



PharmX Technologies Limited
ABN 25 000 091 305

This statement outlines the PharmX Technologies Limited's (the **Company**) corporate governance policies and practices and complies in all material respects with the 4th edition of the ASX Corporate Governance Council Corporate Governance Principles and Recommendations ("**ASX recommendations**").

This Corporate Governance Statement has been approved by the Board and is effective as of 21 August 2024.

The Company's corporate governance charters and policies are available under the Investor Centre section of the Company's Website (<https://www.pharmx.com.au/investors>) (**Website**).

This Corporate Governance Statement refers to both the Managing Director and Chief Executive Officer (**CEO**). Both roles may be held by one individual and in which case the responsibilities outlined below are read together.

Tom Culver was appointed as CEO effective 20 November 2023. Mr Culver has an extensive background in leading innovative technology companies, driving sales and implementing growth strategies. He has over 20 years of experience as a founder and business owner, as well as in senior leadership roles in organisations across the public and private sectors in both B2B and consumer focused enterprises. Nick England who held the role of Interim CEO previously, returned to his role as non-executive Chairman after a brief transition period.

Roles and responsibilities of the Board and Management

The Board is ultimately responsible for the operations, management and performance of the Company and is accountable to shareholders. The roles and responsibilities of directors are formalised in the Board Charter which defines those matters that are reserved for the Board and its committees and those that are the responsibility of the CEO.

The Board is accountable to shareholders and its responsibilities include:

- ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision-making;
- reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance against the agreed objectives;
- appointment of the Managing Director, Chief Executive Officer and other senior executives and the determination of their terms and conditions of employment, including remuneration and termination provisions;
- approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- approving and monitoring the budget and the adequacy and integrity of financial and other reporting;
- approving the annual and half yearly accounts;
- approving significant changes to the organisational structure;



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- approving the issue of any shares, options, equity instruments or other securities; and
- recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved.

Management is responsible for

- the implementation of the strategic objectives;
- providing the Board with accurate, timely and clear information to enable the Board to perform its responsibilities;
- operating within the risk appetite and governance structure delegated to it by the Board; and
- all other aspects of the day-to-day running of the Company.

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

Details of the number of and attendance at Board meetings throughout the financial year can be found in the Directors' Report within the Annual Report.

Structure and composition of the Board

The Board seeks to ensure that the number and combination of its members provides an appropriate range of experience, skills, diversity, knowledge and perspective to enable it to carry out its obligations and responsibilities, within the context of and appropriateness to the size of the Company.

The Board believes that having a range of different skills, backgrounds, and experience ensures a diversity of viewpoints and specialised knowledge which facilitates effective governance and decision making.

The skills and experience in the areas listed below are desirable for the Company's Board to perform its role effectively.

- Executive / Management
- Strategic and entrepreneurial thinking
- Technology
- Healthcare and retail
- Marketing and sales
- Financial acumen and qualifications
- Mergers, acquisitions and capital markets
- Governance and risk management
- Diversity of industry experiences

To the extent that skills are not directly represented on the Board, they are augmented through management and external advisors.



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The Company seeks to maintain a majority of non-executive directors on its Board. The Board currently comprises three non-executive directors and one executive director.

Details of the directors in office during the year and to the date of the Annual Report, including information about their experience, expertise and term of office, are set out in the Directors' Report within the Annual Report.

Appointment and re-election of directors

Candidates for appointment to the Board are recommended by the Remuneration and Nomination Committee. They are assessed against a range of criteria, including background, experience, professional qualifications, personal qualities, the potential to augment the skills of the existing Board members and the ability to commit the time required to undertake the Board's activities.

Apart from the Chair, directors are subject to shareholder re-election by rotation at least every three years, provided always that no Director except the Managing Director can hold office for more than three years without standing for re-election. The Directors may at any time appoint a director to fill a casual vacancy or as an addition to the existing Directors, and that Director will be put forward for election at the first Annual General Meeting following their appointment. The Company provides shareholders with all material information in its possession relevant to the election or re-election of a director.

