

**ASA Gold and Precious Metals Limited**  
**Audit and Ethics Committee Charter**

**A. Purpose**

The Audit and Ethics Committee (the “Committee”) has been created by the Board of Directors (the “Board”) of ASA Gold and Precious Metals Limited (the “Company”) to:

1. Assist the Board in its oversight and monitoring of:
  - a. Company’s accounting and financial reporting policies and practices;
  - b. Company’s internal control over financial reporting, and, as appropriate, the internal control over financial reporting of certain of the Company’s service providers;
  - c. Integrity, quality and objectivity of the Company’s financial statements and the independent audit thereof;
  - d. Company’s independent auditors, including their qualifications, independence and performance;
  - e. Company’s compliance with legal and regulatory requirements; and
  - f. Company’s compliance with the Codes of Ethics.
2. Prepare the report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

Although the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. In carrying out its responsibilities, the members of the Committee shall be entitled to rely, in good faith, on:

1. The integrity of those persons and organizations inside and outside the Company from which the Committee receives information.
2. The accuracy of the financial and other information provided to the Committee by such persons or organizations.

The Committee’s function is oversight. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to ensure compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit. The independent auditors shall report directly to the Committee and are ultimately accountable to the Board

and the Committee.

**B. Membership**

1. **Number.** The Committee shall be comprised of at least three members of the Board.
2. **Independence.** Each member of the Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”) and Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the applicable rules thereunder. No member of the Committee shall be an “interested person” (as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “Investment Company Act”), and the rules thereunder) of the Company.
3. **Financial Literacy.** Each member of the Committee shall be financially literate, as such qualification is determined by the Board in its business judgment (or shall become financially literate within a reasonable period of time after his or her appointment). At least one member of the Committee shall have accounting or related financial management expertise, as such qualification is determined by the Board in its business judgment. The Board shall determine whether any members of the Committee are “audit committee financial experts” as defined by applicable SEC rules. The designation of a Committee member as an audit committee financial expert does not impose on such person any duties or responsibilities that are greater than the duties and responsibilities imposed on such person as a member of the Committee and the Board. The designation of an audit committee financial expert also does not affect the duties or responsibilities of any other member of the Committee or the Board. The Committee is not required to have an audit committee financial expert.
4. **Chairman.** Unless the Board appoints a Chair of the Committee, the Committee shall appoint a Chair.
5. **Compensation.** The compensation of Committee members shall be set by the Board. No member may accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company (other than fees for serving on the Board or any committee thereof, or for any special Board or Committee related projects approved by the Board). The receipt of a fixed amount of pension or other form of deferred compensation from the Company for prior service (provided such compensation is not contingent in any way on continued service) is not considered a compensatory fee. The requirement that such amount be fixed does not preclude customary objectively determined adjustment provisions such as cost of living adjustments.

6. **Appointment and Removal.** Members of the Committee shall be appointed by the Board. Committee members may be removed by the Board.

**C. Authority, Responsibilities and Duties**

In addition to any other authority, responsibilities and duties which may be assigned from time to time by the Board, the Committee shall have the following authority, responsibilities and duties:

**1. Oversight of Independent Auditors**

- a. **Selection and Termination.** The Committee shall be directly responsible for selecting, appointing, compensating, overseeing, evaluating and, when appropriate, terminating the Company's independent auditors (subject to the applicable requirements of the Investment Company Act and the rules and orders thereunder, including those pertaining to approval by disinterested directors and ratification by shareholders);
- b. **Independence.** The Committee shall review and evaluate the independent auditors' independence. In connection with this review and evaluation, the Committee shall at least annually obtain and review a report by the independent auditors describing all relationships between the independent auditors and the Company, including the disclosures required by the applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding the independent auditors' communications with the Audit Committee concerning independence. The Committee shall review and evaluate the lead partner of the independent auditor team. The Committee shall discuss with the independent auditors any disclosed relationships or services that might impact the objectivity and independence of the auditors. The Committee shall consider whether:
  - i. the independent auditors should be rotated, and
  - ii. the lead audit or reviewing partner should be rotated more frequently than is required by law and applicable the SEC rules;
- c. **Qualifications.** The Committee shall review and evaluate the independent auditors' qualifications, including considering whether the independent auditors' quality controls are adequate. In connection with this review and evaluation, the Committee shall at least annually obtain and review a report by the independent auditors describing:

- i. the independent auditors' internal quality control procedures; and
  - ii. material issues raised by (1) the most recent internal quality control review, or peer review, of the firm, or (2) any inquiry or investigation by governmental or professional authorities within the preceding five years regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;
  
- d. **Pre-approval of Audit and Non-audit Services.** Except as provided in the next sentence, the Committee shall have the sole authority to pre-approve all audit and non-audit services to be provided by the independent auditors, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit. If the Committee has delegated its pre-approval authority to a subcommittee, any decision of the subcommittee shall be presented to the full Committee at its next scheduled meeting. Pre-approval of audit and non-audit services shall not be required if the engagement to render the services is entered into pursuant to pre-approved policies and procedures established by the Committee, provided the Committee is informed of each such service;
  
- e. **Compensation.** The Committee shall approve all audit and non-audit fees of the independent auditor;
  
- f. **Hiring of Employees of Independent Auditors.** The Committee shall set clear policies for the Company's hiring of current or former employees of the independent auditors who participated in any capacity in the audit of the company;
  
- g. **Oversight.** The independent auditors shall report directly to the Committee and the Committee shall be directly responsible for oversight of the work of the independent auditors, including resolution of disagreements between the Company's management and the independent auditors regarding financial reporting. In connection with its oversight role, the Committee shall:
  - i. review and discuss with the independent auditors the planning, scope and staffing of the independent auditors' audits; and

- ii. obtain assurance from the independent auditors that Section 10A of the Exchange Act has not been implicated.

