

# Audit and Risk Committee Charter

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## 1. Applicability

This Audit and Risk Committee Charter applies to all members of the Audit and Risk Committee (**Committee**) established by the board of directors (**Board**) of Deep Yellow Limited (ABN 97 006 391 948) (**Company**).

A reference to Deep Yellow in this Charter is a reference to:

- (a) the Company and each of its subsidiaries (together the **Group**); and
  - (b) any joint ventures under a Group company's operational control (where appropriate).
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## 2. Role and Objectives

The role of the Committee is to assist the Board to meet its oversight responsibilities in relation to the Company's corporate reporting and Risk Management Framework.

The objectives of the Committee include:

- (a) assisting the Board in the governance of the Company, and the exercising of due care, skill and diligence in relation to:
    - (i) reporting of financial information to users of the Company's financial reports;
    - (ii) application of accounting policies;
    - (iii) financial management;
    - (iv) the Company's internal control system;
    - (v) the Company's IT systems including Cyber Security;
    - (vi) financial business policies and practices; and
    - (vii) compliance with all applicable laws, regulation, standards and best practice guidelines.
  - (b) improving the credibility and objectivity of financial reporting;
  - (c) reviewing the annual insurance program;
  - (d) overseeing the effectiveness of the external audit function;
  - (e) ensuring the independence of the external auditor;
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- (f) overseeing Deep Yellow's Risk Management Framework; and
- (g) overseeing the Company's Tax Risk Governance Framework.

Ultimate responsibility for the Company's financial statements and risk management rests with the Board.

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### 3. Composition

The Committee will be structured so that it has at least three members, all of whom are non-executive directors and a majority of whom are independent. The Chairman of the Committee must be an independent director and not also Chairman of the Board.

All members of the Committee must be financially literate (that is, be able to read and understand financial statements); at least one member must have relevant qualifications and experience (that is, should be a qualified accountant or other finance professional with experience of financial and accounting matters); and all members should have an understanding of the industry in which the Company operates.

From time to time, non-Committee members may be invited to attend Committee meetings, if it is considered appropriate. The Chief Financial Officer (**CFO**) is required to attend all Committee meetings by invitation. The Managing Director/CEO (**CEO**) of the Company is required, as an invitee, to attend and participate in all Committee meetings while risk related matters are being discussed.

The Board will review the composition of the Committee annually to ensure it comprises the appropriate balance of skills, knowledge and experience to be able to discharge the Committee's mandate effectively.

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### 4. Responsibilities

The Committee has the following responsibilities:

#### 4.1 Corporate Reporting

- (a) Review the half-year and annual financial statements presented by management, together with reports and opinions from the external auditor and confirm they reflect the understanding of the Committee members, and otherwise provide a true and fair view of, the financial position and performance of the Company.
- (b) Review significant accounting and reporting issues and assess the appropriateness of accounting policies and methods chosen by management, particularly those relating to significant accounting estimates and judgements and the assessment of going concern.
- (c) Review recent regulatory and professional pronouncements and understand their impact on the financial statements.

- (d) Review the results of the audit with the external auditor, including significant adjustments, uncorrected misstatements and any difficulties encountered or unresolved disagreements with management.
- (e) Review the appropriateness of disclosures in the financial statements and financial reporting to stakeholders, particularly in regard to estimate and judgments.
- (f) Review all matters required to be communicated to the Committee under Australian Auditing Standards with management and the external auditor, such as key audit matters for listed companies, significant internal control deficiencies, indications of fraud or corruption and non-compliance with laws or regulations.
- (g) Review management representations, including the CEO and CFO declarations regarding the financial report and financial records.
- (h) Provide a recommendation to the Board whether the financial report should be approved, based on a review of the financial statements, note disclosures and other information.
- (i) Review the other sections of the annual report before its release and consider whether the information is understandable and consistent with members' knowledge about the entity and its operations, and is unbiased.
- (j) Review management's process for ensuring that information contained in analyst briefings, investor presentations and press announcements is consistent with published financial information, and is balanced and transparent.
- (k) Ensure that the declaration referred to in Recommendation 4.2 of the ASX Corporate Governance Council Corporate Governance Principles and Recommendations is given before the Board approves the Company's financial statements for each half-year and full year.

