CREDIBLE LABS INC.

ARBN 621 866 813

("Credible" or the "Company")

Corporate Governance Statement

Credible was admitted to the Official List of ASX Limited on 8 December 2017 and this Statement details the corporate governance policies practices in place on listing and any developments since that time.

This Statement reports against the 3rd edition of the ASX Corporate Governance Council's Principles and Recommendations (**ASX Principles**) and the practices detailed in this Corporate Governance Statement are current as at 28 March 2018. The 2017 Corporate Governance Statement has been approved by the Board and is available on the Company's website at www.credible.com/investors/.

PR	PRINCIPLES AND RECOMMENDATIONS		EXPLANATION
1.	Lay solid foundations for management and oversight		
1.1	Companies should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	The respective roles and responsibilities of the Board and management are defined under the Board Charter, a copy of which is available on the Company's website at www.credible.com/investors/. There is a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon officers of the Company.
1.2	Companies should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its	Yes	The process for selection, appointment, and re-appointment of directors is detailed in the Remuneration and Nomination Committee Charter, a copy of which is available on the Company's website at www.credible.com/investors/. Under the Remuneration and Nomination Committee Charter, shareholders are required to be provided with all material information in the Committee's possession

	possession relevant to a decision on whether or not to elect or reelect a director.		relevant to a decision on whether or not to elect or re-elect a director including, biographical details, qualifications, a statement as to whether the Board supports the nomination of the director and the degree of independence of the director and, details of any existing directorships held.
1.3	Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company requires each director and senior executive to execute a written agreement setting out the terms of their appointment.
1.4	The company secretary should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company appointed Jobe Danganan as General Counsel and Corporate Secretary effective 5 March 2018. Stephen Dash had previously served the role of Corporate Secretary. The role of the nominated person is outlined in the Board Charter, a copy of which is available on the Company's website at www.credible.com/investors/.
1.5	Companies should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:	Yes	The Company has adopted a Diversity Policy, a copy of which is available on the Company's website at www.credible.com/investors/. The Diversity Policy requires the Board to establish measureable objectives to assist the Company to achieve gender diversity and to assess the Company's progress in achieving these objectives. The Remuneration and Nomination Committee will report to the Board on the Company's progress towards achieving its measurable objectives each year. The Board did not set measureable gender diversity objectives for the past financial year, because the Company recently listed on the ASX

	 (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. 		measurable objectives in the respective proportion	in the 2018 finantion of men and will across the whole Female 1 (20%) 0 (0%) 34 (41%)	women on the Board, in senior e organisation since ASX Male 4 (80%) 8 (100%) 48 (59%)
1.6	Companies should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	with the advice and ass Committee, to review a Committees and individ corporate governance p applicable). Given the recent listing majority of Directors h agreed to not undertake financial year The Board will ensure a and individual directors Charter in future years.	istance of the Read and evaluate the place of the Company ave been appoint a performance at that an evaluation is is undertaken in The Company when the Company we have been appoint a performance at the company when the Company	equired, at least once per year, emuneration and Nomination performance of the Board, its ainst the relevant charters, eed goals and objectives (as y on the ASX, and that a ted during the year, the Board assessment during the 2017 of the Board, its committees in accordance with the Board will provide details as to its its in its future annual reports.

1.7	Companies should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	Under the Board Charter, the Board (with the advice and assistance of the Remuneration and Nomination Committee) is responsible for reviewing and approving the performance of the members of the executive leadership team. Given the recent listing of the Company on the ASX, a performance review of Senior Management was not conducted during 2017. The Company has recently appointed several new Senior Executives and a performance review of its Senior Executives will take place during 2018. The Board will ensure that an evaluation of the members of its executive leadership team is undertaken in accordance with the Board Charter in future years. The Company will provide details as to its compliance with these recommendations in its future annual reports.
2.	Structure the board to add value		
2.1	The board should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual	No in respect of 2.1(a)(1) Yes in respect of other guidelines	The Board has established a Remuneration and Nomination Committee to oversee the selection and appointment practices of the Company. The Remuneration and Nomination Committee is governed by a Remuneration and Nomination Committee Charter, which is available on the Company's website at www.credible.com/investors/. The Remuneration and Nomination Committee consists of two members, Ron Suber (Chair) and Annabelle Chaplain, both of whom are independent non-executive directors. The Board is mindful of the recommendation that the Remuneration and Nomination Committee be comprised of at least three members and will continue to take this into consideration when considering future membership.

