BOARD CHARTER

1 Purpose

1.1 This charter sets out the role, composition and responsibilities of the board of directors ("Board") of DTI Group Ltd ("DTI" or "Company") within the governance structure of DTI and its controlled entities ("Group").

1.2 The disclosure of the role, composition and responsibilities of the Board is designed to assist those affected by corporate decisions to better understand the respective accountabilities and contributions of the Board and management of DTI.

1.3 The conduct of the Board is governed by the Constitution of DTI.

1.4 The Board's general responsibility is to act in the best interests of the Company, be accountable to shareholders as a whole and ensure that the Group is properly managed and protected to enhance shareholder value by ensuring long-term health and prosperity of the Group.

1.5 This charter is only a summary of the matters reserved to the Board and should therefore only be used as a general guide which is not to be used in a legal capacity.

2 Membership

2.1 The Constitution of DTI provides for a minimum of three directors and a maximum of seven directors. The Board currently comprises five directors of which two are independent non-executive directors, two are non-independent directors and one is an executive director. The Board may review its composition from time to time.

2.2 An independent director is a non-executive director and:

(a) is not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company

(b) within the last three years has not been employed in an executive capacity by the Group, or been a director after ceasing to hold any such employment

(c) within the last three years has not been a partner, director or senior employee of a material professional advisor or a material consultant to the Group, or an employee materially associated with the service provided

(d) is not a material supplier or customer of the Group, or an officer of or otherwise associated directly or indirectly with a material supplier or customer, has no material contractual relationship with the Group other than as a director of the Company

(e) has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company

(f) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company.

2.3 The Board has adopted AASB Standard 1031 to determine levels of materiality. A relationship is presumed immaterial when it generates less than 5% and presumed material when it generates more than 10% of revenue of the Group over a 12 month period in the absence of evidence or convincing argument to the contrary. In considering such evidence or argument, DTI considers the strategic value and other material but non-quantitative aspects of the relationship in question.

2.4 The threshold for materiality for the purpose of assessing the materiality of relationships between a non-executive director and DTI (other than as a director) shall be judged according to the significance of the relationship to the director in the context of their activities as a whole.

2.5 Membership of the Board shall be disclosed in the annual report including whether a director is independent or not independent. Loss or gain of independence shall be disclosed to the Australian Securities Exchange.

3 Term

3.1 All directors (except the managing director) are required by the Constitution of DTI to submit themselves for re-election at regular intervals and at least every three years.

3.2 Non-executive directors shall serve a maximum of three terms from the date of listing on ASX, unless their tenure is extended by the Board. Tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board; however, it is recognised that they hold the disadvantage of losing the contribution of directors who have developed over time an increasing insight into DTI and its operations.

3.3 Before a director is nominated for re-election at a shareholders' meeting, the chairperson shall consult with the rest of the Board and the director's performance shall be reviewed by the Board in lieu of a Nomination Committee before endorsing his or her re-election.

3.4 In light of the time commitment required by appointment to the Board, non-executive directors are asked to limit the number of other directorships for the duration of their appointment with DTI. Non-executive directors are asked to provide the Board with details of other commitments and an indication of time involved. The Board will regularly review the time required of a non-executive director and make an assessment as to whether the directors are able to meet their commitment to DTI.

3.5 The length of service of each director shall be disclosed in the annual report.

4 Selection of New Directors

4.1 The Board in addition to the role outlined in the Charter exercises the role that a Nomination Committee might otherwise undertake. The Board determines the size and composition of the Board subject to the terms of the Company's Constitution.

4.2 Subject to the Constitution of DTI, the Board shall decide on the appointment of a new director.

4.3 In selecting new members for the Board, directors shall have regard to the appropriate range of qualifications, experience and diversity needed by the Board as a whole. The directors shall endeavour to appoint individuals who will provide a mix of director characteristics and diverse experiences, perspectives and skills appropriate for the Group.

4.4 New directors are provided with a letter of appointment which sets out the key terms and conditions of their appointment. New directors participate in an induction program designed to enable them to gain an understanding of:

(a) the Group's financial, strategic, operational and risk management position
(b) the Group's culture and values
(c) their rights, duties and responsibilities
(d) the role of Board, Board Committees and the senior executive
(e) meeting arrangements
(f) director interaction with each other, senior executives and other stakeholders

5 Role of the Board

5.1 The Board is responsible for the overall operation and stewardship of the Group and is responsible for its overall success and long-term growth in a way which ensures that the interests of shareholders and stakeholders are promoted and protected.

