

CHARTER (Effective October 2015)

Audit and Finance Committee

Constitution

The Audit and Finance Committee has been established by resolution of the Board.

Membership

The Audit and Finance Committee shall be appointed by the Board from the Directors of the Company and shall consist of not less than three independent and non-executive Directors if possible.

Directors will be appointed to the Audit and Finance Committee for a term of one year or such shorter time as they remain in the office of Director.

Quorum

A quorum shall be two members.

Chairman

The Chairman of the Committee should be an independent Director if possible.

Secretary

The Company Secretary shall be the Secretary of the Audit and Finance Committee.

Meeting frequency

Audit and Finance Committee meetings will be held not less than twice a year to enable the Committee to undertake its role effectively.

Authority

The Audit and Finance Committee is authorised by the Board to investigate any activity within its charter. It is authorised to seek any information it requires from the Company employees, independent professional experts and legal counsel, all of whom may be invited to attend a meeting of the Committee, if deemed necessary by the Committee, to assist in making appropriate recommendations to the Board for approval on all matters within the charter.

Reporting procedures

The Secretary shall circulate the minutes of the meetings of the Audit and Finance Committee to all members of the Committee for comment and confirmation they are an accurate representation, before being signed by the Chairman of the Committee. The minutes are circulated to the Board with the Board papers for the next Board meeting and tabled along with any recommendations of the Audit and Finance Committee.

Duties

- Supervise the audit function, meeting with the auditors at least annually, to discuss any reservations arising from the interim and final audits, and any matters the auditors may wish to discuss.
- Review the integrity of the Company's financial reporting and ensure compliance with financial reporting and related regulatory requirements.
- Review the annual and half-yearly financial statements and any reports accompanying published financial statements before submission to the board, recommending their approval.
- Obtain appropriate declarations from the CEO and CFO relating to the Company's financial position and performance
- Monitor and review the propriety of related party transactions.
- Recommend to the Board the appointment of the external auditor after review of independence.