



AUDIT COMMITTEE CHARTER

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TABLE OF CONTENTS

1. Objective of Charter.....	4
2. Membership.....	4
3. Meetings.....	5
4. General.....	5
5. Specific Responsibilities	6
6. Authority	9

1. Objective of Charter

1. There shall be a Committee of the Board of Directors (the “Board”) of Anvil Mining Limited (“Anvil” or the “Corporation”), to be known as the Audit Committee (“Committee”) whose membership, authority and responsibilities shall be as set out in this audit committee charter.
2. The primary function of the Committee is to assist the Board in fulfilling its oversight responsibilities, primarily through overseeing management’s conduct of the Corporation’s accounting and financial reporting process and systems of internal accounting and financial controls, selecting, retaining and monitoring the independence and performance of the Corporation’s external auditors, including overseeing the audits of the Corporation’s financial statements, and approving any non-audit services; and providing an avenue of communication among the external auditors, management and the Board.

2. Membership

1. The Committee will be comprised of three (3) members, each of whom will be non-executive, independent¹ directors (subject to the exclusions permitted by Multilateral Instrument 52-110).
2. All members will be financially literate.²
3. At least one member should have financial expertise³.
4. Members will be appointed by the Board and shall serve until the earlier to occur of the date on which he or she shall be replaced by the Board, resigns from the Committee, or ceases to be a Director.
5. The Board shall appoint one of the Directors elected to the Committee as the Chairperson of the Committee. In the absence of the appointed Chairperson of the Committee at any meeting, the members shall elect a Chair from those in attendance to act as Chairperson of the meeting.
6. The Secretary of the Committee will be the Corporate Secretary, or such other person as nominated by the Board.

¹ Independence as defined by Multilateral Instrument 52-110 means having no direct or indirect material relationship with the issuer. This is not as strict a definition as that outlined by the ASX Corporate Council, which excludes associates of substantial shareholders from those parties that are independent. Multilateral Instrument 52-110 focuses on whether or not a substantial shareholder has an ability to control the Company.

² Defined by Multilateral Instrument 52-110.

³ This is not required by Multilateral Instrument 52-110 but is required for the ASX Standards.

3. Meetings

1. The Committee shall meet as frequently as required, but no fewer than four times annually and at least quarterly. The Chairperson shall prepare an agenda in advance of each meeting. A majority of the members of the Committee shall constitute a quorum and the act of a majority of the members present at a meeting where a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent of its members. The Committee shall maintain minutes or other records of meetings and activities of the Committee.
2. The Committee shall, through its Chairperson, report regularly to the Board following the meetings of the Committee, addressing such matters as the quality of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements in relation to those matters within the Committee's purview, the performance and independence of the external auditors, the performance of any internal audit function and other matters related to the Committee's functions and responsibilities.
3. Notice of a meeting of the Committee may be given orally or by letter, electronic mail, facsimile transmission or telephone not less than 24 hours before the time fixed for the meeting, unless such notice is otherwise waived in writing by the all of the members of the Committee.
4. The Committee may invite such other persons (e.g. the CEO, CFO) to its meetings, as it deems necessary.
5. The external auditors should be invited to make presentations to the Audit Committee as appropriate.
6. The Committee shall, at least annually, meet separately with each of the Corporation's senior management, the Corporation's chief financial officer and the Corporation's external auditors to discuss any matters that the Committee or each of these groups believes should be discussed privately.

4. General Responsibilities

1. The Committee's principal responsibility is one of oversight. The Corporation's management is responsible for preparing the Corporation's financial statements, and the Corporation's external auditors are responsible for auditing and/or reviewing those financial statements. In carrying out these oversight responsibilities, the Committee is not required to provide any expert or special assurance as to the Corporation's financial statements or any professional certification as to the external auditor's work.
2. The designation or identification of a member of the Committee as an "audit committee financial expert" does not impose on such person any duties, obligations, or liabilities that are greater than the duties, obligations, and liabilities imposed on such person as a member of the

Committee and Board of Directors in the absence of such designation or identification.

3. The designation or identification of a member of the Committee as an “audit committee financial expert” does not affect the duties, obligations, or liabilities of any other member of the Committee or Board of Directors.

5. Specific Responsibilities

The specific responsibilities of the Committee are as set out in this Section 5.

A. Internal Control

1. Evaluating whether management is setting the appropriate “control culture” by communicating the importance of internal control and the management of risk and ensuring that all employees have an understanding of their roles and responsibilities.
2. Reviewing annually the adequacy and quality of the Corporation’s financial and accounting staffing, the need for and scope of internal audit reviews, and the plan, budget and the designations of responsibilities for any internal audit.
3. Reviewing the performance and material findings of internal audit reviews.
4. Reviewing annually with the external auditors, any significant matters regarding the Corporation’s internal controls and procedures over financial reporting that have come to their attention during the conduct of their annual audit, and review whether internal control recommendations made by the auditors have been implemented by management.
5. Reviewing major risk exposures (whether financial, operating or otherwise) and the guidelines and policies that management has put in place to govern the process of monitoring, controlling and reporting such exposures.
6. Establishing procedures for the receipt, retention and treatment of any complaints received by the Corporation regarding internal controls or auditing matters, including procedures to enable confidential, anonymous submissions to be made by employees of the Corporation and its subsidiaries concerning questionable auditing or accounting matters.

