

Risk, Compliance & Sustainability Committee Charter

1. General

The Gindalbie Risk, Compliance & Sustainability Committee (“**Committee**”) is established by the Board under the Constitution of the Company.

2. Purpose

The purpose of the Committee is to assist the Board in monitoring the Company's performance in discharging its responsibilities in the areas of:

- Corporate Governance
- Risk Management
- Sustainability
- Environment
- Health & Safety
- Other legal obligations

The Committee will do this by:

- monitoring the Company's Corporate Governance compliance requirements;
- ensuring management has established a sound system of Risk Management for non-financial related risks (ie all risks other than treasury related risks);
- ensuring management maintains high standards of social responsibility and sustainability in all communities in which the Company is engaged;
- ensuring management has systems and controls in place to maintain high environmental standards and practices and legal compliance with environmental laws and regulations;
- ensuring management has systems and controls in place to maintain high occupational health and safety standards and practices and legal compliance with occupational health and safety laws; and
- ensuring management has systems and controls in place to comply with all other laws, regulations and material contractual obligations impacting the Company's licence to operate.

3. Composition

- 3.1** The Committee shall consist of not less than two independent non-executive directors, one of who shall be appointed by the Board as Chairman of the Committee.
- 3.2** The Managing Director shall be a member.
- 3.3** The General Counsel & Company Secretary shall be a member of the Committee.

- 3.4 The Sustainability Manager shall be a member of the Committee.
- 3.5 The Committee may invite any other individuals to attend meetings of the Committee, as it considers appropriate.

4. Meetings

- 4.1 The Committee shall meet as frequently as required but not less than four times a year.
- 4.2 Any Committee member may call a meeting of the Committee.
- 4.3 At least three days notice of each meeting confirming date, time, venue and agenda shall be forwarded to each member of the Committee.
- 4.4 A quorum of the Committee shall be two non-executive directors.

5. Responsibilities

The Committee is responsible for reviewing the Company's overall strategy in respect of Risk, Compliance and Sustainability matters.

The Committee's responsibilities include the matters detailed below.

6. Corporate Governance

- 6.1 Ensure that an appropriate set of Corporate Governance policies applicable to the Company are developed and implemented to guide the directors, executives and other employees as to:
 - compliance with legal and other obligations to legitimate stakeholders, such as shareholders, suppliers, customers and employees;
 - ensure ethical standards and practices are maintained in the Company's operations;
 - the responsibility and accountability of individuals for reporting and investigating reports of unlawful and unethical practices; and
 - the behaviour expected of them and the Company's corporate culture generally;
- 6.2 Monitor and where appropriate recommend changes to the Corporate Governance policies of the Company.

7. Risk Management of Non Financial Matters

- 7.1 Conduct ongoing assessment of the Company's risk profile and recommend to the Board acceptable levels of risk.
- 7.2 Assess and monitor the appropriateness of the Company's Risk Management strategy to ensure that risk is reduced to or managed at levels determined to be acceptable to the Board.
- 7.3 Review and where applicable investigate compliance with the Company's Risk Management strategy, including any breaches of the Company's systems and controls; and
- 7.4 Review the nature and level of insurance coverage for business risks and controls and procedures in place for insurance claims.

8. Sustainability

- 8.1** Assess and review the Company's overall community, sustainability, and social responsibility performance including site related standards.

9. Environment

- 9.1** Conduct ongoing assessments of the Company's performance in managing environmental risks and obligations.
- 9.2** Seek assurance from management that the Company complies with all appropriate environmental obligations and has systems and controls in place to enable it do so.
- 9.3** Seek assurance from management that the Company adheres to its environmental policies and standards.

10. Occupational Health and Safety

- 10.1** Conduct ongoing assessments of the Company's overall occupational health and safety performance including site related standards.
- 10.2** Seek assurance from Management that the Company complies with all appropriate occupational health and safety laws and regulations and has systems and controls in place to enable it do so.
- 10.3** Seek assurance from management that the Company adheres to its occupational health and safety policies and standards.

11. Other Legal Obligations

- 11.1** Conduct ongoing assessments of the Company's performance in managing all other legal risks and regulatory and contractual obligations.
- 11.2** Seek assurance from management that the Company manages all legal risks and complies with regulatory and material contractual obligations and has systems and controls in place to enable it to do so.

12. Additional Matters

The Committee may consider any other matters relating to Risk, Compliance & Sustainability issues that it considers desirable. In addition, the Committee shall examine any other matters referred to it by the Board.

13. Reporting

The Chairman of the Committee shall report to the Board subsequent to each Committee meeting on:

- Effectiveness of the Company's Risk initiatives and programs
- Effectiveness of the Company's Compliance initiatives and programs
- Effectiveness of the Company's Sustainability initiatives and programs
- Key outcomes and recommendations; and
- Other key activities and major issues of which the Board should be informed.

14. Access

The Committee is granted unrestricted access to all levels of management, records and Internal and External Auditors. The Committee or any individual member of the Committee, with the approval of the Chairman, is entitled to obtain advice from external parties as appropriate at the Company's expense.

15. Assessment

- 15.1** The Chairman of the Committee shall report to the Board on the Committee's performance on an annual basis. The performance of the Committee shall be measured against this Charter and other relevant criteria as approved by the Board.
- 15.2** The Committee Charter shall be reviewed annually and revised as required.
- 15.3** Any changes to the Charter will require approval of the Board, the Board will review the effectiveness of the Charter as appropriate.