

OSTEOPORE LIMITED
(ACN 630 538 957)

Conflict of Interest

1. Purpose and scope

The purpose of this policy is to help board members of Osteopore Limited (the “Company”) to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of the Company and manage risk.

This policy applies to the board members of the Company, the Chief Executive Officer and the Chief Technology Officer, including any other key management personnel (as appointed from time to time).

Conflict of interest are common, and they do not need to present a problem to the Company as long as they are openly and effectively managed.

It is the policy of the Company, as well as a responsibility of the board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to the Company.

The Company will manage conflicts of interest by requiring board members to:

- avoid conflicts of interest where possible;
- identify and disclose any conflicts of interest;
- carefully manage any conflicts of interest; and
- follow this policy and respond to any breaches.

2. Conflict of interest

As disclosed in the Company’s Code of Conduct policy, potential for conflict of interest arises when it is likely that you could be influenced, or it could be perceived that you are influenced by a personal interest when carrying out your duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
- (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
 - (ii) directorships/management of outside organisations;
 - (iii) membership of boards of outside organisations;
 - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;

- (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
- (vi) access to information that can be used for personal gain; and
- (vii) offer of an inducement.

3. Responsibilities

3.1 Board

The board is responsible for:

- (a) establishing a system for identifying, disclosing and managing conflicts of interest across the Company
- (b) monitoring compliance with this policy, and
- (c) reviewing this policy on an annual basis to ensure that the policy is operating effectively.

The Company must ensure that its board members are aware that they must disclose any actual or perceived material conflicts of interests as required by the ASX Listing Rules and Corporations Act 2001.

3.2 Company Secretary

The Company Secretary is responsible for maintain the Company's Register of Interests. The register must record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

4. Internal decision-making and reporting of information

Once an actual, potential or perceived conflict of interest is identified, it must be raised with the board.

Once the conflict of interest has been appropriately disclosed, the board (excluding the conflicted board member or key management personnel) must decide whether or not those conflicted board members or key management personnel should:

- vote on the matter (this is a minimum),
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a board member from regularly participating in discussions, it may be worth the board considering if it is appropriate for the person conflicted to resign from the board.

In deciding what approach to take, the board will consider:

- whether the conflict needs to be avoided or simply documented;

- whether the conflict will realistically impair the disclosing person’s capacity to impartially participate in decision-making;
- alternative options to avoid the conflict;
- the Company’s objects and resources; and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the Company.

The approval of any action requires the agreement of at least a majority of the board (excluding any conflicted board member/s) who are present and voting at the meeting.

The action and result of the voting will be recorded in the minutes of the meeting (as applicable).

Where every board member shares a conflict, and if the conflict is deemed material, the Board will seek professional guidance including the need for shareholder approval.

5. Breach of this Policy

- (a) If the Board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.
- (b) If it is found that this person has failed to disclose a conflict of interest, the board may take action against them. This may include seeking to terminate
- (c) If a person suspects that a board member has failed to disclose a conflict of interest, they must discuss with the person in question and notify the Board and the Company Secretary.
- (d) Breaches of this Policy will be subject to disciplinary action, which may include termination of their relationship with the Company.

6. Review

This Policy will be periodically reviewed by the Board to check that it is operating effectively and whether any changes are required to this Policy.

7. Associated documents

The Company’s Code of Conduct policy found on the Company’s website.
The Directors’ Letter of Appointment.