Blue Sky Alternative Investments Limited

ACN 136 866 236

Audit Committee Charter

Approved and adopted by the Board on 29 September 2016.
1. Introduction

Blue Sky Alternative Investments Limited (‘Company’) is a public company which is listed on the Australian Securities Exchange (‘ASX’).

2. Purpose

2.1 This Charter has been approved by the board of Directors of the Company (‘Board’) and governs the operations of the Audit Committee (‘Committee’).

2.2 The Committee is a mechanism for focusing on issues relevant to the integrity of the Company’s financial reporting. This Charter sets out the scope of the Committee’s responsibilities in relation to the Company.¹

2.3 The purpose of the Committee is to:

2.3.1 assist the Board in achieving its objectives in relation to:

(a) financial management and reporting; and

(b) the application of accounting policies;

2.3.2 review, maintain and improve the quality, integrity and objectivity of the financial accountability process (including financial reporting);

2.3.3 provide a forum for communication between the Board and senior financial management;

2.3.4 ensure effective internal and external audit functions and communication between the Board and the external and internal auditors;

2.3.5 oversee the independence of the external auditors; and

2.3.6 maintain and improve the effectiveness of the financial management, cash flow management and capital raisings.

3. Composition

3.1 The Committee shall be comprised of at least three Directors appointed by the Board from time to time.

3.2 The Company Secretary is to be the Secretary of the Committee.

3.3 The Board will ensure that the Committee is of sufficient size and technical expertise to effectively discharge its mandate.

3.4 With regard to technical expertise:

3.4.1 each member of the Committee must be able to read and understand financial statements;

¹ Ultimate responsibility for the integrity of a Company’s financial reporting rests with the full Board of the Company whether or not a separate audit committee exists.
3.4.2 at least one member of the Committee should be a qualified accountant or other financial professional with experience of financial and accounting matters; and

3.4.3 some members of the Committee should have an understanding of the industry in which the Company operates.

4. Committee meetings

4.1 The Committee will meet as often as it considers necessary to undertake its role effectively, but not less than twice each year.

4.2 A quorum for a Committee meeting is two Director Committee members.

4.3 Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.

4.4 The Committee may pass or approve a resolution without holding a meeting in accordance the procedures (so far as they are appropriate) in section 248A of the Corporations Act 2001 (Cth) (‘Act’).

4.5 The Committee may invite other persons it regards appropriate to attend Committee meetings.

5. Minutes of Committee meetings

5.1 The Committee must keep minutes of its meetings.

5.2 Minutes of each Committee meeting must be included in the papers for the next full Board meeting after a meeting of the Committee.

5.3 Minutes must be distributed to all Committee members, after the Committee Chairperson has approved them.

5.4 Minutes, agenda and supporting papers are available to Directors upon request to Company Secretary.

6. External financial reporting

The Committee is responsible for:

6.1 assessing the appropriateness and application of the Company's accounting policies and principles and any changes to them, so that they accord with the applicable financial reporting framework;

6.2 obtaining an independent judgment from the external auditor about:

6.2.1 the acceptability and appropriateness of accounting policies and principles put forward by management; and

6.2.2 the clarity of current or proposed financial disclosure practices as put forward by management;

6.3 assessing any significant estimates or judgments in the financial reports (including those in any consolidated financial statements) by:
6.3.1 asking management how they were made; and
6.3.2 asking the external auditors how they concluded that those estimates were reasonable;
6.4 reviewing compliance with all related party disclosures required (where applicable) by accounting standards and the Act;
6.5 assessing information from internal and external auditors that may affect the quality of financial reports (for example, actual and potential material audit adjustments, financial report disclosures, non-compliance with laws and regulations, and internal control issues);
6.6 reviewing any half-yearly and annual financial reports (including those prepared on a consolidated basis) with management, advisers and the internal and external auditors (as appropriate) to assess (among other things):
   6.6.1 the compliance of accounts with accounting standards and the Act; and
   6.6.2 the nature and impact of any changes in accounting policies during the applicable period;
6.7 discussing any draft audit opinion letter with the external auditors before it is finalised;
6.8 receiving any management letters;
6.9 recommending for adoption by the Board interim and final financial reports and the annual report;
6.10 reviewing documents and reports to regulators and recommending to the Board their approval or amendment; and
6.11 following up on any matter raised by the Board regarding financial reports, audit engagement, audit opinions and management letters.

