

Composition

The committee shall consist of the non-executive directors.

All members shall be financially literate, with at least one member having financial expertise.

The Chairperson shall not be the Chairperson of the Board.

Audit Committee Independence

The Board recognises the benefits of independence and supports the ASX guidelines in this regard. However, it is not appropriate or effective for Ambition, a small listed entity, to expand the size of the Board to the extent required to achieve a majority of independent directors across the Board and its Committees.

Role & Responsibilities

- Provide a link between the external auditors and the Board.
- Review the performance and independence of the external auditors.
- Assess information from external auditors that may affect the quality of the financial reports.
- Review the integrity of the company's financial reports with management, advisors and auditors as appropriate.
- Recommend for adoption by the Board interim and final financial reports and the annual report.
- Review accounting policies adopted or any changes made or contemplated.
- Review procedures in place to ensure compliance with laws and regulations.
- Review procedures in place to verify the accuracy and effectiveness of accounting and financial systems and other systems of internal control and business risk management.
- Recommend to the Board the terms and conditions of engagement for the external auditor.
- Approve the scope of the external audit for Board approval.
- Approve all non-audit services provided by the external auditors.
- Report to the Board on all matters that are relevant to the Committee's role and responsibilities.

Access & Authority

The Committee shall have rights of access to management, and external auditors without management present. It shall further have the right to conduct or authorise investigations into any matter within the scope of its responsibilities.

Procedures

The Committee shall meet at least twice yearly.

Key executives of the company may attend the meetings by invitation.

The Company Secretary shall be the secretary of the Committee.

The meeting shall be minuted and the minutes tabled at the next convenient Board meeting. The Committee Chairperson shall report to the Board on any significant matters.