

WEEBIT NANO LIMITED

FINANCE, AUDIT & RISK COMMITTEE CHARTER

PURPOSE OF CHARTER

This Charter sets out the role, responsibilities, composition, structure and processes of the Finance, Audit & Risk Committee (Committee) established by the Board of Weebit Nano Limited (Weebit).

ROLE OF THE COMMITTEE

The role of the Committee is to assist the Board in fulfilling its corporate governance and oversight responsibilities relating to:

- corporate reporting processes, including the financial reporting process;
- risk management, fraud and internal controls;
- the internal and external audit functions; and,
- compliance with applicable legal and regulatory obligations and internal policies.

The authority of the Committee is expressly stated in this Charter or as otherwise authorised by the Board.

RESPONSIBILITIES

The key responsibilities of the Committee include:

Corporate Reporting

- Review quarterly (if relevant), half year and annual financial statements presented by management, together with reports and opinions from the external auditor.
- Review significant accounting and reporting issues and assess the appropriateness of accounting policies and methods chosen by management, particularly those relating to significant accounting estimates and judgements and the assessment of going concern.
- Review recent regulatory and professional pronouncements and understand their impact on the financial statements.
- Review the results of the audit with the external auditor, including significant adjustments, uncorrected misstatements and any difficulties encountered or unresolved disagreements with management.
- Review the appropriateness of disclosures in the financial statements and financial Reports.
- Review management representations, including the CEO and CFO declarations regarding the financial report and financial records.
- Recommend to the Board whether the relevant financial reports should be approved.
- Review management's process for ensuring that information contained in analyst briefings, investor presentations and press announcements is consistent with published financial information and is balanced and transparent.

External Audit

- Assess the quality and effectiveness of the audit conducted and evaluate performance of the auditor.

- Provide a recommendation to the Board on the selection, appointment, re-appointment or replacement of the external auditor and rotation of the engagement partner.
- Review with the external auditor the scope and terms of the audit and the audit fee including a review of non-audit services provided by the external auditor.
- Review the audit plan for coverage of material risks and financial reporting requirements.
- Monitor and review auditor independence and objectivity.
- Review reports from the external auditors (including auditor's reports, closing reports and management letters).
- Discuss with the external auditors matters relating to the conduct of the audit, including any difficulties encountered, any restrictions on scope of activities or access to information, significant disagreements with management and the adequacy of management response.

Internal Audit

Assessing and determination of whether an internal audit function is required. On the basis of implementation of an internal audit function:

- Assess the overall effectiveness and evaluate performance of the internal audit function.
- Review and approve the internal audit charter.
- Review and approve the internal audit plan.
- Review reports of results of internal audit engagements, and other audit-related activities including remediation of previous internal audit report actions.

Risk Management, Fraud and Internal Control

- Consider the impact of the entity's culture on risk management and internal control.
- Review the effectiveness of processes for identifying the entity's risks and the appropriateness of the risk management procedures to maintain activities within the Board's risk appetite.
- Review disclosures in the annual corporate governance statement in relation to the recognition and management of business risks.
- Review the annual placement of insurance policies, and where applicable, recommend whether they should be approved to the Board.
- Enquire of management, the internal auditor and the external auditor whether they are aware of any actual, suspected or alleged fraud or corruption affecting the entity and how they responded to such instances.

Compliance and Ethics

- Consider the impact of the entity's culture on compliance processes.
- Review the effectiveness of the entity's systems, policies and practices that relate to compliance with laws, regulations, internal policies and accounting standards.
- Provide oversight of the mechanisms established by management to establish and maintain ethical standards within the organisation.
- Review and monitor related party transactions.
- Discuss with management whether all regulatory compliance matters of the entity have

been considered in the preparation of the financial statements, such as compliance with accounting standards and the requirement for the financial statements to reflect a 'true and fair' view.

