

ENDLESS SOLAR CORPORATION LIMITED

CORPORATE GOVERNANCE STATEMENT

The Board is ultimately responsible for all matters relating to the running of The Group.

The Board's role is to govern The Group rather than to manage it. In governing The Group, the Directors must act in the best interests of The Group as a whole. It is the role of senior management to manage The Group in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties

The Board has the final responsibility for the successful operations of The Group. In general, it is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of The Group. It is required to do all things that may be necessary to be done in order to carry out the objectives of The Group. In carrying out its governance role, the main task of the Board is to drive the performance of The Group. The Board must also ensure that The Group complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body.

Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following:

Providing leadership to The Group by

Guiding the development of an appropriate culture and values for The Group through the establishment and review

- of Codes of Conduct, rules and procedures to enforce ethical behaviour and provide guidance on appropriate work methods;
- Always acting in a manner consistent with The Group's culture and Code of Conduct;

Overseeing the development and implementation of an appropriate strategy by:

- Working with the senior management team to ensure that an appropriate strategic direction and array of goals are in place;
- Regularly reviewing and amending or updating The Group's strategic direction and goals;
- Ensuring that an appropriate set of internal controls are implemented and reviewed regularly;
- Overseeing planning activities including the development and approval of strategic plans, annual corporate budgets and long-term budgets including operating budgets, capital expenditure budgets and cash flow budgets.
- Reviewing the progress and performance of The Group in meeting these plans and corporate objectives, including reporting the outcome of such reviews on at least an annual basis.

Ensuring corporate accountability to the shareholders primarily through adopting an effective shareholder communications strategy, encouraging effective participation at general meetings and, through the Chairman, being the key interface between The Group and its shareholders;

Overseeing the control and accountability systems that ensure The Group is progressing towards the goals set by the Board and in line with The Group's purpose, the agreed corporate strategy, legislative requirements and community expectations; -

- Ensuring robust and effective risk management, compliance and control systems (including legal compliance) are in place and operating effectively;

Ensuring appropriate human resource systems (including OH&S systems) are in place to ensure the well-being and effective contribution of all employees.

Making all decisions outside the scope of these delegated powers including:

- Approving all operational expenditures more than 10% outside the approved budget;
- Approving the details of all items of capital expenditure and

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- Approving all mergers, acquisitions or property disposals and
- Approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures.

The detail of some Board functions may be handled through Board Committees. However, given the current small size of The Group's operations, the Board as a whole is responsible for all matters concerning corporate governance and management.

Directors' Authorities and Delegations

Directors are responsible for any delegations of their responsibilities with regard to corporate operations. As such, they decide as a Board what Company matters are delegated to either specific Directors or management. In addition, they outline what controls are in place to oversee the operation of these delegated powers.

As a consequence, individual Directors have no individual authority to participate in the day-to-day management of The Group including making any representations or agreements with member companies, suppliers, customers, employees or other parties or organisations.

The exception to this principle occurs where the Board through resolution explicitly delegates an authority to the Director individually. Additionally, it is recognised that all Executive Directors will carry significant delegated authority by virtue of their management position as outlined in a relevant Board resolution.

Similarly, Committees and their members require specific delegations from the Board as a whole and these will be contained in each Committee's respective Terms of Reference.

General Delegations

In general, the Board delegates all powers and authorities required to effectively and efficiently carry out The Group's business. Listed below are the exceptions to these delegations, whereby the Board or appropriate Committee reserves the powers as indicated.

