

Sustainability Committee Charter

Stanmore Resources Limited

1. PURPOSE

- (a) The role of the Sustainability Committee (**Committee**) is to assist the Board of Stanmore Resources Limited (**Board**) in monitoring and assessing compliance and progress of the Group¹ with regards to sustainability matters including but not limited to climate and environmental risks and opportunities, environmental compliance, social responsibility and corporate governance.
- (b) This Sustainability Committee Charter (**Charter**) sets out the role, responsibilities, composition, structure and membership requirements of the Committee of the Company and the procedures for non-committee members to attend meetings.

2. COMMITTEE MEMBERS

- (a) The Committee is to consist of at least three Directors, including at least two non-executive Directors, appointed by the Board.
- (b) A standing invitation will be issued to the Chief Executive Officer and Chief Development Officer of the Company.

3. OBJECTIVES OF THE COMMITTEE

- (a) The Committee is a committee of the Board.
- (b) The current membership of the Committee, including their qualifications and experience, will be disclosed in the Annual Report or on the Company's website.
- (c) The objectives of the Committee are to:
 - (i) monitor the Group's identification, management, and mitigation framework for risks relating to climate and, sustainability/environmental, social and governance (**ESG**) matters;
 - (ii) provide the necessary focus and guidance on sustainability and climate related matters ;
 - (iii) advise and make recommendations to the Board on sustainability matters, risks, issues and summarise performance;
 - (iv) support the Board and management in understanding stakeholder expectations with respect to sustainability and ESG matters;
 - (v) oversee and advise the Board with respect to the development and implementation of sustainability strategies, initiatives and targets;
 - (vi) monitor and advise the Board on sustainability issues and trends, including those relating to sustainability reporting; and
 - (vii) oversee and provide guidance on the business strategy for Stanmore NextGen Pty Ltd.

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.

4. RESPONSIBILITIES OF THE COMMITTEE

Subject to the authorities set out in Section 5 (Authority), the responsibilities of the Committee are to:

- (a) review and endorse the Company's annual voluntary Sustainability Report and any other sustainability and climate related public disclosures for Board approval;
- (b) Review and endorse the Company's annual mandatory Sustainability Report for Board approval, including climate statements and notes to climate statements, required under the *Corporations Act 2001 and Australian Securities and Investments Commission Act 2001 (ASIC Act)*;
- (c) oversee development of sustainability strategies, objectives, targets and goals proposed by management, and make recommendations for the approval of the Board;
- (d) monitor and assess implementation of sustainability strategies, objectives, targets and goals and the progress made towards achieving targets and goals;
- (e) review and endorse the policies in place for the collection of sustainability and ESG reporting data and the processes established for measuring progress towards achievement of sustainability targets and goals;
- (f) monitor that there is appropriate allocation of resources applied to achieving compliance with the policies and standards within the Committee's objectives;
- (g) monitor and review sustainability issues and determine the relevance of sustainability and ESG trends to the Company's strategies and operations. Any risks or opportunities arising out of such issues and trends are to be considered and assessed to understand how the Company can manage and mitigate risks as required;
- (h) Advise the Audit and Risk Management Committee and Board on material sustainability and climate-related risks and opportunities identified, assessed and monitored;
- (i) Liaise with other Committees as necessary to align sustainability related activities across the Company; assist the Board in reviewing the Company's key corporate governance activities; and
- (j) take the Company's Risk Appetite Statement into consideration when discharging the above responsibilities and advise the Board of any recommended changes to the risk appetite tolerances based on matters within the responsibility of the Committee.

5. AUTHORITY

- (a) The Committee shall report to the Board and is accountable to the Board for its performance.
- (b) The Committee will make recommendations to the Board on all sustainability related matters (excluding matters specifically covered by other committees. e.g. Health and Safety) requiring a decision. The Committee does not have the power or authority to make decisions in the Board's name or on its behalf.
- (c) The Committee is authorised by the Board, subject to Section 6(b), to obtain such outside information and advice, including legal advice and reports, and to consult with outside advisers with relevant experience and expertise as it thinks appropriate for carrying out its responsibilities.

6. MEETINGS

- (a) The Committee shall meet at such intervals as required to fulfill its obligations. .
- (b) The Committee may, if it considers it appropriate, invite any senior executives or other individuals (including advisors and specialists) to attend Committee meetings. These requests must be made through the Company Secretary.
- (c) Reasonable notice of the Committee meetings and the business to be conducted at the relevant meeting shall be given to the members of the Committee and the Board.

7. REPORTING

- (a) The Committee, through its Chair, must report to the Board after each Committee meeting on matters relevant to its role and responsibilities and make recommendations to the Board as appropriate.
- (b) Minutes of all Committee meetings are to be circulated to the Board and included in the papers for the next Board meeting.
- (c) The Committee must brief the Board promptly on all urgent and significant matters.
- (d) The Committee must consider if any material matters arising out of a Committee meeting should be advised to any other Committee and, if so, recommend to the Board that this occurs.

8. ATTENDANCE AT MEETINGS

Directors who are not members of the Committee shall be entitled to attend any Committee meeting (in an ex-officio capacity) after giving prior written notice to the Chairperson.

9. APPLICATION OF STANDING RULES

The Company's Standing Rules for Committees (**Standing Rules**) apply to, and are deemed to be incorporated into this Charter, save where the Standing Rules conflict with any of the terms in this Charter.