



# *MULTIVERSE MINING and EXPLORATION PLC*

## *INTERNAL AUDIT CHATER POLICY*



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## **1. INTRODUCTION**

This Charter shall govern the activities of MULTIVERSE MINING AND EXPLORATION PLC. (“Multiverse” or “the Company”) Audit and Compliance Committee. The Audit and Compliance Committee (“the Committee”) is a committee of Multiverse Mining And Exploration Plc.

## **2. PURPOSE**

The purpose of the Audit and Compliance Committee is to carry out the oversight responsibility on behalf of the shareholders in relation to the following:

- a) The integrity of the financial statements and financial reporting process;
- b) Independence and activities of the external and internal audit function;
- c) The effectiveness of the system of internal controls, accounting and operating procedures; and
- d) Ensuring compliance with legal and regulatory requirements.

## **3. AUTHORITY**

The Committee is authorized to:

- a) Investigate any activity within its authority as set out in its charter;
- b) Seek any information that it requires from any Director or employee;
- c) Have responsibility for endorsing the selection, evaluation and, where appropriate, replacement of the Head of Internal Audit; and
- d) Have full oversight of the Company’s financial reporting, system of internal controls and internal and external audit processes.



#### **4. RESPONSIBILITIES**

The Committee shall have the following responsibilities:

##### **FINANCIAL REPORTING AND INTERNAL CONTROLS**

- a) Ascertain that the accounting policies of the Company are in accordance with the Statement of Accounting Standards issued by the Nigerian Accounting Standards Board;
- b) Ensure all material information are presented within the financial statements and review the clarity and completeness of the disclosures in the financial statements;
- c) Ensure the development of a comprehensive internal control framework for the Company;
- d) Obtain assurance and report annually in the financial report, on the operating effectiveness of the Company's internal control framework;
- e) Oversee management's process for the identification of significant fraud risks across the company and ensure that adequate prevention, detection and reporting mechanisms are in place;
- f) Review the processes for assessing and improving internal controls, accounting and operating procedures and financial reporting; and
- g) Oversee the establishment of whistle blowing procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal controls and or auditing matters, unethical activity and the confidential treatment of submissions by stakeholders (employees, customers, suppliers, applicants, etc.) of the Company with respect to such complaints.

##### **External Audit**

- a) Review and monitor the external auditors' independence, objectivity, expertise, resources and effectiveness;
- b) Review the activities of the external auditors including their reports and action plan by



- c) management to remediate areas noted for improvement; and
- d) Oversee the implementation and monitoring of the Company's policy on the engagement of the external auditors and to ensure that any non-audit services that may be provided take into account the relevant ethical guidance on the provision of non-audit services by external auditors, and does not impair the external auditor's independence or objectivity.

### **INTERNAL AUDIT**

- a) Maintain oversight over the role, resourcing and standing of Internal Audit within the Company;
- b) Ensure that an appropriate audit plan is in place at the start of each annual audit cycle and review the annual internal audit plan;
- c) Review the material findings of internal audits and investigations and management's responsiveness to internal audit's findings and recommendations; and
- e) Authorize Internal Audit to carry out investigations into any activities of the Company which may be of interest and concern to the Committee.

### **COMPLIANCE**

- a) Require management to present and discuss, as soon as practicable, all reports received from the regulators e.g. Securities and Exchange Commission (SEC), Nigerian Stock Exchange (NSE), Rating Agencies, etc., which may have a material effect on the Company's financial statements or related Company compliance policies; and
- b) Monitor the Company's compliance to laws and regulations.

## **5. Responsibility of Management to the Committee**

Management shall ensure that all information relevant to the discharge of the Committee



responsibilities is provided to the Committee (as requested by the Committee).

Management will also ensure that matters of material concern that are relevant to the Committee's responsibilities are brought to the attention of the Committee promptly.

#### **6. Composition of the Audit and Compliance Committee**

The Committee shall comprise of a maximum of six (6) members, three (3) of whom shall be Non-executive Directors and the other three (3) shall be shareholders elected at the AGM. The Board shall have the authority to appoint and remove any Non-Executive Director from the Committee as it deems fit.

The Audit and Compliance Committee shall have the following attributes:

- a) The Committee members shall be financially literate (i.e. able to read and understand financial statements) and have sufficient accounting knowledge to allow them to discharge their duties;
- b) At least two members of the Committee must have requisite knowledge of accounting, financial analysis and financial reporting;
- c) At least one member of the Committee shall have a good understanding of the business of Mining;
- d) The Committee shall have authority to invite key officers of the Company, including attending its meetings and providing information as required;
- e) The following officers, including the Head of Internal Audit and the Chief Financial Officer shall be in attendance at the Committee's meetings. However, the Chairman of the Committee reserves the right to request that the Committee meet without any of these persons; and
- f) The Company Secretary shall act as the secretary to the Committee.



## **7. Chairman eligibility and terms of appointment**

The Chairman of the Audit and Compliance Committee shall be a shareholder.

Where the Chairman of the Committee is absent from a meeting, the other members shall be eligible to chair the proceedings for that particular meeting.

## **8. Remuneration for members of the Committee**

The members of the Committee shall be entitled to reimbursable travel and hotel expenses.

## **9. Restrictions placed on powers and responsibilities**

The Board shall reserve the right to make final approval of the Committee's recommendations. The Board shall also make final approval on all major discussions of the Committee.

## **10. Frequency of meetings**

The Committee shall meet at least twice a year upon request of the Chairman of the Committee or any other two members of the Committee. Ad-hoc meetings may also be held as required.

## **11. Notice of meetings**

The Company secretary shall provide notice of meeting; at least two (2) weeks to the meeting, but lack of notice shall not invalidate the proceeding of any meeting at which a quorum was present. Agenda and board papers scheduled for discussion shall be circulated at least one week before the meeting.



## **12. Quorum at meetings**

A quorum for a meeting of the Committee shall be two-third of the members.

## **13. Minutes**

The Company secretary shall keep minutes of the Committee meetings and the draft minutes shall be circulated to all members within two weeks of the meetings after the Committee chairman has given preliminary approval. The minutes of the Committee meetings shall be made available for approval at the next meeting of the Committee. The approved minutes of meetings shall be circulated to all Committee members prior to each meeting.

The Company secretary shall follow up on action plans decided at the meeting and present a status of implementation of the action plans during the next meeting.

## **14. Training**

The Committee shall provide suitable induction training for new members and ongoing training for existing members. An induction programme will be provided for new members of the Committee on topics such as, but not limited to:

- Developments in financial reporting, applicable standards and regulations;
- Understanding financial statements, applicable accounting and financial reporting standards and recommended practices;
- The role of internal audit, external auditors, risk and compliance.

## **15. Ability to take Independent Professional Advice**

The Committee has the power to obtain advice and assistance from, and to retain at the Company's expense, such independent or outside professional advisors and experts as it





deems necessary to carry out its duties. The Committee shall have the authority to retain, replace, and approve fees and other retention terms for, any consultant or advisors that it shall deem necessary. This authority shall be subject to the Board's approval.

#### **16. Reporting and Accountability**

A representative of the Committee shall report the proceedings and recommendations of each meeting to the Committee at the next practicable Committee meetings.

#### **17. Disclosure**

The membership of the Committee and a description of its duties and activities during the year shall be disclosed in the Company's Annual Report. The Chairman of the Committee or any other nominated member shall be available at the Annual General Meeting to answer questions which relate to the work of the Committee.

#### **18. Review of Charter**

The Committee shall review the Charter at least once every two years or earlier as required, and make recommendations to the Board in regard to required changes.