

AUDIT COMMITTEE CHARTER

TERMS OF REFERENCE

1 REMIT

To oversee and act as a recommending, monitoring and review forum of the Board in connection with:

- a. the Group's financial position, performance and reporting integrity; and
- b. internal and external audit functions of the Group;

2 SCOPE

The scope of the Audit Committee's remit will include, but not be limited to:

- a. Financial Statements and Reporting
 - i. Overseeing the adequacy of the Company's corporate reporting processes;
 - ii. Overseeing whether the Company's financial statements reflect the understanding of the Committee members and whether in their opinion they provide a true and fair view of the financial position and performance of the Group;
 - iii. Reviewing, the appropriateness of relevant accounting judgements or choices exercised by management in preparing the financial statements.
 - iv. External Audit
 - v. Recommending selection, removal (as appropriate) and remuneration of external Auditor and to monitor external Auditor independence;
 - vi. Providing instruction to the external Auditor including ensuring the scope and adequacy of the external audit;
 - vii. Overseeing the availability of any assistance as reasonably required by the external Auditor;
 - viii. Receiving external Auditor's preliminary Audit or Review Reports;

- ix. Overseeing and monitoring implementation of external Auditor's recommendations (as accepted);
 - x. Ensuring that the audit approach covers all financial statement areas where there is a perceived risk of material misstatement;
 - xi. In monitoring external Auditor independence, the Committee will have regard to any legislative or regulatory requirements, and the following principles:
 - o It is mandatory that the Audit Partner responsible for the Audit be rotated at least every five years with at least two years expiring before the Audit Partner can again be involved in the Audit of the Group;
 - o Monitor the number of former employees of the external Auditor who were involved in auditing the Group and who are currently employed in senior financial positions in the Group (if any), and assess whether this impairs or appears to impair the Auditor's judgement or independence in respect of the Group. An individual who was engaged by the external Auditor and participated in the Group's audit shall be precluded from employment as CEO or CFO of the Group for a period of at least 12 months from the time of the audit;
 - o Consider whether taken as a whole, the various relationships between the Group and the external Auditor and the economic importance of the Group (in terms of fees paid to the external Auditor for the Audit as well as fees paid to the external Auditor for the provision of non-Audit services) to the external Auditor impair or may appear to impair the Auditor's judgement or independence in respect of the Group;
 - o Ensure the Group does not engage its external Auditor for certain non-audit services (e.g. bookkeeping, financial information systems design, valuations, actuarial services, internal audit outsourcing, human resources and audit non-related legal/expert services) where such work, or the aggregate of such works, or the fees therefrom, may otherwise prejudice or compromise the Auditor's independence. Any proposal to grant the external Auditor non-prohibited non-audit services will be referred to the chair of the Audit Committee by management prior to granting the work;
 - xii. The Committee will meet at times with the external Auditors without the presence of management;
- b. Internal Audit
- i. Overseeing and monitoring the scope and adequacy of the Company's internal controls and compliance requirements to assure integrity in the Company's operations and affairs;
 - ii. Assessing the need, or otherwise, for the Company to have a dedicated internal audit charter, internal audit plan and/or internal auditor (and if so approving such charter, plan and appointment of the internal auditor);

- iii. Approving and ensuring resourcing of the internal audit function, as appropriate, including recommendations as to budgetary allocation for staffing and external consulting support (as necessary);
 - iv. Reviewing and assessing the performance and objectivity of the Company's internal audit function, as applicable.
- c. Generally
- i. Overseeing and monitoring application of accounting policies and reporting of financial information to security holders, regulators and generally;
 - ii. Reporting on these matters to the Board, with recommendations as appropriate;
 - iii. The Committee has the authority to access information and interview and consult with and interview Group personnel, the external auditor, the internal auditor (if any) and also to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit (with or without management present).

The Audit Committee may be requested by the Board to perform other related tasks.

3 GOVERNANCE

The pro forma template of governance structure and procedural workings for Committees in accordance with the Company's Corporate Governance Charter applies to the Committee subject to the following:

- a. Membership of the Committee
- i. Members (at least 3 appointed by the Board, the majority of whom shall be independent non-executive Directors)
 - o Chair – an independent non-executive Director and who is not the Board Chair;
 - o Other members – at least 2 other non-executive Directors
 - ii. Special requirements (if any)
 - o all Committee members must be non-executive;
 - o Committee members between them should have accounting/financial expertise and sufficient understanding of the Group's industry to effectively discharge the Committee's mandate;
 - o desirably Committee members should at least be financially literate;
 - o the Committee chair should have financial or accounting expertise or experience and should not be the Board Chair;
 - o the following executive officers will generally be available to attend Committee meetings at the discretion of the Committee:
 - CEO

- CFO.
- b. Other Special Provisions
- i. The Company will disclose on its website or in its annual return:
 - I. the relevant qualifications and experience of the members of the Audit Committee;
 - II. with respect to the Company's internal audit function:
 - whether it has one;
 - if it does have one, how it is structured and the role it performs;
 - if it does not have one, that fact as well as the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes;
 - ii. If the Company has an internal audit function, the Committee will ensure that the head of that function has a direct reporting line to the Audit Committee and the Board;
 - iii. Attachment 1 to this Appendix applies with respect to the selection and appointment of the external auditor.
 - iv. The Committee will periodically review the external auditor's performance, at least annually. As part of this review, the Committee will obtain feedback from the CEO, CFO and other members of senior management regarding the quality, efficiency and effectiveness of the audit service.

ATTACHMENT 1
**PROCEDURE FOR THE
SELECTION, APPOINTMENT
AND ROTATION OF AN
EXTERNAL AUDITOR AND THE
UNDERTAKING BY THE
AUDITOR OF NON-AUDIT
SERVICES (INCORPORATED
AS PART OF THE AUDIT
COMMITTEE'S CHARTER)**

