

BAOBAB RESOURCES PLC

TERMS OF REFERENCE OF THE AUDIT COMMITTEE

CONSTITUTION

- 1 The board hereby resolves to establish a committee of the board to be known as the audit committee (the "Audit Committee"):
 - (a) to increase shareholder confidence and the credibility and objectivity of published financial information;
 - (b) to assist the board in meeting their financial reporting responsibilities;
 - (c) to strengthen the independent position of the company's external auditors by providing channels of communication between them and the non-executive directors; and
 - (d) to review the performance of the auditors.

MEMBERSHIP

- 2 The Audit Committee shall be appointed by the board and shall comprise at least two independent non-executive directors (one of which should have recent and relevant financial experience).
- 3 The chairman of the Audit Committee shall be appointed by the board. The membership of the Audit Committee shall be set out in the annual report of the company. Appointment to the Audit Committee shall be for a period of up to 3 years, which may be extended for two further periods, provided the director remains independent.
- 4 A quorum of the Audit Committee shall be two members.

ATTENDANCE AT MEETINGS

- 5 The head of internal audit and a representative of the external auditors shall normally attend meetings. Other board members shall also have the right of attendance. The Audit Committee may invite any outsiders to attend its meetings as it deems appropriate. However, at least once a year the Audit Committee shall meet with the external auditors without any executive board members present. The company secretary shall be the secretary of the Audit Committee.

FREQUENCY OF MEETINGS

- 6 Meetings shall be held not less than twice a year. The external auditors may request a meeting if they consider that one is necessary.

NOTICE OF MEETINGS

- 7 Meetings of the Audit Committee shall be summoned by the company secretary at the request of any of its members or at the request of the external or internal auditors if they consider it necessary.

- 8 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend no later than 10 working days before the date of the meeting. Any supporting papers shall be sent to each member of the Audit Committee (as appropriate) at the same-time.

VOTING ARRANGEMENTS

- 9 Each member of the Audit Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Audit Committee.
- 10 If a matter that is considered by the Audit Committee is one where a member of the Audit Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.
- 11 Save where he has a personal interest, the chairman will have a casting vote.

AUTHORITY

- 12 The Audit Committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Audit Committee.
- 13 The Audit Committee is authorised by the board to have unrestricted access to the company's external auditors and to obtain, at the company's expense, outside legal or other independent professional advice on any matter within its terms of reference and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- 14 As a sub-committee of the board, the Audit Committee is answerable to the board and shall report to it on a regular basis.

DUTIES AND TERMS OF REFERENCE

- 15 The Audit Committee shall monitor the integrity of the financial statements of the company, including its annual and interim reports, preliminary results' announcements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain. The Audit Committee shall also review summary financial statements, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price sensitive nature.
- 16 The Audit Committee shall review and challenge where necessary:
- (a) the consistency of, and any changes to, accounting policies both on a year on year basis and across the company;
 - (b) the methods used to account for significant and unusual transactions where different approaches are possible;
 - (c) whether the company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;

- (d) the clarity of disclosure in the company's financial reports and the context in which statements are made; and
 - (e) all material information presented with the financial statements, such as the business review and any corporate governance statement (insofar as it relates to the audit and risk management).
- 17 The Audit Committee shall review the annual financial statements of the pension funds where not reviewed by the board as a whole.
- 18 The Audit Committee shall:
- (a) keep under review the effectiveness of the company's internal controls and risk management systems; and
 - (b) review and approve the statements to be included in the annual report concerning internal controls and risk management.
- 19 The Audit Committee shall review the company's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Audit Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.
- 20 The Audit Committee shall:
- (a) monitor and review the effectiveness of the company's internal audit function in the context of the company's overall risk management system;
 - (b) approve the appointment and removal of the head of the internal audit function;
 - (c) consider and approve the remit of the internal audit function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Audit Committee shall also ensure the function has adequate standing and is free from management or other restrictions;
 - (d) review and assess the annual internal audit plan;
 - (e) review promptly all reports on the company from the internal auditors;
 - (f) review and monitor management's responsiveness to the findings and recommendations of the internal auditor; and
 - (g) meet the head of internal audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out. In addition, the head of internal audit shall be given the right of direct access to the chairman of the board of directors and to the Audit Committee.
- 21 The Audit Committee shall:
- (a) consider and make recommendations to the board, to be put to shareholders for approval at the Annual General Meeting, in relation to the appointment, re-appointment and removal of the company's external auditor. The Audit Committee shall oversee the selection process for new auditors and if an auditor resigns, the Audit Committee shall investigate the issues leading to this and decide whether any action is required;

- (b) oversee the relationship with the external auditor including (but not limited to):
 - (i) approval of their remuneration, whether fees for audit or non-audit services and that the level of fees is appropriate to enable an adequate audit to be conducted;
 - (ii) approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
 - (iii) assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
 - (iv) satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the company (other than in the ordinary course of business);
 - (v) agreeing with the board a policy on the employment of former employees of the company's auditor, then monitoring the implementation of this policy;
 - (vi) monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the company to the overall fee income of the firm, office and partner and other related requirements; and
 - (vii) assessing annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the external auditor on their own internal quality procedures.
- 22 The Audit Committee shall meet regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Audit Committee shall meet the external auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit.
- 23 The Audit Committee shall review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement.
- 24 The Audit Committee shall review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
- (a) a discussion of any major issues which arose during the audit,
 - (b) any accounting and audit judgements, and
 - (c) levels of errors identified during the audit.
- The Audit Committee shall also review the effectiveness of the audit.
- 25 The Audit Committee shall review any representation letter(s) requested by the external auditor before they are signed by management.
- 26 The Audit Committee shall review the management letter and management's response to the auditor's findings and recommendations.

- 27 The Audit Committee shall develop and implement a policy on the supply of non-audit services by the external auditor, taking into account any relevant ethical guidance on the matter.
- 28 The Audit Committee chairman shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 29 The Audit Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 30 The Audit Committee shall compile a report to shareholders on its activities to be included in the company's annual report.
- 31 The Audit Committee shall:
- (a) have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required;
 - (b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
 - (c) give due consideration to applicable laws and regulations, the provisions of the Combined Code, the QCA Corporate Governance Guidelines for AIM companies and the requirements of the London Stock Exchange's rules for AIM companies as appropriate;
 - (d) be responsible for co-ordination of the internal and external auditors;
 - (e) oversee any investigation of activities which are within its terms of reference and act as a court of the last resort; and
 - (f) at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.
- 32 The Audit Committee shall consider such other matters as may be requested by the board of directors.

REPORTING PROCEDURES

- 33 The secretary shall circulate the minutes of meetings of the Audit Committee to all members of the board. The Audit Committee may, in addition, at any time request a full meeting of the board at which its conclusions shall be reported.

GENERAL

- 34 The recommendations of the Audit Committee minutes must be approved by the board of directors before they can be implemented.
- 35 Finalised minutes of the meetings of the Audit Committee will be circulated to the members of the board of directors as part of the board papers for each full meeting of the board of directors.
- 36 The chairman of the company should make himself available at each Annual General Meeting of the company to answer questions concerning the Audit Committee's work during the preceding year.