# AUDIT AND RISK COMMITTEE CHARTER

## 1. PURPOSE

The Audit and Risk Committee ("Committee") is a standing Board Committee appointed by, and accountable to, the Board of Brightstar Resources Limited (the "Board").

The principal purpose of the Committee is to assist the Board fulfil its governance and oversight responsibilities relating to:

- The integrity of financial accounting practices and reporting
- Risk management
- Internal control framework and internal audit
- External audit function
- Compliance with the Corporations Act, ASX Listing Rules and the ASX Corporate Governance Principles

The Committee will primarily fulfil these responsibilities by carrying out the activities detailed in Appendix 1. For the purposes of this document "the Company" refers to all entities and operations controlled by Brightstar Resources Limited.

## 2. COMPOSITION

The Committee shall be appointed by the Board and shall:

- Comprise only non-executive Directors;
- Comprise at least three members and have a majority of independent non-executive members;
- Have between its members, sufficient accounting and financial expertise and understanding of the mining industry, to be able to discharge the Committee's responsibilities; and
- Be chaired by a non-executive independent Director who is financially trained and not Chairman of the Board.

The table below shows the current Committee members:

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| Mr Jonathan Downes | Independent Non-executive Director | (Committee Chairman) |
| Mr Richard Crookes | Independent Non-executive Director | (Board Chair and Committee Member) |
| Mr Alex Rovira | Managing Director | (Committee Member) |

Each member of the Committee must be appropriately financially literate and accordingly have working familiarity with basic finance and accounting practices and have an understanding of risk management strategies.

## 3. AUTHORITY

3.1. The Committee acts as an advisory body to the Board and, unless otherwise determined or delegated by the Board, its power and authority is limited to making recommendations to the whole Board.

3.2. The Committee is authorised by the Board to review and consider any activity within its charter and any additional matters as requested by the Board and may obtain independent professional advice, including from the external auditor or, in satisfaction of its duties at the Company's cost.

3.3. The Committee's Chairman shall have unfettered access to personnel, records and the senior management of the Company, as appropriate, and have direct access to the Company's resources as it may reasonably require to carry out its duties.

## 4. MEETINGS

4.1. The Committee shall meet at least four (4) times a year, or more frequently as required. Meetings will be aligned with the Company's financial reporting cycle.

4.2. The Committee may consider matters and reach agreement via a written circulating resolution ("CR") if it is signed by all members.

4.3. A quorum for a Committee meeting is two (2) members one of whom shall be the Chairman.

4.4. The Company Secretary shall act as Secretary to the Committee and distribute meeting papers one week prior to each meeting.

4.5. A standing invitation to attend meetings shall be extended to the other non-executive directors, the Managing Director and CFO, subject to the Chairman's discretion to determine otherwise.

4.6. The external auditors will be invited to attend those meetings at which the interim or full year accounts are being considered and at least annually they will meet with the Committee without management present.

4.7. The proceedings and meetings of the Committee will be governed by the Constitution of the Company for regulating the meetings and proceedings of the Board in so far as they are applicable and are not inconsistent with this Charter.

## 5. REPORTING

5.1. The Committee Chairman shall report on the key matters discussed at each meeting at the next regular Board Meeting.

5.2. Minutes shall be circulated to all Committee members within ten (10) days of the meeting and a copy shall be included in the Board's meeting pack for noting at its next regular meeting.

## 6. OTHER MATTERS

6.1. The Committee shall review its Charter at least once every two (2) years and, recommend any proposed changes to the Board.

6.2. In order to ensure that the Committee is fulfilling its duties, it will undertake a self-assessment of its performance against the requirements of its Charter and provide that information to the Board at least once every two (2) years.

## 7. CHARTER HISTORY

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|---|---|
| Established | 27 June 2025 |

## APPENDIX 1: AUDIT AND RISK COMMITTEE ACTIVITY GUIDELINES

### 8.1. Financial Accounting Practices and Reporting

a) Consider and challenge the appropriateness of critical accounting policies, judgments and estimates applied in the preparation of the financial reports.

b) Make enquiries about transactions and disclosable situations as they relate to the financial reports.

c) Review the financial and reporting impacts of changes in accounting standards or proposed changes in accounting policies relating to the preparation of financial statements.

d) Assess whether the financial statements give a true and fair view of the financial position and performance of the Group and comply with the Corporations Act, accounting standards and other requirements relating to the preparation of financial statements and reflect the understanding of the Committee members.

e) Assess the adequacy and effectiveness of the reporting, compliance and control systems relating to financial reporting.

f) Review the processes adopted by the Managing Director and CFO when giving the Board their certifications under section 295A of the Corporations Act as to the financial records and statements, compliance with accounting standards, and system of risk management and internal control.

g) Review the disclosure and reporting on corporate governance arrangements.

