

1 Overview and Purpose

1.1 Each Director has a duty not to place themselves in a position where:

(a) he or she has a material personal interest or other interest giving rise to a real or substantial possibility of a conflict; or

(b) his or her duty to the company conflicts with, or gives rise to, a substantial possibility of conflict with another fiduciary or statutory duty, in relation to any matter which is or is likely to be brought before the Board or Senior Management Group of Alliance Geotechnical (the Company).

1.2 This policy sets out the disclosure obligations of each Director with respect to conflicts of interest, and the procedures to be followed should a conflict of interest arise.

2 Disclosure of Interests

2.1 Directors are required to disclose to the Company:

(a) any material personal interest that he or she may have in a matter relating to the affairs of the Company; and

(b) any other interest in a matter relating to the affairs of the Company, which may give rise to, or be perceived to give rise to, a real or substantial possibility of conflict.

2.2 A Director is required to disclose such conflict of interest immediately on becoming aware of the interest to the Company. A Director may at any time declare a conflict of interest in relation to a matter by notification to the Company Secretary in writing, who shall notify the other Directors and Senior Managers of the conflict as soon as practicable.

2.3 Directors shall have and maintain a standing notice register, disclosing the nature and extent of their interests. Each standing notice register, and any amendments or additions to it, shall be tabled at the next Senior Management Meeting, and recorded in the minutes of that meeting.

2.4 Where a change in circumstance results in an interest which is declared on a standing notice register as giving rise to a material personal interest or other conflict of interest described in clause 2.1, a Director is required to disclose such conflict of interest immediately to the to the Company Secretary.

3 Policy Review

The Board will review this Policy from time to time, in order to ensure that it remains current with respect to legal and regulatory requirements.

4 Definitions

A **material personal interest** is one which provides a personal benefit (whether that interest is direct, indirect, contingent or contractual) to the Director or an associated person or entity, which is of a real or substantial kind, having the capacity to influence the vote of the Director on the decision to be made.