

## Corporate Governance Statement

The Board of Directors of Delta Drone International Limited (**DLT or the Company**) ABN 17 618 678 701 is responsible for:

- the corporate governance of the Company; and
- guiding and monitoring the Company's business on behalf of its shareholders.

The Company and its Board continue to be fully committed to achieving and demonstrating the highest standards of accountability and transparency in their reporting and see the continued development of the Company's corporate governance policies and practices as fundamental to the Company's successful growth.

To the extent applicable, in light of the Company's operational size and complexity, the Board has adopted the *Corporate Governance Principles and Recommendations (Fourth Edition)* as published by ASX Corporate Governance Council (**Recommendations**). However, the Board also recognises that full adoption of the Recommendations may not be practical or provide the optimal result given the particular circumstances of the Company.

The Company's Charters and Policies are available from the Company's website at <https://www.dlti.com.au/resource/corporate-governance/>

Any references to various Charters or Policies within the statement below, are references to those published on the Company's website. Information published on the Company's website includes a copy of this corporate governance statement.

This Corporate Governance Statement was approved by the Board of Directors and is current as at 24 February 2023.

Recommendation	Comply	Comment
<p><b>Principle 1: Lay solid foundations for management and oversight</b>  <i>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</i></p>		
<p>1.1 A listed entity should have and disclose a board charter setting out:            (a) the respective roles and responsibilities of its board and management; and            (b) those matters expressly reserved to the board and those delegated to management.</p>	Yes	<p>The Company's Constitution and Board Charter provides that the business of the Company will be managed by the Board. The respective roles and responsibilities of the Board and management are defined under the Board Charter. There is a clear delineation between those matters expressly reserved to the Board and those delegated to management.</p>
<p>1.2 A listed entity should:            (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and            (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	<p>The process for the selection, appointment and re-appointment of Directors is set out in the Constitution and both the Remuneration Committee Charter and the Nomination Committee Charter. The Company undertakes appropriate checks before appointing a Director or senior executive, or putting someone forward for election as a Director. Under the Nomination Committee Charter, shareholders are required to be provided with all material information in the Committee's possession relevant to a decision on whether or not to elect or re-elect a Director.</p>
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>The Nomination Committee Charter requires that each Board member and each senior executive must enter into a written agreement with the Company setting out the terms and conditions of their appointment. The Company has written agreements in place with each Director and senior executive setting out the terms of their appointment.</p>
<p>1.4 The company secretary of a listed entity should be accountable director to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Yes	<p>The Company Secretary is accountable to the Board through the Chairman. The Company Secretary provides advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and other applicable laws. When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and senior executives. The role of the Company Secretary is outlined in the Board Charter.</p>
<p>1.5 A listed entity should:            (a) have and disclose a diversity policy;            (b) through its board or a committee of the board, set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and            (c) disclose in relation to each reporting period:</p>	No	<p>The Company's Diversity Policy provides a framework for the Company to achieve:</p> <ul style="list-style-type: none"> <li>(a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;</li> <li>(b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;</li> <li>(c) an inclusive workplace where discrimination, harassment, vilification and victimisation cannot and will not be tolerated;</li> </ul>

Recommendation	Comply	Comment
<p>(1) the measurable objectives set out for that period to achieve gender diversity;</p> <p>(2) the entity’s progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.</p>		<p>(d) improved employment, talent management and career development opportunities for women;</p> <p>(e) enhanced recruitment practices whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent;</p> <p>(f) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and</p> <p>(g) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,</p> <p>(Collectively, the <b>Objectives</b>).</p> <p>The Board is responsible for developing measurable objectives and strategies to meet the objectives of the Diversity Policy (<b>Measurable Objectives</b>) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below. The Board may also set Measurable Objectives for achieving gender diversity and monitor their achievement.</p> <p>The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.</p> <p>The Company's diversity strategies include:</p> <p>(a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;</p> <p>(b) reviewing succession plans to ensure an appropriate focus on diversity;</p> <p>(c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;</p> <p>(d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development;</p> <p>(e) developing a culture which takes account of domestic responsibilities of employees; and</p> <p>(f) any other strategies the Board develops from time to time.</p> <p>The Board supports achieving gender diversity but the Board has not yet established Measurable Objectives for achieving gender diversity due to the Company’s level of operations.</p> <p>The proportion of women employees (not including contract or temporary staff) across the organisation, in senior executive positions and women on the Board as at</p>

