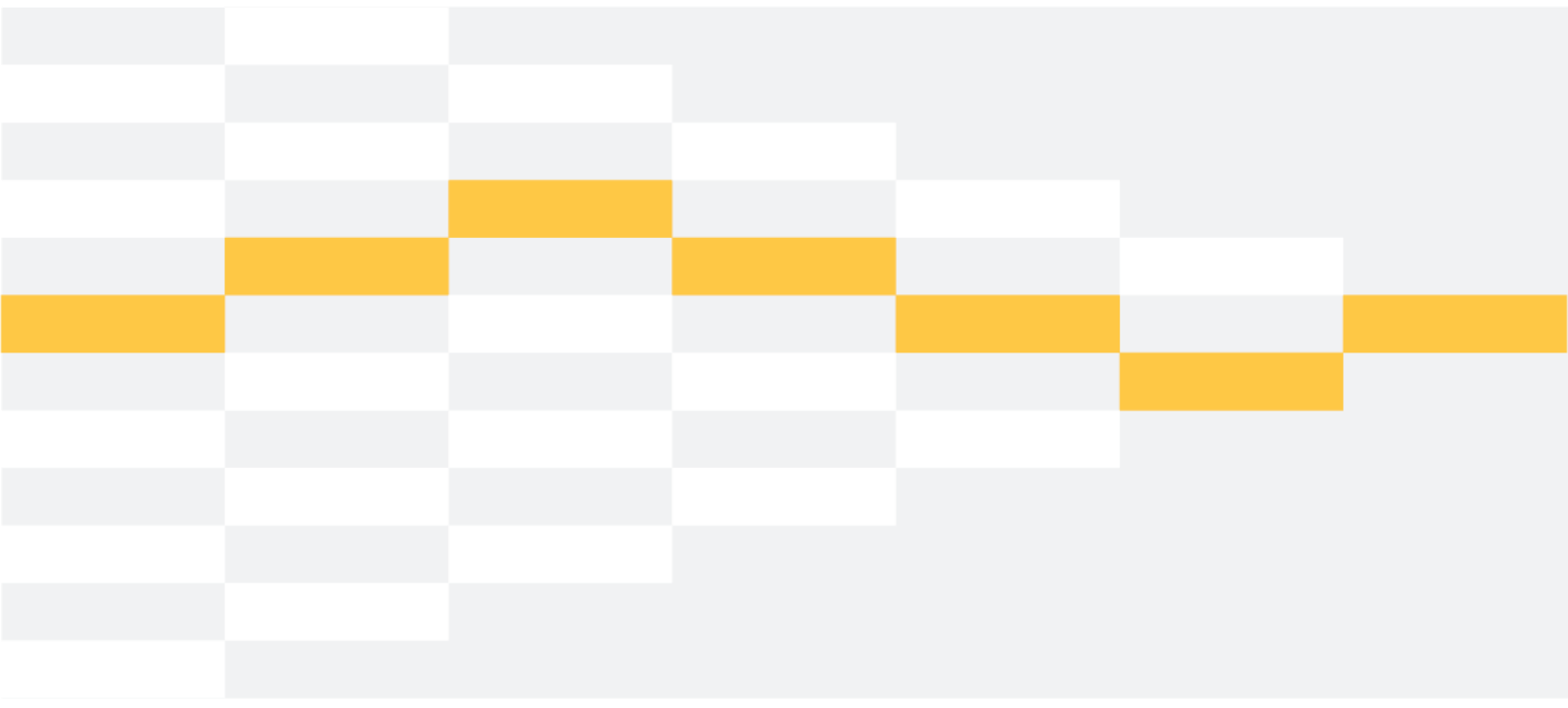


Audit and Risk Committee Charter

Whitefield Industrials Limited

This Audit and Risk Committee Charter was approved on 14 May 2024.



The Role and Responsibilities of the Audit and Risk Committee

The Board has established an Audit and Risk Committee to oversee the Company's risk-control framework and the integrity of the financial reporting process. The Audit and Risk Committee shall address its responsibilities and provide recommendations to the Board on the outcomes and conclusions of its work.

The Audit and Risk Committee is responsible for the review of:

1. The appropriateness and adequacy of the Company's corporate reporting including:
 - a. The appropriateness of accounting policies and judgements;
 - b. The content of financial statements and other corporate reporting to shareholders, regulators and the Board;
 - c. Forming a view as to whether corporate reports present a fair and balanced picture of the Company and its activities;
 - d. Assessing whether the financial statements provide a true and fair view of the performance and financial position of the Company;
 - e. The timeliness of all corporate reporting
2. The Company's risk management and internal control framework, including taxation risks and controls;
3. The appointment, scope, adequacy, conduct, effectiveness, rotation requirements and independence of the external audit, including the acceptability, scope and influence of other services (if any) provided by the external auditor;
4. Periodic Executive Management review.

Composition of the Audit and Risk Committee

The Audit and Risk Committee structure shall be based on the following principles:

- Audit and Risk Committee members must only be non-executive Directors, of which there must be at least two;
- The Audit and Risk Committee Chair must not be the Chair of the Board.
- The qualifications of the Audit and Risk Committee members must in aggregate contain satisfactory levels of financial, accounting, tax and compliance skill and experience.

Operation of the Committee

The Audit and Risk Committee meets four times per year, and more if necessitated as a result of the Company's operations. The Committee shall adopt the same processes for agenda setting, materials preparation and distribution and minuting as the Board. A quorum of two persons is required for the Committee.

The Audit and Risk Committee may have in attendance at their meeting such members of management as may be deemed necessary to provide information and explanations.



Powers of the Audit and Risk Committee (and Board)

The Audit and Risk Committee, on behalf of the Board, shall be entitled to:

- a. Require and receive affirmations from executive officers, the Administrator and the Investment Manager with regard to the performance of their duties including record keeping, the accuracy of reports and financial statements and the operation and effectiveness of internal controls;
- b. Meet with and request information from the Company's executives and service providers;
- c. Meet with and request information from the Company's external auditor.

External Audit

External audit is considered an important element in the Company's risk management framework.

The Audit and Risk Committee shall develop and utilise a structured process to assess and review the conduct, effectiveness and independence of the external audit. The Audit and Risk Committee shall meet on a regular basis with the auditor and where appropriate meet with the auditor in the absence of management.

The auditor shall have policies in place to ensure their compliance with the Corporations Law and best practice which mandate the rotation of the auditor every five years, and this shall be monitored by the Audit and Risk Committee.

The external auditor shall be required to attend the Annual General Meeting and be available to answer shareholder questions.

Written Affirmations

Prior to approving the financial statements at half and full year ends, the Audit and Risk Committee shall obtain written affirmations from the Managing Director, Investment Manager and Administrator as to the Company's financial statements, the proper maintenance of financial records, the effectiveness of the Company's internal controls, compliance with accounting standards and that the financial statements provide a true and fair view of the financial position and performance of the Company.

Risk Management

The Audit and Risk Committee shall develop and recommend that the Board approve a formal Risk Management Policy which sets out the Company's framework for the identification, control and review of risk. The Risk Management Policy shall set out the process for the identification and assessment of risk and the development of a Risk Control Framework to ensure that risk is adequately controlled and monitored. The Risk Management Framework shall be reviewed annually.

The Risk Management Framework shall address all relevant risks, including:

- Administrative Risk
- Investment Risk
- Taxation Risk
- Economic, Environmental and Social Sustainability Risk
- Cyber security risk



Management Review

The Committee shall conduct the annual review of the performance of the Managing Director and the Investment Manager and shall report back to the Board on this process.