

OzForex Group Limited (ACN 165 602 273)
Level 9
10 Bridge Street
Sydney NSW 2000
Australia

Statement of compliance with ASX Corporate Governance Principles (2010 amendments)

1. This Statement describes OzForex Group Limited's (**OzForex**) corporate governance practices as at the date of applying for admission to the official list of the Australian Securities Exchange (**ASX**).
2. As a company listed on ASX, OzForex is required under the ASX Listing Rules to provide a statement disclosing the extent to which it will follow, as at the date of its admission to the official list, the recommendations set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (with 2010 Amendments) (**Recommendations**) and must identify the Recommendations that will not be followed (if any) and reasons for not following them.
3. OzForex's position in relation to each of the Recommendations is as follows:

No	Principle	Compliance
1.	Lay solid foundations for management and oversight	Board and management functions (Recommendation 1.1) - The roles and responsibilities of the Board are set out in the Board Charter. - OzForex's senior executives responsibilities are defined and documented in formal position descriptions and performance plans. Senior executive performance evaluation (Recommendation 1.2) - The performance of senior executives will be reviewed regularly. - Performance evaluations for senior executives has not taken place as OzForex is a newly-listed company.
2.	Structure the board to add value	Details of Directors (Recommendations 2.1, 2.2 and 2.3) - Except for the Chief Executive Officer (Neil Helm), the Board is comprised of non-executive directors (Peter Warne, Grant Murdoch, Melinda Conrad and William Allen). All non-executive directors are independent except William Allen. - The Chairman (Peter Warne) is a non-executive and independent. - The Board Charter set outs the criteria for determining if a director is independent. The Board will regularly review the independence of each director in light of interests disclosed and disclose any change to the ASX. If any of the ASX identified "non-independent" relationships exist then this should be mentioned here and explained away (if that is how it is being treated).

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		• A process is in place which allows directors to obtain independent professional advice (when appropriate) at OzForex's cost in carrying out their responsibilities. Independent professional advice can be obtained without the involvement of management of OzForex where the Board or Chairman considers it appropriate to do so. • Details of the director's skills and experience and appointment onto the Board are disclosed in section 6.1 of the prospectus. Nomination Committee (Recommendation 2.4) • A Remuneration and Nomination Committee has been established and is governed by the Remuneration and Nomination Committee Charter which sets out the roles, responsibilities, composition, structure and membership requirements of the committee. • The primary role of the Remuneration and Nomination Committee is described in section 6.7.1.4 of the prospectus. The Remuneration and Nomination Committee will meet at least two times annually. • The Remuneration and Nomination Committee consists of three non-executive directors (Peter Warne, William Allen and Melinda Conrad, who is also chair of the committee), two of whom are independent. Board performance evaluation (Recommendation 2.5) • The Board will annually review its performance, comparing its performance with the requirements of the Board Charter, setting forth goals and objectives of the Board for the upcoming year. • No performance evaluations of the Board, its committees or directors has taken place as OzForex is a newly-listed company.
3.	Promote ethical and responsible decision-making	Code of Conduct (Recommendation 3.1) • OzForex has a Code of Conduct which sets out the responsibility, legal obligations and ethical conduct expected of the employees and directors of the company. • A copy of OzForex's Code of Conduct will be available on its website (www.ozforex.com.au/about-us/investors). Diversity policy (Recommendations 3.2, 3.3 and 3.4) • OzForex has adopted a Diversity Policy which is overseen by the Remuneration and Nomination Committee. Measureable

