</p> | <p>Refer to Sections 3 and 4 of the Company's Diversity Policy for further detail which is located on the Company's website at the following link: http://ptxtherapeutics.com/investors/corporate-governance/</p> <p>Refer to Section 3 of the Company's Diversity Policy for further detail which is located on the Company's website at the following link: http://ptxtherapeutics.com/investors/corporate-governance/</p> <p>The proportion of women on the board, women in senior executive positions and women employees in the whole organisation as at reporting date was as follows:</p> <table border="1" data-bbox="1258 753 2060 884"> <thead> <tr> <th>Gender</th> <th>Board</th> <th>Senior Executive Position</th> <th>Entire Organisation</th> </tr> </thead> <tbody> <tr> <td>No of women</td> <td>-</td> <td>2</td> <td>8</td> </tr> <tr> <td>% women</td> <td>0%</td> <td>33.33%</td> <td>25%</td> </tr> </tbody> </table> | Gender | Board | Senior Executive Position | Entire Organisation | No of women | - | 2 | 8 | % women | 0% | 33.33% | 25% |
| Gender | Board | Senior Executive Position | Entire Organisation | | | | | | | | | | | |
| No of women | - | 2 | 8 | | | | | | | | | | | |
| % women | 0% | 33.33% | 25% | | | | | | | | | | | |
| <p>Recommendation 1.6 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 in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p> | <p>Yes</p> <p>Yes</p> | <p>Refer to Sections 7.3, 8.5 and Schedule 1 (Section 3) of the Company's Board Charter for further detail which is located on the Company's website at the following link: http://ptxtherapeutics.com/investors/corporate-governance/</p> <p>A performance evaluation was undertaken during the reporting period to June 2018. This review will be completed annually.</p> | | | | | | | | | | | | |

| PRINCIPLES AND RECOMMENDATIONS | COMPLY (YES/NO) | EXPLANATION |
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| <p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p> | <p>Yes</p> <p>Yes</p> | <p>Refer Section 8.6 of the Company's Board Charter for further detail which is located on the Company's website at the following link: http://ptxtherapeutics.com/investors/corporate-governance/</p> <p>A performance evaluation was undertaken during the period to June 2018. This review will be completed annually.</p> |
| Principle 2: Structure the board to add value | | |
| <p>Recommendation 2.1</p> <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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p> | <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>YesYes</p> <p>N/A</p> | <p>The Company has established a Remuneration and Nomination Committee, which has responsibility for nomination matters. The Committee has four members, two of which are independent directors. The Committee is chaired by an independent director.</p> <p>Refer to Schedule 1 of the Company's Board Charter for further detail which is located on the Company's website at the following link: http://ptxtherapeutics.com/investors/corporate-governance/</p> <p>The Members of the Committee are as follows:</p> <p>(a) Steven Engle (Chair) – Non-Executive Director;</p> <p>(b) James Campbell (Member) – Non-Executive Director;</p> <p>(c) Paul Hopper (Member) – Non-Executive Director; and</p> <p>The number of times the Committee met throughout the period and the individual attendances of each member at those meetings is disclosed in the Director's Report contained in the Company's 2018 Annual Report.</p> |

| PRINCIPLES AND RECOMMENDATIONS | COMPLY (YES/NO) | EXPLANATION |
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| <p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p> | Yes | <p>Refer Section 3 of the Company’s Board Charter for further detail which is located on the Company’s website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> |
| <p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), 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</p> <p>(c) the length of service of each director.</p> | <p>Yes</p> <p>Yes</p> <p>Yes</p> | <p>The Board consists of four Directors, three of which (being Steven Engle, James Campbell and Paul Hopper) are non-executive directors.</p> <p>The Board considers non-executive directors James Campbell and Steven Engle to be independent having regard to the criteria in Box 2.3 in the ASX Recommendations. The Board has considered the holdings of shares in the Company by each non-executive director and is of the opinion that their respective interests in shares would not materially interfere with, or could be reasonably perceived to interfere with, the independent exercise of their judgement in their position as a Director. The Board also considers that Steven Engle and James Campbell are otherwise free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of their judgement, and that each of these Directors is able to fulfil the role of independent Director for the purposes of the ASX Recommendations.</p> <p>Steven Yatomi-Clarke is considered by the Board to not be an independent director on the basis that he is engaged in executive management duties.</p> <p>Paul Hopper is also considered by the Board to not be an independent director on that basis that he engaged in an executive management role with the Company until June 2017.</p> <p>The lengths of service are as follows:</p> <ul style="list-style-type: none"> • Steven Engle (3.5 years) • Paul Hopper (4 years) • Steven Yatomi-Clarke (3.5 years) • James Campbell (3.5 years) |

