

## **Audit and Corporate Governance Committee Charter**

### **1. Introduction**

The Board of Azumah Resources Ltd ("Azumah" or the "Company") has established an Audit and Corporate Governance Committee ("Committee") to assist the Board to fulfilling its responsibilities in relation to financial reporting, internal controls, risk management and corporate governance.

The Board supports the Principles of Good Corporate Governance and Best Practice Recommendations 2<sup>nd</sup> Edition developed by the ASX Corporate Governance Council (the "Principles").

The Committee has no Board decision making responsibility but makes considered recommendations to the Board of Directors.

### **2. Scope**

#### **2.1 Audit**

The primary audit function of the Committee is to assist the Board of Directors in fulfilling its responsibilities by reviewing:

- the financial information that will be provided to shareholders, regulators and the public;
- the integrity and quality of the Company's financial statements and disclosures;
- the systems, processes and controls that the Board and Management have established to identify and meet areas of significant financial risk; and
- the Company's auditing, accounting and financial reporting processes.

#### **2.2 Corporate Governance**

The primary governance function of the Committee is to establish a framework and series of policies for the good governance of the Company. This shall be achieved by:

- reviewing and reporting to the Board on current Corporate Governance policies;
  - reviewing and reporting to the Board on Corporate Governance regulatory or compliance issues;
  - providing recommendations to the Board on Corporate Governance practices and policies after assessment and review;
  - reviewing and reporting to the Board compliance with the Principles;
  - reviewing and reporting to the Board on best practice developments in the Corporate Governance; and
  - providing recommendations to the Board on policies and procedures to ensure effective communications of Corporate Governance policies to shareholders, media, analysts and industry participants.
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### **3. Membership**

The Committee should comprise a minimum of 2 non-executive directors of the Board of Directors. At least 2 of the members must be independent.

The Committee should be chaired by an Independent Chairman who is not Chair of the Board of Directors.

The Committee (including the Chairman of the Committee) will be appointed by the Board of the Directors. The Company Secretary will be the Committee Secretary.

The effect of ceasing to be a Director of the Board is an automatic termination of appointment as a member of the Committee.

### **4. Meetings**

The Committee will meet at least every six months and more frequently as required.

The Chairman of the Committee may call a meeting of the Committee at any time, or if so requested by any member of the Committee.

A quorum consists of two Committee members.

The Committee Secretary, in conjunction with the Chairman, shall draw up an agenda for meetings, which shall be circulated to each member of the Committee and attendees, at least two working days prior to each meeting.

As necessary or desirable, the Chairman may invite members of the Management and representatives of the external auditor to be present at meetings.

The Committee may meet with the external auditor without Management present.

The Committee Secretary will prepare the Minutes of the Committee meetings, which shall be considered at the next Board of Directors meeting.

### **5. Authority**

In carrying out its responsibilities, the Committee has full authority to investigate all matters that fall within the terms of reference of this Charter. Accordingly, the Committee may:

- obtain independent professional advice in the satisfaction of its duties at the cost of the Company; and
- have such direct access to the resources of the Company, as it may reasonably require, including Management and external auditors.

The Committee may, if it seems appropriate, hold private meetings with advisers and Management personnel.

### **6. Charter review**

The Committee shall review this Charter within six months of its adoption and thereafter annually.

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