

Boart Longyear Limited

Finance Committee Charter

1. General

- 1.1. The purpose of the Committee is to assist the Board in the effective discharge of its responsibilities in relation to the Company's capital structure, funding requirements and sources of funding, capital expenditure (CAPEX) plans, treasury risks and practices (including hedging and risk management), insurance requirements and employee benefit plan investment policies, performance and funding requirements.
- 1.2. The Committee has authority from the Board to review and investigate any matter within the scope of its charter and make recommendations to the Board in relation to the outcomes. The Committee has no delegated authority from the Board to determine the outcomes of its reviews and investigations and the Board retains its authority over such matters.
- 1.3. The Committee has unrestricted access to employees, records, internal and external auditors, tax and other financial or legal advisers engaged by Boart Longyear. The Committee is authorised to take advice from any external parties as appropriate at Boart Longyear's expense.
- 1.4. In this charter the following terms have the following meanings:
 - “**Board**” means the Board of Boart Longyear.
 - “**Director**” means a member of the Board of Boart Longyear.
 - “**independent Director**” means a Director who has been determined by the Board to be independent in accordance with clause 6 of the Board Charter.
 - “**non-executive Director**” means a Director who is not employed in an executive capacity by Boart Longyear.
 - “**Boart Longyear**” means Boart Longyear Limited.

2. Composition

- 2.1. The Committee will consist of at least three non-executive Directors, each of whom must be financially literate and a majority of whom must be independent.
- 2.2. The Chairman of the Committee should be an independent Director.
- 2.3. The Company Secretary or their nominee will act as the Secretary to the Committee.

3. Meetings

- 3.1. The Committee will meet as often as required on an ad hoc basis.
- 3.2. Meetings will be called by the Secretary at the request of the Board or Committee Chairman.
- 3.3. Members of the Board may attend meetings of the Committee. The Chief Executive Officer and the Chief Financial Officer of Boart Longyear may attend meetings ex officio.

- 3.4. The Secretary will keep minutes of proceedings and resolutions of the Committee together with copies of supporting papers. These records will be available to any Board member upon request.
- 3.5. The Committee will develop an annual program to meet its responsibilities.
- 3.6. The Committee may meet with management and seek explanations and additional information as and when required.
- 3.7. The Committee Chairman, or their nominee, will report to the Board after each meeting of the Committee and copies of the minutes of each Committee meeting will be included in the papers and provided to members of the Board for the next full Board meeting.
- 3.8. A quorum will comprise two members of the Committee. In the absence of the Committee Chairman, Committee members will elect a Committee member to act as Chairman for that meeting.
- 3.9. Each member of the Committee will have one vote and resolutions will be decided by a majority of votes. In the case of an equality of votes, the Chairman of the Committee will have a second or casting vote, provided more than two of the members present are entitled to vote.

4. Duties

- 4.1. In meeting its purpose set out in paragraph 1.1 of this charter, the Committee has the following duties:

Capital Structure and Funding

- (a) To monitor the Company's capital structure (including debt capacity and liquidity) and to make recommendations to the Board in relation thereto;
- (b) To review management's recommendations regarding Company's funding requirements and available sources of funding, and to make recommendations to the Board in relation thereto and any alternatives the Committee considers appropriate;
- (c) To review the prudence of gearing levels, interest cover and compliance with banking and other financial covenants;

Capital Expenditure

- (d) To review the proposed CAPEX plan for each year, including against available CAPEX funds and prior years' CAPEX expenditure outcomes, and to make recommendations to the Board regarding the adoption of the CAPEX plan each year
- (e) To review periodically expenditure against the current approved CAPEX plan;
- (f) To review post-completion reviews of major capital expenditures and acquisitions;

Treasury Risk Management

- (g) To monitor the Company's treasury risks and practices, including hedging of interest rate risk and foreign currency exchange risk;

Insurance Program

- (h) To review the Company's insurance program and make recommendations to the Board on the adequacy of that program, including in relation to scope of coverage, deductibles, premiums and risk manager reports ;

Employee Benefit Plan Investment

- (i) To review employee benefit plan investment policies and investment performance, and to make recommendations to the Board on funding requirements for those plans for each coming year;

5. Assessment

- 5.1. At least once each year the Committee and the Board will review the performance of the Committee, including the performance of individual Committee members. This review will incorporate the views of relevant stakeholders.
- 5.2. At least once each year the Committee will review this charter and make recommendations to the Board in relation to any proposed change to this charter.