

AUROCH MINERALS LIMITED

2021 CORPORATE GOVERNANCE STATEMENT

Auroch Minerals Ltd (ABN 91 148 966 545) (Company) has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the Company's policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent applicable, the Company has adopted the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Recommendations).

In light of the Company's size and nature, the Board considers that the current Board is a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

The 2021 Corporate Governance Statement is current as at 23 September 2021 and has been approved by the Board of the Company

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

1.1	A listed entity should disclose a board charter setting out: (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	Information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management) is found under the Board Charter on our website.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	a) The Company undertakes appropriate checks in accordance with the guidelines for the appointment and selection of the Board in its Remuneration and Nomination Committee Charter. The Company's Remuneration and Nomination Committee Charter requires the Remuneration and Nomination Committee (or, in its absence, or if one has not yet been established, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person or putting forward to security holders a candidate for election, as a director. b) Under the Remuneration and Nomination Committee Charter, all material information relevant to a decision on whether to elect or re-elect a director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a director.

1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	As detailed in the Remuneration and Nomination Committee Charter, the Company must ensure that new directors and senior executives enter into a written agreement with the Company, setting out the terms of their appointment.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the Board.	Yes	As detailed in the Board Charter, the Company Secretary is accountable to the Board, through the Chair, on all governance matters.
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) 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 (B) 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. 	Partial Compliance	<p>The Company has established a Diversity Policy, which is available on the Company's website at www.aurochminerals.com</p> <p>The Diversity Policy provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to assess annually both the objectives (if any have been set) and the Company's progress in achieving them.</p> <p>Due to the current size and composition of the organisation, the Board does not consider it appropriate to provide measurable objectives in relation to gender diversity. The Company is committed to ensuring that the appropriate mix of skills, expertise, and diversity are considered when employing staff at all levels of the organisation and when making new senior executive and Board appointments and is satisfied that the composition of employees, senior executives and members of the Board is appropriate.</p> <p>The Board will periodically review whether there is a need for measurable objectives that complies with Recommendation 1.5.</p>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	Yes	<ul style="list-style-type: none"> a) The Board, in the absence of a Remuneration and Nomination Committee, is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company's Board Charter, which is available on the Company's website. b) During the 2021 financial year, the Board reviewed each respective director over a series of informal discussions to satisfy itself that strategic objectives are being achieved and undertook this process in accordance with the Company's Board Charter

1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>a) The Board, in the absence of a Remuneration and Nomination Committee, is responsible for evaluating the performance of senior executives on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company's Board Charter, which is available on the Company's website. The Company's Remuneration and Nomination Committee Charter also provides that it will review the on-going appropriateness and relevance of the executive remuneration and make recommendations to the Board.</p> <p>b) During the 2021 financial year, the Board reviewed each senior executive over a series of informal discussions to satisfy itself that strategic objectives are being achieved and undertook this process in accordance with the Company's Board Charter</p>
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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

<p>2.1</p>	<p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p>No</p>	<p>a) The Company does not currently have a Remuneration and Nomination Committee. The Company's Remuneration and Nomination Committee Charter provides for the creation of a Remuneration and Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are independent directors, and which must be chaired by an independent director.</p> <p>b) The Company does not have a Remuneration and Nomination Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration and Nomination Committee under the Remuneration and Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively</p> <p>i) devoting time at least annually to discuss Board succession issues and updating the Company's Board skills matrix; and</p> <p>ii) all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.</p> <p>The Board will periodically review whether there is a need for a nomination committee that complies with Recommendation 2.1.</p>
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2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Yes	<p>The Company has a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership. Full details as to each director and senior executive's relevant skills and experience are available in the Company's Annual Report.</p> <p>The Company has identified the following as the main areas of skills required by the Board to successfully service the Company. The directors have measured to these areas in the skills matrix:</p> <table border="1" data-bbox="1240 403 2074 810"> <thead> <tr> <th></th> <th>Edward Mason</th> <th>Aidan Platel</th> <th>Michael Edwards</th> <th>Trevor Eton</th> </tr> </thead> <tbody> <tr> <td>Operational Management</td> <td>-</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Corporate Law</td> <td>✓</td> <td>-</td> <td>-</td> <td>✓</td> </tr> <tr> <td>Accounting & Finance</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Equity Markets</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Mining and Geology</td> <td>-</td> <td>✓</td> <td>✓</td> <td>-</td> </tr> </tbody> </table>		Edward Mason	Aidan Platel	Michael Edwards	Trevor Eton	Operational Management	-	✓	✓	✓	Corporate Law	✓	-	-	✓	Accounting & Finance	✓	✓	✓	✓	Equity Markets	✓	✓	✓	✓	Mining and Geology	-	✓	✓	-
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2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the Board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of 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</p> <p>(c) the length of service of each director.</p>	Yes	<p>a) The Board Charter requires the disclosure of the names of directors considered by the Board to be independent. The Company considers that Trevor Eton, Michael Edwards and Edward Mason are independent.</p> <p>b) The Company has provided details of any departures from Principle 2 in its Annual Report.</p> <p>c) The Company's Annual Report will disclose the length of service of each director, as at the end of each financial year.</p>																														
2.4	A majority of the Board of a listed entity should be independent directors.	Yes	The Board currently comprises a total of four directors, of which three are considered to be independent.																														
2.5	The chair of the Board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Yes	The Chairman is independent and not the same person as the CEO.																														

2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	In accordance with the Company's Board Charter, the Board, in the absence of a Remuneration and Nomination Committee, is responsible for the approval and review of induction and continuing professional development programs and procedures for directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development.
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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

3.1	A listed entity should articulate and disclose its values	Yes	The Company has a Statement of Values which can be viewed on the Company's website.
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code	Yes	The Code of Conduct sets out the principles and standards which the Board, management and employees of the Company are encouraged to strive to abide by when dealing with each other, shareholders and the broader community. The Board is informed when any material incidents are report under the policy.
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	The Company has implemented a Whistleblower Policy which can be viewed on the Company's website and the Board is informed when any material incidents are reported under the policy.
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy	Yes	The Company has implemented an Anti-bribery and Corruption Policy which can be viewed on the Company's website and the Board is informed when any material incidents are reported under the policy.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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.</p>	No	<p>a) The Company does not currently have an Audit and Risk Committee. The Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company).</p> <p>b) The Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter, including the following processes to independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p>i) the Board devotes time at annual Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors;</p> <p>ii) the Board reviews the appointment of the external auditor, their independence, the audit fee and any questions of resignation or dismissal; and</p> <p>iii) all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting, including reviewing the audited annual and half yearly financial statements.</p> <p>The Board will periodically review whether there is a need for an audit committee that complies with Recommendation 4.1.</p>
4.2	<p>The board of a listed entity 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.</p>	Yes	<p>The Company's Board Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms. The Company intends to obtain a sign off on these terms for each of its financial statements in each financial year.</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor</p>	Yes	<p>Any periodic corporate reports are prepared by the accountant, reviewed by the CFO and presented to the Board for sign off prior to release to the market.</p>

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Company has adopted a Continuous Disclosure Policy for complying with its continuous disclosure obligations under listing rule 3.1.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	All material market announcements are circulated to the Board via email as detailed in the Continuous Disclosure Policy.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	Results, presentations and transcripts of the Chairman's address at annual general meetings are released on the ASX Market Announcements Platform as soon as practically possible after the conclusion of the general meeting. Other presentations to new or substantive shareholders or investor analysts are released on the ASX Market Announcements Platform prior to the presentation. This is detailed in the Continuous Disclosure Policy.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company's website provides information on the Company including its background, objectives, projects and contact details. The Corporate Governance page provides access to key policies, procedures and charters of the Company, such as the Board and Committee charters, securities trading policy, Diversity Policy and the latest Corporate Governance Statement. ASX announcements, Company reports and presentations are uploaded to the website following release to the ASX as detailed in the Continuous Disclosure Policy and editorial content is updated on a regular basis.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Policy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	Shareholders are encouraged to participate at all general meetings and AGMs of the Company as detailed in the Shareholder Communications Policy. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting.
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company decides all resolutions at a meeting of security holders by a poll.

6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Shareholder Communications Policy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Shareholders queries should be referred to the Company Secretary in the first instance.
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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> (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 <p>(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.</p>	No	<p>(a) The Company does not currently have an Audit and Risk Committee as the Board consider the Company will not currently benefit from its establishment. The Audit and Risk Committee Charter provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company). A copy of the Audit and Risk Committee Charter is available on the Company's website.</p> <p>(b) In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to oversee the entity's risk management framework:</p> <ol style="list-style-type: none"> i) the Board devotes time at monthly Board meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures; and ii) the Board has required management to design and implement risk management and internal control systems to manage the Company's material business risks and has required management to report to it on whether those risks are being managed effectively; and iii) the Chief Executive Officer reports to the Board as to the effectiveness of the Company's management of its material business risks. <p>The Board will periodically review whether there is a need for a risk committee that complies with Recommendation 7.1.</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>a) The Audit and Risk Committee Charter requires that the Board, in the absence of an Audit and Risk Committee, should, at least annually, satisfy itself that the Company's risk management framework continues to be sound and is operating with regard to the risk appetite set by the Board.</p> <p>b) Risk management is specifically discussed by the full Board at the Company's board meetings during the year. The Board considers that this process adequately monitors the Company's risk management framework.</p>

7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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.</p>	No	<p>a) The Company does not currently have an internal audit function.</p> <p>b) The Audit and Risk Committee Charter provides for the Board, in the absence of an Audit and Risk Committee, to monitor the need for an internal audit function. The Board considers the financial control function in conjunction with its Risk Management Policy is sufficient for the Company.</p> <p>The Board will periodically review whether there is a need for an internal audit function that complies with Recommendation 7.3.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Audit and Risk Committee Charter requires the Board, in the absence of an Audit and Risk Committee, to assist management determine whether the Company has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p> <p>The Company's Audit and Risk Committee Charter requires the Company to disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks. The Company will disclose this information in its Annual Report and on its ASX website as part of its continuous disclosure obligations.</p>

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	No	<p>a) The Company does not currently have a Remuneration and Nomination Committee as the Board considers the Company will not currently benefit from its establishment. The Company's Remuneration Committee Charter provides for the creation of a Remuneration Committee (if it is considered it will benefit the Company).</p> <p>b) In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration and Nomination Committee under the Remuneration and Nomination Committee Charter including the following processes to set the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>i) the Remuneration and Nomination Committee Charter details the guidelines for setting the remuneration of directors;</p> <p>ii) the Board devotes time at the annual Board meeting to assess the level and composition of remuneration for directors and senior executives;</p> <p>iii) the total maximum remuneration of non-executive directors is initially set by the Constitution and subsequent variation is by ordinary resolution of the shareholders in general meeting; and</p> <p>iv) the determination of non-executive directors' remuneration within the maximum amount fixed will be made by the Board having regard to the inputs and value to the Company or the respective contributions by each non-executive director.</p> <p>The Board will periodically review whether there is a need for a remuneration committee that complies with Recommendation 8.1.</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Yes	<p>The Company's Remuneration and Nomination Committee Charter requires the Board to disclose its policies and practices regarding the remuneration of directors and senior executives, which is disclosed on the Company's website.</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	No	<p>a) The Company has an equity-based remuneration scheme, the Auroch Employee Securities Incentive Plan ("ESIP"). The Company's Securities Trading Policy includes prohibitions on hedging and derivative trading in respect of participants in any Company share, option, performance rights or other plan or similar arrangement which limit the economic risk of participating in such schemes.</p> <p>b) The Securities Trading Policy is available on the Company's website.</p>

PRINCIPLE 9 – ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES

9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	N/A	