

1. Terms of reference

1.1 Remit

The primary purpose of the Audit and Risk Committee (**Committee**) is to oversee and make recommendations to the Board of directors (**Board**) of Resolute Mining Limited (**Company**) in relation to Company's financial position, reporting processes, the establishment and performance of internal and external audit functions and the effectiveness of the Company's systems of risk identification, management and mitigation. Ultimate responsibility for the Company's financial statements rests with the Board

This Charter aligns with the ASX Corporate Governance Principles and Recommendations.

2. Scope

2.1 External audit

The scope of the Committee's external audit remit will include, but not be limited to:

- recommending to the Board the appointment, removal (as appropriate) and remuneration of the external auditor and to monitor the external auditor's independence;
- providing instruction to the external auditor including ensuring the scope and adequacy of the external audit;
- overseeing the availability of any assistance as reasonably required by the external auditor;
- receiving external auditor's preliminary audit or review reports;
- overseeing and monitoring implementation of external auditor's recommendations (as accepted);
- ensuring that the external audit approach covers all financial statement areas where there is a perceived risk of material misstatement;
- ensuring that any key risk areas for the Company and financial requirements are incorporated in the audit plan; and
- in monitoring the external auditor's independence, the Committee will have regard to any legislative or regulatory requirements.

2.2 Internal audit

The scope of the Committee's internal audit remit will include, but not be limited to:

- overseeing and monitoring the scope and adequacy of the Company's internal controls and compliance requirements to assure integrity in the Company's operations and affairs;
- making recommendations to the Board in relation to the appointment or removal of the internal auditor;
- approving and ensuring resourcing of the internal audit function, as appropriate, including budgetary allocation for staffing and external consulting support (as necessary); and
- reviewing and assessing the performance and objectivity of the Company's internal audit function, as applicable.

2.3 Financial statements and reporting generally

The scope of the Committee's financial statements and reporting remit will include, but not be limited to:

- overseeing the adequacy and effectiveness of the Company's corporate reporting processes, policies and procedures.
- overseeing whether the Company's financial statements reflect the understanding of the Committee members and whether in their opinion they provide a true and fair view of the financial position and

performance of the Company;

- reviewing, the appropriateness of relevant accounting judgements or choices exercised by management in preparing the financial statements;
- reviewing compliance with Accounting Standards, Financial Reporting Standards, ASX requirements and other legal requirements;
- overseeing and monitoring the application of accounting policies and reporting of financial information in accordance with the statutory financial reporting framework; and
- reporting on these matters to the Board, with recommendations as appropriate.

The Committee has the authority to access information and interview and consult with the Company's personnel, the external auditor, the internal auditor and to consult any independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit (with or without management present).

2.4 Risk function

The scope of the Committee's remit will include, but not be limited to:

- Risk management:
 - making recommendations to the Board as to the approval of new policies, or amendments to existing policies, for identifying and managing/mitigating/transferring risk including in accordance with the Company's Enterprise Risk Management Framework;
 - reviewing the Company's risk register, including whether the Company is operating within the risk appetite set by the Board.
 - reviewing the Company's Enterprise Risk Management Framework, standards and management processes at least annually to allow the Committee to satisfy itself that they are sound and making recommendations to the Board as to appropriate amendments.
- Insurance:
- Review the Company's insurance program, having regard to the Company's business and the insurable risks associated with its business Compliance:
 - reviewing and reporting on these matters to the Board, with recommendations as appropriate, including as to:
 - Review and monitor the adequacy and effectiveness of the Company's Code of Conduct and policies, including the Whistleblower Policy and Anti-Bribery and Corruption Policy.
 - Oversee the Company's financial controls and systems to ensure compliance with laws, regulations and the Company's Code of Conduct.

The Committee has the authority to access information and consult with and interview Resolute personnel, the internal auditor and external auditors and also to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit.

2.5 Generally

The Committee may be requested by the Board to perform other related tasks to the above audit function and risk function.

3. Governance

3.1 Establishment of the Committee

The Committee is established under the authority of the Board.

The composition, terms of reference, functions and procedures of the Committee may be amended from time to time

by the Board including on recommendation of the Committee.

The Committee should be of sufficient size and independence to discharge its mandate effectively, including appropriate diversity of membership to avoid entrenching unconscious bias.

