

AUDIT, COMPLIANCE AND RISK MANAGEMENT COMMITTEE CHARTER

This Charter outlines the roles and responsibilities of the **Audit, Compliance and Risk Management Committee** established by resolution of the Board of qutbluebox Pty Limited.

MEMBERSHIP

1. Membership will consist of at least two (2) directors, one of whom will be the Chairman of the Committee.
2. The qutbluebox Board will review membership annually at the start of each year or following the termination or resignation of a member. Where practical, members should be rotated on a staggered basis to facilitate input of new ideas, while still retaining a degree of continuity.

ROLE OF THE COMMITTEE

3. The Committee shall:
 - 3.1 consider any matters relating to qutbluebox's internal and external audit functions or qutbluebox's financial affairs;
 - 3.2 review and monitor the operation of qutbluebox's compliance program;
 - 3.3 oversee the establishment and maintenance of a system of risk management; and
 - 3.4 monitor the effectiveness of this system of internal control and risk management.

RESPONSIBILITIES

4. The responsibilities of the Committee shall be to:
 - 4.1 assess, review and report on the appropriateness of qutbluebox's accounting policies and practices and the quality of financial reporting;
 - 4.2 review qutbluebox's Annual Statutory Report and auditors opinion;
 - 4.3 review management's representation letter and auditor's response;
 - 4.4 review major deficiencies or breakdowns in controls and procedures that have been identified internally or in audit reports and to ensure that appropriate remedial action is taken by management;
 - 4.5 assess the adequacy of qutbluebox's internal controls and review and oversee qutbluebox's compliance policies, practices and disclosures;
 - 4.6 review compliance with statutory and corporate codes of conduct;
 - 4.7 consider other topics referred to it by the qutbluebox Board;
 - 4.8 oversee the progress whereby risks are identified and managed in qutbluebox, and in particular, significant and material risks;
 - 4.9 assess the adequacy and appropriateness of qutbluebox's Risk Management Policy;
 - 4.10 consider the extent and categories of significant risk which it regards as acceptable for qutbluebox to bear;

- 4.11 consider the likelihood of the risks concerned materialising;
- 4.12 consider the ability of qutbluebox to reduce the incidence and impact of risks that do materialise;
- 4.13 consider the cost/benefit of particular controls used to manage risk;
- 4.14 consider whether the management of significant risks aligns with qutbluebox's business objectives and corporate strategy;
- 4.15 review and recommend to the Board, new or modified policies, business principles or ethics to promote a Risk Management culture within qutbluebox;
- 4.16 consider other topics referred to it by the qutbluebox Board;
- 4.17 monitor qutbluebox's compliance with its Australian Financial Services Licence conditions, including base level financial requirements.

COMMITTEE AUTHORITY

- 5. The Committee is authorised by the qutbluebox Board to investigate any activity that is covered by the terms of this charter. It is authorised to seek any information it reasonably requires from any qutbluebox employee and all employees are required to cooperate with any request made by the Committee.
- 6. The Committee may obtain outside legal or other independent professional advice after consultation with the Chairman of qutbluebox Board.
- 7. The Committee shall make recommendations to the qutbluebox Board on matters covered by this charter, but shall have no executive power to implement its recommendations.

OTHER ATTENDEES AT COMMITTEE MEETINGS

- 8. The CEO and other members of the management staff of qutbluebox may be required to attend Committee meetings from time to time upon the written request of the Chairman of the Committee.

RELATIONSHIP WITH OTHER COMMITTEES

- 9. The Committee will liaise closely with other committees, to ensure as far as possible that there is no material overlap, but also to ensure that relevant information is exchanged freely between committees.

COMMITTEE MEETINGS

- 10. The Committee Chairman will convene meetings twice annually, or more frequently if desired.
- 11. The Company Secretary or delegate will act as Committee Secretary and will be responsible for preparation and circulation of meeting agendas, and the preparation and distribution of formal minutes of proceedings and recommendations. Agendas will be prepared following input from Committee members and the CEO, and after confirmation by the Committee Chairman, shall be distributed at least five (5) working days prior to each meeting. Minutes shall be distributed to Committee members as soon as possible after the meeting, and must be confirmed as an accurate recorded of the meeting at the next subsequent meeting of the Committee.

CODE OF CONDUCT

12. Members of the Committee will abide by the Code of Conduct of the Board of qutbluebox Pty Limited.

REPORTING PROCEDURES

13. The Committee Chairman shall report the findings and recommendations of the Committee at the next subsequent qutbluebox Board Meeting, and a copy of the report shall be provided to each Board member. Alternatively, the report shall be circulated prior to the next Board meeting by Flying Minute, for approval by the Board.

EVALUATION OF COMMITTEE ACTIVITIES

14. No later than the end of the first quarter of each new year, the qutbluebox Board shall review the Committee Charter, assess the performance of the Committee, and implement any changes deemed necessary to enhance its function.

Version 2 – approved by qutbluebox board 14 April 2008.