

1. Introduction

The Board of Directors (**Board**) of Genmin Limited (**Genmin** or the **Company**) has established an Audit and Risk Management Committee (**Committee**).

This Charter sets out the specific responsibilities delegated by the Board to the Committee and the Committee's objectives, authority, responsibilities, composition and operation.

2. Committee Membership

2.1. Membership

The Committee will consist of at least three members. Members will be appointed by the Board 'where possible' from amongst the Non-Executive Directors, a majority of who, 'where possible', will also be independent. In addition, the Audit and Risk Management Committee will comprise:

- a) members who can all read and understand financial statements and are otherwise financially literate;
- b) where possible, at least one member with financial expertise either as a qualified accountant or other financial professional with experience in financial and accounting matters; and
- c) at least one member who has an understanding of the industry in which the Company operates.

2.2. Chair

The Audit and Risk Management Committee will appoint an independent Director, other than the Chair of the Board, to be the Chair of the Committee (**ARMC Chair**).

2.3. Secretary

The Company Secretary will be the Secretary of the Committee (**Secretary**).

2.4. Other Attendees

The Managing Director as well as other members of senior management may be invited to be present for all or part of the meetings of the Committee but will not be members of the Committee.

Representatives of the external auditor may attend meetings of the Committee. Further, at least once a year, the Committee will consider if it shall meet with the external auditors without management, staff or executives present.

2.5. Quorum

A quorum will be two members.

2.6. Meetings

Committee meetings will be held not less than two times a year so as to enable the Committee to undertake its role effectively. In addition, the ARMC Chair will be required to call a meeting of the Committee if requested to do so by any member of the Committee, the Managing Director, or the external auditor.

2.7. Authority

The Committee is authorised by the Board to investigate any activity within its charter. The Committee will have access to management and auditors with or without management present and has rights to seek explanations and additional information. It is authorised to seek any information it requires from any employees and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Committee is required to make recommendations to the Board on all matters within the Committee's charter.

2.8. Reporting Procedures

The Committee will keep minutes of its meetings. The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and approval before being signed by the ARMC Chair and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Committee meeting along with any recommendations of the Committee.

3. Role and Responsibilities

3.1. Overview

The Committee's key responsibilities and functions are to oversee the Company's:

- a) financial reporting;
- b) relationship with the external auditor and the external audit function generally;
- c) develop and maintain a risk register and mitigating action plans;
- d) internal controls and systems;
- e) performance in the areas of health, safety, environment, social responsibility and sustainability and to provide the Board with advice and recommendations where relevant significant incidents occur; and
- f) processes for monitoring compliance with laws and regulations.

3.2. Financial Reporting

The responsibilities of the Committee in relation to financial reporting are as follows:

- a) Review the Company's financial statements for accuracy, for adherence to accounting standards and policies, and to ensure they reflect the understanding of the Committee members of, and otherwise provide a true and fair view of, the financial position and performance of the Company, as a basis for recommendation to and adoption by the Board;
- b) Review and make recommendations to the Board in relation to the appropriateness of the accounting policies, judgements and choices adopted by management in preparing the Company's financial reports, including significant changes in the selection or application of accounting principles;
- c) Review drafts of the CEO and CFO declarations that are provided to the Board relating to the Company's full year and half year financial statements;
- d) Review the Company's corporate and financial reporting and disclosure processes and make recommendations to the Board in relation to the adequacy of those processes; and
- e) Review any proposed payment of a dividend to shareholders.

3.3. External Audit

The responsibilities of the Committee in relation to the external audit are as follows:

- a) Review and make recommendations to the Board in relation to the scope and adequacy of the external audit;
- b) Review the effectiveness of the annual audit, placing emphasis on areas where the Committee or the external auditors believe special attention is necessary;
- c) Review with the external auditors (Australia and Gabon) its report regarding significant findings in the conduct of its audit and the adequacy of management's response, and monitor whether any issues are being managed and rectified in an appropriate and timely manner;
- d) Separately from management, discuss with the external auditor matters relating to the conduct of the audit, including management preparedness, timeliness of its reporting, any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, significant disagreements with management (if any) and adequacy of management's response;
- e) Review the performance, independence and objectivity of the external auditor at least annually;
- f) Review annually and recommend to the Board, the external auditor's terms of engagement (including the audit plan) and other contractual terms, fees and other compensation to be paid to the external auditor and ensure that any key risk areas for the Company and financial requirements are incorporated into the audit plan;
- g) Review the procedures for selection and appointment of the external auditor and for the rotation of external audit engagement partners;
- h) Recommend to the Board the selection and removal of the external auditor, subject to any shareholder approval;
- i) Oversee the operation of the External Audit Policy;
- j) Develop and oversee the implementation of, and compliance with, the Company's policy on the engagement of the external auditor to supply non audit services;
- k) Provide advice to the Board as to whether the Committee is satisfied that the provision of non audit services is compatible with the general standard of independence, and an explanation of why those non audit services do not compromise audit independence, in order for the Board to be in a position to make the statements required by the Corporations Act 2001 (Cth) to be included in the Company's Annual Report; and
- l) Oversee the coordination of the external audit.

