

CORPORATE GOVERNANCE - AUDIT AND RISK COMMITTEE CHARTER

Constitution

The Company does not have a separate Audit and Risk Committee at this stage and the Board as a whole performs the function of this Committee. A separate Audit and Risk Committee will be constituted when the Company achieves certain milestones in relation to its size and scale of operations.

Membership

When appropriately constituted, the Audit and Risk Committee will consist of not less than three members. Members will be the non-executive Directors, a majority of whom will also be independent. In addition, the Audit and Risk Committee will comprise:

- members who can all read and understand financial statements and are otherwise financially literate;
- at least one member with financial expertise either as a qualified accountant or other financial professional with experience in financial and accounting matters; and
- at least one member who has an understanding of the industry in which the Company operates.

Chairperson

The Audit and Risk Committee will appoint an independent Director, other than the Chairperson of the Board, to be the Chairperson of the Audit and Risk Committee.

Other Attendees

The Managing Director 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 Audit and Risk Committee. Representatives of the external auditor will meet the Audit and Risk Committee at least once a year the Audit and Risk Committee without any management staff or executives present. The Audit and Risk Committee shall report on its meetings to the Board and discuss its recommendations with Board.

The external auditor shall be invited to attend the Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

Meetings

Audit and Risk Committee meetings will be held not less than two times a year so as to enable the Committee to undertake its role effectively. A quorum for a meeting will be two members. In addition, the Chairman 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 Managing Director, or the external auditor.

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 auditors with or without management present and has rights to seek explanations and additional information. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Audit and Risk Committee.

The Audit and Risk Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

DAVENPORT RESOURCES LIMITED
ACN 153 414 852

The Audit and Risk Committee is required to make recommendations to the Board on all matters within the Audit and Risk Committee's charter.

Responsibilities of the Audit and Risk Committee

The Audit and Risk Committee is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence of the external auditors. In particular, the Audit and Risk Committee has the following duties:

Accounting Practices and External Reporting

Financial Statements

1. To review the audited annual and half yearly financial statements and any reports which accompany published financial statements before submission to the Board, recommending their approval, focusing particularly on:
 - any changes in accounting policies and practices;
 - major judgmental areas;
 - significant adjustments, accounting and financial reporting issues resulting from the external audit;
 - compliance with accounting policies and standards; and
 - compliance with legal requirements.
2. To review the evaluation by management of factors related to the independence of the Company's public accountant and to assist them in the preservation of such independence.
3. To oversee management's appointment of the company's public accountant.

Related Party Transactions

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

External Audit Function

5. To recommend to the Board the appointment of the external auditor.
6. Each year, to review the appointment of the external auditor, their independence, the audit fee, their rotation and any questions of resignation or dismissal.
7. To discuss with the external auditor before the audit commences the nature and scope of the audit.
8. To meet privately with the external auditor on at least an annual basis.
9. To determine that no management restrictions are being placed upon external auditor.
10. 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).
11. To review the external auditor's management letter and management's response.
12. To review any regulatory reports on the Company's operations and management's response.

Communication

13. Providing, through regular meetings, a forum for communication between the Board, senior financial management, staff involved in internal control procedures and the external auditors.
14. Enhancing the credibility and objectivity of financial reports with other interested parties, including creditors, key stakeholders and the general public.
15. 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.

DAVENPORT RESOURCES LIMITED
ACN 153 414 852

Assessment of Effectiveness

16. To evaluate the adequacy and effectiveness of the Company's administrative, operating and accounting policies through active communication with operating management and the external auditors.

Oversight of the Risk Management System

17. To oversee the establishment and implementation by management of a system for identifying, assessing, monitoring and managing material risk throughout the Company. This system will include the Company's internal compliance and control systems.
18. Assist management to determine the key risks to business and operating activities, and prioritise measures to manage those risks.
19. Assist management to determine whether the Company has any material exposure to economic, environmental and/or social sustainability risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*) and, if it does, how it manages, or intends to manage, those risks;
20. To review at least annually the Company's risk management systems to ensure the exposure to the various categories of risk are minimised prior to endorsement by the board.
21. To evaluate the Company's exposure to fraud.
22. To take an active interest in ethical considerations regarding the Company's policies and practices.
23. To monitor the standard of corporate conduct in areas such as arms-length dealings and likely conflicts of interest.
24. To identify and direct any special projects or investigations deemed necessary.
25. To ensure the appropriate engagement, employment and deployment of all employees under statutory obligations.
26. To ensure a safe working culture is sustained in the workforce.
27. Identify risk transfer strategies where appropriate eg insurance..
28. To regularly review and update the risk profile.

AUDITOR SELECTION, APPOINTMENT & ROTATION PROCEDURE

Responsibility

The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises, as per the recommendations of the Audit and Risk Committee. Any appointment made by the Board must be ratified by shareholders at the Annual General Meeting of the Company.

Selection Criteria

Mandatory criteria

Candidates for the position of external auditor of the Company must be able to demonstrate complete independence from the Company and an ability to maintain independence through the engagement period. Further, the successful candidate must have arrangements in place for the rotation of the audit engagement partner on a regular basis.

Other criteria

Other than the mandatory criteria mentioned above, the Board may select an external auditor based on criteria relevant to the business of the Company such as experience in the industry in which the Company operates, references, cost and any other matters deemed relevant by the Board.

DAVENPORT RESOURCES LIMITED
ACN 153 414 852

Performance Review

The Audit and Risk Committee will review the performance of the external auditor on an annual basis and make any recommendations to the Board.

Review

This Charter will be formally reviewed by the Board no less than every 3 years or when certain milestones of the Company are approaching.

Dated: