

Sustainability Committee

Charter

June 2024

This Sustainability Committee Charter has been approved by the Board of Pilbara Minerals Limited (**Board**) to govern the composition, roles and responsibilities, and operations of the Company's Sustainability Committee (**Committee**).

1 COMPOSITION

The Sustainability Committee shall be structured so that it has at least three members, all of whom are non-executive directors and a majority of whom are independent.

The Committee shall be chaired by an independent non-executive director. The members of the Committee will be appointed and removed by the Board.

From time to time, non-Committee members may be invited to attend meetings of the Committee.

2 ROLES AND RESPONSIBILITIES

The function of the Committee is to assist the Board in fulfilling its corporate governance responsibilities for the Company and its subsidiaries (Group). In performing its role, the Committee will review and report, and where required, make recommendations to the Board on the matters detailed in the table below. From time-to-time, the Board may delegate other responsibilities to the Committee.

FOCUS AREA	RESPONSIBILITIES
Sustainability-related Strategy, Policy, and Performance against stated sustainability commitments.	<ul style="list-style-type: none"> Review of the Group's Sustainability Policy and its progress against stated sustainability commitments; Providing recommendations to the Board in respect of the establishment and ongoing review of Group's policies and management systems that relate to sustainability including but not limited to, ethical business practices, human rights and modern slavery, community (including framework and investment), environment, cultural heritage, and climate change to ensure they are current, effective, and appropriate; and Maintain responsibility for reviewing the effectiveness of the Group's sustainability strategy and performance at the Board level. Review the setting of the sustainability material topics (every two years).
Risk and Opportunities	<ul style="list-style-type: none"> Review the Group's sustainability risks and opportunities identification and management through the Group's risk management system; In conjunction with the Audit and Risk Committee, oversee the Group's approach to considering Sustainability and Climate-Related risks and opportunities in financial planning and plans to manage the financial effects identified and to leverage the opportunities. Consider emerging industry issues and trends that may have significant impact on the Group.
Metrics and Targets	<ul style="list-style-type: none"> Oversee the setting and monitoring of the Group's performance against sustainability targets and measures; Oversee the Group's climate change strategy, progress against any established targets; and Review the long-term strategic goals and emerging industry trends relating to sustainability to address stakeholder expectations.
Stakeholder Engagement	<ul style="list-style-type: none"> 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.

FOCUS AREA	RESPONSIBILITIES
External Disclosure	<ul style="list-style-type: none"> Review and recommend to the Board the Group’s external Sustainability Reporting and any other significant public statements or emerging issues as they relate to sustainability

3 OPERATIONS

The Committee shall meet at least four times per year, with further meetings on an as required basis to fulfil its role and, among other duties, set and measure sustainability performance targets for the Group and its senior executives.

Minutes of all meetings of the Committee must be kept. The minutes, and a report of actions taken by the Committee, must be made available to the full Board as directed.

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.

The Chair of the Sustainability Committee, if appointed, is to be present at the Company’s Annual General Meeting to answer questions, through the Chair of the Board.

4 REPORTING TO THE BOARD

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

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

5 AUTHORITY AND RESOURCES

The Company is to provide the Committee with sufficient resources to undertake its duties, including provision of educational information on accounting policies and other financial topics relevant to the Company, and such other relevant materials 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 and auditors, 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.

6 REVIEW OF CHARTER

The Committee will review this charter at least annually, and update it as required. This charter has been approved by the Board.

7 CHARTER HISTORY

ESTABLISHED:	27 August 2020
LAST REVIEWED:	19 June 2024
FREQUENCY	Annually