

Audit & Risk Committee Charter

ABN/ 61 003 184 932
ASX CODE/ DGH

68-72 Lilyfield Road, Rozelle NSW 2039
PO Box 331, Leichhardt NSW 2040
T/ 02 9555 9922
F/ 02 9555 9944
www.desane.com.au

1. Role

The Audit & Risk Committee is responsible for considering the effectiveness of the system of risk management and internal controls, financial reporting and any other matters at the request of the Board.

The Committee will report to the Board on all matters relevant to its role and responsibilities.

2. Responsibilities

The responsibilities of the Audit & Risk Committee are to ensure that:

- Relevant, reliable and timely information is available to the Board to monitor the performance of the business and upon which important decisions are based;
- The half-year and annual announcements of results to the ASX have been properly prepared;
- The financial statements have been prepared with the required care, diligence and skill to ensure that all relevant information is taken into account;
- The financial statements are presented in a format which facilitates ease of understanding by shareholders and institutions;
- The systems and standards of internal control are appropriate to identify and manage the risks of the Company effectively and efficiently in line with the risk profile of the Company. The Company's risk management framework is reviewed annually. The external audit arrangements are adequate to deliver an effective and efficient external audit. This will involve;
 - Reviewing the terms of the auditor's engagement, including approval of annual audit fees, the scope and quality of the audit and the auditor's independence;
 - Recommending to the Board the appointment and removal of the external auditor;
 - Ensuring the external auditor attends the Annual General Meeting and is available to answer questions from shareholders relevant to the audit; and
 - Reviewing the level and nature of non-audit services provided by the external auditor, and ensuring it does not adversely impact on audit independence.

3. Composition of the Committee

The Audit & Risk Committee comprises at least two independent directors. The Chairman of the Audit & Risk Committee will not be the Chairman of the Board. The committee members will have experience in financial and accounting matters and will include at least one member who has financial expertise.

4. Meetings

The Audit & Risk Committee will meet at least two times per year.

An agenda will be prepared and issued prior to each meeting.

Minutes of each meeting will be taken by the Company Secretary and copies of minutes will be issued to each member of the Board.

The Audit & Risk Committee may have in attendance at its meeting other directors, including the Managing Director and the Chief Financial Officer, to provide appropriate information or explanations.

The external auditors attend meetings by invitation to report to the Committee.