WISYNCO GROUP LIMITED

Audit & Risk Committee Charter

I. Purpose

The Audit & Risk Committee (the "Committee") is established for the primary purpose of assisting the Board of Directors (the "Board") in the oversight of Wisynco Group Limited ("WGL") as it relates to the following:

- internal controls and financial reporting;
- internal and external audit functions, including ensuring the external auditors are qualified and independent;
- compliance with legal and regulatory requirements;
- enterprise-wide risk management practices.

II. Membership

The Board will appoint the Chairman of the Audit & Risk Committee ("Committee Chairman"). The Committee Chairman must have relevant experience and knowledge of Finance, Accounting, Audit and Risk matters to guide the Committee; and also be an independent, non-executive director of the Company.

The Audit & Risk Committee shall consist of a minimum of three (3) independent, non-executive directors. The Committee will include a combination of executive and non-executive directors, but the majority must be comprised of independent, non-executive directors.

III. Authority

The Audit & Risk Committee will have the authority to seek any information it requires from employees, directors, or external parties; and to conduct investigations into matters within its scope of responsibility.

The Committee shall also have the ability to seek outside legal counsel or independent professional advice as necessary and be entitled to invite such advisors to any particular meeting of the Committee.

The Chairman of the Board (the "Chairman") shall ensure that the Audit & Risk Committee is properly informed, including pre-approval of audit and non-audit services provided by the external auditor.

IV. Responsibilities

Financial Reporting

- Oversee the integrity of the company financial statements and review significant financial reporting judgments contained within any formal announcements relating to the company's financial performance;

- Oversee the company's procedures related to internal controls over financial reporting, financial disclosures, related party transactions, and statutory filing compliance;
- Review with management and the external auditors, the annual and quarterly financial statements, assumptions, and any accompanying reports or related policies and statements, prior to filing with the regulators.

External Auditors

- Approve the annual appointment of the external auditor and recommend subsequent approval by the Board;
- Monitor and review the external auditor's independence, objectivity and effectiveness; including examining and approving the external auditors' lead partner and manager rotation, audit plan and fees annually;
- Approve all services to be provided by the external audit firm;
- Oversee that recommendations highlighted in the management letter prepared by the external auditor, ensuring that they are addressed by management on a timely basis;
- Review the annual performance of the external auditors and recommend the appointment or discharge of the external auditors.

Internal Auditors

- Examine and approve the internal audit plan for the year, including an overall assessment of the internal control, risk assessment, and financial reporting of the company;
- Oversee that recommendations highlighted in internal audit reports are addressed by management on a timely basis;
- Review the objectivity, independence, performance and effectiveness of the internal audit function; and facilitate the Senior Internal Auditor confirmation of independence to the Board;
- Review and concur on appointment, replacement, dismissal of Senior Internal Auditor;
- Review the internal audit department structure and staffing to ensure adequacy;
- Review 'whistleblower' policy and WGL's arrangements by which staff of the company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. Ensure that arrangements are in place for the independent investigation of such matters and for appropriate follow up action.

Enterprise Risk Management

- Monitor the Company's enterprise-wide risk exposure;
- Oversee the risk management strategy to assess and mitigate risk;
- Oversee that risks are mitigated to an acceptable level through internal controls or other strategies.

V. Meetings

The Audit & Risk Committee will meet at least four (4) times per year and will be scheduled to coincide with key events or dates in WGL's financial reporting calendar. The Committee will agree on an annual schedule of meetings and the principal items to be discussed at these meetings.

Quorum for Audit & Risk Committee meetings represents a minimum of two (2) independent, nonexecutive directors. Committee approvals and ratifications shall be passed by majority vote only.

The Financial Controller, Senior Internal Auditor, Risk Officer, and external auditors, shall be invited to attend and present at meetings of the Audit & Risk Committee. The Chairman of the Board and the Chief Executive Officer (the "CEO") shall attend meetings of the Audit & Risk Committee, either as executive director members or upon invitation by the Committee.

The Committee may invite any other persons to attend its meetings as it sees fit, and consult with other persons or seek any information it considers necessary to fulfil its responsibilities.

At least once per year, the Audit & Risk Committee Chairman will meet separately with the Senior Internal Auditor, the External Auditor and the Risk Officer, without the presence of management.

The Senior Internal Auditor shall report directly to the Audit & Risk Committee, with dotted line administrative responsibilities to the CEO and the Risk Officer.

The Secretary of the Committee (the "Secretary") may be the Company Secretary and/or the Assistant Company Secretary.

The Secretary's duties and responsibilities will be to keep complete records of the proceedings of the Committee meetings, for the purposes of reporting Committee activities to the Board of Directors.

The Secretary will minute the proceedings of meetings, including all resolutions tabled, along with the names of those present and in attendance. The minutes of the meeting will be approved by the members who are present at the subsequent Committee meeting and signed and dated by the Audit & Risk Committee Chair.

The Committee's duties and activities shall be included within the Corporate Governance Statement and disclosed in the Annual Report.

VI. Quality Assessment

The Senior Internal Auditor will develop, implement and maintain a quality assurance and improvement program that covers all aspects of the internal audit function. The program will include an internal self-assessment and an external assessment.

Annually, the Senior Internal Auditor will conduct the internal quality self-assessment which includes monitoring of the internal audit functions, conformance with the Global Internal Audit Standards, and progress toward performance objectives. Based on the results, the Senior Internal Auditor will develop action plans to address instances of non-conformance and opportunities for improvement, including proposed timelines for actions. At least once per year, results of the internal quality self-assessment will be communicated to the Audit & Risk Committee. The Senior Internal Auditor will develop a plan for an external quality assessment and discuss the plan with the Audit & Risk Committee. The external assessment will be performed at least once every five years by a qualified, independent assessor or assessment team. When selecting the independent assessor or assessment team, the Senior Internal Auditor will ensure at least one (1) person holds an active Certified Internal Auditor designation.

Approved by the Audit Committee on the 6th day of May 2025.

William Mahfood	Andrew Mahfood	John Lee
Chairman of the Board	Chief Executive Officer	Audit & Risk Committee Chairman

Date of next review: May 2026