Recommendation		Comply	Comment								
			<p>the date of this Statement is as follows:</p> <table border="1" data-bbox="1122 236 2085 432"> <thead> <tr> <th></th> <th>Proportion of Women</th> </tr> </thead> <tbody> <tr> <td>Whole Organisation (Excluding NEDs)</td> <td>14 out of 44 - 32%</td> </tr> <tr> <td>Snr Executive Positions</td> <td>0 of 4 - 0%</td> </tr> <tr> <td>Non-Executive Directors</td> <td>0 of 2- 0%</td> </tr> </tbody> </table> <p>Senior Executive's are those executives noted as Key Management Personnel as disclosed within the Annual Report other than a non-executive director, along with the Senior General Managers of business units.</p> <p>No entity within the consolidated entity is a 'relevant employer' for the purposes of the Workplace Gender Equality Act 2012 and therefore no Gender Equality Indicators to be disclosed.</p>		Proportion of Women	Whole Organisation (Excluding NEDs)	14 out of 44 - 32%	Snr Executive Positions	0 of 4 - 0%	Non-Executive Directors	0 of 2- 0%
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1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Board, in accordance with the Remuneration Committee Charter, the Nomination Committee Charter and the Performance Evaluation Policy is responsible for the performance evaluation of individual Directors on an annual basis. To assist in this process, an independent adviser may be used.</p> <p>The Company will disclose, in relation to each reporting period, whether a performance evaluation was undertaken.</p> <p>A performance evaluation of the two Executive Directors was conducted in the second half of 2022.</p>								
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Board, in accordance with the Remuneration Committee Charter, the Nomination Committee Charter and the Performance Evaluation Policy is responsible for the performance evaluation of senior executives on an annual basis.</p> <p>A senior executive, for these purposes, are those executives noted as Key Management Personnel as disclosed within the Annual Report other than a non-executive director, along with the Senior General Managers of business units</p> <p>A performance evaluation was conducted for all senior executives in the second half of 2022.</p>								

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<p><b>Principle 2: Structure the Board to be effective add value</b></p> <p><i>The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</i></p>		
<p>2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	Yes	<p>DLT does not have a nomination committee as the Board considers DLT will not currently benefit from its establishment. The Board will initially carry out the duties that would ordinarily be carried out by the nomination committee, including the following process to address succession issues and to ensure 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> <ul style="list-style-type: none"> <li>• devoting time to discuss Board succession issues and updating DLT's Board skills matrix; and</li> <li>• all Board members being involved in the Company's nomination process.</li> </ul>
<p>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.</p>	No	<p>Under the Nomination Committee Charter the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skills matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.</p> <p>The Board has not yet implemented a skills matrix as during 2022 the Board was restructured to save costs.</p>
<p>2.3 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 or relationship of</p>	Yes	<p>The Board may determine that a director is independent notwithstanding the existence of an interest, position, association or relationship of the kind identified in the examples listed under Recommendation 2.3 of the ASX Principles and Recommendations.</p>

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	<p>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</p> <p>(c) the length of service of each director.</p>		<p>The Company currently has no independent directors.</p> <p>The details of the current Directors' and their length of service is as follows:</p> <p>Mr Christopher Clark - Executive Chairman and CEO (appointed 3 December 2020)</p> <p>Mr Paul Williamson - Executive Director and CFO (appointed 22 June 2022)</p> <p>Mr Christian Viguie - Non-Executive Director (appointed 18 April 2021)</p> <p>Mr Nicolas Clerc – Non-Executive Director (appointed 8 April 2021)</p>
2.4	A majority of the board of a listed entity should be independent directors.	No	<p>DLT's Board Charter requires that, where practical, the majority of the Board should be independent.</p> <p>The Board currently comprises a total of four Directors, none of whom are considered to be independent.</p> <p>The Board does not currently consider an independent majority of the Board to be appropriate given the restructure of the Board undertaken in 2022 to limit costs and the requirement to have specific knowledge of the industry generally to be effectively managed.</p>
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.	No	<p>The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director.</p> <p>The Chair of DLT, Mr Christopher Clark, is not an independent Director and acts in the role of CEO/Managing Director as well as Chair. This is considered essential for DLT at this time.</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>In accordance with the Company's Board Charter, the Nominations Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development.</p> <p>New Directors are encouraged to engage in professional development activities to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.</p>

