

# AuDAX Resources Limited

## ABN 50 009 058 646

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ASX Principles of Good Corporate Governance and Best Practice Recommendations

### **Principle #1: Lay solid foundations for management and oversight**

*Recommendation 1.1: Recognise and publish the respective roles and responsibilities of board and management.*

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#### **Roles and Responsibilities of the Board**

The Board is responsible for ensuring that the Company is managed in a manner which protects and enhances the interests of its shareholders and takes into account the interests of all stakeholders.

The Board is responsible for setting the strategic directions for the Company, establishing goals for management and monitoring the achievement of these goals.

The responsibilities of the Board include:

1. Providing strategic guidance to the Company, including contributing to the development of and approving the corporate strategy;
2. Overseeing and monitoring:
  - a. The Company's performance and achievement of strategic goals and objectives,
  - b. Compliance with the Company's Code of Conduct, and
  - c. Progress of major capital expenditures and other significant corporate projects;
3. Approving and monitoring budgets and business plans;
4. Ensuring the availability of sufficient resources to meet the approved objectives of the Company;
5. Monitoring financial performance including approval of the annual and half-year financial reports and liaison with the external auditors;
6. Appointment, performance assessment and removal of the Managing Director;
7. Ratifying the appointment and/or removal of other senior management, including the Company Secretary;
8. Management of the remuneration and reward systems and structures for executive management and staff;
9. Ensuring that appropriate risk management systems and internal controls are in place; and
10. Ensuring that the capital markets are kept informed of all relevant and material matters and ensuring effective communications with shareholders.