

# DART MINING NL



## AUDIT & RISK MANAGEMENT COMMITTEE CHARTER

### Membership

All members will be members of the Board of Directors.

The Chairman of the Committee shall be a non – executive Director of the company.

The Chief Executive Officer will be invited to attend Committee meetings.

Members of the Committee shall be appointed for an initial three-year term of office after which their appointment may be subject to annual rotation.

### Secretarial and meetings

The Company Secretary shall be appointed secretary of the Committee. The secretary, in conjunction with the Chairman, shall draw up an agenda which shall be circulated at least one week prior to each meeting to the members of the Committee and the external auditors. Meetings shall be held at least twice a year.

The Chairman will call a meeting of the Audit Committee if so requested by any Committee member.

The external auditors shall have a right to attend Audit Committee meetings by invitation.

### Responsibilities

The Audit & Risk Management Committee shall consider:

- I. any matters relating to the financial affairs of the company and its controlled entities and to internal and external audit that it considers necessary;
- II. the identification and monitoring of the financial, business and operational risks of the company and the effective administration of a risk management program; and
- III. any other matters referred to it by the Board.

The duties of the Audit & Risk Management Committee are as follows:

#### 1. Audit

- Reviewing internal and external audit reports to ensure that where major deficiencies or breakdowns in controls or procedures have been identified, appropriate and prompt remedial action is taken by management.
- Reviewing financial statements and other financial information distributed externally;
- Reviewing the nomination, performance and remuneration of the external auditors;
- Liaising with the external auditors and ensuring that the annual and half-year statutory audits are conducted in an effective manner;
- Monitoring the procedures in place to ensure that the entity is in compliance with the Corporations Law, Stock Exchange Listing Rules and other legislative and reporting requirements;
- Reviewing policies to avoid conflicts of interest and reviewing past or proposed transactions between the corporation and members of management;
- Reviewing related party transactions and considering the adequacy of disclosure of those transactions in the financial statements;
- Reviewing of the completed director's questionnaire to management.

#### 2. Risk Management:

- monitor and assess the risk exposure of the Dart utilising an enterprise wide risk management system to enable the identification, management and reporting of risk throughout the business based on the Australian/New Zealand Risk Management Standard 4360:1999;
- review Treasury policy and procedures;

- review and approval of hedging strategies;
- review of insurance cover including the adequacy of the insurance cover;
- review of Occupational Health & Safety procedures and compliance;
- review of Environmental protection procedures and compliance;
- review and development of effective risk management strategies.

The Audit & Risk Management Committee shall have the authority to seek any information it requires from any office or employee of the company or its controlled entities and such officers or employees shall be instructed by the Board of the company employing them to respond to such enquiries. The Audit & Risk Management Committee is authorised to take such independent professional advice as it considers the necessary, to assist the committee in undertaking its duties.

The Chairman of the Audit & Risk Management Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting. The minutes of all Committee meetings shall be circulated to members of the Board. The Chairman shall submit an annual report to the Board summarising the Committee's activities during the year and the related significant results and findings.