

Standing Rules of Committees

Stanmore Resources Limited

1. APPLICATION

These Standing Rules for Committees (**Standing Rules**) apply to, and are deemed to be incorporated into, the charter of each committee of the Group¹, except where the terms of these Standing Rules conflict with those of the relevant charter.

2. COMPOSITION

- (a) Membership of each committee will be disclosed in the Annual Report or on the website of the Company.
- (b) Committee members must be appointed by the Directors of the board of Stanmore Resources Limited (**Board**).
- (c) The term of appointment as a member of a committee is for a period of no more than one year, with committee members generally being eligible for re-appointments for so long as they remain Directors of the Board. When a Director ceases to be a Director of the Board, their appointment as a member of any committee automatically terminates.
- (d) Membership of each committee should be confirmed annually by the Board.
- (e) Each Director may attend any committee meetings despite not being a member of such committee, however, they will have no voting rights unless they are a member of the relevant committee.

3. CHAIR

- (a) The chair of each committee (**Chair**) is selected by the Board.
- (b) Each committee Chair will preside at meetings of their respective committee.
- (c) If a committee Chair is not present at a committee meeting, the members must elect another member to act as committee Chairperson for that meeting.
- (d) The role of the committee Chair, in respect of the committee of which they are appointed as Chair, is to:
 - (i) determine the agenda for meetings of the committee in conjunction with the relevant Committee Secretary;
 - (ii) chair meetings of the committee and take reasonable steps for the proper functioning of the committee, including the proper conduct of meetings and an appropriate level of discussion;

¹ ¹ In this document, unless otherwise stated, references to “Group” and “Company” means a reference to Stanmore Resources Limited and its controlled entities as a whole.

- (iii) take reasonable steps regarding the adequate flow of relevant information to the committee;
- (iv) take reasonable steps to advise the Board on the committee's recommendations to the Board on matters falling within the scope of the committee's responsibilities; and
- (v) review the minutes of meetings of the committee for circulation to and approval by the committee and sign the approved minutes.

4. COMMITTEE SECRETARY

- (a) The Company Secretary (or delegate as approved by each committee) will act as secretary of each committee (**Committee Secretary**) and will be responsible, in conjunction with the committee Chair, for drawing up the agenda (supported by explanatory documentation and papers) and circulating the committee papers to committee members prior to each meeting. Directors may request papers for or from any meeting and will be notified in advance of the agenda of any upcoming meetings.
- (b) The Committee Secretary will also be responsible for keeping the minutes of committee meetings (except when a committee is in closed session) and circulating them to the respective committee Chair for review, as well as to the other committee members, Board members and committee meeting attendees as appropriate.

5. MEETINGS

- (a) The Chair is required to call a meeting of each Committee if requested to do so by any committee member, the external auditors, the internal auditors (if any), the Chair of the Board or any other Board member.
- (b) A quorum shall consist of two members.
- (c) The committee Chair shall report to the Board following each meeting.

6. FEES

Committee members are entitled to receive remuneration as determined from time to time by the Remuneration and Nominations Committee.

7. REVIEW OF CHARTER

- (a) Each charter is to be reviewed annually by each relevant committee to ensure it remains consistent with the committee's authority, objectives and responsibilities.
- (b) Each committee should, at least annually, evaluate the extent to which it has met the requirements of its charter.
- (c) Significant changes to the charter must be recommended by the relevant committee and approved by the Board. The Board must comply with its continuous and ongoing disclosure obligations and announce material changes to the market in accordance with the ASX Listing Rules.

8. DUTIES AND RESPONSIBILITIES

- (a) The duties and responsibilities of a member of each committee are in addition to those duties set out for a Director of the Board.
- (b) The duties and responsibilities of a member of each committee are set out in each charter.