Decisions Requiring Board Approval

The following decisions must be referred to the Board for approval:

- Acquiring or selling shares of The Group;
- Acquiring, selling or otherwise disposing of property;
- Founding, acquiring or selling subsidiaries of or any company within The Group, participating in other companies or dissolving or selling The Group's participation in other companies (including project joint ventures);
- Acquiring or selling patent rights, rights in registered trademarks, licences or other intellectual property rights of The Group;
- Founding, dissolving or relocating branch offices or other offices, plants and facilities;
- Starting new business activities, terminating existing business activities or initiating major changes to the field of The Group's business activities;
- Approving and/or altering the annual business plan (including financial planning) for The Group or any part of The Group;
- Taking or granting loans including, without limitation, the placing of credit orders, issuing of promissory notes or loans against IOUs;
- Granting securities of any type;
- Granting loans to Company officers or employees and taking over guarantees for The Group's officers and employees;
- Determining the balance sheet strategy for the Company or any part of the Company;
- Entering into agreements for recurring, voluntary, or additional social benefits, superannuation agreements or agreements for general wage and salary increases;
- Determining the balance sheet strategy for The Group or any part of The Group;

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- Entering into agreements for recurring, voluntary, or additional social benefits, superannuation agreements or agreements for general wage and salary increases;
- Determining the total amount of bonuses and gratuities for Company officers and employees;
- Determining the appointment, termination, prolongation of employment or amendment to conditions of employment of members of the Board of Directors; and
- Granting or revoking a power of attorney or limited authority to sign and/or act on behalf of The Group.

The composition of the Board is reviewed and considered at least annually at a meeting of all directors. Shareholder approval is required on the composition of the Board. Directors are elected by shareholders and remain accountable to them. The Board will meet formally on a regular basis.

The board presently comprises two non-executive directors and an executive director.

The Group policy regarding the terms and conditions for remuneration relating to the appointment and retirement of Board members are approved at a meeting of all directors. The directors of The Group, meeting as a Board, determine the fees of directors within the aggregate limit established by shareholders in general meeting.

The remuneration and terms and conditions of executive officers are reviewed and approved by the directors after seeking professional advice.

Non-executive members have the right to seek independent professional advice in the furtherance of their duties as Directors at The Group's expense. The Chairman's approval of such expenditure is required.

Where any director has an interest of any kind in relation to any matter dealt with at a board or committee meeting that director abstains from participation in the decision process.

Directors and officers must inform the Chairman, in advance, of any proposed dealing in Endless Solar Corporation Limited securities, refrain from buying or selling in the period of five days before, the day of, and the day after announcements and observe all legal requirements relating to dealing in securities. Directors and officers are prohibited from acting on material information until it has been released to the market and adequate time has been given for this to be reflected in the security's prices.

Communications to Shareholders

The board of directors aims to ensure that the shareholders, on behalf of whom they act, are informed of all information necessary to assess the performance of the directors. Information is communicated to shareholders through:

- The Annual Report which is distributed to all shareholders
- The Annual General Meeting and other meetings so called to obtain approval for board action as appropriate;
- The appointment of a contact for shareholder liaison to respond to telephone and written shareholder inquiries.

Evaluation of the performance of senior executives, the board, its committees and individual directors

The Chairman reviews the performance of the senior executives by way of formal and informal discussions as appropriate throughout the year. The performance of the senior executives was reviewed during the financial year in accordance with this process.

A review of the performance of the Board and its Committees during the financial year, is conducted by the Chairman through formal and informal discussions. Significant issues that are identified or changes recommended are actioned by the Board.

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Given the current size of the Board, there are no formal performance reviews of individual directors.

Keeping the market informed

The Group has documented policies for communications and continuous disclosure procedures and practices. The board specifically addresses the issue of price sensitive information at each of its board meetings.

The Group Secretary is responsible for the communication of administrative matters to the stock exchange.

Audit Committee

At the date of this report The Group has an Audit Committee consisting of the following directors and officeholders:

Chris Baring-Gould - Audit Committee Chairman

Steve Wesselink - Director

The Audit Committee does not have a formal charter but its objectives to assist the Board in fulfilling its statutory responsibilities in relation to financial reporting, risk management and internal control include:

- Assessing the risk and control environment – review accounting policies, internal controls, practices and disclosures to assist the board in making informed decisions
- Overseeing the financial reporting to ensure it is appropriate and of a high quality prior to recommending adoption of the financial statements by the board for release to the NSX and shareholders
- Evaluating the audit process, particularly the scope, effectiveness and outcome

Committee members are financially literate, that is, have the ability to read and understand financial reports including the statements of financial performance, financial position and cash flow.

