

OPERATIONAL RISK SUSTAINABILITY & CONTRACTS COMMITTEE CHARTER



1. Membership of the Committee

1.1 The Committee must consist of:

- (a) only non-executive directors;
- (b) only independent directors*;
- (c) an independent Chairman, who is not Chairman of the Board; and
- (d) a minimum of 3 members of the Board.

** as determined by the Board in accordance with the ASX Corporate Governance Council's Principles and Recommendations*

1.2 The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Chairman of the Board, with a copy to the Chairman of the Committee.

1.3 Members of the Committee, and any other independent Directors wishing to attend, are entitled to be present at Committee meetings.

1.4 The Committee may extend an invitation to any person to attend all or part of any meeting. In particular, the Committee may meet with external auditors, external advisors, any executive or other employee, or any other non-executive Director and may do so either with or without management present.

1.5 The Managing Director, or the Chief Executive Officer (as the case may be), and the Chief Operating Officer (if appointed), will ordinarily be invited to attend Committee meetings.

1.6 It is intended that all members of the Committee should be technically literate and have familiarity with technical management and at least:

- (a) one Committee member should have expertise in engineering and reporting (ie be a qualified engineer or other engineering professional with experience of engineering matters); and
- (b) one Committee member should have experience in, and an understanding of, the mining resources industry.

1.7 The Company Secretary, or with the approval of the Chairman, a nominated delegate, must attend all Committee meetings as minute secretary.

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- 1.8 The Committee may engage external experts to provide advice to the Committee as required, at the Company's cost.

2. Administrative Matters

2.1. Meetings

- 2.1.1. The Committee will meet as often as the Committee members deem necessary in order to fulfil their role and responsibilities in accordance with this Charter. However, it is intended that the Committee will normally meet at least 4 times each year and where practicable will endeavour to visit the Company's operating, exploration or infrastructure sites at least twice during each year.
- 2.1.2. The Committee will approve, at its last meeting each year, a meeting planner for the next year which identifies and allocates to a planned meeting on a set date in that year items of Committee business considered essential to the due performance of its role and discharge of its duties.

2.2. Quorum

- 2.2.1. The quorum for Committee meetings is 2 members.

2.3. Convening and notice of meeting

- 2.3.1. Any Committee member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.
- 2.3.2. Written notice (including an agenda drawn up by the Company Secretary and the Committee Chairman, together with supporting papers) will be given to every member of the Committee and the external auditors (if applicable), at least 5 days prior to each meeting of the Committee, at that person's advised address for service of notice (or another pre-notified interim address where relevant). Acknowledgement of receipt of notice by all members is not required before the Committee meeting may be validly held.
- 2.3.3. The Company Secretary will keep and maintain minutes of each Committee meeting.

2.4. Rights of access and authority

- 2.4.1. The Committee has rights of access to the Company's employees, management and rights to seek explanations and additional information from employees and management in order to perform its duties. In exercising these rights, the Committee is not obliged to involve management. Employees, managers and any auditors who receive enquiries from the Committee must respond to them.
- 2.4.2. The Committee may, at the Company's expense, seek the advice of outside advisors and consultants, or institute special investigations, as to any matter within the scope of the Committee's responsibilities.

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2.5. Minutes

- 2.5.1. Minutes of meetings of the Committee must be kept by the Company Secretary (or a delegate approved by the Committee Chairman) and (after approval by the Committee Chairman) be circulated prior to, and (subject to section 2.5.2) tabled at, the next Board meeting. All minutes of the Committee must be entered in a minute book maintained for that purpose and be available at all reasonable times for inspection by any Director.
- 2.5.2. The Committee Chairman may, in consultation with the Chairman of the Company, authorise the redaction of any sections considered commercially sensitive from minutes of the Committee as relates to matters in section 3.2 below, if those minutes are to be circulated or made available to a Director who is not an independent Director (other than the Managing Director).

2.6. Reporting

- 2.6.1. The Committee Chairman will report the findings and recommendations of each meeting of the Committee, at the next Board meeting. As part of the report the Committee Chairman will bring forward all findings and recommendations of the Committee which require Board endorsement or approval.
- 2.6.2. The Committee will report to the Board annually, on all matters relevant to the performance of its role and the discharge of its duties during the period since the last report.
- 2.6.3. The Committee will have no executive powers with regard to its findings and recommendations.