4. Membership of the Committee

The Committee will be structured to have at least three members, all of whom are non-executive, and a majority of whom are independent. The Committee Chair should not be the Board Chair.

To be able to effectively discharge the Committee's mandate, Committee members between them should have:

- accounting and financial expertise;
- knowledge or experience in risk management and/or insurance;
- necessary technical knowledge; and
- sufficient understanding of the Company's business and industry in which it operates.

The following executive officers will generally be available to attend Committee meetings at the discretion of the Committee:

- Chief Executive Officer;
- Chief Financial Officer; and
- Chief Operating Officer.

4.1 Chair

The Committee Chair shall chair meetings of the Committee.

In the absence of the Committee Chair, the Committee will elect another to chair meetings of the Committee.

4.2 Committee secretary and minutes

The Company Secretary/ General Counsel (or nominee) will fulfil the usual corporate secretarial role for the Committee. The Committee may exclude the Company Secretary/ General Counsel from attendance at relevant Committee meetings or parts of meetings where issues of potential conflict or confidentiality arise, at which times a member of the Committee itself will be designated to attend to that function.

Minutes of each Committee meeting shall be prepared by the Company Secretary/ General Counsel, settled by the Committee Chair and distributed to each member of the Committee promptly following the relevant meeting. The minutes of each Committee meeting are to be submitted to the next following meeting of the Board for noting or for deliberation upon matters specifically referred by the Committee to the Board.

4.3 Meeting procedures

The Committee shall meet at least 4 times annually, or as required, on dates and times agreed by the members, or as called by the Committee Chair or at least 2 Committee members.

A quorum shall comprise at least of 2 members of the Committee.

4.4 Decision making

Preferably decision making and resolutions of the Committee are by consensus.

In the case of the need for formal voting, each member of the Committee including the Committee Chair shall have one vote, and in the case of equality of voting the Committee Chair shall have a casting vote in addition to his or her deliberative vote

4.5 Power, authority and external advice

The Committee has the power and authority to do all things necessary or incidental in the proper performance of its role including authority to access information and to consult with and interview the Company's personnel and to take external professional advice as necessary and appropriate.

4.6 Reporting (periodic)

The Committee, through the Committee Chair, shall report in summary to the Board at the next Board meeting after each Committee meeting. The report should include but not be limited to:

- material issues arising at the meeting of the Committee and any formal resolutions; and
- any matters in the opinion of the Committee should be brought to the attention of the Board.

4.7 Disclosure

In accordance with prudent governance practice and section 300(10) of the *Corporations Act, 2001 (Cth)* (if and as applicable):

- the names of the members of the Committee will be disclosed on the Company's website; and
- with respect to each annual period the Company will disclose on its website or in its annual report:
 - the number of times the Committee met; and
 - the individual attendances of Committee members at those meetings.

Audit and Risk Committee Charter



5. Approval and review

This document is to be reviewed annually by the Audit and Risk Committee and the Board.

Version	RIGS Document Category	Date	Status	RIGS Document Owner	Reviewer	Approver	Approval Date
1.0	Board	23/08/2018	Reviewed	Amber Stanton <i>General Counsel & Company Secretary</i>	John Welborn <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	23/08/2018
2.0	Board	21/02/2019	Amended	Amber Stanton <i>General Counsel & Company Secretary</i>	John Welborn <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	21/02/2019
3.0	Board	31/10/2019	Amended	Amber Stanton <i>General Counsel & Company Secretary</i>	John Welborn <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	31/10/2019
4.0	Board	19/02/2020	Reviewed	Amber Stanton <i>General Counsel & Company Secretary</i>	John Welborn <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	19/02/2020
5.0	Board	23/02/2023	Reviewed	Richard Steenhof <i>General Counsel & Company Secretary</i>	Terence Holohan <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	23/02/2023
6.0	Board	20/03/2024	Reviewed	Bianca Depres and Sam Wright & Tim Whyte <i>Principal Legal Counsel & Company Secretaries</i>	Terence Holohan <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	20/03/2024
7.0	Board	10/12/2025	Reviewed	Bianca Depres <i>General Counsel</i>	Chris Eger <i>Managing Director & CEO</i>	Andrew Wray <i>Chair</i>	11/12/2025