

AUDIT AND RISK COMMITTEE CHARTER

1. ROLE

- 1.1 The role of the Audit and Risk Committee (**Committee**) is to assist the Board of Newfield Resources Limited (**Company**) in monitoring and reviewing any matters of significance affecting financial reporting and compliance. This charter sets risk parameters and defines the Committee's function, composition, mode of operation, authority and responsibilities.
- 1.2 A copy of this charter is available on the Company's website: <https://newfieldresources.com.au>.
- 1.3 To the extent practicable, the Company has followed the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (4th Edition) (**Recommendations**).

2. PURPOSE

- 2.1 The primary purpose of the Committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:
- the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
 - compliance with all applicable laws, regulations and Company policies;
 - the effectiveness and adequacy of internal control processes;
 - the performance of the Company's external auditors and their appointment and removal;
 - the independence of the external auditor and the rotation of the lead engagement partner;
 - the identification and management of business, economic, environmental and social sustainability risk; and
 - the review of the Company's risk management framework at least annually to satisfy itself that it continues to be sound and to determine whether there have been any changes in the material business risks the Company faces and to ensure that they remain within the risk appetite set by the Board.
- 2.2 A secondary function of the Committee is to perform such special reviews or investigations as the Board may consider necessary.

3. MEMBERSHIP

- 3.1 The Board will strive to adhere to the following composition requirements for the Committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.
- at least three members;
 - only non-executive directors;
 - a majority of independent directors;
 - members who are financially literate (that is, be able to read and understand financial statements);
 - at least one member with relevant qualifications and experience (that is, should be a qualified accountant or other finance professional with experience of financial and accounting matters); and
 - at least one member with an understanding of the industry in which the Company operates.
- 3.2 The Chairman of the Committee should be an independent non-executive director, who is not the Chairman of the Board.
- 3.3 The effect of ceasing to be a director of the Board is the automatic termination of appointment as a member of the Committee.

4. RESPONSIBILITIES

4.1 Financial Reporting

In assisting the Board, the Committee will:

- a. review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting;
- b. oversee the financial reports and the results of the external audits of those reports;
- c. assess whether external reporting is adequate for shareholder needs;
- d. assess management processes supporting external reporting;
- e. review the impact of any proposed changes in accounting policies on the financial statements;
- f. establish procedures for verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions;
- g. review the half yearly and annual results;
- h. review and make recommendations to the Board regarding significant financial, accounting and reporting issues; and
- i. ensure that, before the Board approves the Company's financial statements for a financial period, the Managing Director and Chief Financial Officer (or equivalents) have declared that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.2 External Audit

In relation to the external auditor, the Committee should:

- a. annually consider the appointment of the external auditor, including whether an audit tender process is required. Any subsequent recommendation on the appointment of the external auditor is put to the Board. If a change is approved it will be put forward to shareholders for their approval;
- b. review and approve the terms of engagement and fees of the external auditor at the start of each audit;
- c. consider and review the scope of work, reports and activities of the external auditor;
- d. review the findings of the audit with the external auditor;
- e. establish and review policies as appropriate in regard to independence of the external auditor;
- f. assess the independence of the external auditor based on the information received from the external auditors and management. In assessing independence, the Committee should consider:
 - i. policies on the supply of non-audit services by the external auditor;
 - ii. the fees for audit and non-audit services provided by the external auditor on a regular basis;
 - iii. the rotation of audit partners; and
 - iv. the external auditor's own statement on independence;
- g. review the performance of the external auditors taking into account the opinions of management.

4.3 Risk Management and Internal Control

The Committee will:

- a. oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements;
- b. assess whether the Company has any potential or apparent exposure to environmental or social risks and if it does, put in place management systems, practices and procedures to manage those risks;
- c. where the Company does not have material exposure to environmental or social risks, report the basis for that determination to the Board and where appropriate, benchmark the Company's environmental or social risk profile against its peers;
- d. assess whether the Company is required to publish an integrated report or a sustainability report in accordance with a recognised international standard;
- e. consider whether the Company has a material exposure to climate change risk;
- f. review the Company's risk management framework at least annually to satisfy itself that the framework:

- i. continues to be sound;
 - ii. ensures that the Company is operating with due regard to the risk appetite set by the Board; and
 - iii. deals adequately with contemporary and emerging risks such as conduct, social, environmental, sustainability and climate risks; and
- g. review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.

4.4 Insurance Program

The Committee will review the Company's insurance program at least annually having regard to the Company's business and the insurable risks associated with the Company's business.

4.5 Other responsibilities

The Committee will:

- a. oversee the Company's environmental risk management and occupational health and safety processes;
- b. oversee procedures for whistleblower protection;
- c. oversee procedures for countering bribery and corruption; and
- d. as contemplated by the Recommendations, and to the extent that such deviation or waiver does not result in any breach of the law, may approve any deviation or waiver from the Code of Conduct. Any such waiver or deviation will be promptly disclosed where required by applicable law.

5. REPORTING

- 5.1 The Committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the Committee's role and responsibilities.
- 5.2 The Committee must brief the Board promptly on all urgent and significant matters.
- 5.3 The external auditor reports to the Committee and the Board.

6. ACCESS TO INFORMATION AND ADVICE

- 6.1 The Committee will have unrestricted access to all records and staff of the Company and the external auditors.
- 6.2 The Committee may take independent legal, accounting or other professional advice or assistance, at the reasonable expense of the Company, in carrying out its functions. Unless a conflict exists or to do so would be inconsistent with the Committee's duties, the Committee may request such information, advice or assistance via the Chairman of the Committee.

7. MEETINGS AND ATTENDANCE

- 7.1 The Committee should meet at least two times per year (or as often as the Chairman of the Committee determines necessary).
- 7.2 The Chairman of the Committee will call a meeting of the Committee if so requested by any member of the Committee, the external auditor or by the Chairman of the Board.
- 7.3 A quorum shall be any 2 members.
- 7.4 Should the Chairman of the Committee be absent from the meeting, the members of the Committee present at the meeting have the authority to choose one of their number to chair that particular meeting.
- 7.5 Attendance by members at committee meetings will be disclosed in the annual report.

7.6 As necessary or desirable, the Chairman may invite members of management, representatives of the external auditors and/or other external advisors to be present at meetings of the Committee. Board members may attend any meeting of the Committee.

7.7 The Company Secretary of the Company will be the secretary of the Committee.

7.8 Proceedings of all meetings will be minuted by the secretary, approved by the Committee and signed by the Chairman of the meeting. Minutes of meetings will be tabled at Board meetings.

8. REVIEW OF CHARTER

8.1 The Board will review this charter from time to time to ensure it remains consistent with the Board's objectives and responsibilities.

9. PUBLICATION OF CHARTER

9.1 This charter will be available on the Company's website and the key features will be published in the annual report.

Version control

18 April 2012	First adoption
23 April 2021	Review and update to be consistent with the 4 th Edition