Orion Minerals

METALS FOR TOMORROW



Audit & Risk Committee Charter

Orion Minerals Ltd

1.0 PURPOSE

The Audit & Risk Committee (**Committee**) has been established to assist the Board of Orion Minerals Ltd (**Company**) in exercising stewardship over the Company's financial reporting, enterprise risk management, internal controls, audit processes, compliance and related governance responsibilities. This Charter governs the operations of the Committee, setting out its role, authority, composition and operating arrangements.

2.0 ROLE OF THE COMMITTEE

2.1 Financial oversight

The Committee will review and, if applicable, make recommendations to the Board in relation to:

a) the adequacy of the Company's corporate reporting processes and internal control framework;

b) whether the Company's financial statements provide a true and fair view of the financial position and performance of the Company;

c) the appropriateness of the accounting judgements or choices exercised by management in preparing the Company's financial statements;

d) management accounts and management reporting, including the reporting of financial results and physical operating results against approved budgets and forecasts;

e) performance against budget, and the identification, explanation and addressing of material variances;

f) the Company's Delegations of Authority framework;

g) the appointment or removal of the external auditor;

h) the fees payable to the auditor for audit and non-audit work;

i) the rotation of the audit engagement partner;

j) the scope and adequacy of the external audit;

k) the independence and performance of the external auditor;

l) any proposal for the external auditor to provide non-audit services and whether it might compromise the independence of the external auditor;

m) if the Company has an internal audit function:

   i. the appointment or removal of the head of internal audit;

   ii. the scope and adequacy of the internal audit work plan; and

   iii. the independence, objectivity and performance of the internal audit function;

n) the recognition, measurement and adequacy of the provisions and liabilities for environmental rehabilitation, decommissioning, closure and post-closure of the Company's South African operations, having regard to the financial provision required of the Company's South African subsidiaries under environmental legislation.

In exercising its financial oversight responsibilities, the Committee will also oversee the Group's financial and regulatory exposure arising from South African exchange control requirements, including funding, distributions and other movements of capital into and out of South Africa. Compliance with applicable requirements remains the responsibility of the relevant South African subsidiaries.

2.2 Risk oversight

The Committee will:

a) monitor management's performance against the Company's risk management framework, including whether it is operating within the risk appetite set by the Board;

b) review any material incident involving fraud or a break-down of the Company's risk controls and the lessons to be learned;

c) receive any reports from internal audit on its reviews of the adequacy of the Company's processes for managing risk;

d) receive reports from 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;

e) make recommendations to the Board in relation to changes that should be made to the Company's risk management framework or to the risk appetite set by the Board;

f) oversee legal and compliance matters; and

g) oversee the Company's insurance program.

In exercising its risk oversight responsibilities, the Committee will have regard to the material legal and regulatory risks arising from the Group's South African operations, including those relating to mining and mineral tenure, health and safety, environment, water and waste, empowerment and transformation, and employment. The Committee's role is to oversee these risks at Group level, while statutory compliance and any related subsidiary audit or financial reporting obligations remain the responsibility of the relevant South African subsidiaries and their boards and committees.

3.0 AUTHORITY DELEGATED BY THE BOARD

The Committee is authorised by the Board to:

(a) review matters within its areas of oversight;

(b) obtain any information required from management to fulfil its responsibilities;

(c) seek advice from external consultants or specialists where the Committee considers that necessary or appropriate; and

(d) make recommendations to the Board on matters within its delegated responsibilities.

The Board remains ultimately accountable for all matters delegated to the Committee. The Committee assists the Board by exercising delegated oversight and providing constructive challenge to management. The Committee does not exercise executive authority or assume the responsibilities of management.

4.0 COMMITTEE COMPOSITION AND ATTENDANCE

The Committee will:

(a) consist of at least three members appointed by the Board, all of whom are Non-Executive Directors and a majority of whom are independent;[1]

(b) be chaired by an independent Director (as appointed by the Board), who is not the Chair of the Board; and

(c) collectively possess appropriate financial, accounting, risk management, governance and business expertise, as well as a sufficient understanding of the industry in which the Company operates.

Members of management may attend meetings of the Committee by invitation. The Committee may also invite the external auditor, other advisers or subject matter experts to attend meetings where their expertise will assist the Committee (with or without the presence of management, as considered appropriate).

[1] Independent, as defined in the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (4th edition), or any replacement guidance issued by ASX from time to time.

5.0 MEETINGS

(a) The Committee will meet at least four times each year, or more frequently as determined by the Committee Chair or the Board.

(b) A quorum for a meeting is a majority of Committee members.

(c) The Committee Chair, in consultation with the Managing Director / CEO and the Company Secretary, will set the meeting agenda.

(d) Meeting papers will be circulated in sufficient time for members to consider them properly before the meeting.

(e) The Company Secretary, or their nominee, will act as Secretary to the Committee and ensure that accurate minutes of each meeting are prepared, approved by the Committee and reported to the Board.

6.0 REPORTING TO THE BOARD

(a) The Committee will regularly report to the Board on all matters relevant to the Committee's role and responsibilities.

(b) The Committee Chair will report, and as appropriate make recommendations, to the Board after each meeting of the Committee on matters dealt with by the Committee.

(c) The Committee will ensure that the Board is made aware of audit, financial reporting, internal control, risk management and compliance matters which may significantly impact upon the Company in a timely manner.

7.0 COMMITTEE PERFORMANCE

The Committee will participate in an annual evaluation of its performance in accordance with the performance evaluation process set out in the Board Charter, including by reference to the requirements of this Charter.

8.0 INCONSISTENCY WITH OTHER DOCUMENTS

To the extent of any conflict or inconsistency between this Charter and the Company's Board Charter or constitution, the Board Charter or constitution (as applicable) will prevail.

9.0 ADOPTION OF CHARTER AND REVIEW

This Charter was adopted by the Board on the date set out below and takes effect from that date.

The Committee will review this Charter at least every two years, with any amendments to be approved by the Board. Any significant change in the Company's regulatory environment or strategy will trigger a review within three months. The Company Secretary will communicate any amendments to employees as appropriate.