



AUDIT COMMITTEE CHARTER

The purpose of the Audit Committee (“Committee”) is to assist the Board in the effective discharge of its responsibilities for financial reporting, internal controls and external audit.

Membership

The Committee will consist of minimum of three non-executive members of the Board, or all eligible members of the Board, whichever is less. The Committee will comprise:

- members who can all read and understand financial statements and are otherwise financially literate;
- at least one member with financial expertise with experience in financial and accounting matters; and
- at least one member who has an understanding of the industry in which the Company operates.

Chairperson

The Committee will appoint an independent Director, other than the Chairman of the Board, to be the Chairperson of the Committee.

Secretary

The Company Secretary will be the Secretary of the Committee.

Other Attendees

The Managing Director and other members of Management may be invited to be present for all or part of the meetings of the Committee, but will not be members of the Committee.

Representatives of the external auditor are expected to attend at least two meetings a year with the Committee and the Committee is authorised to meet with the external auditors without any management staff or executives present at least once a year.

Quorum

A quorum will be two members.

Meetings

Committee meetings will be held not less than two times a year so as to enable the Committee to undertake its role effectively. In addition, the Chairperson is required to call a meeting of the Committee if requested to do so by any member of the Committee or the external auditor.

Authority

The Committee is authorised by the Board to investigate any activity within its Charter. The Committee will have access to employees and auditors with or without Management present and has rights to seek explanations and additional information. It is authorised to seek any information it requires from any employees and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Committee is required to make recommendations to the Board on all matters within the Committee's Charter.

Reporting Procedures

The Committee will keep minutes of its meetings. The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chairperson of the Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Committee meeting along with any recommendations of the Committee.

Responsibilities of the Committee

The Committee is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence of the external auditors. In particular, the Committee has the following duties:

Financial Statements

To review the audited annual and half yearly financial statements and any reports which accompany published financial statements before submission to the Board, recommending their approval, focusing particularly on:

- any changes in accounting policies and practices;
- major judgmental areas;
- significant adjustments, accounting and financial reporting issues resulting from the internal and external audit;
- compliance with accounting policies and standards; and
- compliance with legal requirements.

Internal Financial Controls

- Monitor the action being taken by Management in addressing unacceptable levels of risk or identified weaknesses in internal controls;
- To ensure that the Company's systems of internal control include procedures for reporting immediately to Management and/or the Board any major control weaknesses that are identified;
- Review reports concerning material actual and suspected breaches of law, including fraud and theft and assess systems to manage this risk;
- Review reports in relation to the Company's internal financial control system.

Related Party Transactions

- To monitor and review the propriety of any related party transactions.

External Audit Function

- To recommend to the Board the appointment of the external auditor.
- Each year, to review the appointment of the external auditor, their independence, the audit fee, the extent of non-audit services undertaken by the external auditor and any questions of resignation or dismissal.
- To discuss with the external auditor before the audit commences the nature and scope of the audit, including audit fees;
- To determine that no restrictions are being placed by Management upon the external auditor in completing the audit function.
- To discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of Management where appropriate).
- To review the external auditor's report of audit findings and Management's response.

Communication

- Providing a forum for communication between the Board, senior financial management, and staff involved in matters related to internal controls and any matters raised by external auditors.
- Enhancing the credibility and objectivity of financial reports with other interested parties, including creditors, key stakeholders and the general public.
- Establishing procedures for complaints and reports regarding accounting, internal accounting and financial reporting controls and auditing matters and ensuring a mechanism for the confidential treatment of such complaints and reports including the ability to submit them anonymously.

Governance

- Monitor and review compliance with the Company's Code of Conduct, risk management and internal control framework, and other relevant policies to ensure that procedures have been established for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding any other incidents of wrongdoing, including those defined in the Company's Whistleblowing policy.
- Verify the membership of the Committee in accordance with this Charter, including a review of the independence of each Committee member based on applicable regulatory and stock exchange requirements and any Company policy on assessing independence of Directors; and
- Perform such other functions as assigned by law, the Company's Constitution, or the Board and in compliance with all regulatory and stock exchange requirements.