Risk, Safety, Environment and Community Committee (RSEC) Charter

1. Purpose

The purpose of the RSEC Committee is to assist the Board in identifying, understanding and monitoring the Company's business and operations, in order to assess whether risk, safety, environment and community related matters arising from and related to the Company's operations have been appropriately identified, controlled and managed in line with the Company's risk management framework, and operating within the risk appetite set by the Board

2. Composition of the Committee

2.1. The Committee will be appointed by the Board and should consist of:

2.1.1. only non-executive directors;

2.1.2. an independent Chairman, who is not Chairman of the Board; and

2.1.3. a minimum of 3 members of the Board.

2.2. 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.

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

2.4. 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 advisors, any executive or other employee, or any other non-executive Director and may do so either with or without management present.

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

2.6. It is intended that members of the Committee should have considerable expertise in the resources industry and at least one Committee member should have expertise in engineering and reporting (ie; be a qualified engineer or other engineering professional with experience of engineering matters).

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

3. Proceedings

3.1. Meetings

3.1.1. 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 at least once a year each of the Company's operating, exploration or infrastructure sites.

3.1.2. 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. These dates may be changed by the Chair of the Committee as required.

3.2. Quorum

3.2.1. The quorum for Committee meetings is 2 members.

3.3. Convening and notice of meeting

3.3.1. Any Committee member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.

3.3.2. 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, 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.

3.4. Rights of access and authority

3.4.1. 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 within a reasonable time.

3.4.2. The Committee may, at the Company's reasonable expense, seek the advice of outside advisers and consultants, or institute special investigations, as to any matter within the scope of the Committee's responsibilities.

3.5. Minutes

3.5.1. 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 tabled at, the next Board meeting. All approved minutes of the Committee must be available at all reasonable times for inspection by any Director.

3.6. Reporting

3.6.1. 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.

3.6.2. 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.

3.6.3. The Committee will have no executive powers with regard to its findings and recommendations.

4. Duties and Responsibilities

4.1. The role of the Committee is to assist the Board in identifying, understanding and monitoring the Company's business and operations in line with the Company's risk management framework, and operating within the risk appetite set by the Board.

4.2. The key areas of focus to be monitored by the Committee include, but are not limited to:

(a) occupational health and safety;

(b) environmental responsibility, climate change risk management and sustainable development;

(c) community and stakeholder relationships;

(d) human resources management;

(e) legal and regulatory compliance in respect of the following areas:

- *Occupational Health & Safety*
- *Environment and climate change*
- *Mining Act*
- *Native Title and Heritage*
- *Sustainability reporting*
- *Employment and industrial law*
- *Equal Opportunity/Anti-Discrimination/Harassment*
- *Intellectual Property*
- *Privacy*
- *Human Rights and Modern Slavery*

(f) geology and reserves and resources;

(g) mining, geotechnical, processing, waste storage, transport, and infrastructure;

(h) planning, operations and business continuity ; and

(i) any other areas of new and emerging sources of risks as may be considered necessary and delegated to it by the Board.

4.3. 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, including new and emerging sources of risk;

(b) adequate procedures have been designed and implemented to manage identified risks;

(c) a regular program of audits is being undertaken to test the adequacy of and compliance with prescribed requirements;

(d) proper remedial action is being undertaken to redress areas of weakness;

(e) reporting and control systems are adequate and effective;

(f) action is prioritised and taken on the areas of significant risk identified;

(g) a continuous state of improvement is maintained in all areas of operational risk and sustainability; and

(h) recommend to the board changes to the risk management framework and the risk appetite, if required.

5. Review

5.1. The Committee 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.