

SUSTAINABILITY COMMITTEE CHARTER

1. COMPOSITION

The Sustainability Committee (**Committee**) shall be structured so that it has at least three members, all of whom are non-executive directors and the majority being independent Directors. The Committee shall be chaired by an independent Director.

From time to time, non-Committee members may be invited to attend meetings of the Committee, if it is considered appropriate.

2. ROLE

The function of the Committee is to assist the Board in fulfilling its corporate governance responsibilities for the Company and its subsidiaries (**Group**) with respect to:

- a) the Group's Sustainability Policy and its progress against stated sustainability commitments;
- b) the Group's external Sustainability Reporting;
- c) sustainability risks and opportunities identified and managed through the Group's risk management system, and the evaluation of those risks;
- d) the establishment and ongoing review of the Group's health, safety, environment and community policies and management systems and their performance;
- e) the Group's policies and systems in relation to its Native Title Agreement and land access and heritage management plans;
- f) the Group's climate change strategy and associated risks and opportunities and progress against any targets set; and
- g) ethical business practices including but not limited to, human rights and modern slavery.

3. OPERATIONS

The Committee shall meet at least twice a year and otherwise as required to fulfil its role and, among other duties, set and measure performance targets for the Group and its senior executives.

Minutes of all meetings of the Committee must be kept. The minutes must be tabled at a subsequent meeting of the full Board, and a report of actions taken by the Committee also given by the Chair of the Committee at subsequent meetings of the full Board.

Committee meetings will be governed by the same rules as set out in the Company's Constitution, as they apply to meetings of the Board.

4. RESPONSIBILITIES

The responsibilities of the Committee include a review of, and recommendation to the Board on:

- a) the Group's policies and management systems that relate to sustainability including, but not limited to, health, safety, human rights, community, environment and climate change to ensure they are current, effective and appropriate;
- b) the Group's annual Sustainability Report, as well as other significant public statements or emerging issues as they relate to sustainability;
- c) setting and monitoring the Group's performance against sustainability targets and measures; and
- d) long term strategic goals and emerging industry trends relating to sustainability to address stakeholder expectations.

4.1 SUSTAINABILITY REPORTING AND ENGAGEMENT WITH SHAREHOLDERS

The Committee is to:

- a) review and recommend to the Board for approval the Sustainability Report (for inclusion in the Company's Annual Report or as a separate standalone report) and oversee the process supporting its preparation;
- b) agree who should engage with shareholders, governance advisers, proxy advisory firms, community and other relevant external parties on the *Sustainability Report* and the Committee's work on behalf of the Board; and
- c) consider if interaction with the Audit and Risk Committee or the People and Culture Committee is required to fulfil reporting obligations.

5. REPORTING TO THE BOARD

The Committee is to report to the Board, at least annually, on the following matters:

- a) all matters relevant to the Committee's role and responsibilities as set out in this Committee Charter;
- b) the results of the Committee's review of this Committee Charter; and
- c) comment on the Committee's operation and composition.

6. AUTHORITY AND RESOURCES

The Company is to provide the Committee with sufficient resources to undertake its duties, including provision of educational information on any sustainability topics relevant to the Company, and such other relevant material requested by the Committee.

The Committee has rights of access to management and has the authority to seek explanations and additional information from the Company's sustainability consultants, without management present, when required.

The Committee has the authority, as it deems necessary or appropriate, to obtain advice from external consultants or specialists in relation to sustainability related matters.

7. REVIEW OF CHARTER

The Committee will review this Sustainability Committee Charter at least annually and update it as required.

POLICY HISTORY

Established	27 August 2020
Last Reviewed	
Frequency	Annually