Audit and Risk Committee Charter

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1. Purpose

3P Learning Limited ABN 50 103 827 836 (the **Company**) has established the Audit and Risk Committee (**Committee**) as a delegated committee of the board of directors of the Company (**Board**).

The purpose of this Charter is to specify the authority delegated to the Committee by the Board and to set out the role, responsibilities, membership and operation of the Committee.

2. Authority

The Committee is a committee of the Board established in accordance with the Company's constitution and is authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities.

The Committee has the authority and power to exercise the responsibilities set out in this Charter and under any separate resolutions of the Board granted to it from time to time.

3. Role of the Committee

The role of the Committee is to assist the Board in carrying out the following responsibilities:

(a) External Reporting
(b) Audit Oversight
(c) Risk Governance

4. External Reporting

The Committee is responsible for:

(a) reviewing the appropriateness of the accounting judgements or choices exercised by management in the composition and presentation of financial reports;
(b) overseeing the preparation of financial reports and reviewing the results of external audits of these reports;
(c) assessing significant estimates and judgements in financial reports by examining the processes used to derive material estimates and judgements and seeking verification of those estimates from external auditors;
(d) reviewing management's processes for ensuring and monitoring compliance with laws, regulations and other requirements relating to the preparation of accounts and external reporting by the Company of financial and non-financial information;
(e) assessing (before publication) whether external reporting is consistent with the understanding of the Committee members and otherwise provide a true and fair view of, the financial position and performance of the Company;
(f) reviewing material documents and reports prepared for lodgment with regulators, assessing their impact on the Company and making recommendations to the Board on their approval or amendment;
(g) ensuring that a comprehensive process is established to capture issues for the purpose of continuous reporting to ASX;
(h) reviewing the completeness and accuracy of the Company's main corporate governance practices as required by the ASX Listing Rules;
(i) assessing information from external auditors that affects the quality of financial reports;

(j) asking the external auditor for an independent judgement about the appropriateness of the accounting principles used and the clarity of financial disclosure practices used by the Company;
(k) assessing solvency and the going concern of the Company;
(l) assessing the management of non-financial information in documents to ensure that conflicts with financial statements and other documents do not occur;
(m) recommending to the Board whether the financial and non- financial statements should be signed based on the Committee's assessment of them;
(n) reviewing the Company's approach to tax risk management, including the adequacy of tax governance policies, management of uncertain tax positions, and compliance with obligations across jurisdictions in which the Group operates; and
(o) reviewing the declarations from the Chief Executive Officer and Chief Financial Officer provided under section 295A of the Corporations Act 2001 (Cth) prior to recommending that the Board approve the financial statements and satisfying itself that the declarations are supported by adequate processes and controls; and
(p) reviewing the adequacy of the Company's continuous disclosure policy and its implementation, including the processes for identifying and escalating price-sensitive information to the Board and for making timely disclosure to ASX in accordance with Listing Rule 3.1 and the Corporations Act 2001 (Cth).
(q) periodically reviewing the adequacy of the Company's Disclosure and Communication Policy and its implementation, including the processes for identifying and escalating price-sensitive information and for making timely disclosure to ASX.

5. Audit Oversight

The Committee is responsible for:

5.1. External audit functions

(a) making recommendations to the Board on the appointment, remuneration or removal of the external auditor including the rotation of the audit engagement partner;
(b) agreeing the terms of engagement of the external auditor before the start of each audit;
(c) reviewing the external auditor's fee and being satisfied that an effective, comprehensive and complete audit can be conducted for the external auditor's set fee;
(d) monitoring the effectiveness and independence of the external auditor, and periodically assessing their performance;
(e) reviewing the external auditor's independence based on the external auditor's relationships and services with the Company and other organisations;
(f) assessing whether the external auditor's provision of non-audit services impairs or appears to impair their judgement or independence and, if required, developing polices for Board approval to ensure this does not occur;
(g) ensuring that any recommendation to replace the external auditor is carefully evaluated before the Board makes a final decision;
(h) inviting the external auditor to attend Committee meetings to review the audit plan, discuss audit results and consider the implications of external audit findings;
(i) reviewing the scope and adequacy of the external audit, including identified risk areas and any additional procedures, with the external auditor on a periodic basis;
(j) raising with the external auditor any specific points of divergence with the Company's management;
(k) monitoring and examining management's response to the external auditor's findings and recommendations;

