

Appendix C – Audit and Risk Management Committee Charter

Introduction

- 1 The Company recognises its obligations pursuant to ASX Listing Rule 12.7 to have an Audit and Risk Management Committee.

Responsibilities of the Audit and Risk Management Committee

- 2 The Audit and Risk Management Committee is entrusted by the Board to provide appropriate quality assurance regarding procedures and processes in relation to the following responsibilities:
 - 2.1 external audit function:
 - 2.1.1 review the overall conduct of the external audit process including the independence of all parties to the process;
 - 2.1.2 review the performance of the external auditors;
 - 2.1.3 consider the reappointment and proposed fees of the external auditor; and
 - 2.1.4 where appropriate seek tenders for the audit and where a change of external auditor is recommended this will be reported to the Board for submission to shareholders for shareholder approval;
 - 2.2 reviewing the quality and accuracy of published financial reports;
 - 2.3 reviewing the accounting function and ongoing application of appropriate accounting and business policies and procedures;
 - 2.4 reviewing and imposing variations to the risk management and internal control policies designed and implemented by Company management; and
 - 2.5 any other matters that the Board may refer to the Audit and Risk Management Committee from time to time.

Authority

- 3 The Company's Audit and Risk Management Committee has the following authority:
 - 3.1 to request management to attend meetings and to provide advice or information in the form required by the Audit and Risk Management Committee, and to request attendance by or information from a Company director with prior authority of the Chairperson;
 - 3.2 through the Chairperson of the Audit and Risk Management Committee to contact external regulatory agencies directly in circumstances where the Audit and Risk Management Committee considers it is appropriate with all such contact documented clearly by the Audit and Risk Management Committee Chairperson; and

- 3.3 for the Audit and Risk Management Committee Chairperson on behalf of the Audit and Risk Management Committee to seek independent legal advice at the expense of the Company in circumstances where the Audit and Risk Management Committee Chairperson considers it is appropriate.

Secretary of the Audit and Risk Management Committee

- 4 The Secretary to the Board shall be the Secretary to the Audit and Risk Management Committee

Conduct of meetings

- 5 The Audit and Risk Management Committee shall meet at least two (2) times each year. Beyond this the Audit and Risk Management Committee Chairperson will arrange meetings as often as required as to allow the Audit and Risk Management Committee to fulfil its obligations.
- 6 The Audit and Risk Management Committee Chairperson is required to call a meeting of the Audit and Risk Management Committee if requested to do so by the Chairperson of the Board, by any Audit and Risk Management Committee member or by the external auditor.
- 7 The quorum for an Audit and Risk Management Committee meeting shall be a minimum of two members.
- 8 Audit and Risk Management Committee meeting agendas will be sent to Audit and Risk Management Committee members in advance of meetings wherever practicable.
- 9 The Secretary shall maintain minutes of all meetings of the Audit and Risk Management Committee and these minutes shall be signed by the Chairperson of the Audit and Risk Management Committee and approved by the Audit and Risk Management Committee at the next Audit and Risk Management Committee meeting or sooner if required.
- 10 The minutes of each Audit and Risk Management Committee meeting will be tabled at the next Board meeting.
- 11 The Secretary shall assist the Audit and Risk Management Committee Chairperson in dealing with the meeting agenda, providing documentation to Audit and Risk Management Committee members and any communications with Audit and Risk Management Committee members.

Voting

- 12 Each member of the Audit and Risk Management Committee shall have one vote.
- 13 In the case of equality of voting, the Audit and Risk Management Committee Chairperson shall have a casting vote in addition to his deliberative vote.

Who attends Audit and Risk Management Committee meetings

- 14 All Audit and Risk Management Committee members are expected to attend Audit and Risk Management Committee meetings.

- 15 Any members of the Board may attend Audit and Risk Management Committee meetings.
- 16 The Audit and Risk Management Committee Chairperson may request the Audit and Risk Management Committee to meet with only non-executive directors present and may require that only Audit and Risk Management Committee members be present at all or part of a meeting.
- 17 The Audit and Risk Management Committee Chairperson may invite representatives of the external auditor and the Company management to attend all or part of any Audit and Risk Management Committee meeting. The external auditor shall attend an Audit and Risk Management Committee meeting at least once in each annual reporting cycle.

Audit and Risk Management Committee review and reporting

- 18 The Audit and Risk Management Committee is required to undertake an annual performance review of its own activities and the Chairperson of the Audit and Risk Management Committee shall report to the Board on the Audit and Risk Management Committee's performance annually. This review will assess the performance of the Audit and Risk Management Committee against the objectives contained in this document and other relevant criteria as approved by the Board.
- 19 The Audit and Risk Management Committee activities and functions shall be reviewed annually by the Board and its activities and functions may be revised in the interests of better meeting the needs of the shareholders as owners of the Company as a whole.
- 20 The Audit and Risk Management Committee will report to shareholders through the Annual Report. Information to be provided will include:
 - 20.1 full description of the Audit and Risk Management Committee's composition;
 - 20.2 an outline of Audit and Risk Management and Risk Management Committee responsibilities; and
 - 20.3 any other information required by law or the ASX Listing Rules.