Once appointed, directors receive a formal letter of appointment setting out the key terms, conditions and expectations of their appointment. Upon induction directors are provided material relevant to their role and are encouraged to meet with management and subject matter experts within the organisation to deepen their knowledge of the business and its activities.

The Company recognises the need for its directors to develop and maintain the skills and knowledge needed to perform their roles as directors effectively. As such it makes available opportunities to further directors' professional development be it through interaction with internal and external experts, or formal programmes with the likes of the Australian Institute of Company Directors and other professional bodies.

Director independence

Independent directors are those who have the ability to exercise their duties unfettered by any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement, and are willing to express their opinions at the Board table free of concerns about their position or the position of any third party.

Each director is required to immediately disclose to the Board if they have an interest or relationship which is likely to impact on their independence or if a director believes they may no longer be independent. The Board assesses on a regular basis, and at least annually, the independence of each non-executive director in light of the information disclosed by them.



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The Board's assessment of independence and the criteria against which it determines the materiality of any facts, information or circumstances is formed by having regard to the ASX recommendations and in particular the factors for consideration set out in recommendation 2.3; the materiality guidelines applied in accordance with Australian Accounting Standards; and any independent professional advice obtained by the Board.

The directors in office as at the date of the Annual Report are:

- Mr Nick England (non-executive Chair) - appointed 21 November 2019.
- Mr Jon Newbery (Executive Director and Interim Chief Financial Officer) - appointed 25 February 2020.
- Ms Jayne Shaw (non-executive Director) - appointed 15 October 2020.
- Mr Dennis Bastas (non-executive Director) - appointed 2 December 2020.

Having regard to the ASX recommendations:

- Mr Nick England is not considered to be independent as he was Executive Chairman and Chief Executive Officer of the Company until 31 December 2023;
- Mr Jon Newbery is not considered to be independent as he is the Interim Chief Financial Officer of the Company;
- Ms Jayne Shaw are considered to be independent director; and
- Mr Dennis Bastas is not considered to be independent as he is the Executive Chairman of a substantial shareholder of the Company.

Mr Jon Newbery assumed the role of Interim CFO on 22 February 2024 when Zoe Hillier went on maternity leave and consequently is not considered to be independent. When he no longer has an executive role, his independence will be re-assessed.

Therefore, at the date of this report 25% of Board members are independent directors.

Board performance

The Board continually assesses its performance and undertakes an annual review of its performance and that of its committees. The review takes the form of assessing the strengths and weaknesses of the directors as a group and identifying areas they can improve.

The method of assessment may include the conduct of surveys and individual interviews, along with collective Board discussion.

An internal assessment of performance of the Board, its roles and responsibilities and its effectiveness is carried out every second year or following the appointment of a new Director.

Acting lawfully, ethically and responsibly

The Board oversees compliance with key policies that are intended to instil a culture of acting lawfully, ethically and responsibly.



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The Company has articulated a Statement of values which is set out in its Code of Conduct:

Customer First

- Listen to the voice of the customer, always
- Deliver on promises – be trusted, knowledgeable and passionate
- Be proud and take ownership of the customer experience

Own Our Results

- Do what it takes to get the right things done – and get it done
- Be clear about where you are heading
- Recognise the performance of others

One Team

- Communicate often, in a transparent and meaningful way
- Collaborate across teams; trust and respect one another
- Create an environment where everyone can be their best

We Innovate

- Learn and grow to work smarter
- Take time to innovate and implement quickly
- Share ideas – and listen to others' ideas

Code of Conduct

The Company acts according to a written Corporate Code of Conduct which provides a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, customers and stakeholders.

All directors, executives and employees are expected to abide by the Corporate Code of Conduct, which covers a number of areas, including:

- professional conduct and ethical standards;
- standards of workplace behaviour and equal opportunity;
- relationships with customers, suppliers and competitors;
- confidentiality and continuous disclosure;
- anti-discrimination and harassment;
- trading in Company securities; and
- the environment.



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Conflict of Interest

The Company has a written conflicts of interest policy in place which provides a framework for managing any actual or perceived conflicts of interest. The policy further underpins the Company's commitment to fair and transparent dealing in its business affairs.