COMPOSITION

The Committee will comprise of:

- a) at least three members;
- b) only Non-Executive Directors, a majority of whom must be independent; and
- c) an independent Non-Executive Director as Committee Chair and who is not the Chair of the Board.

In addition, the Committee will comprise members, who are financially literate and who between them, have sufficient and appropriate accounting and financial expertise and understanding of the industry in which it operates, to be able to discharge its mandate effectively.

Appointments and revocations of appointments to the Committee will be determined by the Board. If a member ceases to be a Director of the Board, that member ceases to be a member of the Committee.

MEETINGS

The Committee will meet as often as necessary in order to fulfil its role. It is intended that the Committee will meet at least four times each calendar year.

Additional meetings may be convened by the Chair of the Committee, taking into account requests from any member of the Committee, the Chair of the Board, the CEO, the Chief Financial Officer (CFO), or the external auditor.

The quorum for any meeting will be two Committee members.

The Committee Chair is responsible for the conduct of all Committee meetings. If the Committee Chair is unable to attend a meeting, the members present at that meeting will appoint another member to act as Chair at that meeting.

Committee members may attend meetings in person or participate by videoconference or other electronic means. Committee decisions and recommendations may be made by circular or written resolution (including email or other electronic means). Matters arising for determination at a Committee meeting or circular or written resolution must be decided by a majority of votes cast.

ATTENDANCE BY NON-COMMITTEE MEMBERS

Directors of the Board who are not Committee members may attend Committee meetings. The CEO, CFO, and the internal and / or external auditors will be invited to attend Committee meetings as required. Other members of management and external consultants or advisers may be invited to attend meetings, as the Committee Chair thinks fit.

The internal and / or external auditors will be required to meet separately with the Committee, without management, upon the request of the Committee Chair.

If a Committee member or an attendee has a material interest in a matter that is being considered at a Committee meeting, that person must not take any part in decision-making on that matter.

SECRETARY

The Company Secretary of the Board (or their delegate) will be the Secretary of the Committee.

AGENDA AND DOCUMENTATION

The Secretary will prepare an agenda for each Committee meeting for review by the Committee Chair. Any Committee member may require business to be included on the agenda provided the Committee Chair and the Secretary have been given prior notice. The internal and/or external auditors may be asked to contribute to the agenda.

The agenda and supporting documentation for each Committee meeting will be circulated within a reasonable time prior to that meeting to Committee members, other Directors, the CEO, and other attendees, as appropriate.

MINUTES

Minutes of Committee meetings will be prepared by the Secretary, approved by the Committee Chair in draft. The minutes of a Committee meeting will be approved at the next Committee meeting and then signed by the Committee Chair.

REPORTING TO THE BOARD

The minutes of each Committee meeting will be provided to all directors of the Board.

The Committee Chair, will, at the next Board meeting after a Committee meeting (or earlier if considered necessary), brief the Board on matters arising out of the Committee meeting and advise of any decisions and/or recommendations made.

Any significant issues or material risks to Weebit that the Committee becomes aware of will be notified to the Board.

ACCESS TO INFORMATION AND INDEPENDENT ADVICE

The Committee will have unrestricted access to management and rights to seek explanations and additional information from management. The Committee will also have unrestricted access to both the internal and external auditors (with or without management, at the Committee's discretion).

The Committee has authority to conduct or direct investigations into any matters within this Charter. The Committee may obtain external, independent legal or other professional advice as considered necessary or desirable by the Committee to assist it in any investigation or to carry out its responsibilities. As appropriate, the Committee will inform the Chair of the Board, the CEO, the CFO, and the Company Secretary of any decision to authorise such an investigation or obtain such external advice.

PERFORMANCE EVALUATION AND CHARTER REVIEW

The Board will undertake an annual evaluation of the Committee's performance and effectiveness as part of the Board evaluation process.

The Committee will, at least once in each year, review this Charter to determine its adequacy for current circumstances, and recommend proposed amendments to the Board. When it is considered appropriate, the Committee will also review its membership and make recommendations to the Board.