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		objectives for achieving gender diversity will be developed by the company and be reviewed at least annually by management and reported to the Board. • In accordance with its Diversity Policy, OzForex will, in its annual report, disclose the measurable objectives for achieving gender diversity and progress towards achieving them, and will also disclose the proportion of women employees in the whole organisation, women in senior executive positions and women on the Board. • A copy of OzForex's Diversity Policy will be available on its website (www.ozforex.com.au/about-us/investors).
4.	Safeguard integrity in financial reporting	Audit Committee(Recommendations 4.1, 4.2 and 4.3) • An Audit Committee has been established and is governed by the Audit Committee Charter which sets out the roles, responsibilities, composition, structure and membership requirements of the committee. • The primary role of the Audit Committee is described in section 6.7.1.3 of the prospectus. The Audit Committee will meet at least four times annually. • The Audit Committee consists of three non-executive and independent directors (Peter Warne, Melinda Conrad and Grant Murdoch, who is also chair of the committee). • Under the Audit Committee Charter, all members are required to be financially literate and at least one member shall have accounting and/or financial management related expertise.
5.	Make timely and balanced disclosure	Continuous Disclosure Policy (Recommendation 5.1) • OzForex has adopted a Continuous Disclosure Policy to take effect from listing which establishes procedures and best practice guidelines to ensure that the company complies with the ASX Listing Rule disclosure requirements, and that directors and senior executives are aware of, and fulfil their obligations in relation to OzForex's disclosure requirements. • A copy of OzForex's Continuous Disclosure Policy will be available on its website (www.ozforex.com.au/about-us/investors).
6.	Respect the rights of shareholders	Communications Policy (Recommendation 6.1) • OzForex has adopted a Communications Policy to promote

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		effective, timely and accurate communication with its shareholders, employees, customers and other stakeholders. • OzForex's website will be the primary means to provide information to all stakeholders, in addition to the lodgement of all relevant financial and other information with ASX (which will also be posted on its website). • OzForex recognises that meetings of shareholders represent an excellent opportunity for the company to provide information and encourages the attendance and participation of shareholders in general meetings.
7.	Recognise and manage risk	Risk Management Policy (Recommendation 7.1) • OzForex has adopted a Risk Management Policy appropriate for its business, which highlights relevant business risks and contains policies and procedures for implementing systems and methods appropriate to identify, minimise and control its risk. • A copy of OzForex's Risk Management Policy will be available on its website (www.ozforex.com.au/about-us/investors). • The Board is responsible for risk oversight and the management and internal control of the processes by which risk is considered for both ongoing and prospective actions. Risk management and internal control systems (Recommendation 7.2) • Members of the Board will meet regularly with management and internal/external auditors to discuss the adequacy and effectiveness of OzForex's policies and procedures to assess, monitor and manage business risk, internal controls and legal, ethical and OH&S compliance programs. • Those board members will report regularly to the Board on all matters relevant to it. • The report from management on the effectiveness of OzForex's management of its material business risks (as required in Recommendation 7.2) has not been given to the Board as OzForex is a newly-listed company. Assurance under section 295A of the Corporations Act (Recommendation 7.3) • The assurance from the CEO in accordance with section 295A of the Corporations Act has not been given to the Board as OzForex

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		is a newly-listed company.
8.	Remunerate fairly and responsibly	Remuneration Committee (Recommendations 8.1 and 8.2) • A Remuneration and Nomination Committee has been established and is governed by the Remuneration and Nomination Committee Charter which sets out the roles, responsibilities, composition, structure and membership requirements of the committee. • The primary role of the Remuneration and Nomination Committee is described in section 6.7.1.4 of the prospectus. The Remuneration and Nomination Committee will meet at least two times annually. • The Remuneration and Nomination Committee consists of three directors (Peter Warne, William Allen and Melinda Conrad, who is also chair of the committee), two of whom are independent. Structure of remuneration (Recommendation 8.3) • OzForex has adopted a Remuneration Policy to develop appropriate remuneration packages for non-executive directors, executive directors and senior executives. • The structure for remuneration of senior executives and executive directors involves a mix of fixed, performance-based and equity-based remuneration, reflecting the short and long term performance objectives appropriate to OzForex's circumstances and goals and the general pay environment. • The remuneration of non-executive director will be paid as fees within the aggregate amount approved by shareholders and will be reviewed by the Remuneration and Nomination Committee and reported to the Board for revision at the company's annual general meeting. There are no retirement benefits, other than in relation to superannuation schemes in place in respect of non-executive directors.