All directors, executives and employees are expected to abide by the conflicts of interest policy and disclose any actual or perceived conflicts of interest. Where a conflict of interest is determined to exist then the director will not be able to vote in relation to any such matter and the executive or employee will be precluded from participating in matters where the conflict exists.

Anti-Bribery and Corruption

The Company has adopted an anti-bribery and corruption policy.

The Company will not tolerate wilful acts of bribery and corruption in its operations and activities since such acts are legally, morally and ethically wrong. Bribery and corruption are criminal offences and such acts by the Company, its subsidiaries, its directors, officials, employees, contractors and other representatives could generate the risk of legal action possibly resulting in fines and/or imprisonment.

The policy:

- sets out the Company's responsibilities, and the responsibilities of those working for the Company or on its behalf, in observing and upholding the Company's position on bribery and corruption; and
- provides information and guidance on how to recognise and deal with instances of bribery and corruption.

This policy applies to:

- all employees working at all levels and grades within the Company including directors, officers, senior managers, trainees, interns and casual workers (whether permanent, fixed term or temporary), wherever located (collectively referred to as "**employees**" in the policy); and
- all consultants, contractors, seconded staff and agency staff, volunteers, agents, sponsors, or any other person associated with the Company, wherever located and who is not an employee (collectively referred to as "**representatives**" in the policy).

This policy covers:

- Bribes;
- Gifts and hospitality;
- Facilitation payments;
- Political contributions;
- Charitable contributions;



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- Sponsorships;
- Record-keeping and internal controls;
- What to do if you are a victim of bribery or corruption;
- Protection; and
- Monitoring and Review.

Whistleblower Policy

The Company has adopted a Whistleblower policy.

The Company provides channels for staff to confidentially raise concerns about improper conduct or wrongdoings, and allows for reporting of concerns anonymously.

Shareholdings of directors and employees

The Company's policy with regard to buying and selling securities encompasses:

- a policy which extends directly and indirectly to directors and employees;
- a prohibition on short term trading;
- a prohibition of trading by persons in possession of price sensitive information which is not available to the public; and
- windows to trade in the Company's securities which is limited to the four weeks period following:
 - a) the date of the Company's Annual General Meeting;
 - b) release of the annual results announced to the ASX;
 - c) release of the half yearly results announced to the ASX; or
 - d) release of a disclosure document offering securities in the Company.

Equity based remuneration

Equity based remuneration is made in accordance with thresholds set in plans approved by shareholders. In addition, the Company has issued equity-based remuneration to both executives and senior management under an Omnibus Equity Plan (the **Plan**) which has been approved by shareholders at a general meeting, at which a summary of the Plan was provided to shareholders.

Under the Corporate Security Trading Policy, participants in the Plan are not permitted to hedge or otherwise limit the economic risk of participating in the Plan.

Diversity

Under the Diversity Policy, the Board has not to date developed measurable objectives for achieving greater gender diversity in the composition of the Board, the Company's senior executives and the workforce generally in accordance with this policy.



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The Corporate Code of Conduct precludes any discrimination on the basis of race, religion or gender, including in matters of recruitment and employment. The directors believe that under its existing policies and practice the Company is achieving a multi-cultural and gender diverse workforce.

With regard to gender diversity, the Company is committed to providing an environment that is supportive of female participation in the workforce. The Company continues to recognise the importance of providing flexible work practices on a case-by-case basis, to support employees with carer responsibilities and those preparing for or returning from maternity leave.

The proportion of women in the Company on 30 June 2024 was as follows:

Women in the whole organisation:	29%
Women in senior positions:	43%
Women in executive positions:	33%
Women on the Board:	25%

Executive positions are those that make or participate in the making of decisions that affect the whole or substantial part of the business or have the capacity to significantly affect the Company's financial standing. Employees in senior positions are those not in executive positions who none-the-less have either managerial responsibility or are senior sole contributors who possess specialist or professional skills essential within the organisation.

Audit and Risk Committee

The Company has established an Audit and Risk Committee which is governed by the Audit and Risk Committee Charter.

