

ONTERRAN

PARTNER | BUILD | PERFORM

Charter of the Audit and Risk Management Committee

Onterran Limited

ABN 52 117 371 418

1 Introduction

- 1.1 This Charter governs the roles, responsibilities, composition and membership of the audit and risk management committee (**Committee**) of the Company.
- 1.2 The operation of the Committee is also governed, where applicable, by the constitution of the Company.

2 Objectives

2.1 Audit

The purpose of the Committee is to assist the board of directors of the Company (**Board**) in fulfilling its corporate governance and oversight responsibilities by:

- (a) monitoring and reviewing:
- (i) the integrity of financial statements;
 - (ii) the effectiveness of internal financial controls;
 - (iii) the independence, objectivity and competency of internal and external auditors; and
 - (iv) the policies on risk oversight and management; and
- (b) making recommendations to the Board in relation to the appointment of external auditors and approving the remuneration and terms of their engagement.

2.2 Risk Management

The purpose of the Committee is to also assist the Board in fulfilling its responsibilities relating to the risk management and compliance practices of the Company.

3 Composition

3.1 Members

The Committee must have a minimum of 3 members, all of which must be non-executive directors and the majority of which must be independent directors.

The members of the Committee will be appointed and removed by the Board.

3.2 Expertise

- (a) Each member of the Committee must be able to read and understand financial statements.
- (b) The Committee must also include:
- (i) at least 1 member who is a qualified accountant or other financial professional with experience of financial and accounting matters; and
 - (ii) some members who have an understanding of the industry in which the Company operates.
- (c) Members of the Committee must have an appropriate level of understanding of the principles of corporate governance, including knowledge of the Australian Stock Exchange Limited's (**ASX**) Corporate Governance Principles and Recommendations (third edition).

3.3 Chair and Secretary

- (a) The Board will appoint a non-executive director to chair the Committee (**Chair**). The Chair must not be the chair of the Board.
- (b) The company secretary will act as secretary of the Committee (**Secretary**) unless determined otherwise by the Board.

4 Meetings

4.1 Frequency

- (a) The Committee will meet as frequently as required but must, at a minimum, meet two times per year.
- (b) The Secretary must call a meeting of the Committee if requested to do so by any member of the Committee.

4.2 Agenda and notice

The Secretary will be responsible, in conjunction with the Chair, for drawing up the agenda (supported by any necessary explanatory documentation) and circulating it to Committee members prior to each meeting. The Secretary must notify members of the Committee of the date, time and location of Committee meetings as far in advance as possible, but not less than 3 days before the meeting.

4.3 Quorum

A quorum for Committee meetings will be at least 2 members.

4.4 Minutes

The Secretary is responsible for taking minutes of each meeting and distributing them to Committee members as soon as practicable after the meeting.

4.5 Attendance

The Committee may invite any person to attend part or all of any meeting of the Committee as it considers appropriate. Voting at Committee meetings is restricted to Committee members.

5 Powers

5.1 Access

- (a) The Committee has unrestricted access to management, internal and external auditors and all Company records for the purpose of carrying out its responsibilities under this Charter.
- (b) The Committee must be provided with all necessary access to the internal audit function without the presence of management.
- (c) The Committee will meet with external auditors, in the absence of management, as often as required, but not less than once a year.

5.2 Investigations

- (a) The Committee has the power:
 - (i) to conduct any investigations it considers necessary; and
 - (ii) seek explanations and additional information.
- (b) The Committee has the power to engage any independent experts it requires to help it fulfil its duties. Costs associated with this will be borne by the Company.

6 Responsibilities

6.1 Risk oversight and management policies

- (a) The Committee is responsible for providing the Board with advice and recommendations regarding the ongoing development of risk oversight and management policies that set out the roles and respective accountabilities of the Board, the Committee, management and the internal audit function.

- (b) The policies should cover the areas of oversight, risk profile, risk management, compliance and control and assessment of effectiveness.

6.2 Risk management and risk profile

The Committee is responsible for:

- (a) maintain an up-to-date understanding of areas where the Company is, or may be, exposed to risk and compliance issues and seek to ensure that management is effectively managing those issues;
- (b) review the adequacy and effectiveness of the Company's policies and procedures which relate to risk management and compliance;
- (c) make recommendations to the Board on the appropriate risk and risk management reporting requirements to the Board and this Committee;
- (d) provide advice to the Board on relevant corporate level performance indicators and targets for risk management and compliance activities;
- (e) undertake an annual review of risk management policy and underlying strategies and procedures to ensure its continued application and relevance;
- (f) if considered necessary by the Committee, establish a periodic and independent review of the implementation and effectiveness of the risk management policy to provide objective feedback to the Board as to its effectiveness;
- (g) receive and consider reports on risk management and compliance programs and performance against policy and strategic targets;
- (h) review the adequacy of the company's insurance coverage; and
- (i) examine any matters referred to it by the Board.

6.3 Internal audit function

The Committee is responsible for establishing an internal audit function whose purpose is to analyse the effectiveness of:

- (a) the Company's risk management and internal compliance and control system; and
- (b) the implementation of the Company's risk management and internal compliance and control system.

