



Corporate Governance

at

BioLayer Corporation Limited



BioLayer Corporation Limited

CORPORATE GOVERNANCE AT BIOLAYER CORPORATION LIMITED

The Board of Directors of BioLayer Corporation Limited (the “Company”) are committed to achieving the highest standards of corporate governance. The Company's policies are set out in the following documents:

1. Board Charter

The Board Charter formalises and discloses the functions performed exclusively by the Board and those delegated to the appointed managers of the Company.

2. Audit & Risk

The Board of Directors has formally constituted an Audit & Risk Committee. The Audit & Risk Committee is guided by *the Audit & Risk Committee Terms of Reference*.

3. Risk Management Policy

The Company is responsible, on behalf of its shareholders, for managing the company assets in order to maximise shareholder value. The *Risk Management Policy* provides guidelines within which the company minimises the risks associated in managing those assets.

4. Nomination & Remuneration

The Board of Directors has formally constituted a Nomination & Remuneration Committee. The Nomination & Remuneration Committee is guided by the *Nomination & Remuneration Committee Terms of Reference*.

5. Ethical Standards and Corporate Code of Conduct

BioLayer Corporation Limited aims to act with integrity in all of its business dealings. *The Code of Conduct* guides all person employed by the Company, (including the Board of Directors, managers and staff), in the way business is done whilst representing the Company.

6. Continuous Disclosure Policy

The Corporations Act and ASX Listing Rules require that the Company keeps the stock market fully informed with regard to information that may have a material effect of the price or value of its

securities. The Company strictly conforms with these requirements through releasing all potentially price sensitive information to the ASX in line with the **Continuous Disclosure Policy**.

7. Dealing in Securities

All employees, Directors, managers and staff, of the Company are subject to the insider trading regulations of the Corporations Act in relation to any dealing in the Company's securities. The **Securities Dealing Policy** applies to all Directors, managers and staff of The Company and its subsidiary undertakings.

8. Shareholder Communications Policy

The Company communicates with Shareholders in an open and honest manner. The **Shareholder Communications Policy** sets out the principles adopted by the Company.

1. BOARD CHARTER

Introduction

BioLayer Corporation Limited aims to have a Board of a size, composition, capability and commitment to adequately discharge its responsibilities and duties. The Board Charter and structure are moving towards compliance with Principles 1 and 2 of the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations.

Appointment to the Board

All persons appointed to the Board will have consented to the appointment and have been provided with a letter of appointment containing:

- The term of the Director's appointment
- The time commitment envisaged
- The powers and duties of Directors
- Any special duties or arrangements attaching to the position
- Circumstances in which an office of Director becomes vacant
- Expectations regarding involvement with committee work
- Remuneration and expenses
- Superannuation arrangements
- Requirement to disclose Director's interests and any matters which affect the Director's independence
- The names of fellow Directors
- The trading policy governing dealings in securities (including any share qualifications) and related financial instruments by Directors, including notification requirements
- Induction training and continuing education arrangements
- Access to independent professional advice
- Indemnity and insurance arrangements
- Confidentiality and rights of access to corporate information
- A copy of the Company's constitution

Rights of Board Members

Directors may access or request such information as they consider necessary to diligently and independently fulfil their responsibilities and have the authority to seek any information required from any officer or employee of the Company or its associated entities and such officers or employees shall be instructed by the Board to respond to such enquiries.

Directors will be given advance notice of all scheduled meetings of the Board, provided with an agenda of items to be discussed and will be provided with documentation pertinent to the business of the meeting in advance of the appointed date.

Non-Executive Directors will be remunerated at market rates for comparable companies for time, commitment and responsibilities.

Directors can enter into a deed of access and indemnity upon their appointment.

Independent Professional advice

Independent professional advice may be sought on Company related matters, at the Company's expense, subject to prior approval by the Chairman. Such approval will not be unreasonably withheld.

Responsibilities of the Board

- Oversight of the Company, including its control and accountability systems
- Appointing, reviewing the performance of and, where appropriate, removing the Chief Executive Officer
- Ratifying the appointment and, where appropriate, the removal of the Chief Financial Officer and the Company Secretary
- Input into, and final approval of, the development of corporate strategy by executive management.
- Reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance
- Monitoring the performance of executive management in implementing strategy and ensuring the appropriate resources are available to enable the application of the strategic plans
- Approving and monitoring the progress of major capital expenditure, capital management, acquisitions and divestitures and dividend policy
- Approving and monitoring financial and other reporting

Relationship with Chief Executive Officer

The Board has delegated responsibility for day to day management of the Company to the Chief Executive Officer. However, the Chief Executive Officer must consult the Chairman on matters that are sensitive, extraordinary or of a strategic nature.

