

**BLACK ROCK MINING LIMITED**  
**ACN 094 551 336**  
**(Company)**

**CORPORATE GOVERNANCE STATEMENT**

This Corporate Governance Statement (**Statement**) is current as at 28 September 2023 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company followed the recommendations set by the ASX Corporate Governance Council in the Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition) (**Recommendations**) throughout the financial year commencing on 1 July 2022 and to the date of this Corporate Governance Statement.

The Recommendations are not prescriptive, however the Recommendations that have not been followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company adopted in lieu of the recommendation. With the exception of the departures detailed in this Statement, the corporate governance practices of the Company during the reporting period were in accordance with the Recommendations.

In addition to the information contained in this Statement, the Company's website at <https://www.blackrockmining.com.au/> contains additional details of its corporate governance practices and procedures.

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<b>Principle 1: Lay solid foundations for management and oversight</b>		
<p><b>Recommendation 1.1</b></p> <p>(a) A listed entity should have and disclose a board charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.</p>	Yes	<p>The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board and management including a description of those matters expressly reserved to the Board and those delegated to management.</p> <p>The Company's Board Charter is disclosed on the Company's website.</p>
<p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a Director; and</p> <p>(a) 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.</p>	Yes	<p>(a) The Company undertakes a comprehensive background check prior to appointing a person or putting forward a candidate for election as a Director.</p> <p>(b) When an individual is nominated to be a director, all material information required to enable shareholders to make an informed decision on whether or not to elect or re-elect a Director is provided in the appropriate Notice to shareholders.</p>
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</p>	Yes	<p>The Company has written agreements with all Directors and Senior Executives which sets out the terms of their appointment.</p>
<p><b>Recommendation 1.4</b></p> <p>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.</p>	Yes	<p>Pursuant to the Company's Board Charter, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p>	Partially	<p>(a) The Company has adopted a Diversity Policy which is disclosed on the Company's website.</p> <p>The Company's Diversity Policy provides a framework for establishing measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.</p> <p>(b) Given the size of the Company and its current stage of operation, the Board does not presently intend to set specific diversity objectives, including in respect of gender diversity.</p>

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<p>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) either:</p> <p>(A) the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(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 the Workplace Gender Equality Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>		<p>(c) Whilst the Board strongly endorses gender diversity, until such time as the Company's human resource base has grown to a point where fully implementing specific measurable objectives will become more meaningful, the Company will continue to recruit the best person for each role, regardless of gender, ethnicity, age, relationship status or any other irrelevant factor not applicable to the position.</p> <p>At the date of this statement, the respective proportions of women on the Board, in senior executive positions and across the whole organisation (including subsidiaries) are as follows:</p> <p>Board (incl Company Secretary): 0%</p> <p>Senior Executive (comprising the Company's Key Management Personnel as defined in the 2023 Annual Report): 0%</p> <p>Whole Organisation (including Board and Key Management Personnel): 18%</p>
<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; 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 Company has adopted a Performance Evaluation Policy which details the process for periodically evaluating the performance of the Board, its Committees and individual directors.</p> <p>The Company's Performance Evaluation Policy is disclosed on the Company's website.</p> <p>(b) During the reporting period, the Company undertook a formal performance evaluation of the Board, its committees, and individual Directors, in accordance with the processes outlined in the Performance Evaluation Policy.</p>
<p><b>Recommendation 1.7</b></p> <p>A listed entity should:</p>	Yes	<p>(a) The Company has adopted a Performance Evaluation Policy which details the process for periodically evaluating the performance of the Company's senior executives.</p>

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<p>(a) have and disclose a process for 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>		<p>(b) The Company's Performance Evaluation Policy is disclosed on the Company's website.</p> <p>During the reporting period, the Company undertook a formal performance evaluation of its senior executives, in accordance with the processes outlined in the Performance Evaluation Policy.</p>
<b>Principle 2: Structure the Board to be effective and add value</b>		
<p><b>Recommendation 2.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent Directors; and</li> <li>(ii) is chaired by an independent Director, and disclose:</li> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) 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</li> </ul> <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>	Partially	<p>(a) The Board has established a Remuneration and Nomination Committee which currently consists of two members, being the Company's two existing independent non-executive Directors. The Committee is chaired by an independent Director.</p> <p>The Remuneration and Nomination Committee has adopted a committee charter, a copy of which is disclosed on the Company's website.</p> <p>The members of the Remuneration and Nomination Committee, their relevant skills and experience, and the number of meetings held during the relevant reporting period are published in the Company's Annual Report to Shareholders.</p> <p>The Company intends to expand the membership of the Remuneration and Nomination Committee, in line with the Recommendations, at such time as the size and structure of the Company's Board allows.</p>
<p><b>Recommendation 2.2</b></p> <p>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.</p>	Yes	<p>The Board's skills matrix indicates the mix of skills, experience and expertise that are considered necessary at Board level for optimal performance of the Board.</p> <p>The matrix reflects the Board's objective to have an appropriate mix of industry and professional experience including skills such as leadership, governance, strategy, finance, risk, IT, HR. policy development, international business and customer relationship.</p>

