**Helix Resources Limited**
A.C.N. 009 138 738

**CORPORATE GOVERNANCE POLICY AND PROCEDURES MANUAL**
**RISK MANAGEMENT COMMITTEE CHARTER**

## Introduction

The Board of Helix Resources Ltd has resolved the Risk Management Committee shall be part of the entire Board.

This paper provides an outline of the Committee's charter and deals with the Committee's role and operation. It is intended this Charter will be considered, amended and adopted by the Risk Management committee following their inaugural meeting and approved by the Board.

## Purpose of the Risk Management Committee

The Committee's purpose is to provide assistance to the Board in fulfilling its corporate governance and monitoring responsibility in relation to risk facing the Company and ensuring appropriate controls are in place to mitigate the risks.

## Duties and Responsibilities

*General*

The Risk Management committee is a practical way for the directors to examine in greater detail the Helix Resources Ltd's exposure to risk, and the appropriate implementation of controls and mitigation strategies than is possible for the whole board. The Risk Management committee reports to the Board of Helix Resources Ltd.

The role of the Risk Management committee includes:-

| | |
|---|---|
| Policy and Procedures | ❑ Formally define business risk areas affecting Company operations and determine acceptable levels of financial risk<br>❑ Establish procedures to define and control the operations of a business area |
| Risk Identification and Controls | ❑ Conduct a comprehensive review procedure to identify all current and potential risks<br>❑ Rate the risks<br>❑ Establish controls to mitigate risks<br>❑ Ensure significant transactions are subject to independent assessment and review |
| Risk Management | ❑ Ensure Board delegations appropriately documented and circulated<br>❑ Ensure management and reporting structures are clearly defined<br>❑ Ensure staff are appropriately experienced and adequately trained for the complexity of the duties they carry out |
| Compliance | ❑ Certify to the Board on a regular basis that all business operations comply with determined policies and procedures |

*Risk Identification and Controls*

The Risk Management committee's review of risks will be in accordance with AS/NZS: 4360: Risk Management, and will focus on:-

| Sources of Risk | Examples | Potential Controls |
|---|---|---|
| Natural Perils | Earthquake, bushfires and flood | Insurance; Evacuation Plans for property assets |
| Environmental | Noise, contamination, pollution | Regular Inspection; Expert Reviews |
| Occupational Health & Safety | Inadequate safety measures, poor management | Documented procedures; Employment letters |
| Public Liability | Public access, egress and safety | Insurance; OH&S policies |
| Human Perils | Error, omission, accident | Insurance; Procedures Manuals; Segregation of Duties |
| Technological | Obsolescence, advances and failure | Disaster Recovery Plans; MIS reviews |
| Economic Perils | Currency fluctuations, Interest rates, share-market | Board Limits; Involvement of consultants |
| Commercial and Legal Relationships | Liability and other contractual obligations | Contracts; Involvement of legal advisers; Insurance |
| Management Activities and Controls | Lack of policy, inadequate training procedures | Procedures Manuals; External audit commentary |
| Property Damage | Fire, water, contamination, human error | Insurance; Building Risk Management programs |
| Security | Treasury, theft, fraud | Insurance; Authorisation controls |

C5 Classifications of Risk – AS/NZS 4360

*Other Responsibilities and Duties*

In addition to the role of identifying risks and controls outlined above, the responsibilities of the Risk Management committee shall include:

- Communicating the importance of Risk Management to employees;
- reviewing the maintenance of the Risk management system, inquiring as to the adequacy of controls, improving systems;
- reviewing the Company's Risk Manuals;
- appointment of experts to assist in the Risk Management process.

**Reporting**

The Risk Management committee shall report to the Board. This report should contain all matters relevant to the committee's role and responsibilities, including the results of its review of risk management, internal compliance and control systems.

**Membership**

The Board has decided the Risk Management committee comprise the entire Board.

- a quorum shall be two (2) Committee members
- the chief financial officer, or his or her representative, may be asked to attend meetings by invitation as required by the committee; and

**Authority and Access**

The committee has the authority of the Board to review any aspect/function/activity of the economic entity comprising Helix Resources Ltd and any of its controlled entities and associated companies and other investments.

The Committee is empowered to retain persons having particular skills and expertise to assist in fulfilling its responsibilities.

**Meetings**

The Risk Management committee shall meet as often as is required to reasonably discharge its responsibilities.

Meetings shall be convened by the chairman of the Committee. For each meeting an agenda will be prepared and circulated to members and other directors prior to the meeting.

Any Committee member may request any item to be included on the agenda.

Any member of the Committee may request the Chairman to convene a meeting.

The meetings and proceedings of the Risk Management Committee shall be governed by the provisions of the Company's Articles regulating meetings and proceedings of directors, so far as these provisions are applicable.

Decisions will be determined by a majority vote, but the Chairperson will report the fact of any dissenting vote to the Board when reporting the decision to the Board.

The Chairperson will not have a casting vote.

Minutes of each meeting shall be prepared by the chairman or a nominated attendee and circulated to each committee member and director.

**Self Assessment**

The Committee shall assess its effectiveness periodically, with a view to ensuring that its performance accords with best practice. The Committee's Charter shall be reviewed annually and updated as required.