

Ramelius Resources Limited

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AUDIT AND RISK COMMITTEE CHARTER

Introduction

The Board of Ramelius Resources Limited has established a committee of the Board of Directors to be known as the Audit and Risk Committee ("Committee").

This Charter sets out the role, composition and responsibilities of the Audit and Risk Committee.

Role of the Audit and Risk Committee

The Audit and Risk Committee's primary role is to assist the Board in discharging its responsibilities in overseeing the Company's risk management systems and internal controls, ethical standards, codes of conduct, financial reporting and external accounting and compliance procedures.

Composition of the Audit and Risk Committee

The Audit and Risk Committee is appointed by the Board and consists of non-executive directors. All members of the Committee should be financially literate with at least one having financial expertise. The Company Secretary acts as secretary to the Committee.

The term of members appointed to serve on the Committee, is until the earliest date on which the member is replaced by the Board, resigns from the Committee or ceases to be a director of the Company.

The Board has determined that the composition of the Audit and Risk Committee, for the time being, shall consist of three of the Company's non-executive directors and the Chairman of the Committee shall not also be the Chairman of the Board.

The composition of the Audit and Risk Committee and details of the number of meetings held and attended by each member of the Committee, shall be published in the Company's Annual Financial Report.

The Board may review the composition of the Audit and Risk Committee from time to time to ensure its structure is effective and appropriate for the needs of the Company.

Members of the Committee are entitled to rights of access to, and information held by, management and also to access the external auditor without management being present.

As Directors of the Company, Members of the Committee are entitled to take such legal advice as they may require at any time and from time to time on any matter concerning or in relation to their rights, duties and obligations as Directors in relation to the affairs of the Company. Such advice shall be at the expense of the Company.

Members of the Committee are encouraged to attend relevant courses, conferences, seminars and briefings by external advisors. A field trip may be undertaken from time to time to enable Members of the Committee to inspect assets and activities of the Company.

Responsibilities of the Audit and Risk Committee

The Audit and Risk Committee is generally responsible for the integrity of the Company's risk management strategy in mitigating significant business risks including compliance, financial, operational, legal, reputational, environmental and health & safety related risks, financial reporting and overseeing the performance and independence of the external auditor.

Members of the Audit and Risk Committee shall have full rights to access all information and records of the Company and to discuss any matter with the external auditor and senior management. The Committee also has the right to seek external professional advice at the cost of the Company.

The Audit and Risk Committee's responsibilities are as follows.

- Overseeing establishment, maintenance and reviewing the effectiveness of the Company's internal control and ensuring efficacy and efficiency of operations, reliability of financial reporting and compliance with applicable Accounting Standards, Regulations and ASX Listing Rules;
- Reviewing, assessing and making recommendations to the Board on the annual and half year financial reports and other financial information or formal announcements published or released by the Company;
- Assessing and ensuring that any significant transactions and related party dealings are properly recognised, recorded and disclosed in the Company's financial reports;
- Obtaining and reviewing statements from the Chief Executive Officer and Chief Financial Officer expressing opinions on whether the Company's financial records have been properly maintained and whether financial statements comply with accounting standards and present a true and fair view;
- Reviewing the effectiveness of the Company's risk management process and internal compliance systems;
- Approving and monitoring appropriate policies, procedures, codes of conduct and ethical standards for directors and employees and receiving and assessing management reports on any deficiencies or weaknesses that may arise;
- Overseeing the mitigation of insurance risk and approving the annual insurance program;
- Liaising and discussing any relevant issues with the Chief Executive Officer and Chief Financial Officer;
- Assessing the scope of the annual audit and half year review, ensuring emphasis is placed on any areas requiring special attention;
- Liaising with and reviewing all reports of the external auditor including audit reports, management letters and independence declarations;
- Reviewing performance and assessing independence of the external auditor having regard for the provision of any non-audit services and where necessary, making recommendations relating to audit fees, selection process, appointment, and removal of the Company's external auditor;
- Obtaining and reviewing statements confirming the external auditor's independence;
- Reviewing and monitoring management's response to any significant external auditor findings and recommendations;
- Reporting generally to the Board on the activities of the Committee and making any necessary recommendations relating to areas of improvement;

- Reviewing the contents of statements to be included in the annual report including the activities of the Committee;
- Ensuring effective communication and reporting of the role of the Committee to shareholders and other key stakeholders of the Company; and
- Reviewing and assessing annually the performance of the Committee and the adequacy of this charter.

Meetings of the Audit and Risk Committee

The Audit and Risk Committee shall meet at least two times per annum and report to the Board through the Chairman. Any member of the Committee may call a meeting. Two Members of the Committee are required to form a quorum. The Managing Director in his capacity as the Chief Executive Officer of the Company, the Chief Financial Officer and external auditor may by invitation attend meetings at the discretion of the Committee. The external auditor shall at least be invited to attend meetings held to consider the annual and half year financial reports. The Committee shall meet at least annually with the external auditor without the presence of management, to discuss any issues arising out of the audit.

The Board has determined that for the time being, the Audit and Risk Committee shall be chaired by a non-executive director other than the Chairman of the Board. The Company Secretary shall be the secretary of the Committee.

Proceedings of all Committee meetings shall be minuted. Draft minutes shall be circulated to Members of the Committee. Approved minutes shall be signed and dated by the Chairman and a copy circulated to the full Board before or at the following meeting of directors.

Role of the Chairman

The role of Chairman is non-executive and central to the effectiveness of the Audit and Risk Committee and its contribution to the Board's overall responsibility for the Corporate Governance of the Company. The Chairman leads the Committee and its meetings and is instrumental in ensuring effective communications exist between the Committee and the Board of Directors, senior management and external auditor. The Chairman is also responsible for the following.

- Ensuring the Audit and Risk Committee has appropriate procedures in place to evaluate the performance and effectiveness of the Committee as a whole and its individual Members;
- Ensuring that meetings of the Audit and Risk Committee are conducted efficiently and effectively and that the quality of agendas and papers properly inform Members on matters before the Committee that facilitates effective review, analysis, discussion and decision making by Members of the Committee;
- Promoting high standards of integrity and ethics;
- Maintaining a close working relationship with the Managing Director, senior management and external auditor so as to facilitate an effective flow of relevant and appropriate information to the Committee; and
- Ensuring that the Board is kept informed on all matters relating to the activities of the Committee and overseeing any communications concerning its activities with shareholders and other key stakeholders.

Reviewed: September 2019