SHARONAI HOLDINGS INC.

AUDIT AND RISK MANAGEMENT

COMMITTEE CHARTER

Membership

The Audit and Risk Management Committee (the "**Committee**") of the board of directors (the "**Board**") of SharonAI Holdings Inc. (the "**Company**") shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 and the rules of Nasdaq and the ASX Corporate Governance Principles and Recommendations. No member of the Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Purpose

The purpose of the Committee is to oversee the Company's accounting, financial reporting processes, the audit of the Company's financial statements, internal control structure, risk management framework (financial and non-financial) and internal and external audit functions.

The primary role of the Committee is to oversee the financial reporting and disclosure process and to assist the Board in overseeing the Company's risk management framework. To fulfill this obligation, the Committee relies on: management for the preparation and accuracy of the Company's financial statements; management for establishing effective internal controls and risk management systems; and the Company's compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company's independent auditors for an unbiased, diligent audit or review, as applicable, of the Company's financial statements and the effectiveness of the Company's internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting or risk management procedures.

Duties and Responsibilities

Financial reporting, audit and compliance

The Committee shall have the following authority and responsibilities:

To (1) select and retain an independent registered public accounting firm to act as the Company's independent auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting, (2) set the compensation of the Company's independent auditors, (3) oversee the work done by the Company's independent auditors and (4) terminate the Company's independent auditors, if necessary.

To select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit,

review or attest services for the Company.

To approve all audit engagement fees and terms; and to pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditors or other registered public accounting firms, and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an on-going basis.

At least annually, to obtain and review a report by the Company's independent auditors that describes (1) the accounting firm's internal quality control procedures, (2) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (3) all relationships between the firm and the Company or any of its subsidiaries; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.

To assure the regular rotation of the lead audit partner at the Company's independent auditors and consider regular rotation of the accounting firm serving as the Company's independent auditors.

To review and discuss with the Company's independent auditors (1) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the auditors' risk assessment procedures and (5) when completed, the results, including significant findings, of the annual audit.

To review and discuss with the Company's independent auditors (1) all critical accounting policies and practices to be used in the audit; (2) all alternative treatments of financial information within generally accepted accounting principles ("**GAAP**") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (3) other material written communications between the auditors and management.

To review with management and the Company's independent auditors: any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off- balance sheet structures on the Company's financial statements.

To keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the company; and to review and discuss with the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

To review and discuss with the Company's independent auditors any other matters required to be discussed by applicable requirements of the PCAOB and the SEC.

To recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K for filing with the SEC and financial statements and reports to be lodged with ASX; and to produce the audit committee report required to be included in the Company's proxy statement.

To establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing or any other matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting, auditing and matters involving breach of Company policies.

To establish and oversee procedures for complaints and confidential whistleblower submissions relating to accounting, auditing, internal controls or breaches of Company policy.

To review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis, in accordance with Company policies and procedures.

To manage audit arrangements and auditor independence, including considering whether an internal audit function is required and, if not, ensuring that the Company discloses the processes it employs to evaluate and improve its risk management and internal control processes.

If an internal audit function is required, oversee the establishment of, and approve (where delegated by the Board), the Company's internal audit function and procedures. If an internal audit function is established, it will disclose how the function is structured and what role it performs.

Risk Management

Without limiting the above, the Committee is responsible for assisting the Board in overseeing the Company's risk management framework. In particular, the Committee shall:

(a) oversee the establishment of, and approve (where delegated by the Board), the Company's risk management framework for both financial and non-financial risks, including its strategy, policies, procedures and systems;

(b) review at least annually the effectiveness of the risk management framework to satisfy itself that it remains sound and that the Company is operating within the risk appetite set by the Board;

(c) identify, and oversee identification of, major or potentially major risk areas, including contemporary and emerging risks;

(d) review reports from management and staff on material risks, risk incidents, controls and mitigation plans;

(e) review reports on breaches of Company policies (including any incidents reported under the Company's Code of Ethics and Business Conduct; Bribery, Corruption and Fraud Policy; and Whistleblower rights and protections Policy;

(f) ensure risk considerations are appropriately incorporated into strategic and business planning;

(g) review any material incident involving fraud, misconduct, control failures or breakdowns in the risk management framework and consider "lessons learned";

(h) oversee compliance with material laws, regulations, licences, policies and standards applicable to the Company;

(i) oversee tax compliance and tax risk management;

(j) providing risk management updates to the Board and any supplementary information required to provide the Board with confidence that the key risks are being appropriately managed;

(k) review any significant findings of examinations or investigations by regulators; and

(l) ensure the Board is informed of any material risks, breaches of Company policies and changes to the Company's risk profile or any instance where the Company may need to operate outside its

approved risk appetite.

The Committee recognises that risks may include, without limitation, regulatory and compliance risks, financial risks, operational and execution risks, cybersecurity and data risks, environmental and social risks, occupational health and safety risks, legal and tax risks, reputation risks and strategic risks.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel, accountants and such other experts and advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other experts or advisors to the Committee.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Chair of the Committee cannot be the Board Chair and is to be independent of management. The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Reporting

The Committee will:

(a) regularly report to the Board on all matters relevant to the Committee’s role and responsibilities;

(b) advise the Board in a timely manner of audit, financial reporting, internal control, risk management and compliance matters which may significantly impact upon the Company;

(c) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and

(d) as and when appropriate, seek direction and guidance from the Board on audit, risk management and compliance matters.

Minutes of Committee meetings will be included in the papers for the next full Board meeting.

At the end of each reporting period, the Committee will disclose in its annual report:

(a) whether a review by the Committee of the Company's risk management framework has taken place;

(b) the members of the Committee and the relevant qualifications and experience of the members of the Committee; and

(c) the number of times the committee met throughout the reporting period and the individual attendances of the members at those meetings.

Committee performance

(a) The Board will, at least once in each year, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

(b) The Committee will review this Charter annually or as often as it considers necessary.

(c) The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.

(d) The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.