

Audit and Risk Committee Charter



1 PURPOSE AND ROLE

Matador Mining Limited (the “**Company**”) is committed to conducting its business ethically and in accordance with the highest standards of corporate governance. In determining these standards, the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (as amended from time to time) (the “**ASX Corporate Governance Principles**”) have been referred to.

The board of directors of the Company (the “**Board**”) has approved the following charter (the “**Charter**”) which sets out the roles, responsibilities, composition, structure and membership requirements of the Company’s Audit and Risk Committee (the “**Committee**”).

2 MEMBERSHIP

The Board shall appoint the members of the Committee and review the composition at least annually. The Committee should (where possible) comprise:

- At least 3 members;
- Each member will be a Non-Executive Director; and
- An independent Chairperson appointed by the Board who is not the Chairperson of the Board.

Committee members should possess the appropriate technical expertise and skills to enable the Committee to fulfil its functions appropriately. At least one member of the Committee should be a qualified accountant or finance professional with experience of financial and accounting matters. The skills and experience of the Committee members shall be appropriately documented.

The Company Secretary will be the secretary of the Committee.

The Committee is a committee of the Board. The Committee’s role is to assist the Board to fulfil its responsibilities in relation to:

- integrity of the Company’s consolidated financial statements;
- oversight of financial reporting Board policies and controls;
- oversight of external audit and its effectiveness;
- oversight of systems of risk management and internal controls; and
- oversight of compliance with laws and regulations within the Committee’s area of responsibility.

3 KEY RESPONSIBILITIES OF THE COMMITTEE

Specifically, the responsibilities of the Committee are to review and report to, and where appropriate recommend for approval by, the Board on the matters set out below.

3.1 *Financial Reporting*

- the Company’s financial statements prepared by Executive Management, reporting whether they provide a true and fair view of the financial position and performance of the Company (including but not limited to conducting reviews of the Annual Report, Directors’ Report, Annual Financial Statements and Half Yearly Financial Statements).
- the integrity, adequacy and effectiveness of the Company’s financial reporting processes.

- the scope, adequacy and quality of audits conducted by both the Company's external and internal auditors (if and when appointed).
- significant internal or external audit findings and Executive Management's responses and related actions.
- the appointment or removal of auditors.
- the implementation of legislated major accounting changes.
- the adequacy of policies and systems established to identify and disclose related-party transactions and assess the propriety of any related party transactions.
- the adequacy of the Company's risk management processes.
- reviewing and making recommendations to the Board on the propriety of related-party transactions.

3.2 External Audit

- reviewing the findings and recommendations of the audit, and management's response, arising from the external auditor's report.
- making recommendations to the Board on the appointment, re-appointment or dismissal of the external auditor.
- reviewing the terms of engagement for the external auditor, including identifying risk areas.
- reviewing the independence of the external auditor and their performance on an annual basis.
- review and approval of the provision of non-audit services by the external auditor, in accordance with Company's policy on the independence of the external auditor.
- on a periodic basis, meet with the external auditor without the presence of Executive Management.

3.3 Risk Management

- reviewing and making recommendations to the Board, at least annually, the overall adequacy and effectiveness of the Company's risk management policy and risk management framework. This will include consideration of whether the Company maintains an effective system to identify, assess and manage risks that are material to the achievement of the Company's Purpose and its Strategy.
- monitoring and reviewing financial and non-financial risks that may materially impact the Company from achieving its Purpose, Strategy and financial performance, save those that are managed by another committee of the Board (for example Sustainability).

3.4 Insurance Program

- reviewing annually and make recommendations to the Board in respect of the structure and adequacy of the Company's insurances.

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4 ACCESS TO INFORMATION AND INDEPENDENT ADVICE

The Committee shall have unrestricted access to management, internal or external auditors, and any information to enable it to fulfil its functions appropriately.

The Committee is authorised to obtain any independent legal advice or other professional advice that it considers necessary to perform its role.

The Committee is a review and advice Committee and has no decision-making authority and holds no delegated authority from the Board.

5 MEETINGS

The Committee shall meet as often as required to undertake its role effectively, but as a minimum two times per annum. Any committee member may call a meeting of the Committee.

The Chair of the Committee may call a meeting, at any time, with the internal or external auditors and independent of management.

At least twice a year, including prior to the release of the full and half yearly financial statements, the Committee shall meet with the external auditor without management present.

The quorum necessary for the meeting will be a majority of members. In the absence of the Chairperson, the Committee members will elect a member to act as Chairperson for that meeting.

All Directors have a standing invitation to attend Committee meetings, receive copies of Committee meeting minutes, and have access to Committee papers.

The notice and agenda of Committee meetings will include relevant supporting papers and must be made available to the Committee at least five (5) business days prior to the meeting date.

The proceedings of all meetings shall have minutes taken and the minutes are to be included in the Board papers at the next full Board meeting following the Committee meeting.

Minutes must be prepared, approved by the Chairperson and circulated to membership within two weeks of the Committee meeting. The minutes must be ratified by the Chairperson at the following meeting.

6 CONFLICTS OF INTEREST

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting.

Ongoing conflicts of interest need to be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from the Committee discussions about the issue where the conflict exists.

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7 REPORTING

The Committee Chairperson, or his/her nominee, will report to the Board at the next Board meeting on any material matters arising out of the Committee meeting and make recommendations to the Board for decision.

The minutes of the prior Committee meeting will be included in the Board papers for the subsequent Board meeting.

All Directors will be permitted, within the Board meeting, to request information of the Committee Chairperson or members of the Committee.

An annual plan will be developed for the Committee activities and reporting on progress against the annual plan will be provided to the Board.

8 ACCESS TO INFORMATION, INDEPENDENT ADVICE AND RESOURCES

The Committee may seek any additional information it considers necessary to fulfil its responsibilities including from management and external advisers as appropriate, at the Company's cost.

9 REVIEW AND CHANGES TO THIS CHARTER

The Committee will review this Charter annually or as often as it considers necessary.

The Board may change this Charter from time to time by resolution.

10 APPROVED AND ADOPTED

This Charter was approved and adopted by the Board on 30 July 2021.