



AUDIT & RISK MANAGEMENT COMMITTEE CHARTER

GOLD HYDROGEN LIMITED

ABN 74 647 468 899



Gold Hydrogen: The Gold Standard in Green Energy

Committee Members

The Board has established an Audit & Risk Management Committee. To the extent possible, having regard to the size and composition of the Board, the Audit & Risk Management Committee should consist of the following:

- (1) Only Non-Executive Directors;
- (2) A majority of Independent Directors;
- (3) An Independent Chairperson who is not the Chair of the Board; and
- (4) At least three members - where there are not three or more Non-Executive Directors of the Company, the Board may appoint Executive Directors to the Committee.

Each member of the Audit & Risk Management Committee is to be financially literate and at least one member of the Committee is to have accounting or related financial management experience.

The Company Secretary and representatives of the auditors may be invited to form part of the Audit & Risk Management Committee from time to time.

Purpose

The Audit & Risk Management Committee Charter (the **Charter**) sets out the role, responsibilities, composition, authority and membership requirements of the Audit & Risk Management Committee of the Company.

Key features of the Charter will be outlined in the Annual Report. The Charter is available on the Company's website to shareholders of the Company.

Definition and Objectives of the Committee

The Audit & Risk Management Committee (Committee) is a Committee of the Board.

The Committee's primary function is to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the Company.

Duties and Responsibilities

Audit Related

- (1) Ensure the adequacy of the entity's corporate reporting processes and internal control framework;
- (2) Ensure the quality of financial controls is appropriate for the business of the Company;
- (3) Review the Company's internal financial control system;
- (4) Consider the financial statements and if they reflect a true and fair view of the financial position and performance of the company.
- (5) Review the appropriateness of accounting judgements in the financial statements;
- (6) Monitor corporate conduct and business ethics, including Auditor Independence and ongoing compliance with laws and regulations;
- (7) Maintain open lines of communication between the Board, management and the external auditors, thus enabling information and points of view to be freely exchanged;
- (8) Review matters of significance affecting the financial welfare of the Company;

- (9) Ensure that systems of accounting and reporting of financial information to shareholders, regulators and the general public are adequate;
- (10) Review the scope and results of external and internal audits;
- (11) Consider the appointment of the external auditor and to approve the remuneration, terms of engagement of the external auditor;
- (12) Monitor and review the external auditor's independence, objectivity and effectiveness, taking into consideration relevant professional and regulatory requirements;
- (13) Review the performance of external and internal auditors;
- (14) Consider the rotation of the external audit engagement partner;
- (15) Periodically review the requirement for an internal audit function; and
- (16) Develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provisions of non-audit services by the external audit firm.

Risk Related

- (1) Ensure the development of an appropriate risk management framework that will provide guidance to Management in implementing appropriate risk management practices throughout the Company's operations, practices and systems;
- (2) Define and periodically review risk management as it applies to the Company and clearly identify all stakeholders;
- (3) Ensure the Committee clearly communicates the Company's risk management philosophy, policies and strategies to Directors, Management, employees, contractors and appropriate stakeholders;
- (4) Ensure that Directors and Management establish a risk aware culture which reflects the Company's risk policies and philosophies;
- (5) Review methods of identifying broad areas of risk and setting parameters or guidelines for business risk reviews;
- (6) Monitor management's performance against the risk management framework including whether it is operating within the risk appetite set by the Board;
- (7) Receive reports from management on new and emerging sources of risk, and the controls and mitigation measures put in place.
- (8) Make informed decisions regarding business risk management, internal control systems, business policies and practices and disclosures
- (9) Consider capital raising, treasury and market trading activities with particular emphasis on risk treatment strategies, products and levels of authorities;
- (10) Consider any material exposure to environmental or social risks, and how the company intends to manage;
- (11) Review any material incidents involving fraud or break-down of the risk controls, and the lessons learnt; and
- (12) Oversee the insurance program having regard to the business and the associated insurable risks.

Reporting

Proceedings of all meetings are minuted and signed by the Chairperson.

The Committee, through its Chairperson, is to report to the Board at the earliest possible Board meeting after each Committee meeting. Minutes of all Committee meetings are to be circulated to the Board.

The report should address the following matters of relevance, having regard to the status of the Company and its activities at the time:

- (1) Information about the Audit process including the results of internal and external audits;
- (2) An assessment of:
 - Whether external reporting is consistent with Committee members' information and knowledge and is adequate for shareholder needs; and
 - The management processes supporting external reporting;
- (3) Recommendations and / or procedures for the selection and appointment of the external auditor (or their removal) and for the rotation of external audit partners;
- (4) Results of its review of risk management and internal compliance and control systems;
- (5) Any matters that in the opinion of the Committee should be brought to the attention of the Board and any recommendations requiring Board approval and/or action; and
- (6) At least annually, a review of the formal written Charter and its continuing adequacy, and an evaluation of the extent to which the Committee has met the requirements of the Charter.

Risk Management Policies

The Committee will ensure that the necessary controls are in place for risk management policies to be maintained by:

- (1) Devising a means of analysing the effectiveness of risk management and internal compliance and control system and of the effectiveness of their implementation; and
- (2) Reviewing, at least annually, the effectiveness of the Company's implementation of the risk management framework with regard to the risk appetite set by the Board.

Attendance at Meetings

Other Directors (Executive and Non-Executive) have a right of attendance at meetings. However, no Board Director is entitled to attend that part of a meeting at which an act or omission of that Director or a contract, arrangement or undertaking involving or potentially involving that Director or a related party of that Director is being investigated or discussed.

If in the opinion of the Committee, their investigation or discussion will be assisted by hearing from the interested Director, the Committee may invite that Director to address the Committee. The Committee will give fair consideration to that address. The Director will not, however, be invited to take part in the deliberations following that address.

Access

The Committee shall have unlimited access to the external and internal auditors, and to senior management of the Company and any subsidiary. The Committee shall also have the ability and authority to seek any information it requires to carry out its duties from any officer or employee of the Company and such officers or employees shall be instructed by the Board to co-operate fully in provision of such information.

The Committee also has the authority to consult independent experts where they consider it necessary to carry out their duties. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

Application of Standing Rules

The Standing Rules for Committees apply to, and are deemed to be incorporated into this Charter, save where the Standing Rules conflict with any of the terms in this Charter.