Structure of the Board

Ordinarily the Board of Directors will comprise at least three Directors with a majority of Directors being Independent Non-Executive Directors, one of whom will be the Chairman of the Board. The Chairman of the Board and the Chief Executive Officer shall be different individuals.

An Independent director is a Non-Executive Director (ie is not a member of management) and:

- is not a substantial shareholder of the company or an officer of, or otherwise associated directly with, a substantial shareholder of the company (5% or more of the total voting shares in the company).
- within the last three years has not been employed in an executive capacity by the company or another group member, or been a director after ceasing to hold any such employment.
- within the last three years has not been a principal of a material professional adviser or a material consultant to the company or another group member, or an employee materially associated with the service provided .
- is not a material supplier or customer of the company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer .
- has no material contractual relationship with the company or another group member other than as a director of the company .
- 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.
- 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.

Independent Directors are requested to confirm their independent status in writing annually on or around 30 June of each year.

Should circumstances demand or dictate then the structure of the Board may not conform to that stated above. In these circumstances the Company will ratify its agreement of this structure at a meeting of the Board of Directors and ensure that the market, operated by the Australian Stock Exchange, is informed of the fact and the reasons for the variation.

Board Committees

The Board may operate through Committees that are responsible for particular areas of the business. The existing Committees are:

- Audit & Risk Committee
- Nomination & Remuneration Committee
- Science & Ethics Committee

Each Committee, or Board meeting, in dealing with matters within its responsibilities will operate in accordance with a written charter which is enshrined in policy documents specific to the committee.

These Committees enable a more detailed involvement of the Board with the business in line with the Committee charters.

Internal Policies Applicable to Directors

The Board is also ultimately responsible for ensuring compliance of the Board of the Company and its officers / employees with Company policies including:

- Share Trading Policy
- Company Values and Code of Conduct
- Continuous Disclosure
- Equal Employment Opportunity
- Harassment
- Occupational Health and Safety Handbook

Each of these policies are the subject of documents specific to the policy.

2. AUDIT & RISK COMMITTEE TERMS OF REFERENCE

Introduction

BioLayer Corporation Limited aims to have structure that can independently verify and safeguard the integrity of the company's financial reporting. The Audit & Risk Committee Charter and structure conform to Principles 4 and 7 of the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations.

Terms of reference

The primary purpose of the Audit & Risk Committee is to assist the Board discharge its responsibility in the following areas:

- Ensuring the Company adopts, maintains and applies appropriate accounting and financial reporting processes and procedures
- Facilitating the independence of the external audit process and addressing issues arising from the audit process and
- Ensuring the Company maintains effective risk management and internal control systems

Membership

- The Audit & Risk Committee shall comprise not less than two members
- All members shall be Non-Executive Directors who possess requisite qualifications and financial literacy
- A majority of members shall be Independent Non-Executive Directors
- At least one member of the Audit & Risk Committee shall possess financial expertise (ie is a qualified accountant or other financial professional)
- The Chief Executive Officer, Chief Financial Officer and other Executives shall be invited to attend Audit & Risk Committee meetings at the Committee's discretion
- The external auditors and other external experts shall be invited to attend meetings at the Committee's discretion

Chairman

- The Chairman of the Audit & Risk Committee will be an Independent Non-Executive Director
- The Chairman of the Audit & Risk Committee and the Chairman of the Board shall be different individuals.
- The Chairman of the Audit & Risk Committee is responsible for planning and conducting meetings
- The Chairman of the Audit & Risk Committee shall report significant findings and recommendations of the Committee to the Board after each Committee meeting

Secretary

- The Company Secretary shall be appointed Secretary of the Audit & Risk Committee.
- In circumstances where the Secretary also acts as Chief Financial Officer the Secretary may be asked to leave the meeting whilst matters relating specifically to the Chief Financial Officer, accounting systems or results of auditor's reviews are the subject matter of the meeting.
- The Secretary, in conjunction with the Chairman, shall draw up an agenda which shall be circulated to the members of the Committee and the external auditors.

Should circumstances demand or dictate then the structure of the Audit & Risk Committee (Membership / Chairman / Secretary) may not conform to that stated above. In these circumstances the Company will ratify its agreement of this structure at a meeting of the Board of Directors and ensure that the market, operated by the Australian Stock Exchange, is informed of the fact and the reasons for the variation.

