WEEBIT NANO LIMITED
ACN 146 455 576
FINANCE, AUDIT & RISK COMMITTEE CHARTER

Purpose

This Charter sets out the role, responsibilities, composition, structure and processes of the Finance, Audit & Risk Committee ('**FARC'** or '**Committee'**) established by the Board of Weebit Nano Ltd ('**Weebit**', '**WBT**" or the '**Company**').

Role Of The Committee

1. The Committee assists the Board in corporate governance and oversight by managing corporate reporting, risk management, fraud, internal controls, audit functions, and compliance with legal and regulatory obligations. Its authority is defined in the Charter or as authorised by the Board.

Committee Responsibilities

2. In addition to the matters that are specified in the WBT Constitution or by law to be fulfilled by the Board, the Board has delegated responsibility for the following matters to the Committee:

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. • Review the nature and extent of non-audit services provided by the external auditor and assess whether those services could impair, or appear to impair, the auditor's independence and objectivity.
Internal Audit	Assessment 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 Company's culture on risk management and internal controls. • Review the effectiveness of processes for identifying, assessing and managing cyber security, information security, technology and data risks, together with the effectiveness of the controls adopted. • Review annually the effectiveness of the Company's risk management framework and report conclusions to the Board. • 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 Company and how they responded to such instances. • Monitor the Company's risk appetite and risk tolerance settings and assess whether management is operating within those parameters, and the controls are effective. • Review management's processes for identifying and assessing emerging risks, including material climate-related, sustainability and regulatory risks where relevant to the Company.
Compliance and Ethics	• Consider the impact of the Company's culture on compliance processes. • Review the effectiveness of the Company'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 Company 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. • Review reports regarding material incidents raised under the Whistleblower Policy and monitor the effectiveness of processes supporting whistleblower protection and investigation.

Committee Composition

3. The members of the Committee are appointed by the Board, in consultation with the Governance Committee.
4. The Committee will consist of at least three members all of whom are non-executive directors and a majority of whom are independent directors of the Board.
5. Each member must have a working familiarity with general finance and accounting practices. At

least one member of the Committee must have accounting or related financial management expertise.

Committee Chair

6. The Committee Chair is appointed by the Board, in consultation with the Governance Committee
7. The Committee Chair must be an independent director of the Board, and must not be the Chair of the Board.
8. The Committee Chair's primary responsibilities are leading the Committee and overseeing the processes for the Committee fulfilling its responsibilities under this Charter. The Committee Chair is also responsible for:
   a) Charing Committee meetings and facilitating open and effective discussion at Committee meetings;
   b) Maintaining communications with Management and the Company Secretary in relation to the Committee's information requirements; and
   c) Serving as the primary link between the Committee and the Board.

Committee Secretary

9. The Company Secretary of Weebit, or such other person as they may nominate will act as the Committee Secretary.
10. The Committee Secretary reports directly to the Committee, through the Committee Chair, on all matters to do with the proper functioning of the Committee.
11. All Committee members have direct access to the Committee Secretary and vice versa.

Committee Meetings
Frequency and Conduct

12. The Committee shall meet at least four times per year or more frequently if necessary to fulfil its responsibilities. The Committee Chair will call a meeting of the Committee if requested by any member of the Committee, the external auditor, the internal auditor or the Chair of the Board.
13. Each director of the Board shall have access to the Committee papers and are expected to review Committee Papers.
14. The Committee may meet separately with the external auditor, internal auditor (if applicable) and management without other parties present.

Quorum

15. A quorum shall be any two members or greater number determined by the Board and at least one member of the quorum must ordinarily reside in Australia.

Attendance

16. Independent or non-executive Directors of the Board who are not Committee Members may attend Committee meetings.
17. The following persons shall have a standing invitation to attend Committee meetings. The Committee may request that any of these persons withdraw for any part of the meeting:
    a) Managing Director and CEO; and
    b) Chief Financial Officer.

Reporting

18. The Committee Chair reports to the Board on matters considered by the Committee. The Report will be provided at the next meeting of the Board and may be verbal.
19. The Committee will refer to the Board any matters that have come to the Committee's attention that are relevant for the Board.
20. Committee meeting minutes will be provided to the Board for noting.

Committee Charter Review

21. The Committee will review this Charter at least annual or as required to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.
22. Amendments to the Charter, other than updates to branding or position titles, are to be approved by the Board.
23. The Committee will periodically assess its performance against the requirements of this Charter

and report the outcomes of that assessment to the Board.

24. The Committee will periodically review whether it has the appropriate skills, expertise and resources to fulfil its responsibilities.

Access to Information and Independent Advice

25. 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).
26. 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.

Document Version Control:

Effective Date	Recommended by	Approved by	Nature of Change	Next Review Date
27 August 2026	FARC	Board	Amendments	August 2027
4 August 2025	N/A	Board	Amendments	August 2026
29 April 2025	N/A	N/A	Amendments	-
24 May 2023	FARC	Board	Amendments	April 2025
24 November 2022	FARC	Board	Amendments	-