The Committee members consist of a minimum of two non-executive directors and is chaired by an independent non-executive director who is not the Company's Chairman. Membership of the Committee is reflective of the Board composition and as such will not always consist of the minimum three non-executive directors suggested by the ASX recommendations.

Details of the membership of the Committee and their attendance at meetings during the financial year are included in the Directors' Report within the Annual Report.

The primary purpose of this Committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:

- the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
- compliance with all applicable laws, regulations and Company policy;
- the effectiveness and adequacy of internal control processes;



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- the performance of the Company's external auditors and their appointment and removal;
- the independence of the external auditor and the rotation of the lead engagement partner; and
- the identification and management of business risks.

Directors, including executive directors, who are not members of the Committee may attend any meeting. The Chief Executive Officer and Chief Financial Officer attend the meetings by invitation. At least twice per year the Audit and Risk Committee meets with the external auditors without the presence of executive management.

Managing Director / Chief Executive Officer and Chief Financial Officer declarations

Prior to the approval by the Board of the Company's financial statements, the Board receives a declaration from the Chief Executive Officer and Chief Financial Officer. These declarations state that in their opinion:

- the financial records of the Company have been properly maintained,
- that the financial statements comply with the appropriate accounting standards, and give a true and fair view of the financial position and performance of the Company; and
- that the opinion has been formed based on a sound system of risk management and internal control which is operating effectively.

Periodic corporate reports that are not audited or reviewed

The Company publishes half yearly investor updates which are not audited by an external auditor. These reports are reviewed and approved by the Board before publication.

Continuous Disclosure

The Company has a Market Disclosure Policy which sets out established procedures and policies designed to ensure:

- that the market is kept informed in a timely manner; and
- that the Company's obligations are met in respect to the ASX Listing Rules regarding continuous disclosure.

The CEO is the nominated continuous disclosure officer for the Company.

The Board authorises all disclosures necessary to ensure that:

- all investors have equal and timely access to material information concerning the Company including its financial situation, performance, ownership and governance; and
- Company announcements are factual and presented in a clear and balanced way.

The Board is committed to ensuring, subject to privacy laws and the need to act in the best interests of the Company by protecting confidential commercial information, that shareholders, the stock



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market and other interested parties are informed fully of all material matters affecting the Company.

The dissemination of information is mainly achieved by distributing to all shareholders each year an Annual Report and regular announcements submitted to the ASX.

Each Director receives a copy of all material market announcements promptly after they have been released on the ASX platform.

Communication and interaction with shareholders and investors

The Website contains information on the Company's business and its history, and the "investors centre" and "about us" sections include the following information for shareholders:

- all market announcements, posted immediately after release to the ASX, including the Company's Annual Reports and Half Year Financial Reports;
- copies of notices of meetings of security holders;
- copies of any materials distributed at investor or analyst presentations;
- details relating to the Company's directors and executives;
- Board and Board Committee charters, corporate governance policies and other corporate governance documents; and
- details of how investors can contact the Company's share registry.

Shareholders can elect to receive communications from the Company's share registry electronically which also gives shareholders the opportunity to manage their account details and holdings electronically. Shareholders are also able to send communications to the Company and receive responses to these communications electronically.

The Company has established an investor relations programme which may involve meetings with significant current and potential investors, market analysts and the media. These meetings may involve directors, the Chief Executive Officer and the Chief Financial Officer, and are formulated to ensure that price sensitive matters which are not available to the market generally are not disclosed. These meetings or communications do not take place in the period immediately preceding the release of interim or full year results.

The Company may hold open briefings with institutional investors or stockbroking analysts to discuss information that has been released to the market. Price-sensitive information that has not been released to the market must not be disclosed at open briefings. Before any open briefing, the Company will inform the market about the briefing through the ASX platform and on the Website.

In order to provide additional information for shareholders the Company may prepare a results presentation to accompany the Annual Report and the Half Year Financial Report.

The Company holds an Annual General Meeting to which all shareholders are invited. Shareholders may attend in person or by electronic means. Those who are unable to attend may appoint a proxy to attend and vote. Directors are available to answer questions throughout the meeting. The



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engagement partner of the external auditors attends the Annual General Meeting and is available during the meeting to answer questions from shareholders relevant to the audit.