Meetings

- Meetings shall be held at least two times a year
- The quorum of the meeting shall be a minimum of two members
- The minutes of all Committee meetings shall be circulated to members of the Board
- The Chairman will call a meeting of the Audit & Risk Committee if so requested by any Committee member, the Chief Financial Officer or the external auditors
- The Chief Financial Officer and the external auditors shall be given notice of all meetings and have the right to attend and speak if it is the desire of the Committee

Authority

- The Audit & Risk Committee shall have the authority to seek any information it requires from any officer or employee of the Company or its controlled entities and such officers or employees shall be instructed by the Board to respond to such enquiries
- The Audit & Risk Committee is authorised, subject to prior approval by the Chairman, to seek such independent professional advice as it considers necessary to diligently and independently fulfil the Committee's responsibilities, at the Company's expense
- The Audit & Risk Committee has no executive powers with regards to its findings and recommendations.

Responsibilities

The responsibilities of the Audit & Risk Committee shall include, but are not limited to the following:

1. *Financial Reporting*

- Reviewing financial statements and other financial information distributed externally
- Monitoring the procedures in place to ensure the Company is in compliance with the Corporations Law, Australian Stock Exchange Listing Rulings and other legislative and reporting requirements
- Reviewing related party transactions and considering the adequacy of disclosure of those transactions in the financial statements
- Reviewing reports on the Company's superannuation arrangements and compliance with relevant laws and regulations

2. *External Auditors*

- Reviewing the nomination and performance of the external auditors
- Liaising with the external auditors and ensuring the annual and half-year statutory audits and reviews are conducted in an effective manner
- Approving audit fees
- Reviewing matters relating to auditor independence

3. *Corporate Governance Compliance*

- Ensuring that a corporate Code of Conduct is established and periodically reviewed;
- Reviewing policies on sensitive issues or practices such as environmental issues;
- Reviewing policies to avoid conflicts of interest and reviewing past or proposed transactions between the Company and members of management and Directors
- Reviewing the Audit & Risk Committee Charter.

4. Risk Management and Internal Control

- Monitoring risk assessment and the internal controls instituted in line with the Risk Management Policy
- Reviewing risk management practices in line with the Risk Management Policy
- Monitoring the establishment of an appropriate internal control framework, including information systems and considering enhancements
- Reviewing external audit reports and, where major deficiencies or breakdowns in controls or procedures have been identified, monitoring remedial action taken by management to ensure such action is appropriate and prompt
- Reviewing reports on any major defalcations, frauds and thefts from the Company
- Initiating and supervising special investigations
- Reviewing reports on the adequacy of insurance coverage

3. RISK MANAGEMENT POLICY

Introduction

BioLayer Corporation Limited aims to maintain a sound system of risk oversight and management and internal control. The Risk Management Policy conforms to Principle 7 of the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations.

BioLayer Corporation Limited views risk management as integral to its objective of effective management of Company assets and creating and maintaining shareholder value. The Company's Risk Management Policy provides the framework to manage the risks associated with its activities. It is designed to identify, assess, monitor and manage risk.

Risk Profile

The identification and effective management of risks is critical in achieving the Company's corporate goals. The Company focuses on effective management of the following material risks:

- business risks
- operating risks
- financial risks
- organisational risks
- corporate risks
- occupational health and safety risks

Risk Management Policy

BioLayer Corporation Limited believes that risk should be managed on a continuous basis and optimises its ability to achieve business objectives by maintaining a system that assists appropriate management and provides early warning of risks.

The Company identifies, assesses, monitors and manages risk throughout the organisation in accordance with the Company's Risk Action Plan.

Risk Process Elements

Through the Risk Action Plan, the Company has implemented a comprehensive risk management program to manage its business risks.

The elements of the risk management process are:

1. Oversight of the Risk Management System

The BioLayer Corporation Limited Board is responsible for overseeing the risk management framework as set out in the Responsibility and Authority section below.

2. Risk Profile

To ensure key risks are identified and analysed, the Company:

- defines risks in the context of the Group's strategy
- prepares risk profiles including a description of the material risks, the risk level and action plans used to mitigate the risk
- regularly reviews and updates the risk profiles

3. Risk Management and Compliance and Control

The identification and proper management of risk within the Company is an important priority of the Board and senior management. In developing a culture of risk management, each manager is responsible for appropriate responses to manage risk, aided by the risk action plans. To enable this, the Company:

- has implemented a systematic process to assist in the identification, assessment, treatment and monitoring of risks
- provides the necessary tools and resources to management and staff to support the effective management of risks
- reviews and communicates risk management best practice on a regular basis

4. Assessment of Effectiveness

BioLayer Corporation Limited assesses the effectiveness of its Risk Action Plan through a well structured continuous improvement process to ensure risks and controls are continually monitored and reviewed. This includes appraisal of risk owners actions taken to manage risks.

