

RISK AND SUSTAINABILITY COMMITTEE CHARTER

The Board operates a Risk and Sustainability Committee as a Sub Committee of the Board.

1. ROLE

The role of the Risk and Sustainability Committee is to advise and support the Board of Directors on all matters pertaining to the Sustainability of the Company and group level risk appetite, risk management, and mitigation of all material risks arising from the Company's activities.

The primary responsibility of the Risk and Sustainability Committee is to oversee the Company's risk management systems, sustainability programs and mitigating controls on behalf of the Board and regularly providing a report of its activities to the Board.

The Committee acts primarily as an advisory body to the Board. In making recommendations to the Board, the Committee does not of itself have the power or authority of the Board in dealing with the matters on which it advises, except where otherwise delegated by the Board.

2. MEMBERSHIP

The Committee will comprise of at least three non-executive directors. The Chairman of the Committee is to be an independent director and is to be appointed by the Board.

3. MEETINGS

The Committee Shall meet at least two times a year, however, additional meetings may be requested by any Committee member.

A quorum for a Committee meeting is when at least two members are present.

Minutes of all meetings of the Committee are to be kept by the Company Secretary.

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

4. RESPONSIBILITIES

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. Health, Safety, Environment and Social Responsibility

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

- Periodically visit the Company sites to observe and review Health and Safety standards, practices and performance and to monitor the processes in place which are designed to ensure that safety is a priority at all Company sites;
- Review and monitor the processes in place which are designed to ensure compliance with all Company Health, Safety, Environment and Social Responsibility Policies and Standards,
- 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.
- Monitor the adequacy of safety, environment and Social Responsibility reporting systems for actual or potential incidents, breaches and trends.
- 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.
- 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,
- 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:

- Identify, assess, monitor and manage operational risk;
- Establish an overall Risk Profile of the Company's risks;

- Escalate risks to the appropriate level of the organisation dependant on materiality;
- In assisting the Board, the Committee will use all reasonable endeavours to:
 - 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.
 - Review any periodic risk management reports prepared by the executive management and present to the Board at least half yearly, the overall results of this assessment and updates as required;
 - 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
 - Periodically review the effectiveness and suitability of the risk management system.

4.4. Legal and Regulatory Compliance

The Committee will:

- 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
- In conjunction with the Board and Audit Committee, use all reasonable endeavours to monitor the Company's compliance with:
 - All relevant statutory and regulatory obligations; and
 - All environmental licenses and permits.

5. REPORTING

The Chairman of the Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting. The minutes of all Committee meetings shall be circulated to members of the Board.

All recommendations of the Committee are to be referred to the Board for approval.

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.

6. AUTHORITY

The Risk and Sustainability Committee shall have the authority to seek any information it requires from any officer or employee of the Company or its controlled entities and such officers or employees shall be instructed by the Board of the Company to respond to such enquiries. The Sustainability and Risk Committee is authorised to take such independent professional advice as it considers necessary.

The Risk and Sustainability Committee shall have no executive powers with regard to its findings and recommendations.

7. COMMITTEE PERFORMANCE

To determine whether it is functioning effectively, the Committee shall:

- Review this Charter bi-annually; and
- The Board will assess the performance of the Committee on an annual basis.