(l) reviewing all representation letters signed by management and ensuring all information provided is complete and appropriate;
(m) meeting with the external auditor without management present at least once a year; and
(n) considering at least every five years whether to conduct a formal tender process for the external audit engagement and reporting the outcome of that consideration to the Board.

5.2. Internal audit functions

(a) reviewing and making recommendations on the scope of internal audit function and roles;
(b) reviewing the candidature and remuneration of, and making recommendations on the appointment of, the head of the internal audit function, with final appointment being a matter for management or the Board as appropriate;
(c) assessing and making recommendations on the implementation of internal audit plans and processes;
(d) reviewing the scope and adequacy of resources of the internal audit function;
(e) reviewing the scope and performance of the internal audit function, including the coordination between internal and external audits to cover appropriate key operational and financial risks;
(f) reviewing the audit findings or reports of the delegates performing internal assurance function;
as determined by the Committee.

6. Risk Management

The Committee is responsible for:

(a) preparing a risk profile which describes the material risks facing the Company including financial and non-financial matters;
(b) regularly reviewing and updating the risk profile;
(c) ensuring that the Company has an effective risk management system;
(d) assessing and ensuring that there are internal controls for determining and managing key risk areas, including financial and non-financial risks, for example:
    - important judgements and accounting estimates;
    - business licence requirements;
    - litigation and claims;
    - fraud and theft;
    - people and culture risks
    - technology and cyber risks
    - risks of non-compliance with laws, regulations, including industrial relations, occupational health and safety, environmental, privacy and trade practices laws (as relevant to the Company from time to time); and
    - relevant business risks not dealt with by other Board committees;
(e) identifying and managing emerging risks such as cybersecurity threats, data breaches, and ESG-related governance risks including climate, sustainability, and reputational exposures;
(f) receiving reports concerning material and actual incidents or 'near misses' within the risk areas above, material breaches of Company policies relevant to the risk areas above and ensuring that macro risks are reported to the Board at least annually;
(g) conducting investigations of breaches or potential breaches of any internal controls, and incidents within the risk areas above, particularly in relation to accounts and financial reporting;
(h) evaluating the independence of external auditors;
(i) examining and evaluating the effectiveness of the external auditors and making improvements;

(j) encouraging reporting by employees to the Committee and management of breaches of Company policies, and incidents within the risk areas above;
(k) assessing existing controls that management has in place for unusual transactions or transactions with more than an accepted level of risk;
(l) meeting periodically with key management, external auditors and compliance staff to understand the Company's control environment,
(m) overseeing the preparation of a summary of the main internal and external risk sources that could adversely affect the Company's prospects for future financial years, for inclusion in the operating and financial review section of the directors report;
(n) ensuring that the Company has appropriate internal audit systems and controls in place;
(o) assessing and monitoring matters related to the Company's risk appetite and risk culture;
(p) overseeing the Company's Whistleblower Policy, including:
    - reviewing quarterly summary reports from the Company Secretary on all matters reported under the Policy (on an anonymised basis where required);
    - assessing the adequacy of investigation processes against the standards set in the Whistleblower Policy (acknowledgement within 10 business days; initial status update within 30 business days; further updates at least every 90 days until resolved);
    - and ensuring that protections for whistleblowers are being maintained in accordance with the Corporations Act 2001 (Cth) and, where applicable, equivalent UK, Canadian and US protections.;
(q) monitoring the adequacy of controls to detect and prevent financial crime, including fraud, bribery, corruption, and money laundering, and reviewing reports from management on material incidents or investigations in these areas.
(r) receiving and reviewing, at least annually, a management report on the operation and effectiveness of the Anti-Bribery & Corruption Policy, including: training completion rates; the Gifts, Benefits and Hospitality Register summary (bi-annually); and outcomes of any material investigations or escalations during the period.
(s) overseeing the adequacy of the Company's privacy and data governance framework, including compliance with applicable privacy legislation across all jurisdictions in which the Group operates, and receiving management reports on material privacy incidents or regulatory matters.
(t) overseeing the Company's cyber security risk management framework, including receiving periodic reports from management on the status of cyber security controls, material incidents, and the Company's compliance with notifiable breach obligations under applicable law.