5. Reporting

BioLayer Corporation Limited ensures the Audit & Risk Committee and Board are adequately informed of significant risk management issues and the actions undertaken to manage risks on a regular basis.

4. NOMINATION & REMUNERATION COMMITTEE TERMS OF REFERENCE

Introduction

BioLayer Corporation Limited aims to have a structure that allows it to adequately maintain a Board of a size, composition, capability and commitment to adequately discharge its responsibilities and duties.

The Company also aims to have a structure that allows it to ensure that the level and composition of remuneration is sufficient and that its relationship to corporate and individual performance is defined.

The Nomination & Remuneration Committee Charter and structure conforms to Principles 2 and 9 of the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations.

Role

The role of the Nomination & Remuneration Committee is to:

- Annually review the composition of the Board and make recommendations on the appropriate skill mix, personal qualities, expertise and diversity required to discharge the Board's duties
- Determine whether the requirements identified in the above review are currently satisfied by the composition of the Board. This assessment is completed periodically and whenever an existing Non Executive Director retires
- Recommend to the Chairman of the Board ways in which the skills, experience, and expertise levels of existing Directors can be enhanced by both training and induction
- Recommend to the Board candidates the Committee considers appropriate for appointment to the Board having regard to the skills, experience and expertise assessments completed
- Recommend to the Board candidates the Committee considers appropriate for removal from the Board having regard to the skills, experience and expertise assessments completed
- Establish processes for
 - the identification of suitable candidates for appointment to the Board and the selection procedures for the appointment
 - the removal of non performing Directors
- Establish and maintain the selection, appointment and succession planning process of the Company's Chief Executive Officer
- Establish the process for the review of the performance of individual Directors and the Board as a whole
- Ensure that the appropriate procedures exist to assess the remuneration levels of the Chairman, Non-Executive Directors, Executive Directors, direct reports to the Chief Executive Officer, Board Committees and the Board as a whole
- Ensure that the Company adopts, monitors and applies appropriate remuneration policies and procedures
- Ensure that the Company's remuneration policy motivates Directors and managers to pursue the long-term growth and success of the Company within an appropriate control framework
- Ensure that the Company's remuneration policy demonstrates a clear link between key executive performance and remuneration
- Ensure reporting disclosures related to remuneration meet the Board's disclosure objectives and all relevant legal requirements.
- Make recommendations to the Board on appropriate remuneration, in relation to both the amount and its compositions, for the Chairman, Non-Executive Directors, Executive Directors, the Chief Executive Officer and Senior Executives
- Develop and recommend to the Board remuneration incentive programs such as bonus schemes, long term incentive plans and Company share schemes
- Develop, maintain and monitor appropriate remuneration policies and procedures

- Develop, maintain and monitor appropriate recruitment, retention and termination policies and procedures for senior management
- Develop, maintain and monitor appropriate incentive schemes
- Develop, maintain and monitor appropriate superannuation arrangements for the Company
- Develop remuneration related disclosure objectives for the Company and ensuring that publicly disclosed information meets those objectives, meets all legal requirements and is accurate

Membership

- The committee should comprise a minimum of two members, the majority being Independent Directors
- The Chairman of the Nomination & Remuneration Committee and the Chairman of the Board may be different individuals
- The Chairman of the Nomination & Remuneration Committee shall be an Independent Non-Executive Director

Secretary

- The Company Secretary shall be appointed Secretary of the Nomination & Remuneration Committee
- The Secretary, in conjunction with the Chairman, shall draw up an agenda which shall be circulated to the members of the Committee

Should circumstances demand or dictate then the structure of the Nomination & Remuneration Committee (Membership / Chairman / Secretary) may not conform to that stated above. In these circumstances the Company will ratify its agreement of this structure at a meeting of the Board of Directors and ensure that the market, operated by the Australian Stock Exchange, is informed of the fact and the reasons for the variation.

Meetings

- The Committee shall meet annually, unless otherwise required
- Any Committee member may call a meeting of the Committee
- The Committee may invite any executive management team members or other individuals to attend meetings of the Committee, as they consider appropriate

Reporting

- Copies of the Nomination & Remuneration Committee meeting minutes shall be circulated to all Directors
- The Chairman of the Nomination & Remuneration Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting

Attendance at meetings

- A quorum will comprise any two Non Executive Director Committee members
- Each member shall have one vote and the Chairman of the Committee shall not have a second or casting vote

Authority

The Committee has the authority to:

- The Committee is authorised, subject to prior approval by the Chairman, to seek such independent professional advice as it considers necessary to diligently and independently fulfil the Committee's responsibilities, at the Company's expense

- Obtain such resources and information from the Company in the fulfilment of its duties as it may reasonably require.