5.2 The Board may delegate some powers and functions to the managing director for the day-to-day management of the Group. Powers and functions not delegated remain with the Board. The Board has not delegated any functions to a Committee of the Board. Attached in Appendix 1 are the types of roles and responsibilities that a Nominations and Remuneration Committee and an Audit, Risk and Compliance Committee would normally perform, which are undertaken by the Board.

The following are regarded as the key responsibilities and functions of the Board:

(a) To develop, review and monitor the Company's long-term business strategies and provide strategic direction tomanagement.
(b) To ensure policies and procedures are in place to safeguard the Group's assets and business and to enable the Group to act ethically and prudently.
(c) To develop and promote a system of corporate governance which ensures the Group is properly managed and controlled.
(d) To identify the Group's principal risks and ensure that it has in place appropriate systems of risk management, internal control, reporting and compliance and that management is taking appropriate action to minimise those risks.
(e) To review and approve the Company's budgets and consolidated financial statements. Before the Board approves the Company's financial statements, shall receive from the chief executive officer and the chief financial officer a declaration that the financial records of the Group comply with the appropriate accounting standards and give a fair view of the financial position and performance of the entity.
(f) To monitor management's performance and the Company's consolidated financial results on a regular basis.
(g) To appoint, appraise and determine the remuneration and benefits of the managing director.
(h) To delegate powers to the managing director as necessary to enable the day-to-day business of the Group to be carried on, and to regularly review those delegations.
(i) To ensure that the Group has in place appropriate systems to comply with relevant legal and regulatory requirements that impact on its operations.
(j) To determine the appropriate capital management for the Group including share and loan capital and dividend payments.
(k) To determine and regularly review an appropriate remuneration policy for employees of the Group.

6 Delegation to Management

6.1 The Board has developed and shall regularly review a formal instrument of delegation to the chief executive officer. The instrument shall contain all necessary powers to enable the chief executive officer to conduct the business of the Group on a day-to-day basis.

6.2 The Board shall require the managing director to report on the exercise of certain delegated powers, in particular sub-delegated authorities to senior management.

6.3 The managing director shall conduct a formal review each year assessing the performance of senior management and report back to the Board.

7 Committees of the Board

7.1 The Board from time to time may establish committees to streamline the discharge of its responsibilities. Where a committee is established, the Board shall adopt a formal charter setting out the matters relevant to the composition, role, responsibilities and administration of such committee. The Charter will be available on the Company's website. Currently there are no standing committees established by the Board

8 Directors' Shareholdings

8.1 All directors have agreed to disclose publicly their shareholdings and all changes thereof. The disclosed interests in shares held by directors, their associates and their associated entities are the same as their economic interest.

8.2 Directors and employees are subject to a Securities Dealing Policy which provides that DTI securities may not be bought or sold during prohibited periods or during the specific periods set out in the Securities Dealing Policy.

9 Policies and Standards

DTI has adopted the following operational policies and standards:

(a) Guidelines for the Operation of the Board
(b) Code of Conduct
(c) Delegated Authority Policy and Matters Reserved for the Board
(d) Guidelines for the Appointment and Selection of Directors
(e) Communications Policy
(f) Market Disclosure Policy
(g) Securities Dealing Policy
(h) Risk Management Policy
(i) Equal Opportunity Policy
(j) Whistle-blower Protection Policy
(k) Diversity Policy
(l) Privacy Policy
(m) Anti-bribery and Corruption Policy.

10 Review of Board Performance

Every 12 months the Board shall:

(a) undertake a review of its performance, policies and practices

(b) disclose the process for periodically evaluating the performance of the Board, its committees, individual directors and senior executives

(c) disclose in relation to each reporting period, whether a performance evaluation has been undertaken in accordance with the process stated in 10.1(b)

11 Operations

Proceedings of all meetings shall be in accordance with guidelines established for the operation of the Board.

12 Review of Charter

The Board shall review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

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Appendix 1

Audit

a) Nominate the external auditor and to approve the terms of the contract with the external auditor including the audit fees and the nature and quantum of non-audit services provided by the external auditor.

b) Evaluate the performance and independence of the external auditors. Review and approve the annual audit plan.

c) Ensure that the partner managing the audit for the external auditor is changed within a period of five years.

d) Ensure the independence, authority and effectiveness of the external auditor and to maintain open lines of communication between the auditor and the Board.

e) Ensure the Board has unfettered access to the external auditor and to be entitled to meet with the auditor without management present.

f) Require the external auditor to:

   i. submit a formal written statement delineating all responsibilities and work completed by the auditor;

   ii. report to the Board on any significant issue raised with management;

   iii. prepare any report or other disclosures to be included in the Company's annual report or other communications with shareholders on the relationship between the external auditors and the Company; and

   iv. attend each annual general meeting of the Company and be available to answer questions from shareholders relevant to the market.

g) Discuss the results of the half-yearly review and the annual audit and any other matters required to be communicated by the external auditors under generally accepted auditing standards.

