

24 August 2022

1. Role

- 1.1 The role of the Audit and Risk Committee is to assist and advise the Board of St Barbara Limited (**Board**) to carry out its role in overseeing the financial reporting and other annual reporting, risk management, evaluating the effectiveness of the financial control environment, review of mineral resources and ore reserves estimation processes and internal and external audit functions and assurance practices of the Group¹.
- 1.2 The Committee is a review and advisory Committee. It has no decision-making authority and holds no delegated authorities from the Board except for the following express decision-making authorities:
- approving the audit plan and audit fees of the external auditor (section 2.8);
 - approving the appointment, removal, fees and scope of work of the internal auditor (section 2.19 (a) to (d)); and
 - authority to engage and authorise expenses for independent counsel and other external consultants or specialist advisors as the Committee deems necessary or appropriate to discharge its duties under this Charter.
- 1.3 In discharging its responsibilities under this Charter, the Committee will have regard to the following:
- The integrity of the Group's periodic corporate reports (including but not limited to, the annual directors' report, annual and half yearly financial statements and reporting processes and mineral resource and ore reserve estimation processes);
 - Audit processes (including both the internal audit function and the engagement of the external auditor);
 - The effectiveness of the systems of internal control and risk management;
 - The Group's systems for compliance with applicable legal and regulatory requirements within the Committee's area of responsibility.
- 1.4 The Committee is accountable to the Board for its performance. The Committee Chair (or their delegate) will report to the Board on the Committee's activities and will also consider if any material matters arising out of Committee meetings should be advised to any other committee and, if so, ensure that this occurs.

2. Responsibilities

Review financial statements and supporting processes and other annual reporting

The Committee will:

- 2.1 Monitor the structure and performance of the financial reporting and the treasury team.
- 2.2 Review the interim and annual financial statements and accompanying ASX announcements and discuss them with the external auditor prior to their release to determine whether they are complete, reflect appropriate accounting principles and contain relevant disclosures. In discharging this responsibility, the Committee will review and assess:
- the appropriateness of the significant accounting policies adopted by management in the preparation and presentation of financial statements;
 - whether the Group's financial statements reflect the understanding of the Committee and provide a true and fair view of the financial position and performance of the Group;
 - the scope and outcome of due diligence processes underpinning the financial statements;
 - significant accounting and reporting issues, including the impact on the financial statements of recent accounting and regulatory pronouncements;

¹ St Barbara Limited is the parent company of the St Barbara Group of companies. In this document, unless otherwise stated, references to St Barbara Group, Group and St Barbara refer to St Barbara Limited and its controlled entities.

- e) the appropriateness of the accounting judgments or choices exercised by management in preparing the financial statements, including any significant accounting estimates;
 - f) the summary of audit differences and management letter recommendations provided by the external auditors, and differences of views, if any, between management and the external auditors;
 - g) the consistency of accounting policies applied and application of new accounting standards; and
 - h) recommendations to the Board prior to the Board approving the financial statements and preliminary announcements.
- 2.3 Review the Managing Director and CEO and Chief Financial Officer's written certifications in relation to the Group's financial statements and at least annually, the system of internal compliance and controls.
- 2.4 Review and monitor the reporting of related party transactions in accordance with financial reporting obligations.
- 2.5 Review and oversee management's response to complaints received by the Group regarding accounting or auditing matters.
- 2.6 Oversee the processes designed to safeguard the integrity of the Group's financial reporting (within the Committee's area of responsibility) and facilitate independent verification, in particular the Committee will:
- a) review the Remuneration Report and disclosure processes and make recommendations to the Remuneration and Nomination Committee in relation to the adequacy of those processes; and
 - b) oversee processes for compliance with laws, regulations and other requirements relating to the preparation of interim and full year financial reporting by the Group.

External audit

The Committee will:

- 2.7 Establish a policy for, and recommend to the Board, the appointment, terms of engagement, rotation of external audit personnel on a regular basis, conduct audit tender processes and removal of the external auditor;
- 2.8 Approve the audit plan and audit fees of the external auditor prior to the commencement of statutory audit processes for a given financial year;
- 2.9 Approve the fees payable and nature of non-audit services to be provided by the external auditor including assessing whether the non-audit service may compromise the independence of the external auditor;
- 2.10 Monitor the performance, effectiveness and independence of the external auditor and confirm that the audit is conducted in accordance with applicable auditing standards and all other relevant accounting policies and standards;
- 2.11 Review the scope, adequacy and quality of audits conducted by the Company's external auditor;
- 2.12 Review and recommend to the Board for approval any material changes to the Group's provision of non-audit services policy;
- 2.13 Where required, determine whether to approve the provision of non-audit services by the external auditor in accordance with the Group's provision of non-audit services policy and reporting to the Board on any matters in respect of which it considers that action or improvement is needed;
- 2.14 Monitor the relationship between management and the external auditor; and
- 2.15 Arrange for the Committee to meet with the external auditor without the presence of management, at least twice a year.