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<p><b>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</b>  <i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i></p>		
3.1	A listed entity should articulate and disclose its values.	<p>Yes</p> <p>The Company outlines its values within its Code of Conduct Policy which are for staff to act honestly, in good faith and in the best interests of the Company at all times.</p> <p>It is the Company's expectation that all staff will:</p> <ul style="list-style-type: none"> <li>a) behave honestly and with integrity and report any employees or Directors who are behaving dishonestly;</li> <li>b) treat fellow employees or Directors with respect and not engage in bullying, harassment or discrimination;</li> <li>c) disclose and deal appropriately with any conflicts between your personal interests and your duty as a Director, senior executive or employee (as applicable);</li> <li>d) not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;</li> <li>e) not take advantage of your position for the opportunities arising therefrom for personal gain;</li> <li>f) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;</li> <li>g) operate within the law at all times;</li> <li>h) act in the best interests of the Company;</li> <li>i) follow the policies of the Company and adhere to the Company's values; and</li> <li>j) act in an appropriate business-like manner when representing the Company in public forums and deal with customers and suppliers fairly.</li> </ul>
3.2	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code</li> </ul>	<p>Yes</p> <p>The Corporate Code of Conduct (<b>Code</b>) applies to all Directors, senior executives and employees and is reviewed and updated as necessary to ensure it reflects the highest standards of behaviour and professionalism and the practices necessary to maintain confidence in the Company's integrity and to take into account legal obligations and the reasonable expectations of stakeholders.</p> <p>Material breaches of this Code of Conduct must be reported to the Board or a committee of the Board (if one is established).</p>
3.3	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> </ul>	<p>Yes</p> <p>The Company has adopted a Whistleblower Policy which is available on the Company's website.</p>

Recommendation		Comply	Comment
	(b) ensure that the board or committee of the board is informed of any material incidents reported under that policy.		The Policy includes that the Board will be informed of any material incidents reported under the Policy as appropriate.
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy</p>	Yes	The Company has adopted an Anti-Bribery and Corruption Policy which includes that the Board will be informed of any material breaches of that Policy as appropriate.



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<p><b>Principle 4: Safeguard the integrity of corporate reports</b>  <i>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</i></p>		
<p>4.1 A Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the board.</li> </ol> <p>and disclose</p> <ol style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(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</li> </ol> <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 corporate 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>DLT does not have an audit and risk committee as the Board considers DLT will not currently benefit from its establishment. The Board shall carry out the duties that would ordinarily be carried out by the audit and risk committee including the following processes to 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> <ul style="list-style-type: none"> <li>• the Board devotes time at Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and</li> <li>• all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and integrity of all financial reporting.</li> </ul>
<p>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.</p>	<p>Yes</p>	<p>The Board, before it approves the entity's financial statements for a financial period, receives from its CEO and CFO a declaration provided in accordance with Section 295A of the Corporations Act 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.</p>
<p>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.</p>	<p>Yes</p>	<p>In reviewing the quarterly cashflow reports and prior to the lodgement with the ASX, the following process has been adopted:</p> <ul style="list-style-type: none"> <li>• cash transactions for the quarter are provided by the accountant to the Chief Financial Officer;</li> <li>• cash transactions are matched against the bank statements; and</li> </ul>

Recommendation	Comply	Comment
		<ul style="list-style-type: none"><li>consolidated quarterly figures are compiled and verified by the CFO and CEO.</li></ul> <p>A declaration is then provided by the CEO and CFO to the Board noting compliance with section 286 of the Corporations Act 2001, the appropriate accounting standards and with Listing Rule 19.11A.</p>

Recommendation	Comply	Comment
<p><b>Principle 5: Make timely and balanced disclosure</b>  <i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities</i></p>		
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<p>Yes</p> <p>The Company has in place a Continuous Disclosure Policy which outlines the policy surrounding information disclosure and the relevant procedures. The focus of these procedures is on continuous disclosure compliance and improving access to information for investors.</p> <p>The Company Secretary is responsible for overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and providing guidance to Directors and employees on disclosure requirements and procedures.</p> <p>Under the terms of the Continuous Disclosure Policy, the Chairman, Managing Director and Company Secretary are primarily responsible for making decisions about what information will be disclosed to the ASX. Approval is sought from the Board on all significant matters. Employees must inform the Managing Director, Chairman or Company Secretary of any potentially material price or value sensitive information as soon as they become aware of it.</p> <p>Price sensitive information is publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX.</p> <p>Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<p>Yes</p> <p>All material market announcements are circulated to and reviewed by all members of the Board.</p> <p>All announcements are clearly noted as to the authorising officer and in general, all announcements are authorised for release by the Board.</p>
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	<p>Yes</p> <p>The Company's Continuous Disclosure Policy provides that any new and substantive investor or analyst presentation will be released on the ASX market announcements platform ahead of the presentation.</p>