Financial reporting

a) Determine the reliability, integrity and appropriateness of accounting policies, financial reporting and disclosure practices.

b) Monitor compliance with applicable accounting standards and other requirements relating to the preparation and presentation of financial results.

c) Assess the adequacy and clarity of presentation of financial information to shareholders.

d) Review financial reports and adopt, taking into account a declaration by the managing director and the chief financial officer as to the truth and fairness of the financial statements and their compliance with relevant accounting standards and whether the statements are founded on a reliable framework of risk management and internal control.

e) Assess the appropriateness of significant accounting policies. Review compliance with accounting standards.

f) Review management's process for ensuring and monitoring compliance with laws, regulations and other requirements relating to the external reporting by the Company of financial and non-financial information.

g) Consider all significant accounting policy, valuation and reporting changes.

Risk

a) Ensure the establishment and maintenance of an ongoing risk management program designed to identify and mitigate all areas of potential risks to the business including economic, environmental and social sustainability risks.

b) Evaluate the adequacy and effectiveness of risk management and internal control systems and practices.

c) Establish an appropriate risk management reporting structure from Management to the Board.

d) Oversee the establishment of procedures and processes designed to mitigate specific risks which are considered unacceptably high.

e) Review the adequacy of insurance protection and coverage.

Compliance

a) Review management's processes for monitoring and ensuring compliance with laws, regulations and other requirements including matters relating to the external reporting by the Company of financial and non-financial information.

b) Review the adequacy of existing corporate governance policies and to assess compliance with these policies and to identify areas which require policy development.

c) Ensure that a comprehensive process is established by the Company's management to capture issues for the purposes of continuous reporting to the Australian Securities Exchange.

d) Oversee investigations of allegations of conflict of interest, fraud, whistleblower protection or malfeasance.

e) Monitor and regularly review the Company's corporate governance, charters, policies and standards.

Communication with stakeholders

a) Review and discuss financial information and earnings guidance provided to stakeholders.

b) Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submissions by employees of the Company of concerns regarding questionable accounting or auditing matters.

The role of the Board in relation to nomination shall be to:

a) review the size and composition of the Board.

b) review the Boards range of skills available and appropriate balance of skills for future Board membership.

c) review and consider succession planning for the chief executive officer, the chairman and other directors and key executives.

d) develop criteria and procedures for the identification of candidates for appointment as directors, with the criteria including a consideration at least of the candidates:

   i. skills, experience, expertise and personal qualities;

   ii. capability to devote the necessary time and commitment to the role; and

   iii. potential conflicts of interest and independence.

e) apply the criteria and procedures to identify prospective candidates for appointment as a director.

f) consider any directors who should not continue in office, having regard to the results of a performance appraisal of directors and/or consideration of the appropriate composition of the Board.

g) nominate external experts (where appropriate) to advise on the matters listed above.

h) review the time required from a non-executive director and whether directors are meeting this requirement.

i) evaluate management's recommendations on the appointment of key executives develop a plan for identifying, assessing and enhancing director competencies.

j) ensure that there is an appropriate induction program for new directors and members of senior management and reviewing its effectiveness.

k) ensure that there are appropriate professional development opportunities for continuing directors to develop and maintain the skill and knowledge needed to perform their role as a director effectively.

l) review the recommendations of any external expert appointed by the Board in relation to Board membership and candidates and make any further enquiries deemed necessary.

m) interview candidates for election to the Board.

The role of the Board in relation to Remuneration shall be to:

a) determine the remuneration policy recommendations of the chief executive officer.

b) determine the remuneration and contract terms for the chief executive officer and senior management.

c) determine the terms and conditions of long-term incentive plans, short-term incentive plans, share rights plans, performance targets and bonus payments for the chief executive officer and senior management.

d) determine the terms and conditions of any employee incentive plans determine the remuneration of non-executive directors

e) review, manage and disclose the policy (if any) under which participants to an equity based remuneration scheme may be permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme

f) determine the content of the remuneration report to be included in the Company's annual report.