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| <p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p> | No | <p>As noted above in Recommendation 2.3, the Board is comprised of two non-executive independent directors, one non-executive non-independent director and one executive director. Whilst the Board recognises that it is desirable for the majority of the Board to be Independent Directors, the Company's current size dictates that this is the most efficient mode of operation at the current time. The Board will review the appointment of further Independent Directors should the Company's size and growth warrant this.</p> |
| <p>Recommendation 2.5</p> <p>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.</p> | Yes | <p>The Chairman, Steven Engle is an independent director.</p> <p>The roles of Chairman and Chief Executive Officer are exercised by different individuals, being Steven Engle and Steven Yatomi-Clarke respectively.</p> |
| <p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.</p> | Yes | <p>Refer Section 2.6 of the Company's Board Charter for further detail which is located on the Company's website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> |
| <p>Principle 3: Act ethically and responsibly</p> | | |
| <p>Recommendation 3.1</p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p> | <p>Yes</p> <p>Yes</p> | <p>For further detail refer to the Company's Code of Conduct for directors and senior executives which is located on the Company's website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> |

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| Principle 4: Safeguard integrity in financial reporting | | |
| <p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>N/A</p> | <p>The Company has established an Audit Committee.</p> <p>The Committee has four members, two of which are independent directors. The Committee is chaired by an independent director who is not the Chair of the board.</p> <p>Refer to the Company's Audit Committee Charter for further detail which is located on the Company's website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> <p>The Members of the Committee are as follows:</p> <p>(a) James Campbell (Chair) – Non-Executive Director;</p> <p>(b) Steven Engle (Member) – Non-Executive Director;</p> <p>(c) Paul Hopper (Member) – Non-Executive Director; and</p> <p>(d) Steven Yatomi-Clarke (Member) – Executive Director</p> <p>The relevant qualifications and experience of each member of the Committee is disclosed in the Director's Report contained in the Company's 2018 Annual Report.</p> <p>The number of times the Committee met throughout the period and the individual attendances of each member at those meetings is disclosed in the Director's Report contained in the Company's 2018 Annual Report.</p> |
| <p>Recommendation 4.2</p> <p>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 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.</p> | <p>Yes</p> | <p>The CEO and Company Secretary execute Section 295A declarations and submit to the Audit Committee and Board prior to approving the Annual Report.</p> |

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| <p>Recommendation 4.3</p> <p>A 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.</p> | Yes | The Auditor attends the Company Annual General Meeting. |
| Principle 5: Make timely and balanced disclosure | | |
| <p>Recommendation 5.1</p> <p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p> | Yes Yes | <p>For further detail refer to the Company’s Continuous Disclosure Policy which is located on the Company’s website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> |
| Principle 6: Respect the rights of security holders | | |
| <p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p> | Yes | <p>Refer ‘Investors’ section which is located on the Company’s website at the following link:</p> <p>http://ptxtherapeutics.com/investors/</p> |
| <p>Recommendation 6.2</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p> | Yes | <p>Refer ‘Investors’ section which is located on the Company’s website at the following link:</p> <p>http://ptxtherapeutics.com/investors/</p> <p>The Company provides shareholders with information through the Company’s share registry, ASX platform, shareholder meetings, the Company’s website and issuing media releases.</p> |
| <p>Recommendation 6.3</p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p> | Yes | <p>Refer Section 4 of the Company’s Shareholder Communications Policy for further detail which is located on the Company’s website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> |