7. Disclosure and reporting

The Committee is responsible for:

7.1 ensuring management establishes a comprehensive process to capture information that must be disclosed to ASX; and
7.2 reviewing management's processes for ensuring and monitoring compliance with laws, regulations and other requirements relating to the external reporting of financial matters (including, among other things, interim reporting, open or one-on-one briefings and continuous disclosure).

8. External audit

The Committee is responsible for:

8.1 approving and recommending to the Board for acceptance the terms of engagement with the external auditor at the beginning of each year;
8.2 regularly reviewing with the external auditor:
   8.2.1 the scope of the external audit;
8.2.2 identified risk areas; and
8.2.3 any other agreed procedures;

8.3 approving and recommending to the Board for adoption policies and procedures for appointing or removing an external auditor, including criteria for:

8.3.1 technical and professional competency;
8.3.2 adequacy of resources; and
8.3.3 experience, integrity, objectivity and independence;

8.4 recommending to the Board for approval the appointment or removal of an external auditor based on those policies and procedures referred to in paragraph 8.3;

8.5 reviewing and assessing on a regular basis the compliance of the external auditor with criteria referred to in paragraph 8.3;

8.6 recommending to the Board the remuneration of the external auditor;

8.7 regularly reviewing the effectiveness and independence of the external auditor taking into account:

8.7.1 the length of appointment;
8.7.2 the last dates lead engagement partners were rotated;
8.7.3 an analysis and disclosure of fees paid to external auditors, including the materiality of fees paid for non-audit services and the nature of those services; and
8.7.4 any relationships with the Company or any other body or organisation that may impair or appear to impair the external auditor's independence;

8.8 satisfying itself that the external auditor can do an effective, comprehensive and complete audit for the external auditor's set fee;

8.9 recommending to the Board for approval the types of non-audit services that the external auditor may provide without impairing or appearing to impair the external auditor's independence;

8.10 meeting periodically with the external auditors and inviting them to attend Committee meetings to:

8.10.1 review their plans for carrying out internal control reviews;
8.10.2 consider any comments made in the external auditor's management letter, particularly, any comments about material weaknesses in internal controls and management's response to those matters; and
8.10.3 make recommendations to the Board;

8.11 asking the external auditor if there have been any significant disagreements with management, whether or not they have been resolved;

8.12 monitoring and reporting to the Board on management's response to the external auditor's findings and recommendations;
8.13 reviewing all representation letters signed by management and ensuring information provided is complete and appropriate; and

8.14 receiving and reviewing the reports of the external auditor.

9. Internal audit

The Committee is responsible for:

9.1 ratifying the engagement and dismissal by management of any internal audit executive;

9.2 ensuring any internal audit executive is independent of the external auditor;

9.3 ensuring the external auditor does not provide internal audit services;

9.4 overseeing the scope of the internal audit, including reviewing the internal audit team's mission, charter, qualifications and resources;

9.5 reviewing and approving the scope of the internal audit plan and work programme;

9.6 monitoring the progress of the internal audit work program and considering the implications of the internal audit findings for the control environment;

9.7 monitoring and reporting to the Board on management's responsiveness to internal audit findings and recommendations;

9.8 evaluating the process for monitoring and assessing the effectiveness of the internal audit function;

9.9 overseeing the liaison between the internal audit team and the external auditor;

9.10 receiving and reviewing the internal audit team's reports; and

9.11 ensuring the internal audit team reports directly to the Committee.

10. Committee's responsibility

The Committee is responsible for:

10.1 reviewing and approving the charter of any committee (including this Charter) dealing with audit, within the Company; and

10.2 receiving and reviewing reports from any such committee.

11. Auditor selection and management responsibilities

11.1 The Committee must regularly review the performance of the internal and external auditors and consider any ongoing appointment.

11.2 The Committee must ensure that the external auditors rotate the senior audit partner and the audit review partner every five years with suitable succession planning to ensure consistency. The Company must consider whether to also require the external auditor to rotate other key senior audit personnel engaged in providing audit services to the Company.

11.3 External auditor independence should be legally required and is central to good corporate governance.
11.4 The Committee must ensure that the auditor is not placed in a position where its objectivity may be impaired or where a reasonable person might conclude that its objectivity has been impaired. This basic requirement also applies to individual members of an audit team. The credibility and integrity of the financial reporting process is paramount.

