

1.0 ROLE OF THE AUDIT COMMITTEE AND ITS AUTHORITY

(a) The Audit Committee (**Committee**) assists the board of directors (**Board**) of Arafura Rare Earths Limited (**Arafura or Company**) in fulfilling its responsibilities for:

- (i) corporate governance relating to financing matters;
- (ii) oversight of the Company's financial reporting;
- (iii) financial risk management and compliance; and
- (iv) internal and external audit functions.

In doing so, the Committee has the responsibility to maintain free and open communication with the external auditor and the Company's management.

(b) The principal role of the Committee is to provide the Board, investors, owners and stakeholders with confidence that the financial reports for Arafura represent a true and fair view of Arafura's financial condition and operational results in all material respects and are in accordance with relevant accounting standards.

(c) The Committee is empowered to investigate any matter, with full access to all books, records, company operations, and people of the Company and the authority to engage independent accounting, legal, compliance, risk management or other professional advisers as it determines necessary to carry out its duties.

(d) The Committee is a committee of the Board established in accordance with the Company's constitution (**Constitution**) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

2.0 MEMBERSHIP

(a) The Committee should to the extent practicable given the size and composition of the Board and nature and scope of the operations of the Company from time to time, comprise of:

- (i) at least three members;
- (ii) non-executive directors; and
- (iii) a majority of directors who are independent (and it must satisfy this description if required by statute or regulation).

(b) All Committee members should be financially literate (that is, able to read and understand financial statements).

- (c) All Committee members should have a reasonable understanding of the Company's business and the industry in which it participates.
- (d) The Board will appoint the chair of the Committee (**Committee Chair**). The Committee Chair should be an appropriately qualified independent non-executive director who does not chair the Board (and must satisfy this description if required by statute or regulation).
- (e) Committee members will be appointed for a fixed period of no more than three years, with Committee members generally being eligible for re-appointment for so long as the Committee will meet the relevant criteria established in paragraph (a) above.
- (f) The appointment and removal of Committee members is the responsibility of the Board.
- (g) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.
- (h) If a Committee member ceases to be a director of the Board, their appointment as a member of the Committee is automatically terminated with immediate effect.
- (i) The Company Secretary of is secretary to the Committee.

3.0 MEETINGS

- (a) The Committee will meet at least two times annually or as frequently as is required to undertake its role effectively.
- (b) The Committee may meet in private with either or both of the Company's Chief Financial Officer and external auditor.
- (c) Any Committee member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.
- (d) The Committee may invite any executive director, other staff member or external auditor to attend all or part of a meeting of the Committee. There is an open invitation for all other non-executive directors to attend all meetings of the Committee.
- (e) The proceedings of all meetings will be minuted by the Company Secretary. All minutes of the Committee are available for inspection by any director.
- (f) A quorum for any meeting will be at least two Committee members.

4.0 DUTIES AND RESPONSIBILITIES

- (a) The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities:
 - (i) to review and approve the Company's financial statements and reports;
 - (ii) in relation to the Company's financial reporting, which, without limitation, includes:

- (A) reviewing the suitability of the Company's accounting policies and principles, how they are applied and ensuring they are used in accordance with the statutory financial reporting framework;
 - (B) assessing significant estimates and judgements in financial reports;
 - (C) assessing information from the external auditor to ensure the quality of financial reports; and
 - (D) recommending to the Board whether the financial and associated non-financial statements should be signed based on the Committee's assessment of them;
- (iii) in relation to the entry into, approval or disclosure of related party transactions (if any);
 - (iv) in overseeing (with the assistance of the Risk Management Committee) the Company's financial controls and systems;
 - (v) to assist the Risk Management Committee in overseeing the Company's internal controls and systems;
 - (vi) to manage audit arrangements and auditor independence, including considering whether an internal audit function is required and, if not, ensuring that the Company discloses the processes it employs to evaluate and improve its governance, risk management and internal control processes; and
 - (vii) ensuring that any periodic corporate report (to the extent that the report relates to financial or tax matters) the Company released to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content.
- (b) If the Company has an internal audit function, the Committee is responsible for making recommendations to the Board on:
 - (i) the appointment and removal of the head of the internal audit function;
 - (ii) the scope and adequacy of the internal audit work plan; and
 - (iii) the independence, objectivity and performance of the internal audit function.

