

Audit Committee Charter

1 Purpose

The function of the Audit Committee is to assist the Board of Directors in fulfilling its responsibilities to security holders by:

- Monitoring the adequacy and integrity of financial reporting and its associated internal controls and processes.
- Monitoring and reviewing the effectiveness of external audit.
- Overseeing and recommending to the Board matters in relation to the external auditor, including the appointment of external auditors and their fee.
- Monitoring and reviewing the qualifications, performance and independence of the external auditor.

2 Membership

- The members of the Committee will be appointed by the Board from the non-executive directors.
- All Committee members will have a working familiarity with basic accounting and finance practices, with at least one having financial expertise (i.e. qualified accountant or other financial professional), and an understanding of the industry in which the Fund operates.
- The Committee will consist of a minimum of three members, a majority of whom will be independent directors, independence being determined according to the Independence of Directors Policy.
- The duties and responsibilities of a member of the Committee are in addition to those set out for a member of the Board of Directors.
- The Chairman of the Committee will be appointed by the Board. The Chairman of the Board may not be appointed the Committee Chairman. Should the Committee Chairman be absent from any meeting, the members of the Committee present will appoint one of those to be Chair of that meeting.
- The Secretary of the Committee is the Company Secretary.
- The external auditor reports directly to the Committee.

3 Meetings

- The Committee will meet a minimum of twice annually and more frequently, if required by the Committee Chairman. This should correspond with the financial reporting cycle.
- A quorum of any meeting will be two members.
- The Committee will decide if non-members, other than the Board, should attend meetings.
- The external auditor is invited to attend Committee meetings to provide audit reports and discuss audit related agenda items. The Committee, in its discretion, can request the external auditor to attend more or less of the meeting as required. The provision of the Committee papers, or selected aspects of the Committee papers, to the external auditor is at the discretion of the Committee.
- The Committee will meet at least annually with the external auditor, if requested without management present, to discuss any matters the Committee or the auditor believes should be discussed privately.
- Special meetings may be convened as required. If the external auditor requests a meeting, the Secretary will inform the Committee Chairman of that request and the Committee Chairman will determine whether to convene the meeting.
- The Secretary will circulate the agenda and supporting documentation to the Committee members within a reasonable time before each meeting, and will be responsible for preparing minutes of the meetings (in respect to which see also Section 5 – Reporting).

4 Authority

- The Committee is a Committee of the Board and will have no authority independent of the functions delegated to it by the Board.
- The Committee is authorised by the Board to investigate any activity it deems appropriate consistent with its responsibilities and duties. It is authorised to seek any information from any officer or employee of the Fund all of whom must co-operate with any request made by the Committee.
- The Committee is authorised to engage any firm of accountants, lawyers or other professionals as the Committee sees fit to provide independent counsel and advice and to assist in any review or investigation on such matters as the Committee deems appropriate.
- The Committee will ensure the attendance of company officers at meetings as appropriate.
- The Committee will ensure there are procedures for dealing with concerns of employees and any complaints received by the company regarding accounting, internal control or auditing matters.
- The findings of the Committee will not relieve the Board of any of its responsibilities.

5 Reporting

- The Committee will regularly update the Board about Committee activities and make appropriate recommendations.
- The Committee will cause the preparation of any reports required by law or listing rules or requested by the Board including required reports on corporate governance in the Annual Report.
- Copies of the minutes of Committee meetings will be distributed to the external auditor as deemed necessary.
- The minutes of each Committee meeting are reviewed by all directors present at the meeting and approved, signed and entered into the minute book no later than one month after the committee meeting. The Committee Chairman will report to the next Board meeting on any matters under consideration. At the Board's request, any or all of the papers presented to the Committee will be made available to the Board and/or included in the Board papers.
- At the discretion of the Committee Chairman and members of the Committee, matters considered to be of major importance will be referred to the Board for its attention.
- For so long as the Committee comprises all members of the Board of Directors, there may be no formal reporting by the Committee to the Board on the Committee's activities notwithstanding any other provision of this charter that may require or infer such reporting, because in those circumstances each director will be aware of the activities of the Committee. An exception may arise if a Committee meeting was held by two directors (the minimum number required for a quorum).

6 Responsibilities

To fulfil its responsibilities and duties, the Committee will:

6.1 Financial Reporting Processes

- Review and discuss with management and the external auditor the half year and annual financial reports including notes to the financial accounts and other disclosures and recommend to the Board whether the financial reports should be issued.
- Review accounting and financial reporting policies and practices, including the effect of changes in accounting standards and practices, ASX listing requirements and corporate legislation. This includes discussing with management and the external auditor the application of those policies, practices and standards to the financial reports.
- Review and discuss with the external auditor their report regarding significant findings in the conduct of their audit and management's responses.
- Discuss with management and the external auditor the results of the auditor's work and their overall view on whether the system of internal controls over financial information is operating appropriately.

- Discuss with management and the external auditor the process and related information supporting the semi annual statements made to the Board by the Managing Director, General Manager Investments and Chief Financial Officer that the financial reports present a true and fair view, in all material respects, of the Fund's financial condition and operational results and are in accordance with relevant accounting standards.
- Determine that no restrictions are being placed on the external auditor.

6.2 Oversight of External Auditor

- Recommend to the Board the appointment and termination of the external auditor.
- Review the annual external audit plan with the external auditor and approve the plan and audit fees.
- Review and discuss with the external auditor any matters relating to the conduct of the external audit including management letters from the external auditor and management's responses.
- Ensure that significant findings and recommendations made by the external auditor and management's responses are received, discussed and acted on appropriately.
- Receive and review semi annual reports on non-audit services to determine compliance with the Board's policy on maintaining the independence of the external auditor.
- Review the Board's policy on maintaining independence of the external auditor and recommend any changes, if necessary.
- Review the performance of the external auditor having regard to the skills and capabilities of the lead external audit staff.
- Meet separately with the external auditor without management personnel present, if required.

6.3 Other responsibilities

- Any other relevant matters or special projects referred by or delegated to the Committee by the Board.

6.4 Review (Maintenance and Monitoring Effectiveness)

- Review the Committee Charter regularly and discuss required changes with the Board.
- Ensure that the Charter is approved by the Board.