



ESG Committee Charter

Approved by the Board with effect 30 September 2026

1. Authority

- (a) The Environmental, Social and Governance Committee (**ESG Committee**) of Strickland Metals Limited and all of its subsidiaries (**Company**) is authorised to investigate and consider matters relating to environmental, social, governance and safety of the Company.
- (b) Where the ESG Committee is not comprised of the full Board, it is established as an advisory committee to the Board and does not have executive powers to commit the Board to the implementation of any recommendations.
- (c) The ESG Committee has unrestricted access to management and employees of the Company, and the Company's mining and exploration sites, in order to fulfil its purpose and undertake its duties. Its members shall be empowered to appoint independent advisers, insofar as reasonably necessary to assist in meeting its responsibilities.
- (d) The ESG Committee may invite, at its discretion, any other individuals it deems appropriate to attend its meetings and report to it.

2. Role

- (a) The ESG Committee shall provide oversight and review of issues relating to Environmental, Social, Governance, health, safety and sustainable development as they affect the Company, the Company's operations, the Company's employees, contractors and the communities in which the Company operates.
- (b) The function of the ESG Committee is also to advise on the effectiveness of management systems in achieving optimal health and safety standards in the workplace and promoting environmental and community development best practice.

3. Operations

The ESG Committee meetings will be governed by the same rules as set out in the Company's constitution, as they apply to meetings of the Board.

4. Objectives

The ESG Committee will seek to promote the following objectives:

- (a) To develop and sustain industry recognised best practice in health and safety management across the Company's operations;
- (b) wherever possible, to prevent or otherwise minimise, mitigate and remediate any adverse effects of the Company's operations on the communities in which the Company operates;
- (c) minimise and manage environmental (including climate change) risks and impacts, whilst optimising environmental opportunities;
- (d) demonstrate community and social responsibility;
- (e) promote sustainable actions for the Company;
- (f) achieve the Company's long term health, safety and sustainability strategic goals;
- (g) promote strong corporate governance practices, including ethical conduct, accountability, transparency and effective oversight of ESG-related risks and opportunities;



- (h) support compliance with applicable laws, regulations, corporate governance standards and the Company's policies, procedures and values; and
- (i) adopt a long term, responsible and supportive approach to communities within which the Company operates.

5. Responsibilities

The ESG Committee shall assist with the Board's responsibilities to the Company's stakeholders regarding health, safety and sustainability matters (including with regards to policies, procedures, reporting mechanisms and incident investigations) and facilitate awareness of Company health, safety and sustainability practices.

To achieve this objective, the ESG Committee shall review, monitor and make recommendations to the Board regarding health, safety and sustainability matters, such as:

- (a) The Company's health, safety and sustainability culture to drive accountability and responsibility for delivering required outcomes;
- (b) the Company's health, safety and sustainability strategies, and any health, safety and sustainability targets that are proposed by management, taking into account any external and internal changes, and the Company's corporate strategy;
- (c) effectiveness of the Company's Health and Safety Policy, Environmental Policy, Equal Employment Opportunity Policy, Diversity Policy and other related policies, frameworks and procedures in achieving the Company's health, safety, sustainability and diversity strategies;
- (d) health, safety and sustainability related key performance indicators for the purposes of incentives;
- (e) the risk management framework, and risk and opportunity appetite, set by the Board, in relation to health, safety and sustainability, including material risks and opportunities, and any new and emerging sources of risks and risk controls;
- (f) the Company's healthy, safe and sustainable business practices;
- (g) the training opportunities, instruction and equipment provided to employees and promotion of regulatory awareness to enable work in a manner that is healthy, safe and sustainable for workers and their colleagues (including reducing our impact on external stakeholders);
- (h) major health, safety and sustainability (e.g. environmental, social and governance) incidents and incident investigations;
- (i) the presentation of the Company's health, safety and sustainability performance in significant public statements and reports (including but not limited to the Annual Report and annual Corporate Governance Statement), in accordance with appropriate disclosure frameworks, and progress of projects and initiatives which support the delivery of the Company's health, safety and sustainability strategies;
- (j) compliance with health, safety and sustainability legislative requirements and compliance reports including review and sign-off by Directors to meet legislative requirements;
- (k) relevant regulatory, sector and societal changes, initiatives and trends in relation to health, safety, environment, sustainability and governance;
- (l) diversity and culture within the Company and the effectiveness of initiatives to foster diversity and instil and reinforce a culture that is consistent with the Company's values; and
- (m) considering financial investments in sustainability measures, such as community investment and philanthropic commitments and donations.

