

AUDIT COMMITTEE

CHARTER*

BACKGROUND

1. The Audit Committee is a committee of the Board of Directors of the Company, constituted in February 2005.

OBJECTIVE

2. The objective of the Committee is to assist the Board to discharge its responsibilities, in particular with regard to the following areas:
 - (i) ensuring the accuracy and integrity of the Company's external financial reporting;
 - (ii) ensuring the independence of the external auditor;
 - (iii) ensuring that directors and senior management are provided with financial and non-financial information that is of high quality and relevant to the judgements to be made by them;
 - (iv) ensuring that controls are established and maintained in order to safeguard the Company's financial and physical resources;
 - (v) ensuring that systems and procedures are in place in order that the Company complies with relevant statutory and regulatory requirements; and
 - (vi) assessing financial risks arising from the Company's operations, and considering the adequacy of measures taken to moderate those risks.

MEMBERSHIP

3. The Committee shall comprise not less than two members, of whom at least two shall be directors of the Company.
4. Committee members shall be appointed by the Board.
5. Committee members shall be non-executive directors, save that the Board may also appoint outside experts to the Committee if it believes it desirable to do so.

* Adopted 10 September 2007 (replacing former Charter adopted in March 2005)

CHAIR

6. The Chair of the Committee shall be appointed by the Board.

AUTHORITY

7. Unless stated in this Charter, the Committee has no authority independent of the functions delegated to it and is to report its approvals, findings and recommendations direct to the Board.
8. The Committee has the authority to require members of the Company's management or other Company employees to attend meetings and to provide advice or information.
9. The Committee has the authority to access the Company's documents and records.

RESPONSIBILITIES

10. The duties and responsibilities of the Committee include:
 - (i) **General**
 - assessing whether the resources devoted to the Company's accounting function are adequate to ensure a high standard of record keeping and financial reporting;
 - (ii) **Charter**
 - regularly reviewing this Charter and recommending any appropriate changes to the Board;
 - (iii) **Internal Controls and Risk Management**
 - assessing the adequacy of the Company's policies and procedures to monitor and ensure compliance with laws and regulations;
 - reviewing and assessing the adequacy of the Company's risk management systems with respect to the identification and management of risks;
 - reviewing the Company's budget and forecasts
 - reviewing related party transactions;
 - (iv) **External Audit**
 - making recommendations to the Board in relation to the appointment, terms of engagement, evaluation and termination of the external auditor;
 - assessing and ensuring the independence of the external auditor;
 - periodically reviewing with the external auditor, without management present, the quality of the Company's accounting and risk management policies and procedures;
 - reviewing any findings and recommendations of the external auditor;
 - (v) **External Reporting**
 - reviewing draft financial statements prior to submission to the Board for approval;
 - reviewing the accounting policies and practices adopted by the Company;
 - reviewing the Company's compliance with applicable accounting standards and legislation in the preparation of financial reports;

(vi) Internal Reporting

- assessing the completeness and quality of financial information being provided to the Board;

(vii) Compliance

- Ensuring that the procedures established to monitor compliance with statutory requirements, regulations and contractual obligations are appropriate.

PROCEDURES

Attendance

11. Members of the Company's management or external advisors may be invited to attend meetings, as appropriate.

Meetings

12. Meetings may be called by the chair of the Committee, or at the request of the chair of the Board. The number of meetings is to be determined by the Committee Chair so as to allow the Committee to fulfill its obligations, but shall not be less than two each year.
13. At least 24 hours notice of meetings must be given to Committee members unless members unanimously consent to shorter notice.
14. The quorum for a meeting of the Committee shall be a minimum of two Directors.
15. All meetings of the Committee shall be subject to an agenda to which Committee members have been given the opportunity to contribute.

SECRETARY

16. One of the Secretary to the Board, an employee of the Company, or a member of the Committee shall be designated by the Committee to act as secretary to the Committee for any given meeting of the Committee.
17. A designated Committee secretary shall take minutes of the meeting of the Committee at which he/she is designated to do so. The minutes shall be signed by the Chair of the Committee. The Secretary to the Board will be responsible for maintaining the minutes of the Committee meetings.

REPORTING

18. The Chair of the Committee will:
 - (i) arrange for the provision to other Board members of copies of the minutes of each Committee meeting as soon as reasonably possible after they have been signed as a true and correct copy by the Chair of the Committee; and
 - (ii) report to the Board at the next succeeding Board meeting on the deliberations and outcomes at each Committee meeting.

ACCESS

19. The Committee is granted unrestricted access to all information of the Company and its subsidiaries, and shall have right of access to all levels of the Company's management.
20. The Committee, with approval of the Board, is entitled to obtain independent professional or other advice at the expense of the Company when it considers it necessary to carry out its duties.

REVIEW OF COMMITTEE PERFORMANCE

21. The Committee shall review its performance annually, with particular attention being paid to the extent to which it has met its responsibilities in terms of this Charter, and shall report to the Board the result of its review.

PUBLICATION AND REVIEW OF THE CHARTER

22. This Charter shall be made available on the Company's website.
23. This Charter shall be reviewed annually, initially by the Committee and then by the Board.