### 8.2. Risk Management

a) Assist the Board with its responsibilities for the oversight of risk.

b) Assess the extent to which management has established an effective system of risk management.

c) Undertake a periodic review of the Company's most significant business risks and whether the risk management strategies are appropriate.

d) Undertake an annual review of the Group's risk management framework to assess its soundness.

e) Review proposed disclosures and strategies for managing material economic, technological, environmental and social sustainability risks.

f) Review the Group's policies with respect to risk assessment and risk management.

g) Monitor the framework for identifying, mitigating and managing the Group's cyber resilience and consider the effectiveness of the cyber resilience risk control systems.

### 8.3. Internal Controls and Audit

a) Obtain assurance as to the effectiveness of the Company's internal control framework.

b) Oversee the adequacy of management information systems.

c) Review material changes to systems delivering financial data and monitor the implementation of new financial reporting systems.

d) Approve the engagement or removal of any internal auditor.

e) Approve the scope and adequacy of any internal audit program and any material changes to the agreed program.

f) Review any internal audit reports on the Company and monitor the implementation of agreed recommendations.

g) Review the independence, objectivity and performance of the internal audit functions.

### 8.4. External Audit Function

a) Oversee procedures for the selection and appointment of the external auditor(s).

b) Recommend to the Board the appointment, reappointment and removal of the external auditors and review their qualifications, objectivity, independence, strategic focus and resources with respect to any services provided to the Company.

c) Review the rotation of the external audit engagement partner.

d) Review the audit plan for coverage of all material risks and financial reporting requirements.

e) Approve the terms of the annual engagement letter and fees for audit and non-audit work.

f) Determine categories of non-audit services that may be provided by the external auditors in the context of all consulting services engaged by the Company, providing pre-approval or otherwise of all permitted non-audit services and appropriate disclosure.

g) Review the auditor's findings and monitor management's progress in implementing internal control recommendations.

h) Monitor the adequacy and effectiveness of the annual audit, the performance of the external auditor(s) and their relationship with management.

i) Review the external auditor(s) independence and associated policies which may lead to an actual or perceived lack of independence including audit partner rotations and the nature and quantum of non-audit services.

j) Periodically meet with the external auditors, independently of management, to discuss the quality of the Company's accounting principles, material judgments and any other matters that the Committee or external auditors deem appropriate.

k) Scrutinise any resignation of an external auditor.

l) Ensure the lead auditors attends the Company's Annual General Meeting and participates at such Annual General Meeting as necessary.

### 8.5. Compliance

a) Monitor the regulatory and governance environment and consider the effects on the Group of any new or proposed accounting or tax practices, principles or developments, disclosure requirements and legislative or regulatory pronouncements.

b) Oversee the Group's compliance with the Corporations Act and the ASX Listing Rules.

c) Monitor compliance with internal guidelines, policies and procedures and other prescribed internal standards of behaviour.

d) Review and monitor the propriety of all related party transactions.

e) The Committee shall be promptly informed of any major investigations undertaken by regulatory authorities by management and shall consider any reports/audits/assessments undertaken by regulatory bodies on the Group.

### 8.6. Other

a) Consider and recommend to the Board the adoption of any new or amended Group policies.

b) Taxation

i. Review Group tax policies and practices including any material decisions relating to tax.

ii. Review the Group's tax risk management framework and progress in implementing that framework including the effectiveness of tax risk management policies.

c) Insurances

i. Consider the Group's insurance arrangements and annual renewals.

ii. Review and approve any material new insurances, proposed calculations or variations of existing policies.

iii. Ensuring systems are in place to promptly advise the Committee or any Group or industry related developments (including incidents and claims) which may materially affect the Group's insurance program.

d) Support Ethical Conduct

i. Review and approve procedures in relation to confidential submissions by employees of concerns regarding misconduct within the Group.

ii. Consider and investigate claims or instances of illegal or fraudulent practices to the extent that they relate to accounting, financial or auditing matters or as requested by the Board.

e) Whistleblower Protection

i. Ensure there are adequate procedures established for the receipt, retention and treatment of complaints (including "whistleblowing complaints") received by the Group (including a process for confidential anonymous complaints by Employees or other stakeholders).

ii. The Chairman of the Committee is a person to whom report(s) may be made under the Company's Whistleblower Protection Policy.

iii. The Committee is informed of any material incidents reported under the Policy.

f) Climate and Sustainability Reporting

i. Review disclosures regarding climate and sustainability matters in the Annual Report and other public documents.

ii. Review the financial and reporting impacts of changes in accounting and climate and nature reporting standards or proposed changes in accounting policies relating to the preparation of financial statements.