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		External consultants may be brought in with specialist knowledge to address areas where there is an attribute deficiency in the Board.
<p><b>Recommendation 2.3</b> 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 or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position 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 Company discloses the names of those Directors it considers to be independent in its Annual Report. The Board considers there are currently two independent Directors, Richard Crookes and Ian Murray.</p> <p>(b) Not applicable.</p> <p>(c) The Company's Annual Report discloses the length of service of each Director, as at the end of each financial year.</p>
<p><b>Recommendation 2.4</b> A majority of the Board of a listed entity should be independent Directors.</p>	Yes	The Board comprises a total of three directors, two of whom, Richard Crookes and Ian Murray, are considered to be independent.
<p><b>Recommendation 2.5</b> 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.</p>	Yes	The Chairman of the Board is considered to be an independent director.
<p><b>Recommendation 2.6</b> 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.</p>	Yes	<p>Pursuant to the Company's Board Charter, the Company Secretary, in conjunction with the Chairman, are responsible for briefing new directors on all relevant aspects of the Company's operations and background.</p> <p>As required, the Company Secretary facilitates a director development program to enable directors to develop and maintain the skills and knowledge needed to perform their role as directors.</p>
<p><b>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</b></p>		

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<p><b>Recommendation 3.1</b> A listed entity should articulate and disclose its values.</p>	No	The Company has not adopted a formal Statement of Values, however, the Company is committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations of the jurisdictions in which it operates. The Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.
<p><b>Recommendation 3.2</b> A listed entity should:</p> <p>(a) have and disclose a code of conduct for its Directors, senior executives and employees; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p>	Yes	<p>(a) The Company has adopted a Corporate Code of Conduct which provides a framework for decisions and actions in relation to ethical conduct in employment. A copy of the Company's Corporate Code of Conduct is disclosed on the Company's website.</p> <p>(b) Any material breaches of the Code of Conduct are to be referred to the Board for consideration.</p>
<p><b>Recommendation 3.3</b> A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</p>	Yes	<p>(a) The Company has adopted a Whistleblower Policy which is disclosed on the Company's website.</p> <p>(b) Pursuant to the Company's Whistleblower Policy, the Report and Investigation Officer is required to report to the Audit Committee at least annually.</p>
<p><b>Recommendation 3.4</b> A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the Board or committee of the Board is informed of any material breaches of that policy.</p>	Yes	<p>(a) The Company has adopted a Anti-Bribery and Anti-Corruption Policy which is disclosed on the Company's website.</p> <p>(b) Pursuant to the Company's Anti-Bribery and Anti-Corruption Policy, all committed or suspected violations are required to be reported to the Board immediately.</p>
<b>Principle 4: Safeguard the integrity of corporate reports</b>		
<p><b>Recommendation 4.1</b> The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</p>	Partially	<p>(a) The Board has established an Audit and Risk Committee which currently consists of two members, being the Company's two existing independent non-executive Directors. The Committee is chaired by an independent Director who is not the Chair of the Board.</p> <p>The Audit and Risk Committee has adopted a committee charter, a copy of which is disclosed on the Company's website.</p>

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<p>(ii) is chaired by an independent Director, who is not the Chair of the Board, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) 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>		<p>The members of the Audit and Risk Committee, their relevant skills and experience, and the number of meetings held during the relevant reporting period are published in the Company's Annual Report to Shareholders.</p> <p>The Company intends to expand the membership of the Audit and Risk Committee, in line with the Recommendations, at such time as the size and structure of the Company's Board allows.</p>
<p><b>Recommendation 4.2</b></p> <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 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>Prior to approving the entity's financial statements for a financial period, the Board receives declarations confirming that the financial records 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>
<p><b>Recommendation 4.3</b></p> <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>The Company undertakes the following process to verify the integrity of the information in periodic corporate reports (to the extent that the information contained in the reports are not audited or reviewed by an external auditor):</p> <ul style="list-style-type: none"> <li>(i) All periodic corporate reports are initially prepared by the Company's Chief Financial Officer;</li> <li>(ii) Draft periodic corporate reports are initially reviewed and verified by the Chief Financial Officer and Managing Director;</li> </ul>

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		<p>(iii) Following Managing Director review, the Company's Non-Executive Directors review the draft periodic corporate reports and are able to interrogate the accounting team and Managing Director on the content of periodic corporate reports; and</p> <p>(iv) The Board receives declarations from its CEO and CFO (or equivalent) that 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>
<b>Principle 5: Make timely and balanced disclosure</b>		
<p><b>Recommendation 5.1</b> A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	Yes	The Company has adopted a Continuous Disclosure Policy, a copy of which is disclosed on the Company's website.
<p><b>Recommendation 5.2</b> A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	Yes	All members of the Board receive a copy of material market announcements promptly after they have been made.
<p><b>Recommendation 5.3</b> 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.</p>	Yes	All substantive investor or analyst presentations will be released on the ASX Market Announcement Platform ahead of such presentations.
<b>Principle 6: Respect the rights of security holders</b>		
<p><b>Recommendation 6.1</b> A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	Information about the Company and its governance is available on the Company's website.