#### **4.2 Fraud and Internal Control**

- (a) Consider the impact of the Company's culture on internal control.
- (b) Assess the internal processes for determining and managing key financial risk areas, particularly:
  - (i) compliance with laws, regulations, standards and best practice guidelines, including industrial relations laws;
  - (ii) important judgments and accounting estimates;
  - (iii) litigation and claims; and
  - (iv) fraud and theft.
- (c) Make recommendations to the Board for improvements (if any) in relation to the internal financial management and financial controls of the Company.

- (d) Obtain and assess management reports on any suspected or actual fraud, theft or breaches of law, and recommend appropriate actions by the Board.
- (e) Address the effectiveness of the internal control, financial risk management and performance management systems with management and the external audit providers.
- (f) Evaluate the processes the Company has in place for assessing and continuously improving internal controls, particularly those related to areas of significant risk.
- (g) Meet periodically with key management and external auditors to understand and discuss the control environment.
- (h) Oversee the IT function as it relates to Cyber Security and the implementation/ monitoring of appropriate controls and training.

### 4.3 Internal Audit

- (a) Consider if, and when, an internal audit function is required.
- (b) Whilst the Company does not have an internal audit function, monitor the processes the Company has in place for evaluating and continually improving the effectiveness of the Company's governance, risk management and internal control processes, which processes may include engaging an external third-party to assist in performing the function,

### 4.4 External Audit

- (a) Assess the quality and effectiveness of the audit conducted and evaluate performance of the auditor.
- (b) Meet with the external auditor at least twice each year, and any other time considered appropriate.
- (c) Review the Company's Procedure for the Selection, Appointment and Rotation of External Auditor set out in **Appendix 1** to this Charter.
- (d) Carry out the functions ascribed to the Committee in the Procedure for the Selection, Appointment and Rotation of the External Auditor.
- (e) Review with the external auditor the scope and terms of the audit and the audit fee including a review of non-audit services provided by the external auditor.
- (f) Review the audit plan for coverage of material risks and financial reporting requirements.
- (g) Monitor and review auditor independence and objectivity.
- (h) Establish ongoing communications with the auditors and ensure access to directors and the Committee.

- (i) Review reports from the external auditors (including auditor's reports, closing reports and management letters).
- (j) Discuss with the external auditor matters relating to the conduct of the audit, including any difficulties encountered, any restrictions on scope of activities or access to information, significant disagreements with management and the adequacy of management response.
- (k) Review any proposal for the external auditor to provide non-audit services in accordance with the requirements of the audit Professional Code of Ethics and Auditing Standards, as applicable and whether it might compromise the independence of the external auditor.
- (l) Ensure that the external auditor is given notice of all general meetings, and attends the Company's annual general meeting.

#### **4.5 Compliance**

- (a) Consider the impact of the Company's culture on compliance processes.
- (b) Monitor the impact of changes in key laws, regulations, internal policies and Accounting Standards affecting the entity's operations.
- (c) Review the effectiveness of the entity's systems, policies and practices that relate to compliance with laws, regulations, internal policies and Accounting Standards, and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
- (d) Obtain regular updates from management about compliance and ethical matters that may have a material impact on the entity's financial statements, strategy, operations or reputation, including material breaches of laws, regulations, standards and company policies.
- (e) Review and monitor related party transactions.
- (f) Discuss with management whether all regulatory compliance matters of the Company have been considered in the preparation of the financial statements, such as compliance with Accounting Standards and the requirement for the financial statements to reflect a 'true and fair' view.

#### **4.6 Tax Risk Management**

- (a) Oversee the Company's Tax Governance Framework.
- (b) Consider the appropriateness of material tax judgments applied in the preparation of financial reports of the Group. Consider the implications of expected changes in prevailing tax laws to the Group's operating business and structure.
- (c) Review the findings of any examination by regulatory agencies of the Group's tax governance practices.

