

Audit and Risk Committee Charter

dorsaVi Limited

ACN 129 742 409

Audit and Risk Committee Charter

1. Introduction

- 1.1 The Audit and Risk Committee is a committee of the board of directors of dorsaVi Limited (**Company**) and its controlled entities (**Group**).
- 1.2 The board established the Audit and Risk Committee under rule 7.15 the Company's Constitution.
- 1.3 This charter sets out the scope of the Audit and Risk Committee's responsibilities.

2. Objective

The objectives of the Audit and Risk Committee are to:

- (a) help the board achieve its objective in relation to:
 - (i) financial reporting;
 - (ii) the application of accounting policies;
 - (iii) legal and regulatory compliance; and
 - (iv) internal control and risk management systems;
- (b) maintain and improve the quality, credibility and objectivity of the financial accountability process (including financial reporting on a consolidated basis);
- (c) provide a forum for communication between the board and senior financial management;
- (d) ensure effective external audit functions and communication between the board and the external auditor; and
- (e) review management's plans for managing the material risks faced by the Group.

3. External financial reporting

The responsibilities of the Audit and Risk Committee are:

- (a) assessing the appropriateness and application of the Group's accounting policies and principles and any changes to them;
- (b) obtaining an independent judgment from the external auditor about:
 - (i) the acceptability and appropriateness of accounting policies and principles put forward by management; and
 - (ii) the clarity of current or proposed financial disclosure practices as put forward by management;

- (c) assessing any significant estimates or judgments in the financial reports;
- (d) reviewing any half-yearly and annual financial reports with management, advisers and the external auditors (as appropriate) and recommending their adoption by the board;
- (e) discussing any draft audit opinion letter and management letter with the external auditors before it is finalised;
- (f) following up on any matter raised by the board regarding financial reports, audit opinions and management letters; and
- (g) any other responsibilities as determined by the Audit and Risk Committee or the board from time to time.

4. Risk management and internal control

The responsibilities of the Audit and Risk Committee are:

Risk management and internal compliance and control systems

- (a) overseeing the establishment and implementation of risk management and internal compliance and control systems;
- (b) receiving reports from management concerning the Group's material risks and as to how those material risks are being managed;

Disclosure and reporting

- (c) ensuring management establishes a comprehensive process to capture information that must be disclosed to ASX;
- (d) reviewing management's processes for ensuring and monitoring compliance with laws, regulations and other requirements relating to the external reporting of financial and non-financial information; and

Other responsibilities

- (e) any other responsibilities as determined by the Audit and Risk Committee or the board from time to time.

5. External audit

The responsibilities of the Audit and Risk Committee are:

- (a) approving the terms of engagement with the external auditor at the beginning of each year;
- (b) regularly reviewing the scope of the audit with the external auditor;
- (c) recommending to the board for approval, the appointment or removal of an external auditor;
- (d) approving the remuneration of the external auditor;
- (e) reviewing the effectiveness and independence of the external auditor;
- (f) approving the types of non-audit services that the external auditor may provide without impairing or appearing to impair the external auditor's independence;
- (g) meeting periodically with the external auditors and inviting them to attend Audit and Risk Committee meetings;
- (h) receiving and reviewing the reports of the external auditor; and

- (i) any other responsibilities as determined by the Audit and Risk Committee or the board from time to time.

6. Other responsibilities

The responsibilities of the Audit and Risk Committee are:

- (a) receiving confirmation that financial reports prepared for the board are accurately produced directly from management accounting systems;
- (b) if it considers appropriate, investigating any complaint or allegation made to it;
- (c) to ascertain whether management has developed and implemented a risk management policy which clarifies responsibility for identifying, assessing and managing risk and ensures that risk mitigation activities are directed at:
 - (i) strategic risk;
 - (ii) technological risk;
 - (iii) intellectual property risk;
 - (iv) manufacturing and product quality risk;
 - (v) supplier risk;
 - (vi) funding risk;
 - (vii) key personnel risk; and
 - (viii) financial risk; and
- (d) any other responsibilities as determined by the Audit and Risk Committee or the board from time to time.

7. Audit and Risk Committee composition

7.1 The Audit and Risk Committee should ideally comprise:

- (a) at least 2 directors;
- (b) all non-executive directors; and
- (c) a majority of independent directors.

7.2 The Audit and Risk Committee will appoint its chairperson. The chairperson should ideally be an independent director and may not be the chairperson of the board.

7.3 The ASX Corporate Governance Council recognises that smaller companies may face particular issues in attaining all of its recommendations. While the Group will aim to have a majority of independent non-executive directors on the Audit and Risk Committee and an independent chairperson, this may not always be possible.

7.4 The Audit and Risk Committee must be of sufficient size, independence and technical expertise to effectively discharge its mandate.

7.5 Each member of the Audit and Risk Committee must be able to read and understand financial statements.

7.6 Each member of the Audit and Risk Committee should have an understanding of the industry in which the Group operates.

7.7 A member may act by their alternate.

8. Audit and Risk Committee meetings

- 8.1 The Audit and Risk Committee will meet as often as it considers necessary.
- 8.2 A quorum for an Audit and Risk Committee meeting is 2 Audit and Risk Committee members.
- 8.3 The Audit and Risk Committee may invite other persons it regards appropriate to attend its meetings.

9. Minutes of Audit and Risk Committee meetings

- 9.1 The Audit and Risk Committee must keep minutes of its meetings.
- 9.2 Minutes of each Audit and Risk Committee meeting must be included in the papers for the next full board meeting after each meeting of the Audit and Risk Committee, except if there is a conflict of interest.
- 9.3 Minutes must be distributed to all Audit and Risk Committee members, after the Audit and Risk Committee chairperson has approved them.
- 9.4 The agenda and supporting papers are available to directors upon request to the Audit and Risk Committee secretary, except if there is a conflict of interest.

10. Access to information and independent advice

- 10.1 The Audit and Risk Committee may seek any information it considers necessary to fulfil its responsibilities.
- 10.2 The Audit and Risk Committee has access to:
 - (a) management to seek explanations and information from management; and
 - (b) external auditors to seek explanations and information, without management being present.
- 10.3 The Audit and Risk Committee may seek professional advice from appropriate external advisers, at the Group's cost. The Audit and Risk Committee may meet with these external advisers without management being present.

11. Review and changes to this charter

- 11.1 The Audit and Risk Committee will review this charter annually or as often as it considers necessary.
- 11.2 The Board may change this charter from time to time by resolution.

12. Approved and adopted

This charter was approved by the Board on 30 October 2013.