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1. Introduction & Statement of Purpose

The primary responsibility of the Audit & Risk Committee is to report to the Board of Directors (**the Board**) of Singular Health Group Limited's (**SHG**), providing appropriate advice and recommendations on matters related to SHG's corporate reporting processes, risk-management & compliance frameworks, including oversight of financial risks and all form of risk factors, in order to facilitate responsible and sound decision-making by the Board.

2. Formation of the Audit and Risk Committee

As and when it is required, the Audit and Risk Committee will be established by a resolution of the Board.

The Audit and Risk Committee will consist of not less than three (3) members. Members will be appointed by the Board from amongst the Directors. The Committee shall, when required by ASX Listing Rule 12.7, consist of a majority of independent directors. In addition, the Audit and Risk Committee will comprise of:

- (a) Members who can read and understand financial statements and are otherwise financially literate,
- (b) At least one member with financial expertise either as a qualified accountant or other financial professional with experience in financial and accounting matters, and
- (c) At least one member who has an understanding of the industry in which the Company operates.

3. Chair

The Audit and Risk Committee shall appoint an independent Non-Executive Director, other than the Chair of the Board, to be the Chair of the Committee.

4. Secretary

The Company Secretary shall be the Secretary of the Audit and Risk Committee at the request of the Chair of the Committee.

The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.

The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the Board.

The Secretary shall distribute supporting papers with a covering note containing agenda items for each meeting of the Committee as far in advance as possible.

5. Other Attendees

The Chief Executive Officer and Chief Financial Officer as well as other members of senior management may be invited to be present for all or part of the meetings of the Audit and Risk Committee, but will not be members of the Committee.

6. Quorum

A quorum shall consist of two (2) members.

7. Meetings

- (a) Audit and Risk Committee meetings will be held not less than two (2) times per year so as to enable the Committee to undertake its role effectively,
- (b) In addition, the Chair is required to call a meeting of the Audit and Risk Committee if requested to do so by any member of the Audit and Risk Committee, the Chief Executive Officer or the External Auditor,
- (c) Where deemed appropriate by the Chair of the Audit and Risk Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
- (d) Decisions will be based on a majority of votes with the Chair having a casting vote.
- (e) The Committee Chair, through the Secretary, will prepare a report of the actions of the Committee to be included in the Board papers for the next Board meeting.
- (f) Minutes of each meeting are included in the papers for the next full Board meeting after each Committee meeting.

8. Authority

The Audit and Risk Committee is authorised by the Board to investigate any activity within its charter. The Audit and Risk Committee will have access to management and external auditors with or without management present and has the right to seek explanations and additional information. The committee is authorised to seek any information it requires from any employee(s) and all employees are directed to cooperate with any request made by the Audit and Risk Committee.

9. Reporting Procedures

The Audit and Risk Committee will keep minutes of its meetings. As outlined above, the Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chair of the Audit and Risk Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Audit and Risk Committee meeting along with any recommendations of the Committee.

10. Responsibilities

The Audit and Risk Committee is responsible for reviewing the integrity of SHG's financial reporting, risk identification and management, and overseeing the independence of the external auditors.

Specifically, the Audit and Risk Committee has the following duties;

10.1 Financial Statements

- (a) To review the audited half-yearly and annual financial statements and any reports which accompany published financial statements before submission to the Board, recommending their approval, focusing particularly on:
 - (i) Any changes in accounting policies and practices,
 - (ii) Major judgmental areas,
 - (iii) Significant areas,
 - (iv) Significant adjustments, accounting and financial reporting issues resulting from the external audit,
 - (v) Compliance with accounting policies and standards, and
 - (vi) Compliance with legal requirements.

- (b) If SHG has a public accountant, to review the evaluation by management of factors related to the independence of SHG's public accountant and to assist them in the preservation of such independence; and
- (c) To oversee management's appointment of SHG's public accountant if one is required.

10.2 Related Party Transactions

To monitor and review the propriety of any related party transactions.

10.3 External Audit Function

- (a) To recommend to the Board the appointment of the External Auditor,
- (b) Each year, to review the appointment of the External Auditor, their independence, the audit fee, and any questions of resignation or dismissal,
- (c) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the External Auditor in relation thereto,
- (d) Meet with the external auditors at least twice in each financial period without management being present and at any other times the Committee considers appropriate,
- (e) To discuss with the External Auditor before the audit commences the nature and scope of the audit, and to ensure coordination between the External Auditor and SHG's accounting staff;
- (f) To determine that no management restrictions are being placed upon the External Auditor,
- (g) To discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary),
- (h) To review the external auditor's management letter and management response,
- (i) Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the External Auditor,
- (j) Ensure that the External Auditor prepares and delivers an Annual Statement as to their independence which includes details of all relationships with SHG, and
- (k) Receive from the External Auditor, or any other regulatory body, their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the Corporations Act.