Internal controls

The Committee will:

- 2.16 Review the adequacy, effectiveness and appropriateness of the Group's accounting control systems and policies,

corporate reporting processes and internal control framework;

- 2.17 Review and evaluate the controls and processes in place to ensure compliance with approved policies, internal controls, and applicable accounting standards and other requirements relating to the preparation and presentation of financial results;
- 2.18 Confirm the reliability, integrity and effectiveness of accounting, treasury and hedging policies and financial reporting and disclosure practices;
- 2.19 Approve the appointment, and removal, of the internal auditor including:
- a) the role, scope, adequacy, nature and suitability of the internal audit function;
 - b) the independence, objectivity and performance of the internal audit function;
 - c) the internal audit programme and any changes to it; and
 - d) the internal audit fees.
- 2.20 Confirm that any internal control recommendations made by the internal or external auditor and approved by the Committee have been implemented by management on a timely basis;
- 2.21 Review and make recommendations to the Board in relation to any incident involving actual or potential breach of Group policy, actual or potential fraud or other breakdown of the Group's internal controls;
- 2.22 Confirm the system of controls (including information technology system controls) effectively safeguards the assets as recorded in the financial statements of the Group;
- 2.23 Confirm the system of controls in place to secure computer systems and applications and to protect against unauthorised access, fraud or misuse, and the contingency plans for processing financial information in the event of a systems breakdown; and
- 2.24 Confirm that processes are in place such that accounting records are properly maintained in accordance with statutory requirements.

Mineral Resources and Ore Reserves

The Committee will:

- 2.25 Review the processes for, and reporting of, the estimation of Mineral Resources and Ore Reserves of the Group;
- 2.26 Review Mineral Resource and Ore Reserve reports provided to the Committee by the Mineral Resources and Ore Reserves Management Committee and any external reviews undertaken on Mineral Resource or Ore Reserve estimates;
- 2.27 Make an assessment of the competence of the Competent Person who provides the technical information to the Board; and
- 2.28 Meet with the Competent Persons responsible for Mineral Resource and Ore Reserve estimates to understand:
- a) the key assumptions underpinning the Mineral Resource and Ore Reserve estimates;
 - b) the key risks relating to the Mineral Resource and Ore Reserve estimates;
 - c) any anomalies or concerns relating to the Competent Person's report; and
 - d) any other issues raised by the Competent Person.

Risk management

- 2.29 The Committee will oversee management's implementation of the Risk Management Framework by:
- a) Evaluating whether management is setting the appropriate 'control culture' by communicating the importance of internal control and management of risk across the Group's business;
 - b) Ensuring that management has appropriate processes and systems for identifying, monitoring, assessing and

responding to risks in a manner that is in accordance with the Group's risk appetite, and that those processes are operating effectively in managing significant business risks across the Group's business;

- c) Monitoring management's performance against the Group's Risk Management Framework, including whether it is operating within the risk appetite set by the Board;

The Committee will:

2.30 Review and understand the risks identified by management that are material to the achievement of the Group's corporate objectives, strategy and plans;

2.31 Review the effectiveness of:

- a) Systems and processes for detecting, reporting and responding to cybersecurity and information loss risks;
- b) The Group's policies, processes and reporting systems for detecting, reporting and preventing unethical, unlawful and dishonest conduct, fraud, breaches of anti-corruption laws, and whistle-blowing; and
- c) At least annually, the effectiveness of the Group's Risk Management Framework to verify that the Risk Management Framework continues to be sound and that the Group is operating with due regard to the risk appetite set by the Board.

2.32 Consider any report from the Safety and Sustainability Committee on material sustainability risks;

2.33 Consider whether the Risk Management Framework effectively identifies areas of potential, material risk including economic, environmental and social sustainability risks;

2.34 Consider post implementation reviews on Board approved projects.

2.35 Review any material incident involving fraud or a breakdown of the Group's risk controls and the "lessons learned";

2.36 The Committee will receive reports from:

- a) Internal audit on its reviews of the adequacy of the Group's process for managing risk; and
- b) Management on:
 - New and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks and that they remain within the risk appetite;
 - Material litigation matters involving the Group; and
 - Non-audit service fees.

2.37 The Committee will make recommendations to the Board in relation to:

- a) Changes that should be made to the Group's Risk Management Framework or to the risk appetite set by the Board;
- b) Statements to be included in corporate reporting concerning internal controls and risk management, specifically (for inclusion in the annual report):
 - material risks, including environmental and other suitability risks, that could affect the Group's financial prospects for future years and, where such a risk relates to factors within management's control, how these factors will be managed; and
 - whether the risk management framework has been reviewed and if appropriate, insights gained from the review and changes made as a result.

Insurance Program

The Committee will:

2.38 Oversee and review the Group's insurance program at least annually having regard to the Group's business and the insurable risks associated with the Group's businesses.