2.2	attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. Companies should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	No	Notwithstanding this, the Board is satisfied that the current number of directors is appropriate for the Company's circumstances. The Remuneration and Nomination Committee is chaired by Ron Suber, who is an independent director for ASX purposes. The Remuneration and Nomination Committee Charter prohibits a member of the Committee from being present for discussions at a Committee meeting on, or to vote on a matter regarding, his or her election, re-election, or removal. The relevant qualifications and experience of the members of the committee is disclosed on the Company's website at https://www.credible.com/investors/#Board . There were no meetings held in 2017 since the Company became publicly listed in December 2017. The Company's Remuneration and Nomination Committee is responsible for regularly reviewing the size, composition and skills of the Board to ensure that the Board is able to discharge its duties and responsibilities effectively and to identify any gaps in the skills or experience of the Board. The Company is in the process of developing its board skills matrix and will provide details in future annual reports or within future corporate governance statements.
2.3	Companies should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of	Yes	The Company assesses the independence of its directors against the requirements for independence set out in the Board Charter which reflect the independence criteria set out in Box 2.3 contained in the ASX Corporate Governance Principles. Director independence is initially assessed upon each director's

	the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	appointment and reviewed each year, or as required when a new personal interest or conflict of interest is disclosed. Directors are required to disclose all actual or potential conflicts of interest on an ongoing basis. Ron Suber and Annabelle Chaplain are the directors considered by
	(c) the length of service of each director.	Board to be independent for ASX purposes.
		Stephen Dash is not considered to be independent due to his execut role as CEO of the Company. Dean Dorrell is not considered independent due to his advisory role with the Company and his position as Principal and Partner of a fund which is an investor in the Company. Ray Yang is not considered independent due to his position as Partner of Marathon Venture Partners, which manages investment funds which are shareholders of the Company. The Company believe that their extensive experience is invaluable and outweighs any perceived lack of independence.
		The length of service of each director on the Board is as follows:
		• Stephen Dash: 20 November 2012 - present (~5 years 4 months
		• Ray Yang: 28 April 2017 - present (~1 year)
		• Dean Dorrell: 1 December 2017 - present (~4 months)
		• Ron Suber: 9 May 2017 - present (~11 months)
		• Annabelle Chaplain: 7 December 2017 – present (~4 months)
2.4	A majority of the board should be independent directors.	No The Company has five directors and two of these are considered independent for ASX purposes.
		The Board believes that the current mix of directors is appropriate for the Company's business and circumstances and is in the best interest

			of shareholders as a whole. Further, the Board believes that, the Board as a whole is not hindered in its ability to exercise independent view and judgement. The Board is mindful of the recommendation that a majority of the Board should be independent directors and will continue to take this into consideration when considering the future nomination, election or re-election of directors to the Board.
2.5	The chair of the board should be an independent director and, in particular, should not be the same person as the CEO.	Yes	The Chairman of the Board is Ron Suber who is considered an independent director for ASX purposes. The roles of Chairman and CEO are exercised by two separate individuals. The role of CEO is held by Stephen Dash.
2.6	Companies should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	The Company's Remuneration and Nomination Committee is responsible for establishing and facilitating induction for new directors and providing new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board. The Company's Remuneration and Nomination Committee is also
			responsible for providing directors with access to continuing education for directors for the purpose of updating and maintaining their skills and knowledge to perform their roles as directors effectively.
			A copy of the Nomination Committee Charter is available on the Company's website at www.credible.com/investors/.
3	Act ethically and responsibly		
3.1	Companies should:	Yes	The Company has adopted a Code of Conduct which applies to all

