



AUDIT COMMITTEE CHARTER

VENUS METALS CORPORATION LIMITED ("COMPANY")

1. Composition of the Audit Committee

The full Board performs the function of an Audit Committee.

At least one member is to have relevant qualifications and experience.

From time to time, non Board members may be invited to attend Board meetings when audit matters are being discussed, if it is considered appropriate.

2. Role of the Audit Committee

The Board's role as an Audit Committee is to:

- (a) monitor and review the integrity of the financial reporting of the Company, reviewing significant financial reporting judgments;
- (b) review the Company's internal financial control system and, unless expressly addressed by a separate risk committee, risk management systems;
- (c) monitor, review and oversee the external audit function including matters concerning appointment and remuneration, independence and non-audit services;
- (d) monitor and review compliance with the Company's *Code of Conduct*; and
- (e) perform such other functions as assigned by law or the Company's Constitution.

3. Operations

The full Board shall meet in its capacity as an Audit Committee at least half yearly, with further meetings on an as required basis. Minutes of all such meetings are to be kept and the meetings are to be governed by



the same rules as set out in the Company's Constitution, as they apply to meetings of the Board.

A separate independent Chair, other than the chair of the Board, may be elected to chair the meeting when the Board meets as the Audit Committee.

4. Authority and Resources

The Board may seek provision of educational information on accounting policies and other financial topics relevant to the Company, to assist in fulfilling their duties. Further, the Board may seek explanations and additional information from the Company's external auditors, without management present, when required.

When considered necessary or appropriate, the Board may conduct or authorize investigations and may retain independent legal, accounting or other advisors.

5. Reporting to the Board and Shareholders

To assist the Board to carry out its audit function, the Board should compile a report, at least annually, on the following matters:

- assessment of whether external reporting is consistent with Board members' information and knowledge and is adequate for shareholder needs;
- assessment of the management processes supporting external reporting;
- recommendations for amending the Company's *Procedures for the Selection and Appointment of the External Auditor* and procedures for the rotation of external audit engagement partners;
- recommendations for the appointment or, if necessary, the removal of the external auditor;
- assessment of the performance and independence of the external auditors. Where the external auditor provides non-audit services, the report should state whether the Board is satisfied that provision of those services has not compromised the auditor's independence; and
- the results of the Board's review of risk management and internal control systems.



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