

Sustainability Committee Charter

1. Objectives

The Sustainability Committee (**Committee**) has been established by the Ora Banda Mining Ltd (**Ora Banda** or **Company**) board of directors (**Board**).

The role of the Committee is to assist the Board in fulfilling its corporate governance responsibilities and obligations with respect to Sustainability performance and associated risks.

The Company recognises that the long-term success and viability of its business requires responsible stewardship of its Sustainability obligations.

The Committee provides an independent and objective review of Ora Banda's Sustainability matters, broadly encompassing:

- a) Health, Safety, Wellness;
- b) Cultural Heritage;
- c) Community Engagement;
- d) Environment incorporating Biodiversity, Waste and Water management (ARD, Tailings), Rehabilitation;
- e) Energy efficiency initiatives, Greenhouse Gas reporting, Climate Change;
- f) Closure; and
- g) Governance. *

* Where "governance" relates to sustainability governance, not corporate governance.

2. Authority

The Committee has authority to:

- a) conduct or authorise investigations into any Sustainability matter within its purpose;
- b) seek external advice or assistance, at the expense of the Company, including the appointment of consultants and independent external advice; and
- c) seek information and communicate directly with the Company's senior management and advisers at any time.

The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

3. Membership

Members of the Committee shall comprise of Board members appointed by the Board.

The number of members of the Committee shall be a minimum of three directors, all of whom shall, where practicable, be non-executive directors and, a majority of whom should, where practicable, be independent directors.

All members of the Committee should have the required experience and expertise to provide a sufficient understanding of the industry in which the Company operates to be able to discharge the Committee's mandate effectively.

The Board will nominate the Chair of the Committee from time to time. The Committee Chair will be, where practicable, an independent non-executive director.

4. Committee Meetings

The Committee will meet as often as the Committee members deem necessary to discharge its role effectively, but not less than three times annually having regard to the Company's relevant external reporting timeframes.

The Committee Chair shall convene a meeting of the Committee if requested to do so by any Committee member or the Board.

A quorum of the Committee will comprise two members.

All members of the Board have a standing invitation to attend meetings of the Committee.

If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and any other person invited by the Committee to attend.

Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.

Each member of the Committee will have one vote. The Committee Chair will not have a casting vote. If there is a tied vote, the motion will be referred to the Board for resolution.

Following each meeting, the Committee Chair will report to the Board, at the next Board meeting, on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action and provide the Board with sufficient information upon which to make a decision in that regard.

The Company Secretary shall co-ordinate the timely completion and dispatch of the Committee agenda, minutes and materials for each meeting. The minutes of each Committee meeting will, following preliminary approval by the Committee Chair, be circulated to the Board.

5. Responsibilities

The responsibilities of the Committee are to assist the Board in creating a culture conducive to best practice by the Company in Sustainability, overseeing:

Sustainability Management

- a) oversee the development and implementation of the Ora Banda Sustainability Management Plan;
- b) review and monitor the adequacy and effectiveness of management systems and frameworks designed to address all Sustainability matters;
- c) review and monitor the risk management processes and standards to ensure that all Sustainability-related risks are identified, and that appropriate risk mitigation, controls and assurance processes are in place and effective; and
- d) ensure escalation of Sustainability-related risks as appropriate to their materiality; advise the Committee on material Sustainability-related risks identified and managed in adherence with the Company's risk management framework, and on outcomes of the evaluation of those risks.

Sustainability Performance

The Committee will:

- a) monitor and review performance of the Company, having regard to impacts from its Sustainability actions, decisions and performance with regard to employees, contractors, communities, the environment, indigenous cultures, third parties and the Company's reputation;
- b) monitor and review compliance with applicable laws, regulations, frameworks, policies, licenses, permits and agreements as they relate to Sustainability matters; and
- c) review and endorse to the Board, the Company's Sustainability framework and external public targets and KPI's.

The Committee will through its review of reports provided by management and external audit regarding sustainability-related matters:

- a) recommend to the Remuneration Committee appropriate Sustainability related KPI's and targets for the Company and Executive's annual scorecards; and
- b) assess and determine the outcomes of the Company's performance against Sustainability metrics and KPI's with respect to the Company and Executive's scorecards and refer that assessment to the Remuneration Committee.

Sustainability Reporting

Where the Company prepares external or internal reports in accordance with the local regulatory reporting requirements as well as any other frameworks or standards as laid out in the Ora Banda Sustainability Management Plan, the Committee will:

- a) review reports and recommend to the Board for approval;
- b) make recommendations on amendments or actions that should be considered by the Board with respect to these reports, and

- c) review and approve material changes or additions to any public positions taken by the Company on Sustainability-related matters.

5.6 Other Responsibilities

The Committee will perform other duties as required, including:

- a) review the adequacy of external reporting of Sustainability matters by the Company to meet the needs of shareholders;
- b) perform other Sustainability associated activities related to this Charter as requested by the Board;
- c) institute and oversee special investigations of Sustainability matters as needed;
- d) confirm annually that all responsibilities outlined in this Charter have been carried out; and
- e) evaluate the Committee's and individual members' performance on a regular basis.

6. Review of Committee and Committee Charter

The Committee will review annually its activities and the manner in which it has carried out its responsibilities, and report to the Board on the outcome of the review.

The Committee will review annually the terms of the Charter. The Committee may recommend to the Board any changes to this Charter. Any amendments to this Charter must be approved by the Board.