	(a) have a code of conduct for its directors, senior executives and employees; and(b) disclose that code or a summary of it.	Securities Trading Policy regard to the ASX Corpo	nployees of the Company as well as a v. Each of these has been prepared having rate Governance Principles and available on the Company's website at tors/.
4	Safeguard integrity in corporate reporting		
4.1	The board should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	respect of 4.1(a)(1) Yes in respect of other guidelines Whilst a majority of the respect of the only independent dires Committee are non-executed the only independent dires Whilst a majority of the respect of the only independent dires Whilst a majority of the respect of the only independent dires Whilst a majority of the respect of the only independent dires The Board is also mindful Risk Management Commembers and will contine considering future members at satisfied that the current company's circumstance The Audit and Risk Management Company's circumstance The Audit and Risk Management Company's circumstance The relevant qualification The relevant qualification	ished an Audit and Risk Management e management of financial and internal risks. agement Committee consists of two uplain and Dean Dorrell. Both members of the active directors with Annabelle Chaplain being ector who is also the Chair of the Committee. The members of the Audit and Risk Management endent directors for ASX purposes, the Board action and skills of the members of the Audit committee are appropriate for the Company. It of the recommendation that the Audit and nittee should comprise of at least three use to take this into consideration when the ership. Notwithstanding this, the Board is number of directors is appropriate for the second committee is governed by an Audit committee Charter, a copy of which is y's website at www.credible.com/investors/. The and experience of the members of the in the Company's website at

			https://www.credible.com/investors/#Board. There were no meetings held in 2017 since the Company became publically listed in December 2017.
4.2	The board should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	Prior to the Board approving the Company's financial statements, the Board receives from the CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained, that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. During the reporting period, a declaration from the CEO was obtained prior to the approval of the quarterly cashflow report and annual financial statements. The Company recently appointed its first Chief Financial Officer, Chris Bishko, who will also be required to make the declaration for future reporting periods.
4.3	Companies should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	The Company requires its external auditor to attend its Annual General Meeting (AGM) to answer any questions from shareholders relevant to the audit and this is specifically set out in the Company's Shareholder Communication Policy.
5	Make timely and balanced disclosure		
5.1	Companies should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	Yes	The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.

			The Company has adopted a written policy to ensure compliance with their ASX Listing Rule disclosure obligations. A copy of the Company's Continuous Disclosure Policy is available on its website at www.credible.com . The Company has appointed its local agent as the reporting officer and the ASX liaison officer. However, the Board retains ultimate responsibility for compliance with the Company's continuous disclosure obligations.
6	Respect the rights of security holders		
6.1	Companies should provide information about itself and its governance to investors via its website.	Yes	The Company provides investors with comprehensive and timely access to information about itself and its governance on its website at www.credible.com , including copies of the Company's Certificate of Incorporation and Bylaws, Board and committee charters and key corporate governance policies, copies of all material information lodged with ASX, copies of all announcements, briefings and speeches made to the market, analysts or the media, press releases or announcements made by the Company, financial data for the Company, the Company's annual reports and notices of shareholder meetings. Further details are set out in the Company's Shareholder Communication Policy.
6.2	Companies should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company has adopted a Shareholder Communications Policy for shareholders wishing to communicate with the Board, a copy of which is available on the Company's website at www.credible.com/investors/. The Company seeks to utilise numerous modes of communication, including electronic communication to ensure that its communication with shareholders is frequent, clear and accessible.

6.3	Companies should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	All shareholders are invited to attend the Company's annual meetings either in person or by representative. Shareholders have an opportunity to submit questions to the Board or the Company's external auditor.
	Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company encourages shareholders to submit questions or requests for information directly to the Company via the Company's website at www.credible.com/investors/. The Company also encourages shareholders to submit any questions related to their shareholdings in the Company to the Company's share registry with the share registry's contact details included in the Company's Shareholder Communication Policy, including details for electronic communication.
7	Recognise and manage risk		
7.1			
7.1	Companies should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose:	No in respect of 7.1(a)(1) Yes in respect of other guidelines	In conjunction with the Company's other corporate governance policies, the Company has adopted a Risk Management Policy which is designed to assist the Company to identify, assess, monitor and manage its risk, including any material changes to its risk profile. The Board has delegated responsibility for the day-to day oversight and management of the Company's risk profile to the Audit and Risk Management Committee.

