

AUDIT COMMITTEE CHARTER

Introduction

The Audit Committee will assist the Board to meet its oversight responsibilities in relation to the Company's financial reporting, compliance with legal and regulatory requirements, internal control structure, risk management procedures and its internal and external audit functions. In doing so, it is the responsibility of the Committee to maintain free and open communication between the Committee and the external auditors, the internal auditors and the management of the Company.

1. Membership

- 1.1 Due to the size and scale of the operations of the Company, the role and responsibilities of an Audit Committee are currently undertaken by the full Board.
- 1.2 The chairperson of the Audit Committee will be a non-executive director and will not be the Chairperson of the Company.
- 1.3 The Company Secretary or nominee will act as Secretary to the Audit Committee.

2. Objectives

- 2.1 The objectives of the Audit Committee Charter are as follows:
 - (a) review and report to the Board on the annual and half year financial reports, the financial section of quarterly reports and all other financial information published by the Company prior to release to members and other public forums;
 - (b) assist the Board in reviewing the effectiveness of the organisation's internal control environment covering:
 - (i) effectiveness and efficiency of operations;
 - (ii) reliability of financial reporting;
 - (iii) compliance with applicable laws and regulations; and
 - (iv) monitoring of corporate risk assessment processes;
- 1. co-ordinate the audit with the external auditor including reviews of internal control measures;
 - 2. review and approve any significant non-mandatory accounting policy change;
 - 3. review the audit plan with the external auditor;
 - 4. recommend to the Board the appointment, removal and remuneration of the external auditors, and review the terms of their engagement, the scope and quality of the

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audit and the auditor's independence, and consider if appropriate, the rotation of audit partners; and

5. review the level of non-audit services provided by the external auditor and ensure it does not adversely impact on auditor independence.
- 2.2 The Audit Committee has authority, within the scope of its responsibilities, to seek any information it requires from any employee or external party.
 - 2.3 The Audit Committee is to meet independently of the external auditor not less than twice a year and at such additional times as the Committee decides is necessary. The Chairperson of the Audit Committee may convene a meeting at any reasonable time.
 - 2.4 The Audit Committee is to meet with the external auditor not less than twice a year and review any significant disagreement between the auditor and management, irrespective of whether the matters have been resolved.
 - 2.5 The external auditor has a clear line of direct communication at any time to either the Chairperson of the Audit Committee or the Chairperson of the Board. Any member of the audit committee is able, and obliged, to bring any matter to the immediate attention of the Board, if that committee member believes the matter has not been dealt with adequately by the committee, or is of significant importance that the Board should be informed directly.

3. Declarations

- 3.1 Prior to giving their directors declaration in respect of the annual and half year statements, the board requires the CEO/Managing Director and CFO to sign written declarations to the Board that:
 - (a) the financial statements and associated notes are in accordance with relevant accounting standards;
 - (b) the financial statements and associated notes give a true and fair view of the financial positions of the Company and performance of the Company for the year then ended as required by the Corporations Act 2001;
 - (c) in their opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
 - (d) they have established and maintained an adequate risk management and internal compliance and control system to facilitate the preparation of a reliable financial report which in all material respects implement the policies adopted by the Board of Directors and the Statements made above are based on that system.