

AUDIT & RISK COMMITTEE CHARTER

PDI Gold Ltd (ACN 127 171 877)

1 Introduction

The Board of PDI Gold Limited (“**PDI Gold**” or the “**Company**”) has established the Audit Committee (the “**Committee**”) to assist the Board in discharging certain of its responsibilities as set out under section 3 of this Charter. The purpose of this Audit and Risk Charter (the “**Charter**”) is to set out matters relevant to the composition, responsibilities and administration of the Committee.

2. Committee composition

- Acting on the recommendation of the nomination committee (where applicable), the Board appoints, replaces and removes Committee members.
- The Committee should have at least three (3) members, all of whom are non-executive Directors and the majority of whom are independent Directors, and must be chaired by an independent Director, who is not the Board Chair.
- Each Committee member must be financially literate and have the accounting, financial or industry expertise necessary to fulfil their responsibilities, consistent with ASX Corporate Governance Principles and Recommendations.
- The Company Secretary of the Company is the Committee Secretary.
- No member of the Committee should serve simultaneously on an audit & risk committee or any other board committee of more than two other public companies, unless the Board determines that simultaneous service will not materially adversely affect the Committee from acting independently or from fulfilling its mandate in accordance with applicable law.

3 Committee responsibilities

The Committee is accountable to the Board and its responsibilities are:

- **Compliance:**
 - reviewing management’s processes for ensuring compliance with laws, regulations, internal policies and accounting standards as applicable to the Company;
- **Financial and other reporting:**
 - reviewing the adequacy of the Company’s corporate reporting processes and internal control framework;
 - advising the Board on whether the Company’s financial statements reflect the understanding of the Committee members of, and otherwise providing a true and fair view of, the financial position and performance of The Company (including review of the CEO and CFO declarations);

- reviewing the appropriateness of the accounting policies and methods chosen by management; and
 - monitoring the accuracy of the financial information presented, significant differences between comparative periods, line items that differ from the forecast or budgeted amounts, related party transactions, book value of assets and liabilities, tax situation and related provisions, reserves stipulated in the letters of representation, and unusual or extraordinary elements.
- **External audit:**
 - reviewing the Company's external audit arrangements including the appointment or removal of the external auditor:
 - rotation of the audit engagement partner;
 - scope and adequacy of the external audit;
 - independence and performance of the external auditor;
 - any proposal for and review of any non-audit services by the external auditor and whether it might compromise the external auditor's independence; and
 - the fees payable to the auditor for audit and non-audit work;
 - overseeing the external audit process on behalf of the Board;
 - discussing with the external auditor matters relating to the conduct of the audit, including any difficulties encountered, any restrictions on the scope of activities or access to information, significant disagreements with management and the adequacy of management response;
 - leading and supervising any audit tender process, and auditor selection and evaluation process;
 - making recommendations to the Board regarding the appointment, re appointment, rotation or removal of the external auditor; and
 - ensuring the external auditor attends the Company's Annual General Meeting and is available to answer questions from security holders relevant to the audit;
 - **Internal audit:**
 - if the Company has an internal audit function, reviewing the appointment or removal of the head of internal audit, scope and adequacy of the internal audit work plan and the internal audit function's independence, objectivity and performance; or
 - if the Company does not have an internal audit function, periodically review whether there is a need for such a function.
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 - **Risk management:**
 - monitoring management's performance against the Company's risk management framework, including whether the Company is operating within the risk appetite set by the Board;
 - reviewing management's annual assessment of the effectiveness of the Company's risk management, internal compliance and control systems;

- reviewing any material incident involving fraud or a breakdown of the Company's risk controls and the "lessons learned", including management's remediation plans and closure of actions;
- receiving reports from internal audit on its reviews of the adequacy of the Company's processes for managing risk (where an internal audit function exists);
- receiving reports from management on new and emerging sources of risk and the risk controls and mitigation measures management has put in place to address those risks;
- reviewing (and recommending to the Board any updates to) the Company's risk management framework and the risk appetite set by the Board;
- reviewing the Company's insurance program to the extent relevant to the Company's risk profile and risk appetite.

- **Verification of periodic (unaudited) corporate reports**

The Committee oversees the Company's processes for verifying the integrity of periodic corporate reports that are not audited or reviewed, in accordance with ASX Corporate Governance Principle 4, including internal verification procedures, documentation, and sign-off processes.

- **Oversight of non-financial metrics in sustainability and climate-related reporting**

The Committee oversees the adequacy, integrity, controls, and verification processes relating to non-financial metrics, including those reported in sustainability, ESG, and climate-related disclosures, especially where such metrics represent material information for market disclosure.

- **Oversight of joint NI 43-101 and JORC disclosure controls**

The Committee monitors the design, application, and effectiveness of disclosure controls and procedures related to technical reporting under NI 43-101 and JORC, including coordination among Qualified Persons/Competent Persons, management, operations, legal, and finance to ensure accurate, consistent, and compliant disclosure.

- **Disclosures:** reviewing disclosures relating to:

- the Committee's members (including relevant qualifications and experience), frequency of meetings and attendances;
- The Company's process for verifying the integrity of any periodic corporate report The Company releases to the market that is not audited or reviewed by an external auditor;
- estimates and judgements in financial statements and financial reporting to stakeholders;
- the occurrence of a review of the Company's risk management framework;
- any material risk exposures and how the company manages those risks

- if The Company does not have an internal audit function, the processes the Company employs for evaluating and improving the effectiveness of its governance, risk management and internal control process; and
- any other matters relevant to the Committee, its role or activities; and
- such other matters as may be referred to the Committee from time to time.

4 Committee process

- The Committee is to meet quarterly at such times and places as determined by the Committee Chair.
- A quorum is two Committee members.
- If the Committee Chair or appointed delegate is absent from a Committee meeting, the Committee members in attendance will appoint a Committee Chair for that meeting.
- The Committee may invite any persons to meetings including other executives or external advisers, and may do so with or without management present.
- The Company's Constitution regulates the conduct of Committee meetings and proceedings.
- The Committee will report to the Board by distributing minutes of its meetings and, as appropriate, by oral or written report to the Board.

5 Access to information and independent advice

The Committee is authorised to obtain information, interview management and internal and external auditors (with or without management present), and seek advice from external consultants or specialists at the Company's expense where considered necessary or appropriate.

6 Charter review

The Company will periodically review this Charter to check that it is operating effectively. The Company Secretary is authorised to make administrative and non-material amendments to this Charter. Any material revisions will require the board approval.

If you have any questions regarding this or another governance document, please write to cosec@pdigold.com.au specifying the policy or charter you wish to discuss and detailing your request. Please mark communications "attention Company Secretary". We will respond to let you know who will be handling your matter and when you can expect a further response.

Date Approved	2026-05-27
Owner	Board of Directors