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| <p>Recommendation 6.4</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p> | Yes | <p>Refer Section 3.3 of the Company's Shareholder Communications Policy for further detail which is located on the Company's website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> |
| Principle 7: Recognise and manage risk | | |
| <p>Recommendation 7.1</p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of 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,</p> <p>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 risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p> | <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>N/A</p> | <p>The Company has established an Audit Committee, which has responsibility for overseeing risk matters.</p> <p>The Committee has four members, two of which are independent directors. The Committee is chaired by an independent director who is not the Chair of the board.</p> <p>Refer to the Company's Audit Committee Charter for further detail which is located on the Company's website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> <p>The Members of the Committee are as follows:</p> <p>(a) James Campbell (Chair) – Non-Executive Director;</p> <p>(b) Steven Engle (Member) – Non-Executive Director;</p> <p>(c) Paul Hopper (Member) – Non-Executive Director; and</p> <p>(d) Steven Yatoumi-Clarke (Member) – Executive Director.</p> <p>The number of times the Committee met throughout the period and the individual attendances of each member at those meetings is disclosed in the Director's Report contained in the Company's 2018 Annual Report.</p> |

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|---|-----------------------|---|
| <p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>(a) review the entity’s risk management framework with management at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the entity faces and to ensure that they remain within 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> | <p>Yes</p> <p>Yes</p> | <p>The Company regularly undertake reviews of its risk management framework to establish an effective and efficient system for:</p> <ul style="list-style-type: none"> (i) identifying, assessing, monitoring and managing risk; and (ii) disclosing any material change to the Group's risk profile. <p>The Company intends to disclose the matters contemplated by ASX Recommendation 7.2 in future annual reports.</p> <p>For further detail refer to Section 4 of the Company’s Audit Committee Charter which is located on the Company’s website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> |
| <p>Recommendation 7.3</p> <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 risk management and internal control processes.</p> | <p>Yes</p> <p>N/A</p> | <p>The Audit Committee directly oversees relevant risk areas as part of its risk management function.</p> <p>For further detail refer to Section 4 of the Company’s Audit Committee Charter which is located on the Company’s website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> |
| <p>Recommendation 7.4</p> <p>A listed entity should disclose whether, and if so how, it has regard to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p> | <p>No</p> | <p>There is no material exposure to economic, environmental and social sustainability risks.</p> |

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| Principle 8: Remunerate fairly and responsibly | | |
| <p>Recommendation 8.1</p> <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; 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 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> | <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>N/A</p> | <p>The Company has established a Remuneration and Nomination Committee, which has responsibility for remuneration matters.</p> <p>The Committee has three members, two of which are independent directors. The Committee is chaired by an independent director.</p> <p>Refer to Schedule 1 of the Company's Board Charter for further detail which is located on the Company's website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> <p>The Members of the Committee are as follows:</p> <p>(a) Steven Engle (Chair) – Non-Executive Director;</p> <p>(b) James Campbell (Member) – Non-Executive Director;</p> <p>(c) Paul Hopper (Member) – Non-Executive Director.</p> <p>The number of times the Committee met throughout the period and the individual attendances of each member at those meetings is disclosed in the Director's Report contained in the Company's 2018 Annual Report.</p> |
| <p>Recommendation 8.2</p> <p>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.</p> | <p>Yes</p> | <p>Separate disclosures regarding the remuneration of the Company's directors (executive and non-executive) and CEO is disclosed in the Company's Annual report, as lodged with the ASX and issued to shareholders.</p> <p>A copy of the latest Annual Report containing this disclosure can be accessed at http://ptxtherapeutics.com/investors/financial-reports/</p> |
| <p>Recommendation 8.3</p> <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> | <p>Yes</p> <p>Yes</p> | <p>The Company has a Share Trading Policy which includes a policy prohibiting participants of an equity-based remuneration scheme from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.</p> <p>Refer to Section 15 of the Company's Share Trading Policy for further information which is available on the Company's website at the following link:</p> <p>http://ptxtherapeutics.com/investors/corporate-governance/</p> |