
ECO QUEST LIMITED
BOARD CHARTER

In carrying out the responsibilities and powers set out in this Charter, the Board:

- (a) represents shareholders' interests in developing and then continuing a successful business, which seeks to optimise medium to long-term financial gains for shareholders. By not focussing on short-term gains for shareholders, the Board believes that this will ultimately result in the interests of all stakeholders being appropriately addressed when making business decisions and is responsible for ensuring that the Company is managed in such a way as to best achieve this desired result. Given the early development stage of the business, the Board currently undertakes an active, not passive role.
- (b) recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of its shareholders;
- (c) recognises its duties and responsibilities to its employees, suppliers, customers and the community; and
- (d) is responsible for evaluating and setting the strategic direction for the Company, establishing goals for management and monitoring the achievement of those goals. The Managing Director is responsible for the day to day management of the Company.

1. THE SPECIFIC RESPONSIBILITIES OF THE BOARD

In addition to matters it is expressly required by law to approve, the Board has the following specific responsibilities:

- (a) appointment, evaluation and, if necessary, removal of the Managing Director, any other executive directors, the Company Secretary and the Chief Financial Officer (if applicable) and approval of their remuneration;
- (b) determining, in conjunction with management, corporate strategy, objectives, operations plans and approving and appropriately monitoring plans, new investments, major capital and operating expenditures, capital management, acquisitions, divestitures and major funding activities;
- (c) establishing appropriate levels of delegation to the Managing Director to allow the business to be managed efficiently;
- (d) approval of remuneration methodologies and systems;
- (e) monitoring actual performance against planned performance expectations and reviewing operating information at a requisite level to understand at all times the financial and operating conditions of the Company;
- (f) monitoring the performance of senior management including the implementation of strategy and ensuring appropriate resources are available;

-
- (g) overseeing the management of business risks, safety, occupational health and environmental issues;
- (h) satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review;
- (i) satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, risk management and internal control processes are in place and functioning appropriately;
- (j) assuring itself that appropriate audit arrangements are in place in relation to the Company's financial affairs;
- (k) authorising the issue of any shares, options, equity instruments or other securities within the constraints of the Corporations Act and the Australian Securities Exchange Listing Rules; and
- (l) ensuring that the Company acts legally and responsibly on all matters and assuring itself that the Company has adopted, and that its practice is consistent with, a number of guidelines, including:
- Directors' Code of Conduct;
 - Corporate Code of Conduct;
 - Securities Dealing Policy;
 - Shareholder Communications Policy;
 - Continuous Disclosure Policy; and
 - Risk Management Policy.

2. COMPOSITION OF THE BOARD

- (a) The composition of the Board is to be reviewed regularly to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction. Where practical, given the nature and scope of the Company's activities, it is intended that the majority of the Board is to be comprised of non-executive Directors, with at least 50% of those being independent. An independent Director is one who is independent of management and free from any business or other relationship, which could, or could reasonably be perceived to materially interfere with the exercise of independent judgement. Independent Directors should meet the definition of what constitutes independence as set out in the ASX Corporate Governance guidelines as set out in Annexure A.
- (b) The Company's Constitution provides that the number of Directors shall not be less than three and not more than seven. There is no requirement for any share holding qualification.
- (c) In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.

-
- (d) Directors must disclose their interests. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
 - (e) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.
 - (f) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.
 - (g) No member of the Board, except for the Managing Director, may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.
 - (h) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the Board to ensure that they continue to contribute effectively to the Board.
 - (i) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.

3. THE ROLE OF THE CHAIRMAN

- (a) The Chairman should be an independent non-executive Director. If a Chairman ceases to be independent then the Board will consider appointing a lead independent Director.
- (b) The Managing Director should not be the Chairman of the Company during his term as Managing Director or in the future.
- (c) The Chairman must be able to commit the time to discharge the role effectively.
- (d) The Chairman is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings and conducting the shareholder meetings.
- (e) The Chairman should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- (f) In the event that the Chairman is absent from a meeting of the Board then the Board shall appoint a Chairman for that meeting.

4. BOARD COMMITTEES

- (a) The current size and composition of the Board and the operations of the Company are not sufficient to establish Committees to assist the Board in fulfilling its duties and that would meet the requirements of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, in the future, should the size and composition of the Board and the operations of the Company warrant it, the Board will give consideration to the establishment of the following committees:
 - (i) Audit and Risk Committee;
 - (ii) Remuneration Committee; and
 - (iii) Nomination Committee.
- (b) Upon establishment of a Committee, its charter will be approved by the Board and reviewed following any applicable regulatory changes.
- (c) The Board will ensure that any Committees established will be sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- (d) Members of any Committees established will be appointed by the Board. The Board may appoint additional Directors to those Committees or remove and replace members of those Committees by resolution.
- (e) The minutes of the meetings of any Committees established will be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.

5. BOARD MEETINGS

- (a) There must be two Directors present at a meeting to constitute a quorum.
- (b) The Board will schedule formal Board meetings at least bi monthly and hold additional meetings, including by telephone, Skype or other electronic media, as may be required.
- (c) Non-executive Directors may confer at scheduled times without management being present.
- (d) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chairman and circulated to Directors after each meeting.
- (e) The Company Secretary shall distribute supporting papers for each meeting of the Board as far in advance as practicable.
- (f) Minutes of meetings must be approved at the next scheduled Board meeting.

6. THE COMPANY SECRETARY

- (a) Where applicable and as requested by the Board, the Company Secretary will facilitate the flow of information between the Board and its Committees and between senior executives and non-executive Directors.
- (b) The Company Secretary is to assist in the induction process for new Directors.
- (c) The Company Secretary is to assist in the implementation of Board policies and procedures.
- (d) The Company Secretary is to provide guidance to the Board on corporate governance matters and law.
- (e) All Directors have access to the advice and services provided by the Company Secretary.
- (f) The Board has the responsibility for the appointment and removal of the Company Secretary.

7. ACCESS TO ADVICE

- (a) All Directors have unrestricted access to company records and information except where the Board determines that such access would be adverse to the Company's interests.
- (b) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- (c) The Board or individual Directors and the Company Secretary have the right in connection with their duties and responsibilities as Directors and Company Secretary, to seek independent professional advice at the Company's expense. The engagement of an outside adviser is subject to prior approval of the Chairman and such approval will not be unreasonably withheld. If appropriate, any advice so received will be made available to all Board members.

**ANNEXURE A
DEFINITION OF INDEPENDENCE**

1. ASX CORPORATE GOVERNANCE COUNCIL BEST PRACTICE RECOMMENDATIONS

When determining the independent status of a Director the Board should consider whether the Director:

- (a) is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- (b) is employed, or has previously been employed in an executive capacity by the Company or another group member, and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- (c) has within the last three years 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;
- (d) is 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;
- (e) has a material contractual relationship with the Company or another group member other than as a Director of the Company.

The materiality thresholds are assessed on a case-by-case basis, taking into account the relevant Director's specific circumstances, rather than referring to a general materiality threshold.