

INTRODUCTION

This document sets out the main principles adopted by the Board of QGL in order to implement and maintain a culture of good corporate governance both internally and in its dealings with outsiders.

The matters set out in this document are subject to the Corporations Act, the Constitution and the ASX Listing Rules.

Purpose

The Board is responsible for the overall governance of QGL. This Board Charter (Charter) sets out the roles, responsibilities, structure, and processes of the Board of QGL.

This document:

- (i) formalises procedures to ensure the Company and the Board act in a transparent and appropriate manner in both its internal and external dealings;
- (ii) ensures that appropriate checks, balances, and procedures are in place to monitor the operations of the Company and those charged with its management; and
- (iii) provides a transparent method for shareholders to evaluate the performance of the Company from a corporate governance perspective.

In preparing and implementing this Board Charter, the Company and the Board are mindful of the Corporate Governance Principles and Recommendations.

A. Board of Directors

The Board of the Company is committed to administering the policies and procedures fairly within the spirit of the Company's Code of Conduct.

Functions, Powers and Responsibilities of the Board

Generally, the powers and obligations of the Board are governed by the Corporations Act and the general law.

Without limiting those matters, the Board considers itself to be responsible for the following:

- (i) Ensuring compliance with the Corporations Act, ASX Listing Rules and all other relevant laws.
- (ii) Developing, implementing, and monitoring operational and financial targets for the Company.
- (iii) Appointment of appropriate staff, consultants, and experts to assist in the Company's operations, including the selection and monitoring of a chief executive officer.



- (iv) Ensuring appropriate financial and risk management controls are implemented.
- (v) Approving and monitoring financial and other reporting.
- (vi) Setting, monitoring, and ensuring appropriate accountability for directors' and senior managers' remuneration.
- (vii) Establishing and maintaining communications and relations between the Company and third parties, including its shareholders and ASX.
- (viii) Implementing appropriate procedures to monitor performance of the Board in implementing its functions and powers.
- (ix) Oversight of the Company including its framework of control and accountability systems to enable risk to be assessed and managed.
- (x) Input into and final approval of Management's development of corporate strategy and performance objectives.
- (xi) Reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance.
- (xii) Monitoring Management's performance and implementation of strategy and ensuring appropriate resources are available.
- (xiii) Approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures.
- (xiv) Approval of the annual budget; and
- (xv) Liaising with the Company's external auditors.

Structure of the Board

The structure of the Board is determined in accordance with the following principles:

- (i) to aim for, so far as is practicable given the size of the Company and its operational requirements for the time being, a majority of the Board being Independent Directors.
- (ii) to aim for, so far as is practicable given the size of the Company and its operational requirements for the time being, the appointment of a chairperson who is an Independent Director.
- (iii) to aim for, so far as is practicable given the size of the Company and its operational requirements for the time being, a chairperson who is not the Managing Director or chief executive officer; and
- (iv) to have at least three directors.

In assessing the independence of directors, the Company has regard to Principle 2 of the Corporate Governance Principles and Recommendations and, generally, will regard an Independent Director as a non-executive director (that is, not a member of management) who:

- (i) is not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- (ii) within the last three years has not been employed in an executive capacity by the Company or another group member, or been a director after ceasing to hold any such employment;
- (iii) within the last three years has not been a principal of a material professional advisor or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
- (iv) is not a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; and



- (v) has no material contractual relationship with the Company or another group member other than as a director of the Company.

In an effort to ensure that the Board comprises members with a broad range of experience, expertise and skills relevant to the Company, the Board may establish a Nomination Committee if required.

The Chairperson

The Chairperson is responsible for leadership of the Board, for efficient organisation and conduct of the Board's meetings and the briefing of all Directors in relation to issues arising. The Chairperson is responsible for arranging Board performance evaluation and, with the Chief Executive Officer/Managing Director, is also responsible for shareholder communications.

B. Chief Executive Officer/Managing Director

The Chief Executive Officer or Managing Director is responsible for conducting the affairs of the Company under delegated authority from the Board and implementing the policies and strategies set by the Board. In carrying out his/her responsibilities, the Chief Executive Officer or Managing Director must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial position and operating results.

The Chief Executive Officer or Managing Director (together with the Chief Financial Officer, if there is one, or other person who performs that function) are required to declare in writing to the Board each year that the financial records have been properly maintained and that the financial statements and notes of the Company for the financial year give a true and fair view of the financial position and performance of the consolidated entity and comply with relevant accounting standards.