Review of committee performance

The Committee will annually revisit its objectives and duties and evaluate the effectiveness of its performance.

5. ETHICAL STANDARDS AND CORPORATE CODE OF CONDUCT

Introduction

BioLayer Corporation Limited aims to ensure that Company Directors and key executives are aware of the standards of ethical behaviour required of each of them either singly or as a group. The policies in this area conform to Principle 3 of the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations.

The Company Code of Conduct is the most important document issued by the Company. All personnel should understand and comply with the code, which applies to Directors, employees and contractors. The Board and Executive management believe that integrity is an important quality and one, which, by improving the Company's reputation, gives advantages to employees, contractors and shareholders.

The Corporate Code of Conduct outlines behaviour expected of all personnel encourages asking "What is the right thing to do?" The code is based on shared values and on behaviour that is intended to help corporate activity. The Company believes the values and behaviour outlined in the code accord with those of the communities in which we operate.

BioLayer Corporation Limited – Corporate Code of Conduct

The Company code of conduct has five central principles:

- Treating each other with respect
- Respect the law and act accordingly
- To be fair and honest in all dealings
- Using the Company's property responsibly
- Personal accountability for actions and their consequences.

All stakeholders in the Company care about how the Company gets results. The code provides a guide for the way the Company does business to get those results.

Each Director, employee and contractor should apply these code principles to their relationships with each other, their employer and everyone they deal with in their work for BioLayer Corporation Limited.

In representing the Company the minimum standards are as follows:

1. Others are treated with respect and dignity by:

- Maintaining a safe and fair work environment
- Treating everyone with respect, regardless of their role or individual differences
- Valuing colleagues and their personal commitment to delivering quality products and services
- Encouraging cooperation and personal development in all who work with the Company
- Understanding and responding to the needs of customers and other stakeholders

2. Personnel respect the law and act accordingly by:

- Respecting the laws, customs and business practices of countries in which the Company operates, without compromising our code principles
- Notifying a manager or supervisor immediately of any potential or possible breach of laws
- Maintaining approaches that preserve the integrity of any laws under which the Company operates

3. Personnel are fair and honest in dealings by:

- Acting fairly and honestly at all times
- Not using coercive or misleading practices or falsifying or wrongfully withholding information
- Not placing ourselves in situations where our private interests could conflict directly or indirectly with our obligations to the Company
- Not accepting benefits such as gifts or entertainment that could create an obligation
- Not acting in ways which may cause others to question our commitment to the Company

4. The Company's property is used responsibly by:

- Not using the Company's funds to provide unreasonable benefits such as gifts or entertainment for ourselves or others
- Only using the Company's property, such as equipment or stores, for Company business
- Not disclosing confidential information without authorisation

5. Personnel are accountable for their actions and the consequences by:

- Taking personal responsibility for all issues over which the person has control and for the manner in which these are achieved
- Maintaining a system for recording, investigating and responding to any compliance breaches or complaints including those received from regulatory authorities, auditors or employees, in a fair and unbiased fashion.

Any employee who has any queries, concerns or suggestions about matters covered by this policy should speak to their manager or another member of management for guidance and assistance.

Any employee who becomes aware of or suspects any breach of any law should alert the Company Secretary. The identity of any employee reporting such conduct will be kept confidential insofar as is permitted by law and the Company will act fairly and in good faith towards any employee reporting such conduct.

6. CONTINUOUS DISCLOSURE POLICY

Introduction

BioLayer Corporation Limited aims to have a structure that allows it to ensure the timely and balanced disclosure of all material matters concerning the Company. The Continuous disclosure policy conforms to Principle 5 of the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations.

Background

ASX Listing Rule 3.1 requires that once a company becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the company's securities the company must tell the ASX that information.

Failure to comply can result in civil and criminal proceedings against both BioLayer Corporation Limited ("the Company") and any person involved in the contravention. Substantial damages and penalties apply under the Corporations Act.

This document sets out the policies and procedures which will operate to ensure that BioLayer Corporation Limited, as a listed company, meets its disclosure obligations under the ASX Listing Rules and Corporations Act.

1. Policy

Compliance with Disclosure Requirements - It is the policy of the Company to act at all times with integrity and in accordance with the law, including the disclosure requirements of the ASX Listing Rules, ASX Guidance Notes, the ASX Corporate Governance Council Recommendations and the Corporations Act.