## **2. Financial Statement and Disclosure Matters**

### **a. Review and Discussion of Audited Financial Statements.**

The Committee shall meet to review the Company's financial statements to be sent to shareholders and filed with the SEC. In connection with the review of the annual audited financial statements, and otherwise as appropriate, the Committee shall:

- i. Discuss with management and the independent auditors:
  - aa. significant issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
  - bb. any major issues as to the adequacy of the Company's internal control over financial reporting and any steps adopted in light of significant or material control deficiencies;
  - cc. any analyses or other communications (whether written or oral) prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the development, selection and disclosure of critical accounting policies and analysis of the effect of alternative assumptions, estimates or U.S. GAAP methods on the Company's financial statements;
  - dd. the effect of regulatory and accounting initiatives on the Company's financial statements;
  - ee. related-party transactions; and
  - ff. any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
- ii. Review the bases of accounting and valuation for marketable securities and, when applicable, the method of determining fair value for securities for which a market price is not available.

- iii. Discuss with the independent auditors the matters required to be discussed by Statement of Auditing Standards No. 61, as amended, as adopted by the PCAOB in Rule 3200T, relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
- iv. Discuss with the Company's legal counsel legal matters that may have a material effect on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
- v. In conjunction with the President and the Chief Financial Officer, review the Company's internal control over financial reporting and disclosure controls and procedures, including whether there are any significant deficiencies or material weaknesses in the design or operation of such internal control over financial reporting, any corrective action taken with regard to such deficiencies and weaknesses and any fraud involving management or other employees with a significant role in such internal control over financial reporting.
- vi. Recommend to the full Board whether the annual audited financial statements should be included in the Company's annual report to be sent to shareholders and filed with the SEC.
- vii. Prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.
- viii. Discuss generally with the officers the Company's earnings press releases, as well as any financial information and earnings guidance provided to analysts and ratings agencies.
- ix. Review and discuss disclosure, if any, under "Management's Discussion of Fund Performance" included in the Company's Form N-CSR filing.

**3. Ethical and Legal Compliance**

- a. Oversee and enforce compliance with the Company's Rule 17j-1 Code of Ethics.
- b. Oversee and assist the Board in enforcing the Company's Code of Ethics for Principal Executive and Financial Officers.

- c. Review and discuss any reports concerning material violations submitted to it by the Company's Chief Compliance Officer/Chief Legal Officer or outside counsel pursuant to the SEC's Attorney Professional Responsibility Rules.

**4. Procedures for Complaints**

- a. Establish procedures for:
  - i. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
  - ii. the confidential, anonymous submission by employees of the Company and its service providers of concerns regarding questionable accounting or auditing matters.
- b. Review any significant complaints regarding accounting, internal accounting controls or auditing matters received pursuant to such procedures.

**5. Risk Management.** Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

**6. Review of Annual Expense Projection.** Prior to the beginning of each fiscal year, review and discuss with management the Company's annual expense projection for that year and report thereon to the full Board.

**D. Meetings and Procedures**

**1. Meetings.**

- a. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than twice annually. Meetings may be called by the Chair of the Committee or by a majority of the Committee members. Meetings shall be chaired by the Chair of the Committee or, in the Chair's absence, by a member chosen by the Committee. Meetings may be conducted with members present in person or by telephone or other communications facilities which permit all persons participating in the meeting to hear or communicate with each other simultaneously. When deemed necessary or desirable by the Committee or its Chair, Committee actions may be taken by unanimous written consent. The Chair of the Committee, in consultation with the other Committee members, shall set meeting agendas and the places and times of the meetings consistent with this Charter. The Committee should be provided with meeting

materials before Committee meetings with sufficient time to review and consider relevant issues and to request supplemental information as necessary. Management will endeavor to send such materials to the Committee at least five days in advance of a meeting.

- b.** The Committee shall meet periodically with management and with the independent auditors in separate executive sessions.
  - c.** The Committee may request any officer or employee of the Company or representatives of the Company's service providers, outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
- 2. Quorum.** A majority of the members of the Committee shall constitute a quorum for the transaction of business. When more than two members are present, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee, and when only two members are present, the unanimous vote of the two members shall constitute the act of the Committee.
- 3. Minutes.** The Committee shall keep minutes of its meetings and provide copies of such minutes to the Board for its review.
- 4. Subcommittees.** The Committee may delegate any of its authority, responsibilities or duties to one or more subcommittees (including a subcommittee comprised of a single member) when it deems appropriate.
- 5. Advisers.** The Committee shall have the authority, to the extent it deems necessary or appropriate and without seeking approval of the Board, to retain special legal, accounting or other advisers.
- 6. Funding.** The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or rendering other audit, review or attest services and to any advisers retained by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- 7. Reliance on Third Parties.** In discharging their duties the members of the Committee are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers of the Company whom the Committee member reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, public accountants, or other persons as to matters

the Committee member reasonably believes are within the person's professional or expert competence; or (3) another Board committee.

**E. Reporting to the Board**

- 1. Reports to the Board.** The Committee shall make regular reports to the Board. Such reports shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the qualifications, independence and performance of the Company's independent auditors, the performance of the internal audit function, and any other matters that the Committee deems appropriate or is requested to be included by the Board.
- 2. Charter.** The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for Approval
- 3. Self-evaluation.** The Committee shall evaluate its own performance annually.

**Reviewed and re-approved December 13, 2018**