



Sustainability & Social Accountability Committee Charter

Sierra Rutile Holdings Limited

ACN 613 822 165

Adopted by the Board with effect from 27 July 2022

1 Introduction

- (a) The Board of directors (**Board**) of Sierra Rutile Holdings Limited (the **Company**) has established a Sustainability and Social Accountability Committee (the **Committee**).
- (b) This Charter sets out the specific responsibilities delegated by the Board to the Committee and the Committee's objectives, authority, responsibilities, composition and operation.

2 Committee Membership

- (a) The Committee must consist of:
 - (1) only directors;
 - (2) a minimum of three members, a majority of whom are independent; and
 - (3) an independent director as Chair.
- (b) Members and the Chair of the Committee will be appointed by the Board.

3 Role and Responsibilities

3.1 Overview

- (a) The overall purpose of the Committee is to assist the Board by overseeing the following areas:
 - (1) safety;
 - (2) occupational health;
 - (3) social performance;
 - (4) rehabilitation and environment;
 - (5) communities;
 - (6) climate change;
 - (7) other sustainability matters; and
 - (8) human rights and security of communities, employees and operations
(Social Accountability Areas).
- (b) The Committee will assist the Board by advising the Board and making appropriate recommendations in relation to the Social Accountability Areas. The Committee does not make decisions on behalf of the Board unless such authority in respect of any matter is expressly delegated by the Board.
- (c) The Committee will consider any matters or issues referred to it by other Committees that are relevant to its responsibilities.

3.2 Responsibilities

The responsibilities of the Committee include:

- (a) Reviewing key policies and strategies in relation to the Social Accountability Areas.
- (b) Overseeing, monitoring and reviewing responsibilities and commitments in relation to the Social Accountability Areas.
- (c) Overseeing processes designed to ensure compliance with applicable policies and legal and regulatory requirements.
- (d) Overseeing identification, management and mitigation of risks relating to the Social Accountability Areas.
- (e) Reviewing the Company's response on issues of concern or non-compliance.
- (f) Monitoring resources applied to achieving compliance with the policies and standards within the Committee's scope.
- (g) Reviewing and providing feedback to management on the Company's reporting in Social Accountability Areas.
- (h) Reviewing and recommending to the Board the Company's public targets and position statements in relation to Social Accountability Areas.

4 Committee process

4.1 Meetings

- (a) It is intended that the Committee will meet at least two times a year. Meetings may be requested by any member of the Committee.
- (b) A quorum for the Committee meetings is a majority of the members of the Committee.
- (c) The Chairman may invite senior management to attend meetings as appropriate.
- (d) The Chairman may invite other advisors, consultants or experts as appropriate.
- (e) Directors who are not members of the Committee have a standing invitation to attend Committee meetings.

4.2 Secretarial

The General Counsel & Company Secretary (**GC&CS**) or their delegate will be the secretary of the Committee and will be responsible for the minutes of the meeting.

4.3 Reporting to the Board

- (a) The Committee Chair will report to the Board after each Committee meeting and will make recommendations to the Board as appropriate.
- (b) A copy of the minutes of the Committee will also be provided to the Board with the Board papers.

4.4 Access to Information and Independent Advice

- (a) The Committee is to have access to adequate internal and external resources.
- (b) The Committee may seek the advice of the Company's independent advisers as to any matter pertaining to the powers, duties or responsibilities of the Committee as required.

5 Review Process

The Board will periodically review the membership and Charter of the Committee to determine their adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, Charter, functions or otherwise.