Continuous Disclosure Notification of ASX - The Company shall immediately notify the ASX if it becomes aware of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's shares or other securities.

Exception – The above do not apply to particular information while the following apply:

- A reasonable person would not expect the information to be disclosed; and
- The information is confidential and
- One or more of the following applies
 - 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 for the internal management purposes of the Company or
 - e) The information is a trade secret

Material Information - Information is material if it would or would be likely to influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the Company's securities. In assessing materiality, consideration is given to the Company's business activities, size and place in the market.

Avoiding a False Market - If the ASX considers that there is or is likely to be a false market in the Company's shares or other securities and asks the Company to provide it with information to correct or prevent a false market, the Company will give the ASX such information as is necessary to correct or prevent the false market. Or if it is unable to do so, will request a trading halt. The extent of the information to be provided by the Company will depend on the nature of the false

market and the information requested by the ASX, which must be determined in the particular circumstances of each case.

"False market":

ASX is likely to consider that there is or is likely to be a false market in the Company's shares or securities if there is a reasonable specific rumour or media comment in relation to the Company that has not been clarified or confirmed by an announcement to the ASX, and there is evidence that the market price of the Company's shares or securities is moving in a way referable to such a rumour or comment. The ASX may require disclosure in these circumstances even when the three limbs of the exception quoted above are met.

2. Responsibilities

Board of Directors - The Board is responsible for ensuring the Company complies with its continuous disclosure obligations. To this end, the Board is responsible for implementing and overseeing this disclosure policy.

Company Secretary - The Company Secretary shall be responsible for:

- ensuring the Company complies with the continuous disclosure requirements and
- communicating with the ASX in relation to Listing Rule matters including lodging disclosures with the ASX and
- overseeing and co-ordinating disclosure of information to the ASX, analysts, brokers, shareholders, the media and the public
- educating directors, officers and employees on the Company's disclosure obligations, policies and procedures and raising awareness of the principles underlying continuous disclosure and
- co-ordination, preparation and approval of all media releases by the Company and its related corporations (not including paid advertising)

Authorised Company Spokespersons

Unless otherwise advised, the nominated Company spokespersons are the Chairman, Chief Executive Officer, Chief Financial Officer, Company Secretary and any other persons authorised by the Chairman or Chief Executive Officer.

The spokespersons are entitled to clarify information publicly released through the ASX, but they should not add to or reveal material price sensitive matters. The Company Secretary will liaise with those persons about Company's disclosure history to reduce the likelihood of inadvertent disclosure of such price sensitive matters.

The Company Secretary should be kept advised of all discussions with the media and consulted in relation to any significant briefings or disclosures.

3. Procedures

Potentially Disclosable Information

- Any Director or executive officer of the Company or its subsidiaries or related corporations who becomes aware of any information concerning the Company that may be covered by the **Material Information** statement above shall immediately provide such information to the Company Secretary
- Disclosure issues will be a standing item at meetings of the Board of Directors. All potential matters for disclosure should be brought to the attention of the Company Secretary and signed schedules by senior executives will be tabled at each Board of Directors meeting
- Matters of strategic and / or operational importance that are likely to influence an investment decision may, depending on the special circumstances, be considered material information

which should be released to the market (eg. the appointment of a key executive and any material terms of the relevant service agreement applicable). Such matters should be brought to the attention of the Company Secretary

- Decisions regarding whether something is either price sensitive or of strategic or operational importance which should be released to the market shall be made after consultation with the Chief Executive Officer, Company Secretary and any other relevant Individuals

Communication of Disclosable Information

- All information that would be expected to have a material effect on the price or value of the Company's securities will be released by the Company Secretary to the ASX before any other person
- All information disclosed to the ASX in compliance with this policy will be promptly placed on the Company's website following receipt of confirmation from the ASX

Managing Market Speculation and Rumours - Market speculation and rumours, whether substantiated or not, have a potential to impact the Company. Speculation may result in the ASX formally requesting a statement from the Company regarding the speculation / rumours.

The Company does not respond to speculation and market rumours. Employees must observe this policy at all times. Notwithstanding this, the Company may issue a statement where:

- a) the Company considers it has an obligation to make a statement, or
- b) the Company is required to respond to a formal request from the ASX

Trading Halts - It may be necessary to request a trading halt from the ASX to ensure orderly trading in the Company's securities. Such circumstances could include:

- a) If confidential Information about the Company is inadvertently made public, to enable it to prepare an appropriate announcement to the market
- b) if preparing for a major announcement, the Company may need to arrange briefings in advance of the formal announcement to avoid market uncertainty
- c) to prevent an uninformed market pending announcement of a material matter

The Chairman and / or the Chief Executive Officer will make all decisions in relation to trading halts. No employee is authorised to seek a trading halt except with the approval of the Chairperson and / or Chief Executive Officer.

