

ACTINOGEN MEDICAL LIMITED

Corporate Governance Policies

Audit and Risk Committee Charter

Adopted by the Board on 1 July 2020

Amended and restated by the Board on 26 July 2022

Further amended and restated by the Board on 6 March 2024

1. Composition of the Audit and Risk Committee

Given the size, nature and scope of the Company's activities a separate Audit and Risk Committee has been established by the Board.

The Audit and Risk Committee will comprise at least 3 members, with at least one member having relevant qualifications and experience for that committee.

From time to time, non-Board members may be invited to attend Audit and Risk Committee meetings when audit matters are being discussed, if it is considered appropriate by the Audit and Risk Committee.

2. Role of the Audit and Risk Committee

The Audit and Risk Committee's role is to:

- (a) monitor and review the integrity of the financial reporting of the Company, reviewing significant financial reporting judgments;
- (b) review the appropriateness of the accounting judgements or choices exercised by management in preparing the Company's financial statements;
- (c) review the Company's internal financial control system
- (d) review the Company's risk management framework, systems and controls including considering the Board's risk appetite, management's risk matrix and the Company's insurance program;
- (e) monitor, review and oversee the external audit function including matters concerning appointment and remuneration, independence and non-audit services, taking into account the matters set out in Schedule 2;
- (f) monitor and review compliance with the Company's Code of Conduct; and
- (g) perform such other functions as assigned by law or the Company's Constitution.

3. Operations

The Audit and Risk Committee shall consider audit matters at least half yearly and otherwise as required. Minutes of the consideration of such matters are to be kept as minutes of the Audit and Risk Committee.

4. Authority and Resources

- (a) The Audit and Risk Committee 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 Audit and Risk Committee may seek explanations and additional information from the Company's external auditors, without management present, when required.

- (b) When considered necessary or appropriate, the Audit and Risk Committee may conduct or authorise investigations and may retain independent legal, accounting or other advisors.

5. Reporting to the Board and Shareholders

The Audit and Risk Committee will compile a written report to the Board, at least annually, including the following matters:

- (a) assessment of whether external reporting is consistent with Audit and Risk Committee members' information and knowledge and is adequate for shareholder needs;
- (b) assessment of the management processes supporting external reporting;
- (c) procedures for the selection and appointment of the external auditor and for the rotation of external audit engagement partners;
- (d) recommendations for the appointment or, if necessary, the removal of the external auditor;
- (e) assessment of the performance and independence of the external auditors. Where the external auditor provides non-audit services, the report should state whether the Audit and Risk Committee is satisfied that provision of those services has not compromised the auditor's independence; and
- (f) the results of the review of risk management framework and internal control systems, including consideration of whether the Company has a material exposure to any particular risks (including environmental or social risks) and how the Company manages or intends to manage risks.

6. Responsibilities

Annual responsibilities of the Audit and Risk Committee are as set out in the Audit and Risk Committee Charter – Annual Action Points contained in Schedule 1.

Schedule 1 – Audit and Risk Committee Charter – Annual Action Points

1. Financial Reporting and Internal Controls

- (a) Review half-year, annual and, if applicable, quarterly financial statements.
- (b) Verify the integrity of any periodic corporate reports that are not audited or reviewed by an external auditor, including annual director's reports, quarterly activity reports, quarterly cash flow reports, integrated reports and sustainability reports by interviewing contributors to each periodic corporate report and independently confirming the information presented in each report.
- (c) Assess management's selection of accounting policies and principles.
- (d) Consider the external audit of the financial statements and the external auditor's report thereon including an assessment of whether external reporting is consistent with Audit and Risk Committee members' information and knowledge.
- (e) Consider internal controls including the Company's policies and procedures to assess, monitor and manage financial risks (and other business risks if authorised), and the Company's risk management framework and systems generally.
- (f) Assess if the external auditor's report is adequate for shareholder needs.

2. Annual meeting with External Auditor

- (a) Discuss the Company's choice of accounting policies and methods, and any recommended changes.
- (b) Discuss the adequacy and effectiveness of the Company's internal controls.
- (c) Discuss any significant findings and recommendations of the external auditor and management's response thereto.
- (d) Discuss any difficulties or disputes with management encountered during the course of the audit including any restrictions or limitations on access to required information.

3. External Auditor

- (a) Review the Company's procedures regarding the external auditor including the matters set out in Schedule 2.
- (b) Appoint and, if necessary, remove the external auditor and approve the terms on which the external auditor is engaged including the matters set out in Schedule 2.
- (c) Establish/review permissible services that the external auditor may perform for the Company and pre-approve all audit/non-audit services.
- (d) Confirm the independence of the external auditor, including reviewing the external auditor's non-audit services and related fees.
- (e) Assess the overall performance of the external auditor.
- (f) Ensure auditor attendance at Company's annual general meeting and availability to answer questions from security holders relevant to the audit.

