

GLOBAL MASTERS FUND LIMITED

AUDIT COMMITTEE CHARTER

August 2006

The Audit & Risk Committee is a sub-committee of the Board of Global Masters Fund Limited ("the Company"). This charter sets out the responsibilities of the Committee, its membership criteria and the manner in which the Committee's activities should be conducted.

The Company's Board will determine committee membership appointments and its terms of reference. Any changes thereto require Board approval. The membership and terms of reference of the Committee are to be reviewed every two years.

1. PURPOSE

The purpose of the Audit & Risk Committee is to assist the Board in carrying out its corporate governance and oversight responsibilities in relation to the Company's financial reporting, internal control systems, risk management systems, and the External Audit.

In doing so, it is the responsibility of the Committee to maintain free and open communication between the Committee, external auditors and senior management.

2. AUTHORITY

The Board has approved the establishment of an Audit & Risk Committee. Within the scope of its responsibilities, the Audit & Risk Committee is generally authorised to:

- Seek any information from any employee or any external party.
- Obtain legal or other professional advice.

3. MEMBERSHIP AND MEETINGS

The Audit & Risk Committee shall consist of a minimum of two independent non-executive directors of the Company, who shall be appointed by the Board.

All Committee members shall be financially literate, or become financially literate within a reasonable period of time after appointment. At least one Committee member shall have financial expertise and some members shall have an understanding of the industry in which the Company operates.

The Board nominates the Chairperson of the Audit Committee from time to time.

A quorum consists of two members.

The following will usually be invited to attend Committee meetings:

- The Manager's representative.
- The Chief Financial Officer.
- The Company Secretary.
- The External Audit representatives.

Formal minutes of each meeting will be taken by the Company Secretary and distributed to the Board on a timely basis. The Audit & Risk Committee will meet at least twice a year and at other times as necessary.

4. ROLES AND RESPONSIBILITIES

The principal roles and responsibilities of the Committee are:

4.1 Financial Reporting

- Assess whether the accounting methods applied by management are consistent and comply with accounting standards and concepts.
- Review and assess any significant estimates and judgements in financial reports and monitor the methods used to account for unusual transactions.
- Assess the processes used to monitor and ensure compliance with laws, regulations and other requirements relating to external reporting of the Company's financial information.

4.2 External Audit

- Make recommendations to the Board regarding the appointment of the external auditors and the terms of their engagement.
- Review the external auditors' proposed audit scope and approach and ensure no unjustified restrictions or limitations have been placed thereon.
- Consider the independence of the external auditor.
- Ensure that significant findings and recommendations made by the external auditors are received and discussed on a timely basis.
- Ensure that management responds to recommendations by the external auditors and agreed action items are addressed promptly.
- Review the performance of the external auditors.

4.3 Risk Management

Discuss with management and the External Auditor the adequacy and effectiveness of the Company's:

- Internal control systems.
- Policies and procedures to assess, monitor, and manage business risk, and
- Legal and regulatory compliance programs.

4.4 Corporate Governance

- Review documents and policies created by the Board that deal with corporate governance.
- Ensure that monitoring compliance with codes of conduct and other Board policy statements are considered for inclusion in audit programs performed by external parties.
- Periodically obtain updates regarding compliance.

5. OTHER RESPONSIBILITIES

The Audit & Risk Committee shall:

- Perform other overview functions as requested by the Board.
- If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist.
- Review and update the charter and receive approval of changes from the Board.
- Evaluate the Committee's own performance on a regular basis.