3. Role and Responsibilities

3.1. Overview of Operational Risk Matters

- 3.1.1. The first role of the Committee is to assist the Board in monitoring and understanding the Company's business and operations in order to assess whether the operating risks and sustainability actions of the Company have been identified and mitigation and/or action plans have been implemented to ensure the Company is being operated to industry acceptable standards or better.
- 3.1.2. The areas of operating risk and sustainability performance to be monitored by the Committee include, but are not limited to:
 - (a) occupational health and safety;
 - (b) environmental responsibility, climate change and sustainable development;
 - (c) community and stakeholder relationships;
 - (d) human resources management and optimisation;
 - (e) legal and regulatory compliance in respect of the following areas:
 - *Occupational Health & Safety*

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- *Environment*
 - *Mining Act*
 - *Native Title and Heritage*
 - *Sustainability reporting*
 - *Employment and industrial law*
 - *Equal Opportunity/Anti-Discrimination/Harassment*
 - *Intellectual Property*
 - *Privacy*
- (f) geology and reserves and resources;
- (g) mining, geotechnical and processing;
- (h) transport and infrastructure;
- (i) marketing and business risk;
- (j) cyber security risks; and
- (k) any other areas as may be considered necessary by the Committee.

3.1.3. The Committee is responsible for reviewing and reporting to the Board as to whether:

- (a) the Company's ongoing risk management program effectively identifies all areas of potential risk;
- (b) that management is acting with "due regard" to the operating risk appetite set by the Board;
- (c) adequate procedures have been designed and implemented to manage identified risks;
- (d) a regular program of audits is being undertaken to test the adequacy of and compliance with prescribed requirements;
- (e) proper remedial action is being undertaken to redress areas of weakness;
- (f) reporting and control systems are adequate and effective;
- (g) action is prioritised and taken on the areas of significant risk identified; and
- (h) a continuous state of improvement is maintained in all areas of operational risk and sustainability.

3.2. Overview of Director/Substantial Shareholder/Contractual Risk Matters

3.2.1. The second role of the Committee is to:

- (a) manage any potential conflict of interest matters that might arise with Directors nominated by, or otherwise associated with, substantial shareholders who also

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- have contractual relationships with the Company as commercial counterparties (eg offtake customers); and
- (b) oversee the work of management in managing and resolving major issues and disputes arising as between the Company and substantial shareholders.
- 3.2.2. The Company is committed to high standards of corporate conduct and governance. A key aspect of that commitment is to ensure that dealings with substantial shareholders who are also commercial counterparties are conducted in a balanced and sensitive manner with proper regard to the overall best interests of the Company and all shareholders.
- 3.2.3. Where request is received from a substantial shareholder to materially amend, alter or otherwise materially compromise the terms of a commercial agreement between the Company and the substantial shareholder that management considers may trigger a requirement for shareholder approval:
- (a) management must provide the Committee with a paper setting out management's recommended course of action; and
 - (b) where considered appropriate the Committee will also engage with the relevant substantial shareholders on issues being considered by the Company and the Committee, including by way of meetings, written advice or otherwise.
- 3.2.4. The Committee will from time to time as requested by a member of the Committee or as requested by a substantial shareholder, meet with the substantial shareholder in order to ensure that the Company has a thorough understanding of the relationship and business dealings between the Company and the substantial shareholder.
- 3.2.5. The role of the Committee is to ensure that any issues or potential issues referred to it in accordance with paragraph 3.2.4 are handled in a balanced and sensitive manner with proper regard to the overall best interests of the Company and all shareholders.
- 3.2.6. The scope of the Committee does not extend to overseeing or resolving disputes in respect of existing contractual arrangements. The Chief Executive Officer has discretion to resolve these disputes directly with the relevant substantial shareholder without further reference to the Committee unless the Chief Executive Officer elects to do so.
- 3.2.7. Where a decision in relation to any matter or dispute arising between the Company and a substantial shareholder would in the normal course be made by the Board, it will still come to the full Board for consideration in accordance with the Board's processes and policies for dealing with conflicts of interest, but only in conjunction with a recommendation by the Committee. The Committee's recommendation should have regard to any applicable requirements of the Corporations Act 2001 (Cth), Chapter 10 of the ASX Listing Rules and any other matters considered relevant by the Committee.
- 3.2.8. In performing its responsibilities, the Committee must have regard to the sensitivity with which commercial dealings between the Company and its substantial shareholders are viewed by external stakeholders, including the Foreign Investment Review Board.
- 3.2.9. References to "substantial shareholders" in this Charter includes "substantial shareholders" (as that term is defined in the Corporations Act 2001 (Cth)) and any other contracting entities nominated by the Board from time to time where the Board considers a nominee Director may be exposed to a perceived or actual conflict of interest in connection with a particular contracting entity.

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4. Review

- 4.1. The Board will, at least once in each year, review the performance of the Committee, the composition of the Committee and this Charter to determine its adequacy for current circumstances. The Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions, revisions to this Charter or otherwise.