



Audit, risk and compliance committee charter

QANTM Intellectual Property Limited ACN 612 441 326
(Company)

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Audit, Risk and Compliance Committee charter	3
1. Introduction	3
2. Objective	3
3. Responsibilities and duties	3
4. External audit	6
5. Internal audit	7
6. Group audit committees	7
7. Other responsibilities	7
8. Committee composition	8
9. Committee meetings	8
10. Minutes of Committee meetings	9
11. Reporting to the Board	9
12. Access to information and independent advice	9
13. Review and changes to this charter	9
14. Approved and adopted	9

Audit, Risk and Compliance Committee charter

1. Introduction

- 1.1 The Audit, Risk and Compliance Committee (**Committee**) is a committee of the board of directors (**Board**) of QANTM Intellectual Property Limited ACN 612 441 326 (**Company**).
- 1.2 This charter sets out the scope of the Committee's responsibilities in relation to the Company and its related bodies corporate (**Group**).

2. Objective

The objectives of the Committee are to:

- (a) help the Board achieve its objective in relation to:
 - (i) integrity of financial reporting;
 - (ii) the application of accounting policies;
 - (iii) business policies and practices;
 - (iv) legal and regulatory compliance; and
 - (v) effectiveness of the Group's internal control and risk management systems;
- (b) maintain and improve the quality, credibility and objectivity of the financial accountability process (including financial reporting on a consolidated basis);
- (c) promote a culture of compliance;
- (d) facilitate effective communication between the Board and the senior compliance manager;
- (e) facilitate effective internal and external audit functions and communication between the Board and the external and internal auditors; and
- (f) confirm that compliance strategies and compliance function are effective.

3. Responsibilities and duties

3.1 External financial reporting

The Committee is responsible for:

- (a) assessing the appropriateness and application of the Group's accounting policies and principles and any changes to them, so that they accord with the applicable financial reporting framework;
- (b) obtaining an independent judgment from the external auditor about:
 - (i) the acceptability and appropriateness of accounting policies and principles put forward by management; and
 - (ii) the clarity of current or proposed financial disclosure practices as put forward by management;
- (c) assessing any significant estimates or judgments in the financial reports (including those in any consolidated financial statements);
- (d) reviewing compliance with all related party disclosures required (where applicable) by accounting standards and the *Corporations Act 2001* (Cth);

- (e) assessing information from internal and external auditors that may affect the quality of financial reports (for example, actual and potential material audit adjustments, financial report disclosures, non-compliance with laws and regulations, and internal control issues);
- (f) reviewing any half-yearly and annual financial reports (including those prepared on a consolidated basis) with management, advisers and the internal and external auditors (as appropriate) to assess whether they represent a true and fair view of the financial position and performance of the Company for reporting purposes. The Committee should focus on:
 - (i) the compliance of accounts with accounting standards and the *Corporations Act 2001* (Cth);
 - (ii) the nature and impact of any changes in accounting policies during the applicable period;
 - (iii) significant or unusual transactions and accounting estimates;
 - (iv) significant changes in accounting policies and practices;
 - (v) underlying earnings and major judgemental areas;
 - (vi) significant audit adjustments and unadjusted audit differences and
 - (vii) the form of the proposed opinion to be issued by the external auditor.
- (g) discussing any draft audit opinion letter with the external auditors before it is finalised;
- (h) receiving any management letter from the external auditors;
- (i) recommending for adoption by the Board interim and final financial reports and the annual report;
- (j) reviewing documents and reports to regulators and recommending to the Board their approval or amendment; and
- (k) following up on any matter raised by the Board regarding financial reports, audit opinions and management letters.

3.2 Risk management and internal compliance and control systems

- (a) overseeing the establishment and implementation of risk management and internal compliance and control systems and confirming there is a mechanism for assessing the efficiency and effectiveness of those systems; and
- (b) approving and recommending to the Board for adoption policies and procedures on risk oversight and management to establish an effective and efficient system for:
 - (i) identifying, assessing, monitoring and managing risk; and
 - (ii) disclosing any material change to the risk profile;
- (c) regularly reviewing and updating the risk profile;
- (d) assessing the adequacy of the internal risk control system with management and internal and external auditors;
- (e) monitoring the effectiveness of the internal risk control system;
- (f) procuring that the risk management system takes into account all material risks, including risks arising from:
 - (i) implementing strategies (strategic risk);
 - (ii) operations or external events (operational risk);
 - (iii) legal and regulatory compliance (legal risk);