	(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.		Committee are non-executive directors with Annabelle Chaplain being the only independent director who is also the Chair of the Committee. Whilst a majority of the members are not independent directors for ASX purposes, the Board believes that the composition and skills of the members of the Audit and Risk Management Committee are appropriate for the Company. The Board has conferred responsibility on the Company's management to develop and maintain a risk management program and internal control systems which identify material risks in light of the day to day needs of the Company.
			The Board is responsible for oversight of the overall system of internal control and provides final consideration and direction on any risk management issues. The relevant qualifications and experience of the members of the committee is disclosed on the Company's website at https://www.credible.com/investors/#Board .
			There were no meetings held in 2017 since the Company became publicly listed in December 2017. A copy of the Company's Risk Management Policy is available on the Company's website at www.credible.com/investors/.
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes	The Audit and Risk Management Committee will annually review and evaluate the effectiveness of its risk management framework to ensure that its internal control systems and processes are monitored and updated on an ongoing basis. The division of responsibility between the Board, Audit and Risk Management Committee and management aims to ensure that specific

			responsibilities for risk management are clearly communicated and understood. The Risk Management Policy provides for regular reporting to the Board which supplements the Company's quality system, complaint handling processes and standard operating procedures which are all designed to address various forms of risks. During 2017, the Board undertook formal review of risk management and of the framework and is satisfied that it continues to be sound.
7.3	Companies should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes	Yes	Due to the Company's current size and business circumstances, the Company does not have an internal audit function. The Company will reconsider this decision as appropriate and appoint an internal auditor if, and when, the Company considers this necessary. Under the Audit and Risk Management Committee Charter, the Audit and Risk Management Committee is responsible for providing an independent and objective assessment to the Board regarding the adequacy, effectiveness and efficiency of the Company's risk management and internal control process.
7.4	Companies should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	The Company's Prospectus dated 28 November 2017 outlined a number of potential economic risk factors associated with the Company's business and the industry in which it operates as well as the risks associated with an investment in the Company's Chess Depository Interests (CDIs). The Company does not consider that it has any material exposure to environmental and social sustainability risks. If the Company determines in the future that it has any material exposure to economic, environmental and social sustainability, the

		Company will provide details in its future annual reports or within corporate governance statements.		its
8	Remunerate fairly and responsibly			
8.1	Companies should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	No in respect of 8.1(a)(1) Yes in respect of other guidelines The Company has a Remuneration and Nomination Committee, we is governed by a Remuneration and Nomination Committee Charter is available on the website at www.credible.com/investors/. The Remuneration and Nomination Committee consists of two members, Ron Suber (Chair) and Annabelle Chaplain, both of whe are independent non-executive directors. Further, the Remuneration and Nomination Committee Charter prohibits a member of the Committee from being present for discussions at a Committee meeting on, or vote on a matter regard his or her remuneration. The Remuneration and Nomination Committee is chaired by Ron Suber, who is an independent director for ASX purposes. The relevant qualifications and experience of the members of the committee is disclosed on the Company's website at https://www.credible.com/investors/#Board. There were no meetings held in 2017 since the Company became publicly listed in December 2017.	respect of 8.1(a)(1) Yes in respect of other	er. S
8.2	Companies should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes The Remuneration and Nomination Committee is responsible for setting and reviewing the policies and practices of the Company regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives,	Yes	

			Policies and practices regarding remuneration of non-executive directors, executive directors and senior executives are disclosed in the Remuneration and Nomination Committee Charter available on the website at www.credible.com/investors/. The Prospectus also includes the 2017 remuneration of non-executive and executive directors.
8.3	 A company which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it. 	Yes	The Company has adopted a Securities Trading Policy which provides that participants must not, without prior written approval by the relevant person specified in the Policy, engage in hedging arrangements, deal in derivatives or enter into other arrangements which vary economic risk related to the Company's securities. A copy of the Securities Trading Policy is available on the Company's website at www.credible.com/investors/.