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<p><b>Recommendation 6.2</b> A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	Yes	The Company has adopted a Shareholder Communications Strategy which is disclosed on the Company's website. Pursuant to the Company's Shareholder Communications Strategy, the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.
<p><b>Recommendation 6.3</b> A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	Yes	<p>Pursuant to the Company's Shareholder Communications Strategy, shareholders are encouraged to participate at all general meetings of security holders held by the Company.</p> <p>Details and instructions regarding Shareholder participation at meetings are provided in the relevant Notice which is made available to all eligible shareholders prior to each meeting.</p>
<p><b>Recommendation 6.4</b> 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.</p>	Yes	All substantive resolutions at security holder meetings are decided by a poll rather than a show of hands.
<p><b>Recommendation 6.5</b> A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	Yes	<p>As part of the Company's developing investor relations program, Shareholders can register with the Company to receive email notifications regarding announcements 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 promptly posted.</p> <p>Shareholder queries should be referred to the Company Secretary in the first instance.</p>
<b>Principle 7: Recognise and manage risk</b>		
<p><b>Recommendation 7.1</b> The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director,</p>	Partially	<p>(a) The Board has established a Audit and Risk Committee which currently consists of two members, being the Company's two existing independent non-executive Directors. The Committee is chaired by an independent Director.</p> <p>The Audit and Risk Committee has adopted a committee charter, a copy of which is disclosed on the Company's website.</p>

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<p>and disclose:</p> <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) 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</li> </ul> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>		<p>The members of the Audit and Risk Committee, their relevant skills and experience, and the number of meetings held during the relevant reporting period are published in the Company's Annual Report to Shareholders.</p> <p>The Company intends to expand the membership of the Audit and Risk Committee, in line with the Recommendations, at such time as the size and structure of the Company's Board allows.</p>
<p><b>Recommendation 7.2</b></p> <p>The Board or a committee of the Board should:</p> <ul style="list-style-type: none"> <li>(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</li> <li>(b) disclose in relation to each reporting period, whether such a review has taken place.</li> </ul>	Yes	<p>Pursuant to the Company's Audit and Risk Committee Charter, the Audit and Risk Committee is responsible for reviewing the Company's risk management framework at least annually to satisfy itself that it continues to be sound.</p> <p>The Company's risk management framework was reviewed by the Audit and Risk Committee following the end of the reporting period.</p>
<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> <li>(a) if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>(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 governance, risk management and internal control processes.</li> </ul>	Yes	<p>The Company does not currently maintain a separate internal audit function as the Board considers the Company is not currently of the relevant size or complexity to warrant the formation of a formal internal audit function.</p> <p>The Board evaluates and continually strives for improvement in the effectiveness of risk management and internal control processes.</p> <p>The Audit and Risk Committee receives the report from the Company's external auditors which includes an assessment of internal controls. In the event that weaknesses in internal control processes are identified these matters are brought to the attention of and dealt with by the Board.</p>
<p><b>Recommendation 7.4</b></p> <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 Company reports whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks annually in its Annual Report.</p> <p>Refer to commentary at Recommendations 7.1 and 7.2 for information regarding the Company's risk management framework.</p>

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<b>Principle 8: Remunerate fairly and responsibly</b>		
<p><b>Recommendation 8.1</b> The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) 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>	Partially	<p>(a) The Board has established a Remuneration and Nomination Committee which currently consists of two members, being the Company's two existing independent non-executive Directors. The Committee is chaired by an independent Director.</p> <p>The Remuneration and Nomination Committee has adopted a committee charter, a copy of which is disclosed on the Company's website.</p> <p>The members of the Remuneration and Nomination Committee, their relevant skills and experience, and the number of meetings held during the relevant reporting period are published in the Company's Annual Report to Shareholders.</p> <p>The Company intends to expand the membership of the Remuneration and Nomination Committee, in line with the Recommendations, at such time as the size and structure of the Company's Board allows.</p>
<p><b>Recommendation 8.2</b> 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	The Company's remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives are set out in the Company's Annual Report.
<p><b>Recommendation 8.3</b> 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>	Yes	<p>The Company has adopted a Trading Policy that prohibits directors, officers and employees from entering into transactions or arrangements which limit the economic risk of any security holding.</p> <p>A Copy of the Company's Trading Policy is disclosed on the Company's website.</p>
<b>Additional recommendations that apply only in certain cases</b>		
<b>Recommendation 9.1</b>	N/A	

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p>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.</p>		
<p><b>Recommendation 9.2</b>  A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	N/A	
<p><b>Recommendation 9.3</b>  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.</p>	N/A	