

Charter

1. Composition and Chair

- (a) The Committee will consist of at least:
 - (i) three non-executive Directors and the Managing Director;
 - (ii) one member who is also a member of the Audit and Risk Committee; and
 - (iii) one member who is also a member of the People, Remuneration and Culture Committee.
- (b) The Board will make all appointments and replacements of the Chair and other members of the Committee.
- (c) If the Committee Chair or appointed delegate is absent from a Committee meeting, a Chair for the meeting will be appointed by the Committee members in attendance.
- (d) The Company Secretary or nominee will act as Secretary to the Committee.

2. Duties and Authority

- (a) The Committee's duties comprise the governance and review of the Company's activities in the areas of Environment, Health and Safety, Climate Change, Anti-Slavery, Land Access, Indigenous Engagement and Cultural Heritage and Community Engagement (**EHS&S Remit**) and include:
 - (i) periodically reviewing the scope of the EHS&S Remit and the appropriateness of the terms of the Company's policies relating to the EHS&S Remit, having regard to changing circumstances and community expectations;
 - (ii) monitoring the effectiveness of the Company's Management System with respect to the EHS&S Remit to achieve the requirements of the applicable Company policies and all applicable legislation;
 - (iii) monitoring and reviewing all aspects of risks associated with the EHS&S Remit which are relevant to the Company's operations;
 - (iv) reviewing major initiatives, developments and long term strategies within the EHS&S Remit;
 - (v) receipt and consideration of reports on all major changes to the Company's responsibilities in connection with the EHS&S Remit;
 - (vi) receipt and consideration of reports on any significant environmental or health and safety failure or significant incident;
 - (vii) monitoring and reviewing the Company's approach to climate change and any associated annual public or statutory reporting;
 - (viii) maintaining an appropriate level of knowledge of research, developments, risks and legislation applicable to the EHS&S Remit;
 - (ix) monitoring and reviewing the appropriateness and implementation of the Company's governance and compliance arrangements with respect to each item within the EHS&S Remit; and
 - (x) reporting and making recommendations to the Board on any and all such matters to which the Board has referred the Committee.
- (b) The Committee is to operate within the above framework, but Committee members may raise any other matters considered relevant.
- (c) The Committee has the authority to appoint duly qualified independent experts to provide it with advice and/or audit and review the effectiveness of the Company's Management System with respect to each item within the EHS&S Remit.

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- (d) The Committee is a committee of the Board and has no authority independent of the functions delegated to it and is to report its findings and recommendations directly to the Board. The functions of the Committee do not relieve the Board from any of its responsibilities.
- (e) There will be no delegation of executive power to the Committee.

3. General

- (a) The Committee will meet four times each year and as otherwise determined by the Chair of the Committee.
- (b) Meetings of the Committee will be convened and conducted on the same principles as those that apply to the Board pursuant to the Constitution, except as otherwise provided in this Charter.
- (c) A quorum for a Committee meeting is a majority of its members.
- (d) The Committee Chair and the Company's Executive responsible for the matters within the EHS&S Remit will set the agenda and business of the Committee and together ensure that the Committee discharges the duties and responsibilities set out in this Charter.
- (e) The Committee Chair will provide an update on Committee matters at the next face to face meeting of the Board. The Committee will refer to the Board and any other Committee of the Board any matters that have come to the attention of the Committee that are relevant for the Board or the relevant Committee. The Committee is responsible for satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Committee.
- (f) Minutes of Meetings of the Committee will be distributed at the next meeting of the Committee and made available to all Board members.
- (g) The Committee will review its performance and this Charter annually and report to the Board.