6.4 Internal auditors

The responsibilities of the Committee include:

- (a) reviewing the results and effectiveness of the internal audit programs;
- (b) recommending the scope of the internal audit for Board approval;
- (c) reviewing and approving the appointment and dismissal of senior internal audit executives;
- (d) ensuring the internal audit function is independent of the external auditor;
- (e) ensuring that the internal audit function has all necessary access to management and the right to seek information and explanations;
- (f) receiving summaries of significant reports to management prepared by internal audit, the management response and the recommendations of internal audit;
- (g) ensuring no management or other restrictions are placed on the internal auditors; and
- (h) ensuring the internal auditors are adequately resourced.

6.5 External auditors

The responsibilities of the Committee include:

- (a) providing a link between the external auditors and the Board;
- (b) reviewing the performance and independence of the external auditors;
- (c) reviewing procedures for the selection and appointment of external auditors;
- (d) reviewing and providing recommendations on the rotation of external audit engagement partners;
- (e) recommending the appointment, remuneration and terms of engagement of the external auditors;
- (f) recommending the scope of the external audit for Board approval;
- (g) reviewing and providing oversight of audit reports prepared and issued by the external auditors;
- (h) ensuring that no management or other restrictions are placed on the external auditors; and
- (i) determining what non-audit services are to be provided by the external auditor.

6.6 Review of financial reports

Duties of the Committee include:

- (a) reviewing financial statements for accuracy, adequacy and clarity and ensuring they reflect a true and fair view as a basis for recommendation to and adoption by the Board requiring the Managing Director and Chief Financial Officer making signed and written declarations that:
 - (i) the financial records for the financial year have been correctly maintained;
 - (ii) the financial statements and notes for the financial year comply with the relevant accounting standards;
 - (iii) the financial statements and notes for the financial year give a fair and true view of the financial position and performance of the Company; and
 - (iv) any other matters in relation to the financial statements that are materially relevant;
- (b) reviewing financial statements for adherence to accounting standards and policies and the requirements of the ASX Listing Rules and the Corporations Act 2001;
- (c) reviewing accounting policies adopted and any changes made to them;
- (d) reviewing management processes supporting external reporting;
- (e) discussing any significant matters arising from the audit, management judgments and accounting estimates with management and internal and external auditors if appropriate; and
- (f) reviewing, and where necessary challenging, the actions and judgment of management in relation to all financial reports.

7 Reporting

7.1 Reporting to the Board

- (a) The Committee must report to the Board, at the first Board meeting subsequent to each Committee meeting, regarding the proceedings of each Committee meeting, the outcomes of the Committee's reviews and recommendations and any other relevant issues. The report must also include, at a minimum:

- (i) an assessment of whether external reporting is in line with the information and knowledge of the Committee and whether it is adequate for the needs of the Company's shareholders;
 - (ii) an assessment of the management processes which support external reporting;
 - (iii) procedures for the selection and appointment of the external auditor and for the rotation of external audit engagement partners;
 - (iv) recommendations (if any) for the appointment or removal of an auditor;
 - (v) assessment of the performance and independence of the external auditors and, given the provision by the external auditors of any non-audit services, whether the independence of the external auditors has been maintained;
 - (vi) assessment of the performance and objectivity of the internal audit function; and
 - (vii) the results of the Committee's review of risk management, risk profile and internal compliance, risk oversight and management policies.
- (b) The minutes of the Committee meetings must be included in the papers for the next full Board meeting subsequent to each Committee meeting.

7.2 Annual report

The Committee must provide the Board with advice and recommendations regarding the appropriate material and disclosures to be included in the corporate governance section of the Company's annual report which relates to the Company's audit policies and practices and any matter with respect to risk management required to be included in the annual report by the Corporations Act 2001 and the ASX Listing Rules.

7.3 Public availability of materials

The Committee must ensure that the following material is made publicly available on the Company's website in a clearly marked corporate governance section:

- (a) a copy of this Charter;
- (b) information regarding the procedures for the selection and appointment of the external auditor and the rotation of external audit engagement partners; and
- (c) a description of the Company's risk management policies and internal compliance and control system.

7.4 Review of the Charter

This Charter shall be reviewed annually and revised by the Board as required.

8 Definitions

8.1 In this document:

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| ASX | means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires). |
| Board | means the Board of the Company. |
| Chair | means the Director of the Company appointed as the chairperson of the Board from time to time. |
| CFO | means the chief financial officer or equivalent officer (by whatever title known) of the Company. |
| Company | means Onterran Limited ABN 52 117 371 418. |

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| Company Secretary | means the person appointed company secretary of the Company. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth). |
| Director | means a Director of the Company. |
| Group | means the Company and its controlled entities. |
| Listing Rules | means the listing rules of ASX. |
| Managing Director/CEO | means the managing Director (or if there is no managing Director, the CEO) or equivalent officer (by whatever title known) of the Company. |
| Senior Executives | means the senior management team (excluding Board members), being those who have the opportunity to materially influence the integrity, strategy and operation of the Company, and its financial performance. |
| Shareholders | means Shareholders of the Company. |
| Recommendation | means a recommendation of the ASX Corporate Governance Council contained in the Corporate Governance Principles and Recommendations. |