Tax Governance

- 2.39 Reviewing the adequacy, effectiveness and appropriateness of the Group's tax affairs and governance including internal compliance, tax controls and all other requirements relating to the preparation and lodgement of tax returns both in Australia and overseas jurisdictions within which the Group operates;
- 2.40 Oversee the reliability, integrity and effectiveness of the Group's tax reporting, recording and management of tax issues both in Australia and overseas jurisdictions within which the Group operates;
- 2.41 Review the Group's tax management and compliance program as part of the Group's six (6) monthly statutory accounts process having regard to the Group's tax obligations both in Australia and overseas jurisdictions within which the Group operates;
- 2.42 Monitor management's performance against the Group's Tax Management Framework, including ongoing taxation compliance, reporting and appropriate escalation of tax risks to the Board, with due regard to the tax risk appetite set by the Board.

3. Composition

- 3.1 The Committee will consist of:
- Only Non-executive Directors;
 - A minimum of three members; and
 - An independent Director as Chair who is not the Chairman of the Board.
- 3.2 Members of the Committee will be independent of management and free of any conflicts, business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and independent judgement.
- 3.3 The Board:
- Appoints the Committee members and its Chair; and
 - Annually reviews the membership and performance of the Committee in accordance with section 6.
- 3.4 At least one Committee member must have appropriate financial and accounting expertise and the members of the Committee as a whole must have sufficient understanding of the industry in which the Group operates.
- 3.5 Provided there is no potential or actual conflict of interest, a standing invitation to attend meetings of the Committee will be issued to all Directors and to the:
- Managing Director and CEO;
 - Chief Financial Officer;
 - Head of Finance and Procurement;
 - Representatives of the internal and external auditors, except where the Committee is discussing the internal or external auditor's performance; and
 - Selected other members of management as required.

4. Procedures

General

- 4.1 Proceedings and meetings of the Committee will be governed by the provisions of the Constitution of St Barbara Limited (**Company**) applying to meetings, resolutions and proceedings of the Board.
- 4.2 The Committee will meet at least four times per year to correspond with the Company's financial reporting cycle, or as often as the Committee members deem necessary in order to fulfil their individual or collective responsibilities.
- 4.3 The Committee may deal with items of business by written resolution in accordance with the requirements for passing written resolutions under the Company's Constitution.

- 4.4 The quorum for meetings is two Committee members.
- 4.5 In the absence of the Committee Chair or an appointed delegate, Committee members will elect one of their number as chair for that meeting.

Notice and attendance

- 4.6 Any Committee member or the Company Secretary may call a committee meeting or may request the Company Secretary to call a meeting.
- 4.7 Notice of a Committee meeting will be issued to each Committee member (with a copy to all Board members), at least seven days prior to the date of the meeting.
- 4.8 Papers for Committee meetings will be circulated to attendees in advance of each meeting so that members have a reasonable opportunity to review them.
- 4.9 All Directors will be invited to attend, and are encouraged to participate in, Committee meetings, provided there is no potential or actual conflict of interest.
- 4.10 At the discretion of the Committee Chair, separate meetings may also be held with any member of management.
- 4.11 The Committee Chair will attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and responsibilities.

Meeting materials and records

- 4.12 Minutes of proceedings and resolutions of the Committee meetings will be kept by the Company Secretary.
- 4.13 Minutes of the Committee meetings, agenda and supporting papers will be made available to all Directors, provided there is no potential or actual conflict of interest.
- 4.14 Committee papers prepared by management are to be relevant, clear, complete and concise.
- 4.15 The Committee will maintain an annual program of its work.

5. Resourcing and access to advice and information

- 5.1 Sufficient resources will be available to the Committee to enable it to run effectively, as determined by the Committee, including funds to:
- a) Engage and remunerate independent advisers under section 5.1(b); and
 - b) Pay any expenses of the Committee that are necessary or appropriate to assist it in carrying out its work under this Charter.
- 5.2 The Committee may, with the consent of the Committee Chair, seek independent professional advice at the expense of the Group on any matter connected with the discharge of their relevant responsibilities.
- 5.3 The Executive accountable to the Committee or the Company Secretary will assist the Committee in securing the services determined necessary.
- 5.4 External advice will be made available to all Committee members, unless there is a potential or actual conflict of interest.
- 5.5 The Committee may make direct requests for information and records from the Managing Director and CEO, any employee of the Group, the external auditor or any third party.
- 5.6 The Committee Chair, management and the Company Secretary will work collaborative to ensure the production and transmission of information and reports to the Committee.

5.7 The Committee will have access to the Company Secretary.

5.8 The Committee's work is supported by the members of management set out in section 3.5.

6. Review and assessment

6.1 The Committee will annually evaluate its performance having regard to the principles and requirements of its Charter and the overall objective of the Committee's work and report to the Board as appropriate.

6.2 The Committee will periodically review its Charter and may make recommendations to the Board in relation to any changes to its responsibilities.

6.3 This Committee Charter will be reviewed by the Board at least biennially and updated as required.

Document governance

Document approver: Board

Document owner: Company Secretary

Review cycle: Biennial

Material document revisions

Version	Approval Date	Effective Date	Details
4.0	24/08/2022	24/08/2022	Periodic review: incorporates transition to new template and alignment to the Policy Framework.