

AUDIT COMMITTEE CHARTER

1. Role

The role of the Audit Committee is to safeguard the integrity of the Company's financial reporting and oversee the independence of the external auditors.

2. Composition

The composition of the Committee consists of two Non-executive Directors. The Committee may invite members of the management team, and the external auditor to attend the meetings.

The Board determines each director's independence having regard to any past and present relationships with the Group, which, in the opinion of the Board, could influence the director's judgment. All members of the Committee shall have working knowledge of finance and accounting practices. At least one member of the Committee or invited participant shall hold financial qualifications and be able to demonstrate relevant financial experience. The Chief Financial Officer (or equivalent) provides financial expertise and advice to the Board.

3. Operations

The Audit Committee is to meet twice a year, aligned with the Company's financial reporting obligations, and otherwise as required. Minutes of all meetings of the Committee are to be kept.

4. Responsibilities

The charter of the Audit Committee is to:

- (a) ensure that the published financial reports present a true and fair view of the Company's financial position and performance,
- (b) ensure that the Company maintains an effective system of internal control and risk management,
- (c) recommend internal control improvements to Company procedures and policies,
- (d) ensure the Company adopts and maintains appropriate accounting policies and procedures,
- (e) address any issues arising from the external audit process,
- (f) maintain a forum for free and open communication between the Committee, the external auditors and the management of the Company, and
- (g) address the selection and appointment of the external auditor.

Approved by Board – April 2015

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