B. Financial Reporting

General

1. Gaining an understanding of the current areas of greatest financial risk and how management is managing these areas of risk effectively.
2. Considering with the internal and external auditors any fraud, illegal acts, deficiencies in internal control or other similar issues.

3. Reviewing significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
4. Reviewing any legal matters that could significantly impact the financial statements.
5. Overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of any disagreements between management and the external auditor regarding financial reporting.

Annual Financial Statements

1. Reviewing the annual financial statements and determining whether they are complete and consistent with the information known to Committee members; assessing whether the financial statements reflect appropriate accounting principles.
2. Focusing on judgemental areas, for example those involving valuation of assets and liabilities; warranty, product or environmental liability; litigation reserves; and other commitments and contingencies
3. Meeting with management and the external auditors to review the financial statements and the results of the audit.
4. Reviewing the other sections of the annual report before its release and considering whether the information is understandable and consistent with members' knowledge about the Corporation and its operations.

Preliminary Announcements, Interim Financial Statements and Analysts' Briefings

1. Remaining briefed on how management develops preliminary announcements, interim financial information, MD&A statements, and analysts' briefings; the extent to which the external auditors review such information.
2. Assessing the fairness of the preliminary and interim statements and disclosures, and obtaining explanations from management and internal and external auditors on whether:
 - Actual financial results for the interim period varied significantly from budgeted or projected results.
 - Changes in financial ratios and relationships in the interim financial statements are consistent with changes in the Corporation's operations and financing practices.
 - Generally accepted accounting principles have been consistently applied.
 - There are any actual or proposed changes in accounting or financial reporting practices.
 - There are any significant or unusual events or transactions.

- The Corporation's financial and operating controls are functioning effectively.
 - The preliminary announcements and interim financial statements contain adequate and appropriate disclosures, and
 - There are any breaches of debt covenants.
3. Reviewing the Corporation's financial statements, MD&A and annual and interim earnings news releases before the Corporation publicly discloses them.
 4. Being satisfied that adequate procedures are in place for review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than those referred to in item 3 immediately above and periodically assessing the adequacy of such procedures.

C. External Audit

1. Reviewing the external auditors' proposed audit scope and approach and ensure no unjustified restrictions or limitations have been placed on the scope.
2. Reviewing the performance of the external auditors.
3. Considering the independence of the external auditor, including reviewing the range of services provided in the context of all consulting services bought by the Corporation.
4. Making recommendations to the Board regarding the reappointment and compensation of the external auditors.
5. Reviewing and approving the employment of any former partner or employee of the external auditor or a former external auditor.
6. Ensuring that significant findings and recommendations made by the external auditors are received and discussed on a timely basis.
7. Ensuring that management responds to recommendations by the external auditors.
8. Pre-approving all non-audit services to be provided by the external auditor⁴ to the Corporation or its subsidiaries other than *de minimus* non-audit services referred to in section 2.4 of Multilateral Investment 52-110.

D. Compliance with Laws And Regulations

1. Reviewing the effectiveness of the system for monitoring compliance with laws and regulations (including insider reporting) and the results of management's investigation and follow-up (including disciplinary action) of any fraudulent acts or non-compliance.
2. Obtaining regular updates from management and the Corporation's legal counsel regarding compliance matters.

¹ This responsibility may be delegated to one or more independent members of the Committee as outlined in Multilateral Instrument 52-110, provided that any such pre-approval is presented to the Committee at its first scheduled meeting following such pre-approval.

3. Being satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements.

4. Reviewing the findings of any examinations by regulatory agencies

E. Compliance with the Company's Code of Conduct

1. Ensuring that the Corporation's Code of Conduct is in writing and that arrangements are made for all employees to be aware of its contents.

2. Evaluating whether management is setting the appropriate "tone at the top" by communicating the importance of the Code of Conduct and the guidelines for acceptable behaviour.

3. Reviewing the process for monitoring compliance with the Corporation's Code of Conduct.

4. Obtaining regular updates from management regarding compliance.

F. Reporting Responsibilities

1. Regularly updating the Board about Committee activities and making appropriate recommendations.

2. Ensuring the Board is aware of matters that may significantly impact the financial condition or affairs of the business.

3. Reviewing and updating the Charter and receiving any approved changes from the Board.

4. Evaluating the Committee's own performance on a regular basis.

6. Authority

The Board grants authority to the Audit Committee, within the scope of its responsibilities, to:

1. Seek any information it requires from any employee (and all employees are directed to co-operate with any request made by the audit committee).

2. Obtain outside legal or other professional advice as deemed necessary and to set and authorize the compensation to be paid to such advisors.

3. Ensure the attendance of officers of the Corporation at meetings as appropriate.

4. Communicate directly with the external auditors or any internal auditors.