

AUDIT AND RISK COMMITTEE CHARTER



FINDER ENERGY HOLDINGS LIMITED (ACN 656 811 719)

1 Introduction

The Audit and Risk Committee (**Committee**) will assist the Board of Finder Energy Holdings Limited (ACN 656 811 719) (**Finder**) in discharging certain of its responsibilities. This Charter sets out matters relevant to the composition, responsibilities and administration of the Committee. Where there is no such Committee at the relevant time, the Board will have regard to the audit and risk responsibilities set out in this Charter.

2 Committee composition

- The Board appoints, replaces and removes Committee members.
- Where practicable, the Committee should:
 - have at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and
 - be chaired by an independent Director, who is not the Board Chair.
- The Board will ensure the Committee members have the accounting, financial and technical expertise and a sufficient understanding of Finder's industry to discharge the Committee's mandate effectively.
- The Company Secretary of Finder is the Committee Secretary.

3 Committee responsibilities

The Committee is accountable to the Board and its responsibilities are:

- **Risk management:**
 - monitor management's performance against Finder's risk management framework, including whether it is operating within the risk appetite set by the Board;
 - review any material incident involving fraud or a break-down of Finder's risk controls and the "lessons learned";
 - receive reports from internal audit on its reviews of the adequacy of Finder's processes for managing risk;
 - receive reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks;
 - review Finder's risk management framework and the risk appetite set by the Board;
 - review Finder's insurances;
- **Compliance:** review management's processes for ensuring compliance with laws, regulations, internal policies and accounting standards;
- **Financial and other reporting:** review:
 - the adequacy of Finder's corporate reporting processes and internal control framework;
 - advise the Board on whether Finder's financial statements reflect the understanding of the Committee members of, and otherwise provide a true and fair view of, the financial position and performance of Finder (including review of the CEO and CFO declarations); and
 - the appropriateness of the accounting policies and methods chosen by management;

- **External audit:**
 - review Finder’s external audit arrangements including:
 - the appointment or removal of the external auditor;
 - rotation of the audit engagement partner;
 - scope and adequacy of the external audit;
 - independence and performance of the external auditor;
 - any proposal for and review of any non-audit services by the external auditor and whether it might compromise the external auditor’s independence; and
 - the fees payable to the auditor for audit and non-audit work;
 - discuss with the external auditor matters relating to the conduct of the audit, including any difficulties encountered, any restrictions on the scope of activities or access to information, significant disagreements with management and the adequacy of management response;
 - ensure the external auditor attends Finder’s AGM and is available to answer questions from security holders relevant to the audit;
- **Internal audit:**
 - if Finder has an internal audit function, review the appointment or removal of the head of internal audit, scope and adequacy of the internal audit work plan and the internal audit function’s independence, objectivity and performance; or
 - if Finder does not have an internal audit function, periodically review whether there is a need for such a function;
- **Disclosures:** review disclosures relating to:
 - the Committee’s members (including relevant qualifications and experience), frequency of meetings and attendances;
 - Finder’s process for verifying the integrity of any periodic corporate report Finder releases to the market that is not audited or reviewed by an external auditor;
 - estimates and judgements in financial statements and financial reporting to stakeholders;
 - the occurrence of a review of Finder’s risk management framework;
 - if Finder does not have an internal audit function, the processes Finder employs for evaluating and improving the effectiveness of its governance, risk management and internal control process;
 - any material risk exposures and how Finder manages those risks;
 - Finder’s risk management framework generally in its annual report; and
 - any other matters relevant to the Committee, its role or activities; and
- such other matters as may be referred to the Committee from time to time.

4 Committee process

- The Committee is to meet as required by the Committee Chair.
- A quorum is two Committee members.
- If the Committee Chair or appointed delegate is absent from a Committee meeting, the Committee members in attendance will appoint a Committee Chair for that meeting.
- The Committee may invite any persons to meetings including other executives or external advisers, and may do so with or without management present.
- Finder’s Constitution regulates the conduct of Committee meetings and proceedings.
- The Committee will report to the Board by distributing minutes of its meetings and, as appropriate, by oral or written report to the Board.

5 Access to information and independent advice

The Committee is authorised to obtain information, interview management and internal and external auditors (with or without management present), and seek advice from external consultants or specialists at Finder's expense where considered necessary or appropriate.

6 Charter review

Finder will periodically review this Charter to check that it is operating effectively.

The Company Secretary is authorised to make administrative and non-material amendments to this Charter.

Version Number	Revision Date	Document Owner	Document Approver
v.1	26 September 2024	Company Secretary	Board of Directors