All substantive resolutions at a General Meeting are decided by a poll rather than by a show of hands.

Risk identification and management

Risk is an accepted part of doing business and the Company is committed to identifying and managing areas of significant business risk to ensure there is balance between the protection of shareholders, employees, earnings and the environment, and the opportunities and returns that often accompany risk.

The Board has delegated to the Audit and Risk Committee responsibility for overseeing the implementation of policies and procedures aimed at ensuring that the Company conducts its operations in a manner that adequately manages risk and accords with the risk appetite established and communicated to the Committee and the business by the Board. Risk identification and management is also a key focus of the executive and senior management teams. The Committee reports to the Board in relation to matters relevant to its responsibilities.

Key components of the risk management framework are reviewed by the Audit and Risk Committee and approved by the Board on a periodic basis, and at least annually. Arrangements in place include:

- guidelines and limits for approval of all expenditure, including capital expenditure and investments, and the employment and termination of employees;
- regular detailed financial budgetary and monthly management reporting;
- identification and mitigation of risk through transfer of risk to external insurers;
- policies and procedures to identify and manage operational and financial risks; and
- implementation and monitoring of a robust and effective internal control environment.

The Company does not have a dedicated internal audit function. The Board believes such a function would be inappropriate due to the size of the organisation, the simplicity of its structure and activities, and the close involvement of senior and executive management in day-to-day operations of the business. Nevertheless, internal control reviews and risk assessments of specific areas of the business are undertaken periodically and the results reported to the Audit and Risk Committee or the Board.

Economic sustainability risk

Economic sustainability risks are risks that impact the ability of the Company to continue operating at its current level of economic production. The Company is exposed to a number of economic sustainability risks which have the potential to impact on the Company's ability to create or preserve value for shareholders over the long term. These risks include changes in markets and technology, changes in the health regulatory environment and key person risk.



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These risks are managed by management and the Board. Actual and potential changes are regularly monitored and evaluated, with alternative courses of action determined based on anticipated outcomes to enable the Company to position itself to respond when required to mitigate or take advantage of any such changes.

Key person risk is managed by the identification of the employees presenting the risk and backed up with appropriate steps for the active management, development and retention of the identified employees. This effort fits more broadly with employee engagement efforts focused on the goal of retention of critical skills and knowledge within the organisation.

Environmental and social sustainability

Environmental sustainability risks are risks to the Company's ability to continue operating in a manner that does not compromise the health of the ecosystems in which it operates over the long term. Social sustainability risks are risks to the Company's ability to continue in a manner that meets acceptable social norms and needs over the long term.

The Company does not believe that it has a material exposure to environmental and social sustainability risks that have a real possibility of substantially impacting on the Company's ability to create or preserve value for its shareholders over the short, medium, or long term.

Remuneration and Nomination Committee

The Company has established a Remuneration and Nomination Committee which is governed by a Remuneration and Nomination Committee Charter.

During Financial Year 2024 the Committee consisted of at least two non-executive directors and is chaired by an independent non-executive director. Membership of the Committee is reflective of the Board composition and as such will not always consist of the minimum three non-executive directors suggested by the ASX recommendations.

Details of the membership of the Committee and their attendance at meetings during the financial year are included in the Directors' Report within the Annual Report.

The responsibilities of this Committee include:

- reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and directors who will create value for shareholders;
- ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
- recommending to the Board the remuneration of executive directors;
- fairly and responsibly rewarding executives having regard to the performance of the Company, the performance of the executive and the prevailing remuneration expectations in the market;
- reviewing the Company's recruitment, retention and termination policies and procedures for senior management;



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- reviewing and approving the remuneration of executive and senior management direct reports to the Chief Executive Officer;
- reviewing and approving any equity-based plans and other incentive schemes;
- maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body; and
- ensuring that the Board is comprised of directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

From time to time the Committee may seek external advice from independent experts to make recommendations in relation to the Company's remuneration practices, structure and remuneration levels.

Director and executive remuneration

Details in relation to the Company's remuneration policies are disclosed in the Remuneration Report, which forms a part of the Directors' Report within the Annual Report.