7. Related Party Transactions

The Committee is responsible for reviewing and monitoring the propriety of related party transactions and ensuring appropriate processes are in place to identify, disclose, and manage conflicts of interest.

Administering trading clearance for Restricted Persons in accordance with the Company's Trading Policy, including acting as clearance officer for the Chair of the Board.

8. Membership

8.1. Composition and size

The Committee should consist of:

(a) only non-executive directors;

(b) a majority of independent directors; and
(c) at least three members.

Membership is reviewed periodically and re-appointment to the Committee is not automatic.

Appointments and resignations are decided or confirmed by the Board.

8.2. Chairperson

The Chairperson of the Committee must be an independent non-executive director who is not the Chairperson of the Board.

The Chairperson of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a Chairperson for the meeting.

8.3. Technical expertise

The Committee must be structured so that, between them, the members of the Committee should have the accounting and financial expertise and a sufficient understanding of the industry in which the Company operates, to be able to discharge the Committee's duties effectively.

8.4. Skills development

If the Committee chairperson approves, a Committee member may attend seminars or training related to the functions and responsibilities of the Committee at the Company's expense.

8.5. Commitment of Committee members

Committee members must devote the necessary time and attention for the Committee to carry out its responsibilities.

8.6. Secretary

The company secretary is the secretary of the Committee.

9. Committee Meetings and Processes

9.1. Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this Charter.

9.2. Frequency and calling of meetings

The Committee will meet as frequently as required to undertake its role effectively. The Chairperson must call a meeting of the Committee if requested by any member of the Committee, the external auditor or the Chairperson of the Board.

The Committee will meet with the external auditor without management present at least once per year.

9.3. Quorum

Two directors constitute a quorum for meetings of the Committee, provided that a majority of those present are independent directors.

9.4. Attendance by management and advisors

The Chief Executive Officer and Chief Financial Officer are expected to attend each scheduled meeting of the Committee and a standing invitation will be issued to the external auditors.

The Committee Chairperson may also invite directors who are not members of the Committee, other senior managers and external advisors to attend meetings of the Committee. The Committee may request management and/or others to provide such input and advice as is required.

9.5. Agenda and documents

The Chairperson of the Committee determines the meeting agenda after appropriate consultation. The secretary distributes the agenda and any related documents to all Committee members and other attendees before each proposed meeting.

9.6. Access to information and advisors

The Chairperson of the Committee receives all reports between the external auditor and management.

The Committee has the authority to:

(a) require management or others to attend meetings and to provide any information or advice that the Committee requires;
(b) access the Company's documents and records;
(c) obtain the advice of special or independent counsel, accountants or other experts, without seeking approval of the Board or management (where the committee considers that necessary or appropriate); and
(d) access and interview management and external auditors (with or without management present).

9.7. Minutes

The secretary will keep minute books to record the proceedings and resolutions of its meetings.

The Chairperson of the Committee, or delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Committee meeting.

9.8. Committee's performance evaluation

The Committee will review its performance from time to time and whenever there are major changes to the management structure of the Company.

The performance evaluation will have regard to the extent to which the Company has met its responsibilities in respect of this Charter.

10. Review and Publication of Charter

The Board will review this Charter at least every two years to ensure it remains relevant to the current needs of the Company. The Charter may be amended by resolution of the Board. The Charter will be made publicly available on the Company’s website in accordance with ASX Listing Rule requirements and the ASX Corporate Governance Principles and Recommendations.