#### 4.7 Risk Management

- (a) Consider the impact of Deep Yellow's culture on risk management.
- (b) Monitor changes in the economic and business environment, including consideration of emerging trends and other factors related to the entity's risk profile.
- (c) Consider internal controls, including the Company's policies and procedures to assess, monitor and manage risks.
- (d) Review and make recommendations to the Board in relation to the Deep Yellow [Risk Management Policy](#).
- (e) Review and make recommendations to the Board in relation to Deep Yellow's Risk Standard.
- (f) Make recommendations to the Board in relation to Deep Yellow's risk appetite.
- (g) Develop the Deep Yellow corporate risk matrices.
- (h) Review and make recommendations to the Board in relation to the Deep Yellow Risk Management Framework.
- (i) Evaluate the adequacy and effectiveness of the Risk Management Framework, at least on an annual basis.
- (j) Review and approve Deep Yellow's Risk Procedures in relation corporate risks.
- (k) Ensure Deep Yellow is operating with consideration of the risk appetite and identify any material changes required to the risk appetite for recommendation to the Board.
- (l) Consider any material breaches of Deep Yellow's Risk Management Framework.
- (m) Report to the Board on Deep Yellow's material risk profile and updates on extreme and high risks.
- (n) Make recommendations to the Board in relation to any improvements to be made to Deep Yellow's risk management process.
- (o) Review disclosures in the annual corporate governance statement in relation to the recognition and management of business risks.

#### 4.8 Other

Perform such other functions related to this Charter as requested by the Board.

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## 5. Operations

The Committee meets at least twice per financial year and otherwise as required. Minutes of all meetings of the Committee are kept. The minutes are tabled at each subsequent meeting of the Board. Committee meetings will be governed by the same rules set out in the Company's Constitution as they apply to meetings of the Board.

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## 6. Authority and Resources

The Company will provide the Committee with sufficient resources to undertake its duties, including providing educational information on accounting policies and other financial topics relevant to the Company, to assist the Committee in fulfilling its duties.

The Committee is authorised to:

- (a) consult with and seek any information it requires to perform its duties, from any Director and/or employee of the Company;
- (b) require the attendance of any employee at Committee meetings;
- (c) seek explanations and additional information from the Company's external auditors, without management present, when required; and
- (d) obtain, at the Company's expense, external legal or other professional advice on any matter within its responsibilities as set out in this Charter.

The Committee has the power to conduct or authorise investigations into any matter within its scope of responsibilities.

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## 7. Reporting

The Chairman of the Committee will report to the Board, at the following Board meeting, on the proceedings of each meeting of the Committee, bringing forward all recommendations of the Committee which require Board approval, and reporting on any actions taken by the Committee.

The Chairman of the Committee is to be present at the Company's annual general meeting to answer questions, through the Chairman of the Board.

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## 8. Review

This Charter will be reviewed annually and communicated as required.

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## Appendix 1: Procedure for the Selection, Appointment and Rotation of External Auditor

1. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises, as per the recommendations of the Audit and Risk Committee. Any appointment made by the Board is subject to confirmation by shareholders at the next annual general meeting of the Company. In recommending the appointment of an auditor to members, the Board may consider the matters outlined in *Australian Securities and Investments Commission Information Sheet 196 Audit quality: The role of directors and audit committees* under the headings “Recommending the appointment of an auditor” and “Assessing potential and continuing auditors”.
2. Candidates for the position of external auditor of the Company must be able to demonstrate complete independence from the Company, and an ability to maintain independence through the engagement period. Further, the successful candidate must have arrangements in place for the rotation of the audit engagement partner in accordance with professional standards as current from time to time, including part 2M.4 Division 5 of the Corporations Act 2001 (Cth).
3. Other than the mandatory criteria set out in paragraph 2 above, the Board may select an external auditor based on criteria relevant to the business of the Company such as experience in the industry in which the Company operates, references, cost, internal governance processes and any other matters deemed relevant by the Board. The Board may consider the matters outlined in the *Australian Securities and Investments Commission Information Sheet 196 Audit quality: The role of directors and audit committees* under the heading “Assessing potential and continuing auditors”.
4. The Audit and Risk Committee will review the performance of the external auditor on an annual basis and make any recommendations to the Board. The Audit and Risk Committee may refer to the matters outlined in the *Australian Securities and Investments Commission Information Sheet 196 Audit quality: The role of directors and audit committees* under the heading “Assessing potential and continuing auditors” when reviewing the performance of the external auditor.