Recommendation		Comply	Comment
<b>Principle 6: Respect the rights of security holders</b> <i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively</i>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	<p>The Company's full corporate governance practices and policies are set out on the on the Company's website.</p> <p>The website also includes information on the DLT team, the Company's values and Company news.</p>
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p>The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs and to facilitate two-way communication with investors.</p>
			<p>The Company's Shareholder Communications Strategy sets out that information is communicated and the manner by which it is communicated to shareholders, namely through:</p> <ul style="list-style-type: none"> <li>(a) the Annual Report delivered by post or via email (if requested by the shareholder) and which is also released to ASX and placed on the Company's website;</li> <li>(b) the half yearly report which is released to ASX and also placed on the Company's website;</li> <li>(c) the quarterly reports which are released to ASX and also placed on the Company's website;</li> <li>(d) disclosures and announcements made to the ASX, copies of which are placed on the Company's website;</li> <li>(e) notices and explanatory statements of Annual General Meetings (AGM) and General Meetings (GM), copies of which are released to ASX and placed on the Company's website;</li> <li>(f) the Chairman of the Board's address and the Managing Director's address made at the AGMs and the GMs, copies of which are released to ASX and placed on the Company's website;</li> <li>(g) the Company's website on which the Company posts all announcements which it makes to the ASX as well as materials distributed at investor or analyst presentations; and</li> </ul>

	Recommendation	Comply	Comment
			(h) the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	Shareholders are encouraged to attend and participate in general meetings, whether conducted as virtual meetings or face-to-face meetings. Accordingly, meetings are held during normal business hours using appropriate technology to facilitate the meeting and at a location considered to be most convenient for the greatest possible number of shareholders to attend.
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company's Shareholder Communication Strategy provides that all substantive resolutions at shareholder meetings will be decided by a poll rather than a show of hands.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company's register is maintained by a professional security registry, Automic Pty Ltd ( <b>Automic</b> ). Shareholders are able to communicate with the Company and Automic via email and can register to receive communications and shareholder materials from the Company via its security registry electronically.

Recommendation	Comply	Comment
<p><b>Principle 7: Recognise and manage risk</b>  <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p>		
<p>7.1 The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have a risk committee or committees that satisfy (a), disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>Yes</p>	<p>DLT does not have a risk committee as the Board considers DLT will not currently benefit from its establishment. The Board shall initially carry out the duties that would ordinarily be carried out by the risk committee. This includes devoting time at Board meetings to fulfil the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.</p>
<p>7.2 The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Yes</p>	<p>The Company has identified key risks within the business. In the ordinary course of business, management monitors and manages those risks. The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back to the Board quarterly.</p> <p>Key operational and financial risks are presented to and reviewed by the Board at regular intervals.</p>
<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>Yes</p>	<p>The Company does not have an internal audit function. Management, in conjunction with the Board, oversees the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.</p> <p>The Board, in conjunction with the CFO discusses risk management and control procedures on a regular basis.</p>

<b>Recommendation</b>		<b>Comply</b>	<b>Comment</b>
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.	Yes	The Company discloses any material exposures within its annual report. The Company does not currently have any material exposure to environmental or social risks.

Recommendation	Comply	Comment
<p><b>Principle 8: Remunerate fairly and responsibly</b>  <i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</i></p>		
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <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>DLT does not have a Remuneration Committee as the Board considers DLT will not currently benefit from its establishment. The Board shall initially carry out the duties that would ordinarily be carried out by the remuneration committee including the following processes to set the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <ul style="list-style-type: none"> <li>• the Board devotes time at appropriate Board meetings to assess the level and composition of remuneration for Directors and senior executives;</li> <li>• items that are usually required to be discussed by a remuneration committee are marked as separate agenda items at Board meetings when required; and</li> <li>• the Board may seek external advice and benchmarking to inform their decisions.</li> </ul>
<p>8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>Yes</p>	<p>The Company discloses in the Remuneration Report contained within its Annual Report details of its remuneration policies and practices and the remuneration paid to non-executive directors, executive directors and any other key management personnel. The maximum aggregate annual remuneration payable to non-executive directors is set by shareholders in general meeting in accordance with the Company's Constitution.</p>
<p>8.3 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>The Company's Trading Policy prohibits Directors and other key management personnel from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlement in the Company's securities.</p> <p>The Company's Security Trading Policy discloses the prohibitions and practices for dealing under Employee Share Schemes.</p>