Contact with the Market

- The Company interacts regularly with the market in a variety of ways including result briefings, market announcements, formal addresses and one on one briefings. In addition, the Company provides background and technical information to institutional investors and stock broking analysts to support announcements made to the ASX. In this section these types of contacts will be called "market discussions"
- The company recognises that it is important to have market discussions and that there should be no undisclosed price sensitive information communicated during these discussions. The authorised company spokespersons may clarify information that the Company has publicly released, but must not comment on material price or value sensitive issues that have not been disclosed to the market generally.
- Where a question raised in a briefing can only be answered by disclosing material price or value sensitive information, employees must decline to answer the question or take the question on notice and wait until the Company announces the information publicly through the ASX before responding. If any employee participating in the briefing considers that a matter has been raised that might constitute a previously undisclosed material price or value sensitive matter, they must immediately refer the matter to the Company Secretary.

- If any other employee (other than an authorised company spokesperson) receives a request for comment from an external investor analyst or the media in relation to any matter concerning the Company, they must advise that person that they are not authorised to speak on behalf of the Company and must refer inquiries to the Company Secretary.
- Slides and presentations used in market discussions should be given to the ASX for immediate release to the market and posted on the Company's website. These slides and presentations must have first been provided to the Company Secretary before the relevant briefing in order for the Company Secretary to determine whether all information has been previously disclosed to the market or may require disclosure.

Review of Analyst Reports - The Company recognises the important role performed by analysts in assisting the establishment of an efficient market with respect to the Company's securities. However, the Company is not responsible for, and does not endorse, analyst reports that contain commentary on the Company.

- Where analysts send draft reports to the Company to comment, they must immediately be referred to the Company Secretary
- The Company will not provide non disclosed material price or value sensitive information in response to such reports. The information may be reviewed only to correct factual inaccuracy or historical matters. Any correction of factual inaccuracies by the Company does / will not imply endorsement of the contents of these reports

Responding on Financial Projections and Reports - Comments on the Company's financial projections and reports will only be made in relation to material that has already been publicly disclosed. Responses will be avoided which suggest that the Company or the markets current projections are incorrect. The Company will publicly announce any material change in expectations before commenting to anyone outside the Company.

Disclosure of Corporate Governance Compliance - The Company will include in the Corporate Governance section of its Annual Report, and / or make publicly available by posting to the Company's website In the Corporate Governance section, all such information as the Company is required to disclose as a consequence of the reporting requirements specified in the ASX Corporate Governance Council Recommendations.

Breaches of This Policy - Employees are expected to strictly comply with the continuous disclosure policy and breaches will be subject to disciplinary action, up to and including dismissal.

7. SECURITIES DEALING POLICY

Introduction

BioLayer Corporation Limited (the "Company") aims to ensure that all Directors, officers and employees of the Company and its associated entities (the "Group") are aware its policy regarding these individuals' trading in the Company's Securities¹. This policy conforms to Principle 3 of the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations.

Background

Directors, Senior Executives and employees (and their respective associates) of the Group are subject to the insider trading requirements of the Corporations Act in relation to any dealing in Securities.

Policy on Trading in BioLayer Corporation Limited Securities by Directors and Senior Executives

Directors, Senior Executives and Senior Members of staff ('Officers'²) of the Group shall not trade in Securities of the Company where they are in possession of information which could be considered Price Sensitive Information³, being such information in regard to the Company which is not generally known to the market. (Section 1002G of the Corporations Act).

- While there may be "windows of opportunity" for Officers to trade in the Company's Securities, it is the overriding issue of possession of Price Sensitive Information, which must always be considered by each Officer on every occasion when it is intended to trade in the Company's Securities
- It is generally held that announcements by the Company of half yearly and yearly results and the Annual General Meeting of the Company afford Officers periods in which to trade in the Company's Securities. At such times there is a release of information to the public generally.
- Bearing in mind the above it is proposed that Officers would not be expected to trade except as follows:
 - Following announcement of half yearly and yearly results to the Australian Stock Exchange or other announcement of Price Sensitive Information from the day after the announcement to a maximum of thirty days from the date of the announcement and
 - Following the Company's Annual General Meeting from the day after the announcement to a maximum of thirty days from the date of the Annual General Meeting and
 - During the period of a new issue in the new Securities during the offer period and
 - Pursuant to an approved Executive or Employee Share Plan where Securities may be accepted but not sold
- At all times other than those specified above:
 - Officers must notify the Chairman firstly requesting authority to trade ahead of trading in the Company's Securities and

