ENVIRONMENTAL SOCIAL AND GOVERNANCE COMMITTEE CHARTER

1. Purpose

The primary purpose of the environmental, social and governance committee (**Committee**) is to support and advise the Board in fulfilling its environmental, social and governance responsibilities by:

(a) recognising its legal and other obligations to all legitimate stakeholders from time to time where and to the extent appropriate; and

(b) managing its activities in a sustainable manner with respect to the Company's workforce, its communities and the environment.

2. Role

The role of the Committee is to assist the Board in monitoring and reviewing any matters pertaining to the management of activities to minimise adverse workforce, community or environmental impacts in accordance with the Environmental, Social and Governance Policy. This Charter defines the Committee's function, composition, mode of operation, authority and responsibilities.

3. Composition

The Board will strive to adhere to the following composition requirements for the Committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

(a) The Committee shall comprise at least three Directors, the majority whom are independent Directors.

(b) Where possible, the Committee will be chaired by an independent Director who will be appointed by the Board.

(c) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.

4. Duties and responsibilities of the Committee

4.1 General Responsibilities

The Committee will use all reasonable endeavours to understand the Company's business and operations to assess whether the operating risks and sustainability issues, including any consequential financial risks faced by the Company, have been identified, ameliorated or that appropriate mitigation plans have been implemented.

The Committee will ensure appropriate management practices and assurance methodologies are adopted to inform the Board of the adequacies and effectiveness of the specific requirements outlined in this Charter. This will include, but not be limited to, ensuring appropriate escalation of material risks is occurring for authorisation.

The Committee will review and monitor a sample of significant incident investigations and corrective actions for quality and investigative veracity.

4.2 Social, Environmental and Governance Responsibility

In assisting the Board, the Committee will use all reasonable endeavours to:

(a) review and monitor the processes in place which are designed to ensure compliance with all Company Social, Environmental and Governance Policy;

(b) review and monitor the risk management processes and standards to ensure that all material risks are identified, and that appropriate risk mitigation, controls and assurance processes are in place and effective;

(c) monitor the adequacy of social, environmental and governance reporting systems for actual or potential incidents, breaches and trends;

(d) review and monitor the environmental related contingency planning within the Company which are designed to ensure that all material environmental risks have appropriate contingency plans developed;

(e) review and monitor the plans, activities and corrective actions in place which are designed to ensure that there is appropriate engagement with communities impacted by the Company's operations; and

(f) monitor relevant community perceptions of the Company as a consequence of its activities.

4.3 Risk Management

The Committee will ensure management has established and operates a risk management system which is designed to:

(a) identify, assess, monitor and manage operational risk;

(b) establish an overall risk profile of the Company's risks;

(c) escalate risks to the appropriate level of the organisation dependant on materiality; and

(d) in assisting the Board, the Committee will use all reasonable endeavours to:

(i) liaise with the audit Committee on risk management processes for the identification and management of material financial risks, these are the accountability of the audit Committee;

(ii) review any periodic risk management reports prepared by the executive management and present to the Board, the overall results of this assessment and updates as required;

(iii) review and monitoring the operational contingency planning and assurance processes within the Company to ensure all material risks and critical systems and processes are identified and that appropriate contingency plans are in place and are effective; and

(iv) periodically review the effectiveness and suitability of the risk management system.

4.4 Legal and Regulatory Compliance

The Committee will:

(a) review and monitor the Company's policies, procedures and systems for detecting, reporting and preventing breaches of conduct, whistle-blowing, data breaches and bribery and corruption policies; and

(b) in conjunction with the Board and audit Committee, use all reasonable endeavours to monitor the Company's compliance with:

(i) all relevant statutory and regulatory obligations; and

(ii) all environmental licenses and permits.

5. Meetings

(a) The Committee will meet at least twice in each financial year and additionally as circumstances may require for it to undertake its role effectively.

(b) Meetings are called by the Company Secretary as directed by the Board or at the request of the chair of the Committee.

(c) Where deemed appropriate by the chair of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.

(d) A quorum shall consist of two members of the Committee. In the absence of the chair of the Committee or their nominees, the members shall elect one of their members as chair of that meeting.

(e) Executive management and technical personnel are to attend Committee meetings, or part thereof, as requested by the chair of the Committee to provide required reports and presentations to the Committee.

(f) Decisions will be based on a majority of votes with the Chair having a casting vote.

(g) The chair of the Committee, through the secretary of the Committee, will prepare a report of the actions of the Committee to be included in the Board papers for the next Board meeting.

(h) Minutes of each meeting are included in the papers for the next full Board meeting after each Committee meeting.

6. Secretary

(a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.

(b) The secretary will be responsible for preparing agendas, keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.

(c) The secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

7. Reliance on information or professional or expert advice

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

(a) an employee of the Company and its subsidiaries (if any) (**Group**) whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

(b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or

(c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. Reporting

(a) The Committee must report to the Board formally after each Committee meeting on matters relevant to the Committee's role and responsibilities.

(b) The Committee must brief the Board promptly on all urgent and significant matters.

(c) The Committee is to review all major health, safety, environment or community issues as notified or otherwise advised by executive management at its next meeting and report on its findings and recommendations, if applicable, to the Board in accordance with standard reporting protocol of the Committee.

(d) The Company must disclose the policies and practices regarding environmental, social and governance issues as required by law.

9. Monitoring and Review

The Board will conduct an annual review of the membership of the Committee to ensure that the Committee has carried out its functions in an effective manner, and will review and update this Charter as required or as a result of new laws or regulations.