- (iv) changes in community expectation of corporate behaviour (reputation risk);
 - (v) a counterparty's financial obligations within a contract (credit risk);
 - (vi) changes in financial and physical market prices (market risk); and
 - (vii) being unable to fund operations or convert assets into cash (liquidity risk);
- (g) assessing if management has controls in place for unusual transactions and any potential transactions that may carry more than an acceptable degree of risk;

3.3 Key financial risk

- (a) assessing and prioritising the areas of greatest potential financial risk, including:
- (i) safeguarding assets;
 - (ii) litigation and claims;
 - (iii) non-compliance with laws, regulations, standards and best practice guidelines that may result in significant financial loss;
 - (iv) important judgments and accounting estimates; and
 - (v) maintenance of proper accounting records;
- (b) assessing the internal process for determining areas of greatest potential financial risk;
- (c) assessing and monitoring the management of areas of greatest potential financial risk;
- (d) reporting to the Board on the adequacy of the financial risk management;

3.4 Legal and regulatory risk

- (a) assessing and prioritising the areas of greatest legal and regulatory risk;
- (b) assessing the internal process for determining, monitoring and managing areas of greatest legal and regulatory risk;
- (c) receiving reports from management of any actual or suspected fraud, theft or other breach of the law;
- (d) monitoring compliance with legal and regulatory obligations;
- (e) reporting and making recommendations to the Board regarding:
- (i) the management of areas of greatest legal and regulatory risk (including fraud and theft); and
 - (ii) compliance with legal and regulatory obligations;
- (f) receiving and reviewing reports from the senior compliance manager;

3.5 Disclosure and reporting

- (a) procuring that management establishes a comprehensive process to capture information that must be disclosed to ASX;
- (b) reviewing management's processes for procuring and monitoring compliance with laws, regulations and other requirements relating to the external reporting of financial and non-financial information (including, among other things, preliminary announcements, interim reporting, open or one-on-one briefings and continuous disclosure);
- (c) assessing management's processes for ascertaining non-financial information in documents (both public and internal) does not conflict inappropriately with financial reports and other documents;

- (d) assessing internal control systems relating to the release of potentially adverse information; and
- (e) reviewing for completeness and accuracy the reporting of corporate governance practices in accordance with the ASX Listing Rules.

4. External audit

The Committee is responsible for:

- (a) approving and recommending to the Board for acceptance, the terms of engagement with the external auditor at the beginning of each year;
- (b) regularly reviewing with the external auditor:
 - (i) the scope of the external audit;
 - (ii) identified risk areas; and
 - (iii) any other agreed procedures;
- (c) approving and recommending to the Board for adoption, policies and procedures for appointing or removing an external auditor, including criteria for:
 - (i) technical and professional competency;
 - (ii) adequacy of resources; and
 - (iii) experience, integrity, objectivity and independence;
- (d) recommending to the Board for approval, the appointment or removal of an external auditor based on those policies and procedures referred to in paragraph (c);
- (e) reviewing and assessing on a regular basis the compliance of the external auditor with criteria referred to in paragraph (c);
- (f) recommending to the Board the remuneration of the external auditor;
- (g) regularly reviewing the effectiveness and independence of the external auditor taking into account:
 - (i) the length of appointment;
 - (ii) the last dates lead engagement partners were rotated;
 - (iii) an analysis and disclosure of fees paid to external auditors, including the materiality of fees paid for non-audit services and the nature of those services; and
 - (iv) any relationships with the Group or any other body or organisation that may impair or appear to impair the external auditor's independence;
- (h) satisfying itself that the external auditor can do an effective, comprehensive and complete audit for the external auditor's set fee;
- (i) recommending to the Board for approval the types of non-audit services that the external auditor may provide without impairing or appearing to impair the external auditor's independence;
- (j) meeting periodically with the external auditors and inviting them to attend Committee meetings to:
 - (i) review their plans for carrying out internal control reviews;
 - (ii) consider any comments made in the external auditor's management letter, particularly, any comments about material weaknesses in internal controls and management's response to those matters; and

- (iii) make recommendations to the Board;
- (k) asking the external auditor if there have been any significant disagreements with management, whether or not they have been resolved;
- (l) monitoring and reporting to the Board on management's response to the external auditor's findings and recommendations;
- (m) reviewing all representation letters signed by management and confirming information provided is complete and appropriate; and
- (n) receiving and reviewing the reports of the external auditor.