¹ "Securities" includes, shares, debentures, convertible notes and other options over Securities

² "Officer" includes a spouse or partner, relative, friend, and any trustee of a trust or family company of that Officer

³ "Price Sensitive Information" is information that, is not generally known to the market which if released to the market, would have an effect on the market price of the Company's Securities (whether increasing or decreasing that price) - (Section 1002G of the Corporations Act).

- Direct reportees of the Chief Executive Officer should notify the Chief Executive Officer or Company Secretary ahead of trading in the Company's Securities and
- Employees participating in the Executive Share Option Plan should notify the Company Secretary ahead of trading in Company Securities
- Staff who do not fall into the above categories should refer to the Policy on Trading in BioLayer Corporation Limited Securities by Employees (below)
- Confirmation of trading in the above circumstances must be made to the Company Secretary

Notification of Interests and Trading

In order to comply with ASX Continuous Disclosure requirements all Directors must inform the Company Secretary of the following:

- Upon appointment - Interests in the Company's securities at appointment date
- Following trading - Changes to interests as a result of trading in the Company's securities

within four days of the appointment or the trade taking place.

Policy on Trading in BioLayer Corporation Limited Securities by employees other than Officers ("Group Staff")⁴

Group Staff shall not trade in Securities of the Company where such persons are in possession of information that could be considered as Price Sensitive Information.

- Group Staff should carefully consider, before trading in Company Securities, whether they have Price Sensitive Information
- If Group Staff wish to trade in Company Securities, and are not sure whether they have Price Sensitive Information, they should contact the Company Secretary before trading. Confirmation of trading should be provided to the Company Secretary
- Generally, it is suggested that Group Staff members trade in the Company's Securities after the release of information to the public such as:
 - Following announcement of half yearly and yearly results to the Australian Stock Exchange or other announcement of Price Sensitive Information from the day after announcement to a maximum of thirty days from the date of the announcement and
 - Following the Company's Annual General Meeting from the day after the announcement to a maximum of thirty days from the date of the Annual General Meeting and
 - During the period of a new issue in the new Securities during the offer period and
 - Pursuant to an approved Executive or Employee Share Plan where offered Securities may be accepted but not sold

Ultimately Group Staff must consider their own position and the knowledge that they have.

⁴ "Group Staff" includes a spouse or partner, relative, friend, and any trustee of a trust or family company of a Group Staff member

8. SHAREHOLDER COMMUNICATIONS POLICY

Introduction

BioLayer Corporation Limited aims to respect shareholder rights through ensuring that all shareholders are informed of major developments affecting the Company through regular shareholder communication and ensuring that participation in general meetings is as easy as possible. The Shareholder Communications Policy conforms to Principle 6 of the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations.

Provision of Written Information

The Company's Annual Report is the major piece of written communication provided to shareholders each year. In addition to meeting all formal requirements, the Annual Report shall be:

- Informative The report will contain information that assists shareholders to understand how the Company's financial results were achieved, the nature of the relationship between the Company and its employees and how the Company and its products interact with the community and with issues of contemporary importance
- Available The report will be made easily available to shareholders and other stakeholders in a timely manner and through multiple channels

In accordance with the ASX Listing Rules, the Company adheres to the continuous disclosure requirements, and will promptly release to the Australian Stock Exchange all relevant communications (including release announcements, media releases, presentations, briefings and statements of importance).

Electronic Communications

The Company's website will:

- Be updated to reflect any information released to the Australian Stock Exchange as soon as practicable after the event
- Be a repository for relevant documents including the Annual Report, media releases, company policies and similar documents

The Company will instigate procedures to allow delivery of information to shareholders through the use of e-mail.

Access to Directors, Management and Advisors

Shareholders may at any time direct questions or requests for information to Directors or Company management through the Company's website, by contacting the Company Secretary or attending any general meeting of shareholders.

The Board's philosophy is to encourage full participation of shareholders at any general meeting to ensure a high level of accountability and identification with BioLayer Corporation Limited's strategy and goals. At each General Meeting of the Company, shareholders will, through the Chairman, be given the opportunity to ask general questions of Directors.

The external auditor attends the Annual General Meeting and is available to answer questions about the conduct of the audit and the preparation of the content of the Auditor's Report.