

**MOUNT HOPE MINING  
LIMITED**

**ACN 677 683 055**

**Environmental, Social  
and Governance  
Committee Charter**

# Environmental, Social and Governance Committee Charter

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## 1 Introduction

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This is the charter of the Environmental, Social and Governance (**ESG**) Committee which has NOT been established as a separate committee by the board of directors (**Board**) of Mount Hope Mining Limited ACN 677 683 055 (**Company**) at this stage in accordance with the Company's constitution (**Constitution**) (**Charter**), however the board will act in accordance to follow this charter.

This Charter sets out the role, authority, responsibilities, composition and procedural requirements of the Committee.

## 2 General scope and authority

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- (a) The role of the environmental, social and governance (**ESG**) committee of the Board (**Committee**) is to oversee ESG matters concerning the Company in order to minimise adverse workforce, community and environmental impacts in accordance with the environmental, social and governance policy (**ESG Policy**). At present, the full Board carries out the duties that would ordinarily be assigned to an ESG Committee under this Charter.
- (b) The primary purpose of the Committee is to support and advise the Board in fulfilling the Company's responsibilities concerning ESG matters and the ESG Policy by:
  - (i) recognising the legal and other associated obligations to stakeholders to the extent appropriate; and
  - (ii) managing the activities of the Company in a sustainable manner regarding the Company's workforce, communities and the environment.

## 3 Composition

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The Board will endeavour to comply with the below composition requirements of the ESG Committee where possible, noting that the stage of the Company's operations and the composition of the Board may not permit all composition requirements to be met from time to time:

- (a) The Committee shall comprise at least 3 non-executive Directors, the majority of whom must be independent in accordance with the criteria set out in **Error! Reference source not found.**, one of whom will be appointed the Committee Chair.
- (b) The Board may appoint additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.
- (c) The Chair of the Committee must not be the Chair of the Board and must be independent.

## **4 Secretary**

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- (a) The Company Secretary or their nominee shall be the secretary of the Committee (**Secretary**) and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

## **5 Meetings**

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- (a) The Committee will meet at least once a year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Committee.
- (c) Where deemed appropriate by the Committee Chair, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.
- (d) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair.
- (e) Decisions will be based on a majority of votes with the ESG Chair having a casting vote.
- (f) The Committee may invite executive management team members or other individuals, including external third parties to attend meetings of the Committee, as they consider appropriate.

## **6 Access**

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- (a) A member of the Committee who is also a director of the Company, has rights of access to the books and records of the Company to enable them to discharge their duties as a Committee member in accordance with any Deed of Indemnity, Insurance and Access entered into with the Company. Otherwise, members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as a Committee member, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts where the Committee considers this necessary to carry out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

## **7 Responsibilities**

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The Committee:

- (a) shall periodically monitor, review, consider and provide recommendations to the Board on:
  - (i) the processes in place which are designed to ensure compliance with the Company's ESG policy;
  - (ii) the adequacy of ESG reporting systems for actual or potential incidents, breaches and trends;
  - (iii) any plans, activities and corrective actions in place which are designed to ensure that there is appropriate engagement with communities impacted by the Company's operations; and
  - (iv) community perceptions of the Company as a consequence of its activities.
- (b) will:
  - (i) from time to time, review and monitor of the ESG Policy and the membership of the Committee to ensure that the Committee has carried out its functions in an effective manner, and will update this charter as required or as a result of new laws or regulations; and
  - (ii) report the findings and recommendations of the Committee for approval by the Board after each committee meeting and circulate minutes of all meetings to members of the Board;
  - (iii) review all major environment or community issues as notified or otherwise advised by Executive Management at its next meeting and report on its findings and recommendations, if applicable, to the Board in accordance with standard reporting protocol of the committee; and
  - (iv) in conjunction with the Board and audit committee, use all reasonable endeavours to monitor the Company's compliance with:
    - (A) all relevant statutory and regulatory obligations; and
    - (B) all environmental licences and permits.

## **8 Reliance**

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- (a) Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chair, which shall not be unreasonably withheld. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.
- (b) Each member of the committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:
  - (i) an employee of the company group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - (ii) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or

- (iii) another Director or officer of the Group in relation to matters within the Director's or officer's authority.