Participants in equity-based remuneration schemes are specifically prohibited from hedging the exposure to the Company's share price during the vesting period of their unvested equity instruments.

Executive Performance

The Board's Policy is to conduct an annual performance assessment of the CEO against agreed performance measures. The assessment was not conducted during FY24 as the CEO for part of the year was the Executive Chairman and the CEO joined in November 2023. A review of the CEO's performance will be conducted in FY25 and include a review of his performance since he joined the Company.

The CEO undertakes the same assessments of executives and senior management. In assessing the performance of the individual, the review includes consideration of their function, achievement of individual targets and agreed objectives, and the overall performance of the Company.

Details of the performance of executives is provided by the CEO to the Remuneration and Nomination Committee together with remuneration recommendations. The Committee in turn makes recommendations to the Board for approval. A review was conducted for performance in FY24 and recommendations made to the Committee.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

PharmX Technologies Limited

ABN/ARBN

25 000 091 305

Financial year ended:

30 June 2024

Our corporate governance statement¹ for the period above can be found at:²

x <https://pharmx.com.au/pharmx-investor-centre/>

The Corporate Governance Statement is accurate and up to date as at 27 August 2024 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 3 September 2024

Name of authorised officer authorising lodgement: Jon Newbery

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://pharmx.com.au/pharmx-investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set 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 workforce (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>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p> <p>The Company's Diversity and Inclusion Policy is disclosed at: https://pharmx.com.au/pharmx-investor-centre/</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: https://pharmx.com.au/pharmx-investor-centre/</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://pharmx.com.au/pharmx-investor-centre/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: https://pharmx.com.au/pharmx-investor-centre/</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at in our Corporate Governance Statement at: https://pharmx.com.au/pharmx-investor-centre/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>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>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the Remuneration and Nomination Committee at: https://pharmx.com.au/pharmx-investor-centre/</p> <p>and the information referred to in paragraphs (4) and (5) in the Annual Report at: https://pharmx.com.au/pharmx-investor-centre/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix in our Corporate Governance Statement and Annual Report at: https://pharmx.com.au/pharmx-investor-centre/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement at: https://pharmx.com.au/pharmx-investor-centre/ and, where applicable, the information referred to in paragraph (b) at: https://pharmx.com.au/pharmx-investor-centre/ and the length of service of each director in the Annual Report at: https://pharmx.com.au/pharmx-investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values in our Corporate Governance Statement at https://pharmx.com.au/pharmx-investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://pharmx.com.au/pharmx-investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://pharmx.com.au/pharmx-investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our policy at: https://pharmx.com.au/pharmx-investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p>and the Audit and Risk Committee Charter is disclosed at: https://pharmx.com.au/pharmx-investor-centre/</p> <p>and the information referred to in paragraphs (4) and (5) in our Annual Report at: https://pharmx.com.au/pharmx-investor-centre/</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, 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><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>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><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy (Market Disclosure Policy) at: https://pharmx.com.au/pharmx-investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://pharmx.com.au	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement: https://pharmx.com.au/pharmx-investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>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) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<input type="checkbox"/> and the Audit and Risk Committee Charter is disclosed at: https://pharmx.com.au/pharmx-investor-centre/ and the information referred to in paragraphs (4) and (5) in our Annual Report at: https://pharmx.com.au/pharmx-investor-centre/	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>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>	<input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement at: https://pharmx.com.au/pharmx-investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes in our Corporate Governance Statement at: https://pharmx.com.au/pharmx-investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Government Statement at: https://pharmx.com.au/pharmx-investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration 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 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><input type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the Remuneration and Nomination Committee at: https://pharmx.com.au/pharmx-investor-centre/</p> <p>and the information referred to in paragraphs (4) and (5) in our Annual Report at: https://pharmx.com.au/pharmx-investor-centre/</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Annual Report at: https://pharmx.com.au/pharmx-investor-centre/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it in our Corporate Share Trading Policy: https://pharmx.com.au/pharmx-investor-centre/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES N/A			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

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-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>