

CHARTER

AUDIT, FINANCE AND RISK COMMITTEE

1 PRINCIPLES AND PURPOSE

- 1.1 Chrysos Corporation Limited ACN 613 131 141 (“Chrysos” or the “Company”) believes that a commitment to good corporate governance and management practices applied to the Company’s financial, compliance and other business risks will deliver the best outcomes for all stakeholders.
- 1.2 The Board of Directors (“Board”) of Chrysos has constituted an audit, finance and risk committee (“AFRC” or “Committee”) to assist and advise the Board in discharging its responsibilities in relation to:
 - (a) the Company’s financial statements, financial reporting and other annual reporting, including overseeing the effectiveness of the external audit;
 - (b) the integrity of the Company’s internal financial control environment and risk management processes, including overseeing internal audit processes;
 - (c) compliance with applicable legal and regulatory requirements; and
 - (d) the effectiveness of external audit.
- 1.3 This charter (“Charter”) sets out:
 - (a) the specific responsibilities that the Board had delegated to the AFRC; and
 - (b) the manner in which the Committee is expected to operate.

2 DELEGATION OF POWERS OF DIRECTORS OF CHRYSOS

- 2.1 The Committee is entitled to exercise any powers of the Directors, which the Directors have delegated to it in accordance with the *Corporations Act 2001* (Cth) (“Corporations Act”) and the Company’s constitution (“Constitution”).
- 2.2 The Committee must exercise any powers delegated by the Board in accordance with any directions of the Board as prescribed in the Constitution.

3 APPOINTMENT

The Board may appoint, remove or replace any or all of the members of the AFRC, including its Chair.

4 RESPONSIBILITIES OF THE AUDIT, FINANCE AND RISK COMMITTEE

The responsibilities of the Committee are as follows:

- 4.1 Risk Management:
 - (a) Provide oversight of the risk management framework, including systems and processes for effective management of financial, compliance and other business risks.
 - (b) Ensure the current areas of major financial, compliance and other business risks are monitored and regularly reviewed by the Committee and that management of the Company has put in place systems and processes to effectively manage the risks, having regard to the fact that responsibility of some of these matters may be allocated to other

committees constituted by the Board from time to time.

- (c) Satisfy itself that effective systems for internal control (including management control systems and policies) are established and maintained to manage financial, compliance and other business risks. These risks are to specifically include:
 - (i) organisational culture and reputational risk;
 - (ii) IT systems integrity;
 - (iii) insurance;
 - (iv) compliance with all relevant regulatory regimes, including taxation;
 - (v) duties of care to staff, consultants, contractors and visitors; and
 - (vi) robustness of business processes (including design and implementation) and the resulting impact on operational performance.
- (d) Ensure that the Board is made aware of any matters that might have a significant impact on the financial condition or affairs of Chrysos.

4.2 Reliable financial and management reporting:

- (a) Review and assess the effectiveness of the Company's accounting and financial management systems and internal controls.
- (b) Review and assess the adequacy of financial and management reporting to the Board in terms of the quantity, quality and timing of information necessary to assist the Board to understand and report on Chrysos' risks, operations and financial condition.
- (c) Review the scope of the external audit plan with management and monitor its implementation.
- (d) Review the Company's accounting policies and practices in the light of the Corporations Act, Australian Accounting Standards and generally accepted accounting principles.
- (e) Review the annual budget and budget processes prior to submission to the Board.
- (f) Review the half yearly and annual financial statements and any other financial information to be released to third parties before submission to the Board.
- (g) Monitor and review developments and changes in the law relating to the responsibilities and liabilities of Directors and advise the Board of any new obligations.
- (h) Monitor developments and changes in the various rules, regulations and laws which relate generally to the Company's business operations and monitor and review the extent to which the Company is complying with such laws, and to advise the Board of any material non-compliance of which the AFRC becomes aware.

4.3 Maintenance of an effective and efficient financial audit:

- (a) Review the efficiency and effectiveness of both the internal audit (if and when so established) and external audit in relation to the respective scope and responsibilities and to oversee the independence of the external auditor.
- (b) Ensure there have been no restrictions or limitations placed on the auditors.
- (c) Ensure that the scope of the audit (external and internal) is adequate, with emphasis placed on areas where the Committee or the auditors believe special attention is

necessary.