11.5 Auditor remuneration and non-audit services must comply with the intent of this section.

11.6 The Committee must have a clear understanding of the types of services (both audit and non-audit) provided by the external auditor. Disclosure needs are:

11.6.1 disclose in their annual report the fees paid for non-audit services during the reporting year; and

11.6.2 provide a statement in their annual reports as to whether the audit committee is satisfied that the provision of non-audit services is compatible with auditor independence.

11.7 The Company must not give work to the external auditor likely to give rise to a 'self review threat' (as defined in Australian Professional Statement F1, Professional Independence). The external auditor must not (among other things):

11.7.1 prepare the Company's accounting records and financial statements;

11.7.2 carry out valuations for the Company;

11.7.3 provide auditor staff for secondment to management positions;

11.7.4 be involved in the implementation of key systems with financial implications;

11.7.5 give advice that has a significant impact on the value of a material asset or liability;

11.7.6 provide internal audit services;

11.7.7 provide legal services; or

11.7.8 be involved in corporate finance activities.

11.8 The Committee must adopt both a qualitative and quantitative approach to assessing the materiality of non-audit services to the Company, the auditor and the audit team.

11.9 A former partner or other senior employee of the external auditor who was directly involved in an audit of a company must not be considered as a Director of the Company or one of its related corporations or take a position with a group company for two years after they leave the external auditor.

11.10 The Committee must require the external auditor to confirm annually that:

11.10.1 it has complied with all professional regulations relating to auditor independence;

11.10.2 the external auditor has maintained its independence;

11.10.3 the total fees received by the external auditor from the group do not have a material impact on the auditor's operations or financial condition;

11.10.4 a group member has not withheld any fees from the external auditor; and
11.10.5 there is not any litigation between a group member and the external auditor.

11.11 The auditor must also be required to show that it has adopted and applies policies and procedures to:

11.11.1 identify and measure any threat to independence;

11.11.2 eliminate or reduce any identified threat to independence to an acceptable level;

11.11.3 identify interests or relationships between the auditor, audit team members and clients;

11.11.4 prevent individuals who are not members of the audit team from influencing the external audit; and

11.11.5 otherwise comply with relevant best practice.

12. Other responsibilities

The Committee is responsible for:

12.1 assessing and recommending to the Board for adoption the scope, cover and cost of insurance, including insurance relating to directors and officers liability, company reimbursement, professional indemnity, crime, special accident and trustees liability;

12.2 if it considers appropriate, investigating any complaint or allegation made to it;

12.3 reporting to the Board on any industry development affecting the control environment;

12.4 reviewing and monitoring any related party transaction and recommending its approval; and

12.5 ensuring the audit policies and procedures are adequately documented and that those documents are reviewed and updated for any legal and regulatory developments.

13. Reporting to the Board

13.1 The Committee Chairperson must report the Committee's findings to the Board after each Committee meeting.

13.2 The report to the Board should contain all matters relevant to the Committee’s role and responsibilities outlined in this Charter including:

13.2.1 assessment of whether external reporting is consistent with Committee members’ information and knowledge and is adequate for shareholders’ needs;

13.2.2 assessment of the management processes supporting external reporting;

13.2.3 procedures for the selection and appointment of the external auditor and for the rotation of external audit engagement partners;

13.2.4 recommendations for the appointment or, if necessary, the removal of the external auditor;

13.2.5 assessment of the performance and independence of the external auditors. Where the external auditor provides non-audit services, the report should state whether the audit committee is satisfied that provision of those services
has not compromised the auditor’s independence;

13.2.6 assessment of the performance and objectivity of the internal audit function; and

13.2.7 the results of the Committee’s review of risk management and internal control systems.

14. Access to information and independent advice

14.1 The Committee may seek any information it considers necessary to fulfil its responsibilities.

14.2 The Committee has:

14.2.1 access to management

14.2.2 rights to seek explanations and information from management;

14.2.3 rights to seek explanations and additional information; and

14.2.4 access to internal and external auditors without management being present.

14.3 The Committee may seek professional advice from employees of the Company and from appropriate external advisers, at the Company's cost. The Committee may meet with these external advisers without management being present.

15. Charter review

The Committee must review its performance and this Charter annually, and make recommendations to the Board as necessary, to ensure it is operating effectively and in accordance with all relevant other policies of the Company.

16. ASX Corporate Governance Principles

This Charter is consistent with the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (3rd Edition)\(^2\).

\(^2\) ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (3rd Edition) principles 4.1, 4.2 and 4.3.