5. Internal audit

The Committee is responsible for:

- (a) ratifying the engagement and dismissal by management of any chief internal audit executive;
- (b) procuring that any chief internal audit executive is independent of the external auditor;
- (c) confirming the external auditor does not provide internal audit services;
- (d) overseeing the scope of the internal audit, including reviewing the internal audit team's mission, charter, qualifications and resources;
- (e) reviewing and approving the scope of the internal audit plan and work programme;
- (f) monitoring the progress of the internal audit work programme and considering the implications of the internal audit findings for the control environment;
- (g) monitoring and reporting to the Board on management's responsiveness to internal audit findings and recommendations;
- (h) evaluating the process for monitoring and assessing the effectiveness of the internal audit function;
- (i) overseeing the liaison between the internal audit team and the external auditor;
- (j) receiving and reviewing the internal audit team's reports; and
- (k) monitoring that the internal audit team reports directly to the Committee.

6. Group audit committees

The Committee is responsible for:

- (a) reviewing and approving the charter of any committee dealing with audit, risk management and compliance within the Group; and
- (b) receiving and reviewing reports from any such committee.

7. Other responsibilities

The Committee is responsible for:

- (a) overseeing the implementation of the Group's corporate code of conduct and assessing compliance with it;

- (b) overseeing the implementation of the Group's code of conduct for directors and senior executives of and assessing compliance with it;
- (c) assessing and recommending to the Board for adoption the scope, cover and cost of insurance, including insurance relating to directors and officers liability, company reimbursement, professional indemnity, crime, special accident and trustees liability;
- (d) if it considers appropriate, investigating any complaint or allegation made to it;
- (e) reporting to the Board on any industry development affecting the control environment;
- (f) reviewing and monitoring any related party transaction and recommending its approval; and
- (g) confirming the Review and procedures are adequately documented and that those documents are reviewed and updated for any legal and regulatory developments.

8. Committee composition

8.1 The Committee must comprise:

- (a) at least three directors;
- (b) all non-executive directors; and
- (c) a majority of independent directors.

8.2 The Board will appoint the chairperson of the Committee. The chairperson must be an independent director and may not be the chairperson of the Board.

8.3 The Committee will appoint a secretary.

8.4 The Committee must be of sufficient size, independence and technical expertise to effectively discharge its mandate.

8.5 Each member of the Committee must be able to read and understand financial statements and at least one member must be a qualified accountant or other financial professional with experience of financial and accounting matters.

8.6 Each member of the Committee should have an understanding of the industry in which the Group operates.

8.7 The Board will decide appointments, rotations and resignations within the Committee having regard to the *ASX Listing Rules* and the *Corporations Act 2001* (Cth).

8.8 A member may act by their alternate.

9. Committee meetings

9.1 The Committee will meet as often as it considers necessary.

9.2 A quorum for an Committee meeting is two Committee members.

9.3 Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.

9.4 The Committee may pass or approve a resolution without holding a meeting in accordance with the procedures (so far as they are appropriate) in section 248A of the *Corporations Act 2001* (Cth).

9.5 The Committee may invite other persons it regards appropriate to attend Committee meetings.

9.6 Non-executive directors who are not members of the Audit Committee may attend meetings.

10. Minutes of Committee meetings

10.1 The Committee must keep minutes of its meetings.

10.2 Minutes of each Committee meeting must be included in the papers for the next full Board meeting after each meeting of the Committee, except if there is a conflict of interest.

10.3 Minutes must be distributed to all Committee members, after the Committee chairperson has approved them.

10.4 The agenda and supporting papers are available to directors upon request to the Committee secretary, except if there is a conflict of interest.

11. Reporting to the Board

The Committee chairperson must report the Committee's findings to the Board after each Committee meeting.

12. Access to information and independent advice

12.1 The Committee may seek any information it considers necessary to fulfil its responsibilities.

12.2 The Committee has access to:

- (a) management to seek explanations and information from management; and
- (b) internal and external auditors to seek explanations and information from them, without management being present.

12.3 The Committee may seek professional advice from employees of the Group and from appropriate external advisers, at the Company's cost. The Committee may meet with these external advisers without management being present.

13. Review and changes to this charter

13.1 The Committee will review this charter annually or as often as it considers necessary.

13.2 The Board may change this charter from time to time by resolution.

14. Approved and adopted

This charter has been approved by the Board.

Date Approved: 12 July 2016