3.4. Risk Management

The Committee's primary roles with respect to risk management are as follows:

- a) Develop and maintain a risk register and management plans for the Top 20 risks, which are reported to the Board each quarter;
- b) Review and make recommendations to the Board in relation to the risk envelope within which the Board expects management to operate, and whether any changes should be made;
- c) Review the Company's risk management framework at least annually and make a recommendation to the Board about whether it continues to be sound and whether the Company is operating with due regard to the risk appetite set by the Board;

- d) Oversee management's implementation of the risk management framework, including that management has appropriate processes for identifying, assessing and responding to risks and that those processes are operating effectively;
- e) Review the trends in the Company's risk profile and report to the Board on key risks;
- f) Review and make recommendations to the Board in relation to the risk disclosures in the Company's periodic reporting documents, including the operating and financial review in its Annual Report;
- g) Consider whether the Company has any material exposure to environmental or social risks, and how it manages any risks identified; and
- h) Evaluating the structure and adequacy of the Group's business continuity plans, inter alia emergency evacuation and pandemic planning.

3.5. Internal Control

The Committee's primary roles with respect to internal control are as follows:

- a) Oversee and monitor the implementation of appropriate and adequate internal control and risk management processes throughout the organisation and setting up an appropriate 'control culture' for monitoring and reporting mechanisms;
- b) Review the adequacy and effectiveness of the Company's internal control framework;
- c) Review any material incident involving fraud, or a break-down of the Company's internal controls and the "lessons learned"; and
- d) At least annually, evaluate and make recommendations to the Board in relation to the structure and adequacy of the Company's insurance program having regard to the Company's business and the insurable risks associated with its business.

3.6. Social Responsibility and Sustainability

The responsibilities of the Committee in relation to sustainability are as follows:

- a) periodically review health, safety, environment, social responsibility and sustainability policy and guidelines and to ensure they continue to reflect the latest international standards;
- b) monitor performance and the effectiveness of the implementation of the relevant health, safety, environment, social responsibility and sustainability processes for identifying, assessing and responding to risks and that those processes are operating effectively;
- c) receive and consider reports on significant accidents and incidents, environmental incidents, community concerns and breaches of policy or system failure;
- d) receive and consider any major relevant internal or consultant reports; and
- e) refer matters of concern or recommendation to the Board as appropriate.

3.7. Compliance

The responsibilities of the Committee in relation to compliance are as follows:

- a) Review the procedures the Company has in place to ensure compliance with laws and regulations (particularly those which have a major potential impact on the Company in areas such as continuous disclosure, insider trading and Anti-Bribery & Corruption);
- b) Consider with management (and, if required the external auditor):

- i. the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs; and
- ii. the Company's main corporate governance policies and practices, and compliance with those policies,
- c) Review the Company's Code of Conduct, and ensure that arrangements are in place for dissemination and training to all employees, including communicating the importance of the Code of Conduct;
 - i. Monitor and review the Company's Whistleblower Policy to:
 - ii. recommend to the Board any necessary changes; and
 - iii. receive and consider any material incidents reported under the Whistleblower Policy and refer matters of concern to the Board as appropriate,
- d) Monitor and review the Company's Anti-Bribery & Corruption Policy to:
 - i. recommend to the Board any necessary changes;
 - ii. review the annual audit under the policy and to receive and consider any breach of the Policy; and
 - iii. refer matters of concern to the Board as appropriate.

4. Rights of Access and Authority

The Committee has unrestricted access to information it considers relevant to its responsibilities. The Committee has rights of access to management and to auditors (Australia and Gabon) without management present, and rights to seek explanations and additional information from both management and auditors.

5. Review of Charter

The Board will periodically review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

6. Review and Approval

VERSION	DOCUMENT CATEGORY	DATE	STATUS	DOCUMENT OWNER	REVIEWER	APPROVER	APPROVAL DATE
1.01	Board	27/01/2021	Reviewed				27/01/2021
1.02	Board	17/11/2021	Reviewed	Brian van Rooyen, Chair, ARMC	Joe ARITI Managing Director & CEO	Michael ARNETT, Chairman	09/12/2021
<i>Signatures</i>							