

Neurotech International Limited
ACN 610 205 402

RISK COMMITTEE CHARTER

As approved by the Board of Directors on 16 May 2017

Preamble

1. The board of directors (**Board**) of Neurotech International Limited (**Company**) is responsible for overseeing the management of the Company and its subsidiaries, including its control and accountability systems.
2. The Board has established a risk committee as a sub-committee of the Board (**Risk Committee**). The role of the Risk Committee is to assist the Board and make recommendations to the Board in relation to risk management and related compliance matters.
3. This Risk Committee Charter (**Charter**) outlines various matters concerning the Risk Committee, including the role and responsibilities, composition, structure and membership requirements of the Risk Committee.

Objectives

4. The primary objectives of the Risk Committee are to assist the directors of the Company to discharge their obligations with respect to:
 - (a) Reviewing on an ongoing basis and make recommendations to the board at least annually with regards to the risk management framework and any new or on going material risks;
 - (b) identification of key business, financial and regulatory risks;
 - (c) compliance with relevant laws, regulations, standards and codes;
 - (d) the adequacy of the internal control framework; and,
 - (e) the integrity of internal and external risk.

Role and responsibilities

5. The role of the risk committee is to review and make recommendations to the Board in relation to:
 - (a) the adequacy of the Company's corporate reporting processes;
 - (b) the scope and adequacy of the risk management practices;
 - (c) the independence and performance of the external advisors and consultants;
 - (d) review and effectiveness of internal system of controls for the Company; and
 - (e) review and assess the independence and adequacy of the risk management function.
6. The Risk Committee may consider any matter concerning the Company's internal risk, the external risk, risk management and any other issues referred to it by the Board.

7. The Risk Committee will discharge its objectives and responsibilities (set out above) as follows:

Risk

- (a) Review the adequacy of the risk management processes adopted by management for assessing and managing key business and financial risks.

Compliance

- (b) Review compliance with relevant laws and regulations and determine whether the organisational programmes in place provide reasonable assurance of compliance.

Reporting

- (c) Assess whether required reporting is consistent with Risk Committee members' information and knowledge.
- (d) Assess management processes supporting external reporting.

Internal control

- (e) Monitor the establishment and maintenance of an appropriate internal control framework, including information systems.

Corporate Code of Conduct

- (f) Ensure that a Corporate Code of Conduct is maintained and that there are processes in place for administering the code. This duty includes the duty to review related party transactions and potential conflicts of interest.

Rights of access

8. The Risk Committee has rights of access to management, rights to seek explanations and additional information.
9. The Risk Committee has the authority to seek any information it requires from any employee of the Company.

Composition, structure and membership requirements

10. Subject to the composition of the Board, the Company will endeavour to create a Risk Committee that:
- (a) has at least 3 members
- (b) is chaired by an independent director, who is not Chairman of the Board; and
- (c) is comprised of directors who between them have sufficient understanding of the industry in which the Company operates, to be able to discharge the Risk Committee's mandate effectively.

Meetings

11. The Risk Committee will hold at least 1 regular meetings each year, with additional meetings called by the chairman of the Risk Committee as required, or if formally requested by any member of the Risk Committee, the chief executive officer or the Company's board.

12. An annual schedule of Risk Committee meetings and activities will be established.
13. After endorsement by the chairman of the Risk Committee, the agenda papers will be distributed to all meeting invitees approximately 5 working days prior to each meeting.
14. A quorum of the Risk Committee will comprise any 2 members of the Risk Committee.
15. The Company Secretary or other person appointed secretary to any meeting will maintain a formal record of the business of each meeting.
16. The chairman of the Risk Committee will report key issues arising and any recommendations of the Risk Committee to the Board following each Risk Committee meeting.

Professional advice

17. The Risk Committee is authorised to take such independent professional advice as it considers necessary.

Further information

18. The Company will publish the Charter and the composition of the Risk Committee on the Company's website: www.neurotechinternational.com.
19. If you have any questions or need further information in relation to this Charter, please contact the Company Secretary.