5.0 REPORTING

- (a) The Committee will:
 - (i) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;
 - (ii) advise the Board in a timely manner of audit, financial reporting and internal control matters which may significantly impact upon the Company;
 - (iii) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and

- (iv) as and when appropriate, seek direction and guidance from the Board on audit matters.
- (b) Minutes of Committee meetings will be included in the papers of a meeting of the full Board as soon as practically possible.

6.0 PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS AND REPORTS

The Committee will:

- (a) after review with management and the external auditor, recommend to the Board the half year and full year financial statements, the preliminary financial reports to be lodged with ASX and all related financial reports and statements;
- (b) review representation letters to be signed by management to ensure that all relevant matters are addressed;
- (c) discuss matters raised by the external auditor as a result of their work;
- (d) assess the impact of changes in accounting standards and review recommendations for adoption of such changes in the financial accounts; and
- (e) ensure that appropriate processes are in place to form the basis upon which the Managing Director and Chief Financial Officer execute their certifications under section 295A of the Corporations Act 2001 (Cth) (Corporations Act) to the Board at financial year end in relation to the systems of internal controls, and that that system is operating effectively in all material respects in relation to financial reporting risks.
- (f) review any periodic corporate report prior to its release to the market

7.0 FINANCIAL CONTROLS AND SYSTEMS

- (a) The Committee will oversee the effectiveness of the Company's financial controls and systems (including internal audit function if and when such a function exists) and the Company's tax compliance and tax risk management, with assistance from the Risk Management Committee.
- (b) The Committee will assist the Risk Management Committee to oversee the effectiveness of the Company's strategies, policies, procedures and systems for the purposes of the overall risk management framework.

8.0 EXTERNAL AUDIT

The Committee:

- (a) is responsible for making recommendations to the Board on the appointment, reappointment or replacement (subject to shareholder ratification, as required), remuneration, monitoring of the effectiveness, and independence of the external auditor. Recommendations on the appointment, reappointment or replacement of the external auditor are to be made in accordance with the Company's *Procedure for the Selection, Appointment and Rotation of the External Auditor*;

- (b) will discuss annually with the external auditor the overall scope of the external audit and ensure the external auditor attends the Company's AGM and is available to answer questions from security holders relevant to the audit;
- (c) must pre-approve all audit and non-audit services provided by the external auditor (other than taxation services) and will not engage the external auditor to perform any non-audit or assurance services that may impair or appear to impair the external auditor's judgment or independence in respect of the Company. The Committee may delegate a pre-approval dollar limit to the Chief Financial Officer and authority to a member of the Committee to pre-approve amounts in excess of this between Committee meetings;
- (d) will advise the Board on statements to be made in the directors' report regarding non-audit services in accordance with the Corporations Act;
- (e) will annually request from the external auditor a report which sets out all relationships that may affect its independence; and
- (f) may make recommendations to the Board for amending the Company's Procedure for the Selection, Appointment and Rotation of the External Auditor.

9.0 ACCESS TO INFORMATION AND INDEPENDENT ADVICE

- (a) The Committee may seek any information or advice it considers necessary to fulfil its responsibilities.
- (b) The Committee has access to:
 - (i) The Company's management, to seek explanations and information from them; and
 - (ii) external and internal auditors to seek explanations and information, without the Company's management being present.
- (c) The Chief Financial Officer and Company Secretary shall have free and unfettered access to the Committee.
- (d) The Committee may seek professional advice from appropriate external advisers, at the Company's cost. The Committee may meet with these external advisers without the Company's management being present.

10.0 REVIEWS AND CHANGES TO THIS CHARTER

- (a) The Committee will review this charter annually or as often as it considers necessary.
- (b) The Committee will make recommendations to the Board on changes to the Company's risk management framework or the risk appetite set by the Board.
- (c) The Board may change this charter (including the responsibilities of the Committee) from time to time by resolution.

11.0 COMMITTEE PERFORMANCE

- (a) The Board will, at least once in each year, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.
- (b) The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.