



CORPORATE GOVERNANCE POLICIES

AUDIT AND RISK COMMITTEE CHARTER

Scope

The Audit and Risk Committee (Committee) is a committee of the Board of Catalyst Metals Limited (Company) with specific powers delegated under this charter. The charter sets out the Committee's function, composition, mode of operation, authority and responsibilities.

Function

The primary function of the Committee is to assist the Board in fulfilling its responsibilities relating to accounting and financial reporting and risk management practices of the Company. In addition, the Committee is also responsible for:

Financial reporting

- monitoring the integrity of the financial statements of the Company including reviewing significant financial reporting judgements;
- co-ordination and appraisal of the quality of the audits conducted by the Company's external auditors;
- determination of the independence and effectiveness of the external auditors;
- maintenance of open lines of communications among the Board and the external auditors to exchange views and information, as well as confirmation of their respective authority and responsibilities;
- serve as an independent and objective party to review the financial information submitted by management to the Board for issue to shareholders, regulatory authorities and the general public;
- review the adequacy of the reporting and accounting controls of the Company; and
- monitor and review the propriety of any related party transactions.

The Committee is also responsible for establishing 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.

The Committee is not required to personally conduct accounting reviews or audits and is entitled to rely on employees of the Company or professional advisers where appropriate.

Risk management oversight

- overseeing the development of an appropriate risk management policy framework that provides guidance to management in implementing appropriate risk management practices throughout the Company's operations, practices and systems;
- reviewing the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board;
- ensuring that directors and senior executives establish a risk aware culture which reflects the Company's risk policies and philosophies;

- receiving reports from management on new and emerging risks, and the controls and mitigation procedures in place to deal with those risks, and satisfying itself that the risk management framework adequately deals with such risks, including digital disruption, cyber-security, privacy and data breaches, sustainability and climate change; and
- reviewing and making recommendations to the board regarding changes to be made to the Company's risk appetite.

Responsibility for internal control systems and risk management is delegated to the appropriate level of management within the Company with the Managing Director having ultimate responsibility to the Board for the risk management and control framework. The Board works closely with management to identify and manage operational, financial and compliance risks which could prevent the Company from achieving its objectives.

Components of the Company's risk profile include, but are not limited to economic, environmental and social sustainability include mining and operational risks, health and safety, community and environmental risks, mineral resource and ore reserve estimates, metal prices and exchange rate fluctuations, financing and working capital requirements, compliance and regulatory risks.

Membership and composition

The Board shall appoint the members of the Committee and review the composition of the Committee at least annually. Where possible, the Committee should comprise:

- at least three members;
- only non-executive directors of the Board, a majority of whom are independent;
- an independent chair appointed by the Board and who is not the Chair of the Board;
- members with sufficient financial skills and experience relevant to the Committee's functions

The composition of the Committee does not currently comply with recommended ASX guidelines. This is due to the current size of the Board and the number of independent directors. In circumstances where the size of the Board is expanded and additional independent non-executive directors are appointed, as a result of the growth or complexity of the Company, the composition of the Committee will be reconstituted.

Meetings

The Committee shall:

- meet as frequently as required but at least two times per year; and
- the minimum quorum for a Committee meeting is two members.

The secretary of the committee is the Company Secretary.

Authority

In performing its functions in accordance with any applicable law, the Committee:

- has unrestricted access to the external auditors, senior management and employees of the Company.
- has unrestricted access to information and reports relevant to fulfilling its responsibilities.
- may seek independent external advice on matters brought before the Committee or in relation to the functions and responsibilities of the Committee.
- shall have the power to conduct or authorise investigations into any matters within the Committee's scope of responsibilities or when requested by the Board.

Responsibilities

The Committee must promote an environment within the Company which is consistent with best practice financial reporting and risk management. In particular, the Committee will carry out the following tasks:

- perform an independent review of financial information prepared by management for external reporting. This will include conducting reviews of the annual report, directors' report, annual financial statements, half yearly financial statements and any other externally reported financial information required by law;
- monitor the integrity and effectiveness of financial reporting processes.
- review and assess the external audit arrangements.
- review the corporate governance policies and practices in relation to audit issues to ensure that these are consistent with best practice.
- consider the risk management policies and practices as they relate to investment risk, operational and physical risks and other matters.
- review of accounting principles and practices and in particular any proposed changes to those principles and practices and to consider any special treatment of unusual transactions.
- review of internal controls relating to accounting activities, including the effectiveness and/or any weaknesses or breaches.
- review policies and practices in meeting legal and regulatory compliance obligations, including continuous disclosure requirements to the Australian Securities Exchange, reporting to the Australian Securities Investment Commission and the Australian Tax Office.

External audit arrangements

The Committee shall report to the Board on external audit arrangements, including:

- making recommendations to the Board on the appointment, re-appointment, replacement and remuneration of the external audit firm;
- review the terms of engagement for the external auditor;
- review the scope of the external audit with the external auditor including identified risk areas;
- monitor the performance of the external audit including assessment of the quality and rigour of the audit, quality of the service provided;
- review and assess non-audit services to be provided by the external auditor, with particular consideration to the potential to impair or appear to impair the external auditors' independence;
- review and monitor management's responsiveness to the external audit findings; and
- on a periodic basis, meet with the external auditor without the presence of management.

Appointment of external auditor

Should a change in auditor be considered necessary, a formal tendering process will be undertaken. The Committee will identify the attributes required of an auditor and will ensure the selection process is sufficiently robust so as to ensure selection of an appropriate auditor.

The Committee will ensure that prospective auditors have been provided with a sufficiently detailed understanding of the Company, its operations, its key personnel and any other information, including group structures and financial statements, that will have a direct bearing on each firm's ability to develop an appropriate proposal and fee estimate.

In selecting an external auditor, particular consideration will be given to determining whether the fee quoted is sufficient for the work required, that the work is to be undertaken by people with an appropriate level of seniority, skill and knowledge and whether the work proposed is sufficient to meet the Company's needs and expectations.

The appointment of a new external audit firm will be placed before shareholders for ratification at the next annual general meeting after the appointment is made.

Rotation and succession planning

The Committee will discuss with the auditor what provisions the audit firm has in place for rotation of the lead engagement partner and the independent review partner. The Company shall require that the lead engagement partner be rotated at least every 5 years and the review partner be rotated at least every 3 years.

Internal audit arrangements

The Committee shall consider annually whether there is a need for an internal audit function and make a recommendation to the Board on whether such a function is considered necessary.

Management sign-off procedure

The Committee will ensure that the Managing Director and Chief Financial Officer prepare a written statement to the Board that in their opinion, the financial records of the Company have been properly maintained and that the financial statements for a financial period present a true and fair view, in all material respects, of the financial condition of the Company and its operational performance and are in accordance with relevant accounting standards.

The Managing Director and Chief Financial Officer shall also confirm that the declaration provided in accordance with Section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

The statement is to be presented to the Board prior to the approval and sign-off of the half year and annual financial statements.