Further scope of the Committee's oversight is included in the Annexure to this charter.

The Board may from time to time delegate other responsibilities and functions to the ESG Committee.

6. Constitution

As and when it is required the ESG Committee will be established by resolution of the Board.



7. Membership

To the extent possible, having regard to the size and composition of the Board, the ESG Committee should consist of three Non-Executive Directors.

Members may withdraw from membership by written notification to the Board.

A member of the ESG Committee may, with the approval of the Committee Chairman and at the Company's expense, attend seminars or training courses in respect of issues related to the functions and responsibilities of the ESG Committee.

8. Chairman

The Committee will appoint an independent Non-Executive Director to be the Chairman of the Committee (**Committee Chairman**).

9. Secretary

The Company Secretary will be the Secretary of the ESG Committee (**Committee Secretary**) at the request of the Committee Chairman.

The Company Secretary or their nominee shall be the Committee Secretary and shall attend meetings of the ESG Committee as required.

The Committee Secretary will be responsible for keeping the minutes of meetings of the ESG Committee and circulating them to Committee members and to the other members of the Board. All minutes of the ESG Committee must be entered into a minute book maintained for that purpose and will be open at all times for inspection by any Director.

The Committee Secretary shall distribute supporting papers for each meeting of the ESG Committee as far in advance as possible.

10. Other attendees

Other Directors (Executive and Non-Executive), as well as other members of senior management may be invited to be present for all or part of the meetings of the ESG Committee.

In carrying out its responsibilities, the ESG Committee may invite an employee or any other person to attend a meeting of the Committee, for the purpose of seeking explanations and additional information from a person.

11. Quorum

A quorum will be two members of the ESG Committee.

12. Meetings

The ESG Committee shall attempt to meet at least monthly and otherwise as deemed necessary.

13. Reporting Procedure

The Committee will keep minutes of its meetings. As outlined above, the Committee Secretary shall circulate the minutes of the meetings of the ESG Committee to all members of the ESG Committee for comment and change before being signed by the Chairman of the ESG Committee.

The Committee Chairman will also, if requested, provide a brief oral report on any material matters arising out of an ESG Committee meeting. All Directors will be permitted, during a Board meeting, to request information from the Committee Chairman or members of the ESG Committee.

14. Report to the Board

The ESG Committee's principal function is one of review, oversight and monitoring. The Committee must report to the Board formally at Board meetings.

The Committee must brief the Board promptly on all urgent and significant matters.



15. Review of Charter

The Board will conduct an annual review of the membership to ensure that the ESG Committee has carried out its functions in an effective manner.

The Board will update the Charter as required.

Annexure: Committee Scope

The Committee has scope to discuss and consider and monitor the following:

Environmental, Social and Governance

- Internal/External Capability
- Risk Issue Identification and Prioritisation
- Regional and Local Context
- Groundwater
- Surface Water
- Terrestrial Ecology
- Aquatic Ecology
- Health Risks
- Noise
- Air Quality
- Blasting and Vibration
- Visual Amenity
- Traffic and Transportation
- Soils and Land Capability
- Agricultural Lands
- Public Safety Hazards
- Biodiversity Offset
- Cultural Heritage
- Greenhouse Gas
- Social Impact Assessment
- Employment
- Economic Impact Assessment
- Rehabilitation and Mine Closure.