4. Internal Communications and Reporting

Provide the report described in clause 5 of the Audit and Risk Committee Charter.

5. Other

- (a) Review the adequacy of the Company's risk management policy and framework for identifying assessing, monitoring and managing risk in light of the Board's risk appetite.
- (b) Review the adequacy of the Company's insurance policies including the terms of annual policy renewals in light of the Board's risk appetite and the insurable risks associated with the Company's business.
- (c) Verify the composition of the Audit and Risk Committee is in accordance with the Audit and Risk Committee Charter.
- (d) Review the independence of each Audit and Risk Committee member, based on the Company's policy on assessing the independence of Directors in the Board Charter.
- (e) Review and update the Audit and Risk Committee Charter and Annual Action Points.
- (f) Develop and oversee procedures for treating complaints or employee concerns received by the Company regarding accounting, internal accounting controls, auditing matters and breaches of the Company's Code of Conduct.

Schedule 2 – Procedure for selection and appointment of external auditor

1. Introduction

The Board is responsible for the appointment of the external auditor which is to be approved by shareholders at the next annual general meeting.

The Audit and Risk Committee conducts the selection process and recommends a preferred external auditor to the Board. The Board may endorse the external auditor recommended by the Audit and Risk Committee and appoint the auditor. Alternatively, the Board may wish to review the recommendation of the Audit and Risk Committee.

At the request of the Audit and Risk Committee, the chief financial officer and/or chief executive officer may assist the Audit and Risk Committee in the selection and appointment process including by proposing an external auditor, together with a written supporting submission.

2. Tender

If the Audit and Risk Committee elects to undertake a tender process, the chief executive officer or chief financial officer will prepare or cause to be prepared a draft request for submissions that will be reviewed for approval by the Audit and Risk Committee (with such changes as it considers appropriate) and invite a shortlist of candidates to present to the Audit Committee their proposals.

3. Selection Criteria

The preferred external auditor should best satisfy the selection criteria identified by the Audit and Risk Committee including:

(a) Fees

A candidate must provide a firm fee quotation for its audit services. Price will be only one of the relevant factors in the selection of a preferred external auditor.

(b) Independence

A candidate must satisfy the Audit and Risk Committee that it is independent and outline the procedures it has in place to maintain its independence.

The external auditor must be independent from, and be seen to be independent from, the Company.

(c) Scope of audit/issues resolution

A candidate must outline its response to the scope of audit and outline how it intends to meet that scope and resolve issues, and detail key personnel expected to be on the audit team

(d) Non-audit work

A candidate must detail its approach to the provision of non-audit related services to the Company. Generally such work should be minimal.

If proposed otherwise, the Audit and Risk Committee must consider the circumstances in which the Company might use the external auditor for non-audit services. Matters to be considered include the extent, scope and potential value of non-audit fees and any circumstance where the external auditor may be required to review and rely upon work conducted by it in a non-audit capacity.

The scope of non-audit work must not be allowed to impinge upon the external auditor's independence (refer also to paragraph 4 below).

- (e) Other matters

The selection criteria may include such other matters as the Audit and Risk Committee thinks fit.

4. Principles in relation to audit and non-audit services

The following principles apply in relation to the provision of audit and non-audit services by the external audit firm:

- (a) the external auditor may provide audit and audit-related services that, while outside the scope of the statutory audit, are consistent with the role of auditor;
- (b) the external auditor should not provide services that are perceived to be materially in conflict with the role of auditor;
- (c) the external auditor may be permitted to provide non-audit services that are not perceived to be materially in conflict with the role of auditor, subject to the approval of the Audit and Risk Committee;
- (d) exceptions may be made to the policy (with specific Board approval) where the variation is in the interests of the Company and arrangements are put in place to preserve the integrity of the external audit process.

5. Rotation of external audit engagement partner

The Audit and Risk Committee will ensure that the external auditor has in place arrangements with regard to any legislative or regulatory requirements for rotation of the audit engagement partner.

The audit engagement partner for the audit must rotate at least every 5 years. At least two years must expire before the Audit Partner can again be involved in the audit of the Company.

6. Review of audit arrangements

The Audit and Risk Committee will periodically review the external auditor's performance, at least annually. As part of this review the Audit and Risk Committee will obtain feedback from the chief financial officer and other members of senior management regarding the quality of the audit service.