

OLDFIELDS HOLDINGS LIMITED

A.C.N. 000 307 988

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Audit Committee Charter

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Audit Committee Charter

Oldfields Holdings Limited has established an Audit Committee. The Audit Committee reviews the integrity of the company's financial reporting and oversees the independence of the external auditors.

Membership requirements

Membership of the Audit Committee comprises of:

- ❑ Where possible only Independent non-executive directors,
- ❑ An independent chairperson, who is not chairman of the board, and
- ❑ At least two members one having accounting or other financial related experience.

Composition

Current members of the Audit Committee are detailed in the latest Annual Report

Structure

The Audit Committee should meet often enough to undertake its role effectively. Minutes of meetings should be kept and these should ordinarily be included in the papers for the full next board meeting after each audit committee meeting. The Chief Executive Officer, Chief Financial Officer (or equivalent) and the external auditor may be invited to attend meetings but will not be a member of the Committee.

The Company Secretary, or such other person as the Audit Committee may appoint, shall be the secretary of the Audit Committee.

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Audit Committee Charter (Continued)

Responsibilities

The audit committee reports to the board. The report should regard matters relevant to the committee's role and responsibilities, including:

- ❑ Assessment of whether external reporting is consistent with committee members' information and knowledge and is adequate for shareholder needs;
- ❑ Assessment of the management processes supporting external reporting;
- ❑ Procedures for the selection and appointment of the external auditor and for the rotation of external audit engagement partners;
- ❑ Recommendations for the appointment or removal of an auditor;
- ❑ Assessment of the performance and independence of the external auditors and whether the audit committee is satisfied that independence of this function has been maintained having regard to the provision of non-audit services;
- ❑ The company's process for monitoring compliance with laws and regulations;
- ❑ Review and report to the Board on the annual and half year reports and financial statements;
- ❑ Assessment of the performance and objectivity of any internal audit function; and
- ❑ The results of its review of risk management and internal compliance and control.

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Audit Committee Charter (Continued)

Authority

The Board authorises the Audit Committee, within the scope of its responsibilities, to:

- ❑ Seek any information it requires from (a) any employee and all employees are directed to co-operate with any request made by the audit committee and (b) external parties;
- ❑ Obtain legal or other professional advice from outside parties;
- ❑ Ensure the attendance of company officers at appropriate meetings;
- ❑ Convene any special meeting at the request of a committee member, the external auditors or Board or board member;
- ❑ The audit committee may meet with management without the external auditor;
- ❑ The audit committee may meet with the external auditor without management;
- ❑ The audit committee reports to the full Board after each committee meeting and relevant papers and minutes are to be included in the board papers for the following Board meeting.

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Audit Committee Charter (Continued)

Independence

The following key principles have been adopted by the Audit Committee to ensure the independence of the audit function:

- ❑ The Board, subject to recommendations by the Audit Committee, is responsible for the appointment and change of the statutory auditor;
- ❑ The statutory auditor has the right to meet with the Audit Committee without the presence of management;
- ❑ The statutory auditor is required to provide suitably qualified and experienced personnel to ensure and effective audit;
- ❑ The statutory auditor is required to rotate the senior audit partner responsible for the statutory audit of Oldfields Holdings Limited and its controlled entities at least every five years or such other time as may be determined by relevant statutory authorities;
- ❑ The audit committee will require the statutory auditor to confirm annually that it has complied with all professional regulations relating to auditor independence and that its partners do not have any financial interest in Oldfields Holdings Limited and that there are no business interest between Oldfields Holdings Limited and the statutory auditor other than those interest known to and agreed by Oldfields Holdings Limited;
- ❑ The statutory auditor will be required to provided assurances that the total fees received by the statutory auditor from Oldfields Holdings Limited do not have a material impact on the operations or financial conditions of the audit firm;
- ❑ The statutory auditor is required to maintain quality control procedures and processes whereby all key accounting decisions are reached after appropriate consultation with technical and subject matter experts within the audit firm.

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Audit Committee Charter (Continued)

Non-Audit Work by the Statutory Auditor

The Audit Committee reviews the conduct of non-audit work performed by the external auditor to ensure that the independence of the external auditor is not affected by conflicts. Accordingly under this policy the statutory auditor is prohibited from performing services where the statutory auditor:

- ❑ May be required to audit their own work;
- ❑ Participate in activities that would normally be undertaken by management;
- ❑ Where remuneration is through a “success fee” structure;
- ❑ Act in an advocacy role for the company.

The statutory auditor is permitted to provide non-audit services that are not perceived to be in conflict with auditor independence, including tax advice services. All assignments are reported to the Audit Committee. If the tax services for any one year are greater than the audit fees for that year, then Audit Committee approval is required. Notwithstanding the restrictions outlined above the Board has the right to request the statutory auditor to carry out a specific assignment, if it is determined by the Board that it would be in the best interests of the shareholders and the Company.