



**Elixir Energy**

## **RISK COMMITTEE CHARTER**

The purpose of the Risk Committee (“Committee”) is to assist the Board in the effective discharge of its responsibilities for risks and internal controls.

### **Membership**

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

- at least one member with experience in risk matters; and
- at least one member who has a good understanding of the industry in which the Company operates.

### **Chairperson**

The Board 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 may be invited to be present for all or part of the meetings of the Committee.

### **Quorum**

A quorum will be two members.

### **Meetings**

Committee meetings will be held not less than once 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.



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### **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 risk management framework. In particular, the Committee has the following duties:

#### Internal Risk Management Controls

- Monitor Management performance against the Company's risk management framework, including where it is operating within the risk appetite set by the Board;
- Monitor Management performance 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 risk control system.

#### Communication

- Providing a forum for communication between the Board, senior management, and staff involved in matters related to risk management controls and any matters raised by external auditors.
- Establishing procedures for complaints and reports regarding internal risk management controls 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 risk management controls 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.
- Oversees Company's exposure to environmental or social risk and how these risks are managed.
- Oversees the Company's insurance program.
- To review and reassess the adequacy of this Charter annually and to submit proposed changes to the Board for ratification.



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- 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.
- 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.

Adopted at the Board Meeting:

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Richard Cottee

14 August 2023

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Date