AUDIT AND RISK COMMITTEE CHARTER

AUDIT COMMITTEE

The Board of Directors ("**the Board**") of Advance ZincTek Limited ACN 079 845 855 ("**the Company**") has established an Audit and Risk Committee ("**the Committee**") which operates pursuant to this Charter.

1. Purpose of the Committee

1.1. To review the integrity of the company's financial reporting and oversee the independence of external auditors.
1.2. To liaise with external auditors.
1.3. The adequacy of the entity's corporate reporting processes and internal control framework.
1.4. The appropriateness of the accounting judgements or choices exercised by management in preparing the entity's financial statements.
1.5. The appointment or removal of the external auditor.
1.6. The fees payable to the auditor for the audit and non-audit work.
1.7. The rotation of the audit engagement partner.
1.8. Any proposal for the external auditor to provide non-audit services and whether it might compromise the independence of the external auditor.

2. Composition of the Committee

2.1. Members of the Committee shall be appointed by the Board for such terms as the Board deems appropriate and shall hold office for such time or until they are removed by the Board or cease to be Directors of the Company.
2.2. The Committee Shall:
(a) Have a minimum of three members;
(b) Consist of three Non-executive Directors two of which are independent;
(c) The Chairperson must have qualifications and experience directly applicable to financial reporting and the audit process (e.g. a qualified accountant).

3. Training and Development

3.1. Directors will review ongoing briefings of changes in accounting standards and to assess their impact in the financial statements of the business.

4. External Auditors

4.1. The Committee, if required, shall meet with the external auditors exclusive of management at least twice a year.
4.2. External auditors will be present (personally or by telephone) at the Annual General Meeting to answer any questions of shareholders.

5. Managing Director / Chief Financial Officer Declarations

5.1. The Audit Committee will receive a declaration from the Managing Director and / or Chief Financial Officer before the financial statements are adopted.

6. Members of the Committee

Position	Member
Non-Executive Chairperson	Rade Dudurovic
Non-Executive Director	Lev Mizikovsky
Executive Director	Geoff Acton

The Chairperson of the Audit Committee is chaired by an independent non-executive Director with extensive accounting experience.

Periodic Disclosures using Non-Audited Information

The Board reviews all ASX announcements including unaudited financial data before their release to the market under its Continuous Disclosure Policy.

RISK MANAGEMENT

The Board of Directors ("**the Board**") of Advance ZincTek Limited ACN 079 845 855 ("**the Company**") has adopted the following Risk Management Policy.

1. Purpose

1.1. The purpose of this policy is to affirm the Board's commitment to maintaining appropriate Risk Management strategies and clear reporting to stakeholders on how risks are managed.

2. Responsibilities of the Board

2.1. The Board is responsible for oversight and review of the Company's risk management strategy to ensure it is sufficiently clear and in line with the Company's overall risk tolerance and expectation of stakeholders and for reporting to stakeholders on how risks are managed.
2.2. Monitoring management performance against the entity's risk management framework, including whether it is operating within the risk appetite set by the Board.
2.3. Review any material incident involving fraud or a breakdown of the entity's risk controls and the "lessons learned".
2.4. Receive reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks.
2.5. Oversee the entity's insurance program, having regard to the entity's business and the insurable risks associated with its business.
2.6. The Board has established a Cyber Security Policy Framework, identifying key data kept and developing a strategy in the event of a cyber-attack. The policy will be reviewed every 12 months.

3. The Board undertakes a risk review of the company annually and has established a risk matrix.

4. The Board reviews its internal controls annually.

5. The company currently has no significant exposure to environment or social risks