The Audit Committee meets at least each half year to coincide with the production of published financial statements and the assessment of external audit reports. The external auditor and the Managing Director are invited to Audit Committee meetings. The committee members consult directly with the external auditor as required. This consultation may be independent of management in order to provide an opportunity for the auditor to discuss any contentious issue or raise concerns.

Risk Management

The Board as a whole considers the major risks affecting the business. Endless Solar has developed a risk management system to evaluate and control risks effectively to ensure opportunities are not lost, competitive advantage is enhanced, and management time is not spent reacting to issue or events. It is not intended to eliminate risk. This risk management system encompasses all financial operational and compliance controls and risk management and is subject to regular review.

Major business risks have been identified as quality of due diligence of investment opportunities, actions by competitors, environment regulation and government policy changes. Procedures have been developed to minimise the effect of these risks wherever possible.

Financial controls and procedures are clearly defined with the operating and capital budgets used as key controls for business operations. The Board considers regular reports comparing actual results against the budgets set by the Board.

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The Managing Director provided a written statement to the Board, that in his opinion:

- the statement given in accordance with Section 295A of the Corporations Act is founded on a sound system of risk management and internal control; and
- The Group's risk management and internal compliance and control framework is operating effectively in all material respects in relation to financial reporting risks.

According to NSX practice note #14, NSX advises that listed companies may refer to ASX Corporate Government Council Guidelines in developing their own corporate governance policies and procedures.

ASX Corporate Governance Council Guidelines

The Board has not adopted the following ASX Corporate Governance Council recommendations:

Recommendation 1.1 Formalise and disclose the functions reserved to the board and those delegated to management.

The board has formalised a statement of issues reserved for the board and this statement is reproduced in this Corporate Governance Report.

Recommendation 2.1 A majority of the board should be independent directors

While the Board strongly endorses the position that boards need to exercise independence of judgment, it also recognises that the need for independence is to be balanced with the need for skills, commitment and a workable board size. Whilst the board consists of three directors, Mr. Craig is a substantial shareholder and therefore cannot be regarded as independent director.

Your board believes that it consists of members with the skills, experience and character required to discharge its duties and that any greater emphasis on independence at this point in time would be at the expense of the Board's effectiveness.

Recommendation 2.4 The Board should establish a nomination committee

The Board considers that the selection and appointment of Directors is such an important task that it should be the responsibility of the entire Board to consider the nomination process. As the board consists of only three directors this is considered best practice at this stage in The Group's development. Recommendation

Recommendation 3.1 Establish a Code of Conduct to guide Directors, the Managing Director, and any other key executives as to the practices necessary to maintain confidence in the Company's integrity and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

Due to the size of The Group and the resources available to it, the board does not consider that a formal code of conduct for Directors, the Managing Director and The Group Secretary is appropriate. Rather it is agreed that all officers of The Group will act ethically and in the best interests of The Group.

Recommendation 3.2 Establish a policy concerning gender diversity

Due to the size of The Group, the board does not consider that a gender diversity policy is practicable. Rather it is agreed that there should be no impediments to gender diversity.

Recommendation 4.3 Structure the Audit Committee so that it consists of only non-executive directors, an independent chairperson, who is not chairperson of the board, at least two members.

Increasing the size of the committee to three members, who are also not the chairperson of the Board, is not possible given the composition of the board. The Audit Committee consists of both executive and non-executive directors.

Recommendation 8.2 The Board should establish a Remuneration Committee

The board considers that due to its small size all members should be involved in determining remuneration levels, it has not established a separate remuneration committee.