The Chief Executive Officer or Managing Director (together with the Chief Financial Officer, if there is one, or other person who performs that function) is required to assure the Board in writing each year that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

C. Company Secretary

The company secretary is accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board and his or her appointment and removal is a matter for the Board as a whole.

The Company Secretary has a direct line of reporting to the Chairman and is responsible for:

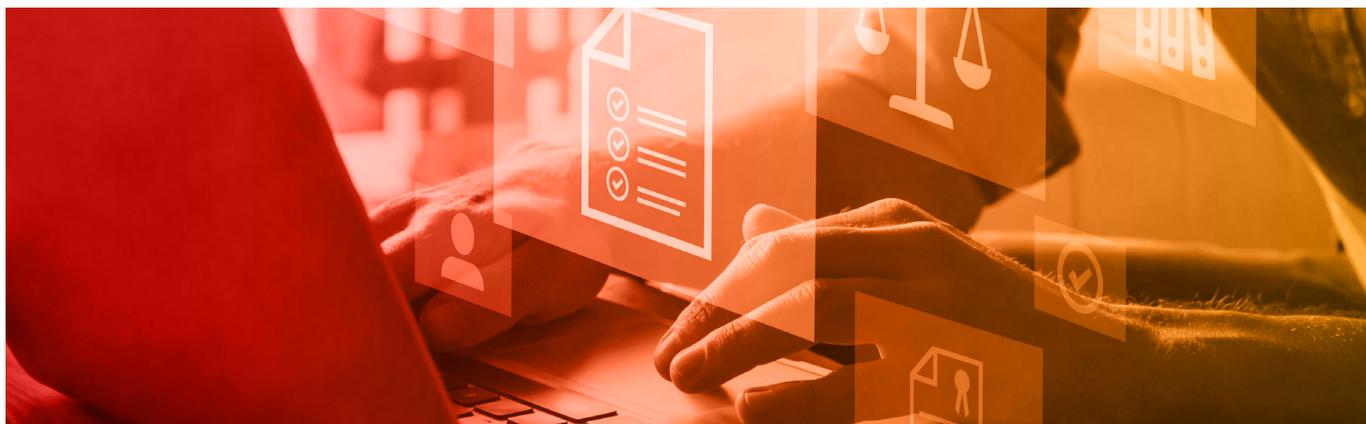
- advising and supporting the Chairman and the Board and its committees to manage the day-to-day governance framework of the Company and on all matters of the governance process.
- assisting with Board effectiveness by monitoring whether applicable Board and committee policies, procedures and charters are followed and coordinating timely completion and despatch of Board agendas and papers; and
- assisting with all matters to do with the proper functioning of the Board including advising on governance matters and assisting with induction and professional development of directors.
- Retain independent advisory services at the request of the Board or Committees.

D. Corporate Ethics

QGL will carry on business fairly whilst adhering to strict compliance with all laws and regulations. The Board is responsible to keep themselves informed and comply with all legal responsibilities.

All stakeholders are expected to adopt an ethical approach in their conduct and the following ethical approaches:

- To act fairly, with integrity at all times and comply with all applicable laws.
- To uphold freedom of speech.
- To create a high-quality, equal opportunity working environment, based on merit and free from discrimination, bullying and harassment.
- To respect human rights.
- To maintain accurate and complete books and records and uphold our system of internal controls.
- To provide relevant information to shareholders and the financial community on a transparent, accurate and timely basis.



- To earn the trust of all our stakeholders by acting consistently and reliably in accordance with this Ethics Policy Statement.

E. Code of Conduct

The Company has a separate Code of Conduct policy that sets out the standard practices of behaviour that it expects from its staff that is accessible on the website.

F. Selection of External Auditor and rotation of Audit Engagement Partner

Responsibility

The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Any appointment made by the Board must be ratified by shareholders at the next annual general meeting of the Company.

Selection Criteria

Mandatory criteria

Candidates for the position of external auditor of the Company must be able to demonstrate complete independence from the Company and an ability to maintain independence through the engagement period. Further the successful candidate must have arrangements in place for the rotation of the audit engagement partner on a regular basis.

Other criteria

Other than the mandatory criteria mentioned above, the Board may select an external auditor based on criteria relevant to the business of the Company such as experience in the industry in which the Company operates, references, cost and any other matters deemed relevant by the Board.

Review

The Audit and Risk Management Committee will review the performance of the external auditor on an annual basis.

Committees

One of the functions of the Board is to form and monitor any special purpose Committees considered necessary or desirable to better implement this Corporate Governance Charter.

As at the date of adoption of this Board Charter, the Board has determined to establish the following Committees for this purpose - an Audit & Risk Management Committee.