- (d) Advise the Board of the internal audit scope and activity, if appropriate.
- (e) Review and assess the findings of the internal and external audit and the action taken and timetable proposed by management in response to the findings.
- (f) Advise the Board of any material matters in relation to the outcomes of the internal and external audit activity.
- (g) Meet privately, without executive Directors or management, at least annually, with the external auditor.
- (h) Obtain at least annually from the external auditor a formal written statement delineating all relationships between the external auditor and the Company to assess the auditor's independence.
- (i) Approve all auditing services and the nature of all non-audit services (including the fees and terms thereof) to be performed for Chrysos by the external auditor, including assessing whether the non-audit service may compromise the independence of the external auditor.
- (j) Review the performance of the external auditor, the terms of engagement, rotation of external audit personnel, and where appropriate, conducting audit tender processes and recommend to the Board the replacement of the external auditor, subject to Board and Shareholder approval where required.

4.4 Other responsibilities:

- (a) Report any matter identified during the course of carrying out its duties that the Committee considers should be brought to the attention of the Board.
- (b) Perform or undertake on behalf of the Board any such other tasks or actions as the Board may from time to time authorise.

5 ADMINISTRATIVE MATTERS

5.1 Membership and attendance at meetings:

- (a) The AFRC shall comprise of a minimum of three (3) members of Chrysos Board. The Chair of the AFRC shall be one (1) of the three (3) such members. Members of the Executive Team, including the Chief Executive Officer and Chief Financial Officer, will be invited to participate in meetings at the discretion and request of the AFRC from time to time.
- (b) Internal and external auditors may be invited to attend and make presentations to the AFRC, at its discretion.
- (c) The Secretary of the AFRC shall be the Company Secretary of Chrysos or such other person as nominated by the Board ("AFRC Secretary").

5.2 Meetings:

- (a) Meetings shall be held a minimum of three times per year and the schedule of meetings will be agreed in advance. Special meetings of the AFRC may be convened as required. The meetings will be set at dates to enable the draft half and full year financial statements to be reviewed prior to their presentation to the Board.
- (b) A quorum shall be two (2) members of the Committee.
- (c) The external auditors may request a meeting of the AFRC at any time if they consider that

- one is necessary.
- (d) If the Chair of the Committee is absent, the members who are present will select a chair for that particular meeting.
 - (e) Proceedings of all meetings will be recorded by way of minutes, taken by the Company Secretary or the AFRC Secretary and will be first circulated for approval by the Chair of the meeting, and then to all other members present at the meeting. These approved minutes will be placed in the minute register within one month of the meeting and confirmed at the next meeting of the Committee. The minutes will then be provided to the Board for noting.
 - (f) The Committee, through its Chair, is to provide a verbal report to the Board of Chryso at the following Board Meeting after each Committee meeting, reporting on the business of the Committee considered at its meeting, including in particular, on 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.

5.3 Authority:

- (a) The Committee is a review and advisory committee only. The Committee has no decision-making authority on behalf of the Company or the Board and holds no delegated authorities from the Board except where such decision-making authorities are expressly stated in this Charter.
- (b) The express decision-making authorities of the AFRC include, within the scope of its responsibilities, the authority to:
 - (i) seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee or an external party acting under its authority and direction;
 - (ii) obtain, with prior approval from the Board, any cost that is anticipated to be incurred, outside legal or other independent professional advice; and
 - (iii) allow the attendance at its meetings by any external parties with relevant experience and expertise.

5.4 To ensure that all appropriate matters are drawn to the attention of the Committee, the following individuals have direct access to the Committee:

- (a) the Chief Executive Officer and Managing Director;
- (b) the Chief Financial Officer;
- (c) the Company's legal advisers; and
- (d) the Company's external auditors, and the internal auditor (if any).

6 REVIEW, AMENDMENT AND PUBLICATION

- 6.1 This Charter shall be reviewed by the AFRC from time to time, and at least once per annum, to ensure it remains appropriate to the Company's needs from time to time, consistent with the AFRC's objectives and responsibilities to meet appropriate corporate governance principles.
- 6.2 The Charter may only be amended on recommendation of the AFRC and with the approval of

the Board.

6.3 The Charter will be published on Chrysos website.

Approved by the Board on 25 February 2022