10.4 Internal Audit Function

- (a) To recommend to the Board the appointment of an internal auditor if and when one is required,
- (b) If and when one is required, to consider the appointment of an internal auditor, the audit fee (if externally contracted) and any question of resignation or dismissal,
- (c) Each year, to review and approve the internal auditors' charter,
- (d) To review the reporting lines of the internal audit function to ensure that the internal auditor is allowed adequate independence,
- (e) To determine that no management restrictions are placed upon the internal audit function,
- (f) To ensure that the internal audit function is adequately resourced (including qualified personnel, funding and equipment) so as not to impede its ability to execute its responsibilities,
- (g) To consider the major findings of the internal audit investigations and management's response, and
- (h) To ensure coordination between the internal and external auditor(s).

10.5 Risk Management

- (a) Assessing the internal processes for determining and managing key risk areas, particularly:
 - (i) Non-compliance with laws, regulations, standards and best practice guidelines, including medical, environmental and industrial relations laws,
 - (ii) Litigations and claims, and

(iii) Relevant business risks other than those that are dealt with by other specific Board Committees.

(b) Developing and maintain a risk register that identifies the risk to SHG and its operations, including social and environment risks, assesses the likelihood of their occurrences, and sets out how it intends to manage those risks

(c) Updating the risk register periodically and presenting it to the Audit and Risk committee for its consideration at least twice a year,

(d) Ensuring that SHG has an effective risk management system and that major risks to the Company are reported quarterly to the Board,

(e) Receiving the management reports on all suspected and actual frauds, thefts and breaches of laws,

(f) Evaluating the processes that SHG has in place for assessing and continuously improving internal controls, particularly those relating to areas of significant risk,

(g) Assessing whether management has controls in place for unusual types of transactions and/or any potential that may carry more than an acceptable degree of risk, and

(h) Meeting periodically with key management, internal and external auditors and compliance staff to understand and discuss SHG's control environment.

10.6 Communication

(a) If and when required, providing, through regular meetings, a forum for communication between the Boards, senior management, and staff involved in internal control procedures and the External Auditor,

(b) Enhancing the credibility and objectivity of financial reports with other interested parties, including creditors, key stakeholders and the general public, and

(c) If and when required, establishing procedures for complaints and reports regarding accounting, internal accounting controls and auditing matters and ensuring a mechanism for the confidential treatment of such complaints and reports including the ability to submit them anonymously.

10.7 Assessment of Effectiveness

(a) To evaluate the adequacy and effectiveness of SHG's administrative, operating and accounting policies through active communication with operating management, internal auditor (if appointed) and the External Auditor,

(b) Oversight of the Risk Management System,

(c) To oversee the establishment and implementation by management of a system for identifying, assessing, monitoring and managing material risk throughout SHG. This system will include SHG's internal compliance and control systems,

(d) To review SHG's risk management systems to ensure the exposure to the various categories of risk are minimised prior to endorsement by the Board,

(e) To evaluate SHG's exposure to fraud,

(f) To take an active interest in ethical considerations regarding SHG's policies and practices,

(g) To monitor the standard of corporate conduct in areas such as arms-length dealing and likely conflicts of interest,

(h) To identify and direct any special projects or investigations deemed necessary,

(i) To ensure a safe working culture is sustained in the workforce,

(j) To ensure the appropriate engagement, employment and deployment of all employees under statutory obligations,

(k) To determine SHG's risk profile describing the material risks, including both financial and non-financial matters, and

(l) To regularly review and update the risk profile.

11. Reliance on information or professional or expert advice

Each Member of the Committee is entitled to rely on information, and/or professional or expert advice, to the permitted by law, given or prepared by:

- (a) An employee of SHG whom the member believes on reasonable grounds to be reliable and competent in relation to the matter concerned,
- (b) A professional advisor or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or,
- (c) Another Director or Officer of Singular Health Group Limited in relation to matters within the Director's or Officer's authority.

12. Access to advice

- (a) Members of the Committee have the right to access management and to the books and records of Singular Health Group Limited to enable them to discharge their duties as Committee members, except where the Board determines that such access would be averse to Singular Health Group's interests. Such access shall be provided in a timely manner,
- (b) Members of the Committee may meet with the External Auditor without management being present, and
- (c) Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chair of the Audit & Risk Committee. Any costs incurred as a result of the Committee consulting an independent expert will be borne by Singular Health Group Limited.

13. Review of Charter

- (a) The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner, and will update the Charter as required or as a result of new laws and/or regulations, and
- (b) The Charter will be made available to members on request, to senior management, to the External Auditor, and to other parties as deemed appropriate and will be posted on Singular Health Group Limited's website.

14. Report to the Board

- (a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities; and,
- (b) The Committee must brief the Board promptly on all urgent and significant matters.