RISK AND SUSTAINABILITY COMMITTEE CHARTER

1. Introduction and Purpose

1.1. The Board of Endura Mining Pty Ltd (**Company**) has established a Risk and Sustainability Committee (**Committee**) under clause 7.17 of the Company's Constitution.

1.2. The primary purpose of the Committee is to assist and advise the Board on matters pertaining to the group level risk appetite, risk management, sustainability objectives, environmental and community obligations, and monitoring and mitigation of risks arising from the Company's activities.

1.3. This Committee Charter (**Charter**) sets out the role, responsibilities, membership and operation of the Committee.

2. The Committee

Powers

2.1. The Committee is authorised by the Board to investigate any activity within the scope of the Charter and consult independent experts (at the Company's expense) if it considers it necessary to fulfil its purposes and carry out its duties.

2.2. Subject to any resolution of the Board, the Committee is required to make recommendations to the Board but has no executive powers to commit the Board or the Company to the implementation of those recommendations.

Duties and Responsibilities

2.3. Without limiting the scope of the Committee or any other matters referred to it by the Board, the principal functions and responsibilities of the Committee include:

Understanding the Business

(a) understanding the Company's business and operations in order to assess whether the operating risks, including any consequential financial risks faced by the Company, have been identified and that appropriate mitigation plans have been implemented;

Health, Safety, Environment and Community (HSEC)

(b) periodically visiting the Company sites to observe and review health and safety standards, practices and performance and to monitor the processes in place to ensure that HSEC is a priority at all Company operational sites;

(c) reviewing the processes in place to ensure that there is compliance with all safety, health, sustainability, environmental and community related legal and regulatory requirements;

(d) reviewing the operational and personnel related risk management processes within the Company to ensure that all material risks are identified and that

appropriate risk mitigation, controls and assurance processes are in place and effective, including the potential impacts on reputation;

(e) reviewing and monitoring the 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 appropriate processes in place to respect and protect cultural heritage;

(f) monitoring the adequacy of HSEC and risk reporting systems for actual or potential accidents, breaches and incidents, and monitoring subsequent investigations and remedial actions;

(g) reviewing and monitoring the environmental related contingency planning within the Company which are designed to ensure that all material environmental risks have appropriate contingency plans developed;

Operational Risk Management

(h) annually, with the Executive, conduct a formal review of the Risk Register;

(i) periodically review the effectiveness and suitability of the risk management system;

(j) reviewing the operational risk management process within the Company to ensure that all high risks are identified and that appropriate risk management processes are in place;

(k) liaising with the Audit Committee to ensure that all high risks within the Company are identified and that appropriate risk management processes (including contingency plans) are in place;

(l) reviewing any periodic risk management reports prepared by the executive management;

(m) reviewing the operational contingency planning processes within the Company to ensure that all high risks and critical systems and processes are identified and that appropriate contingency plans are in place;

(n) monitoring changes in the economic and business environment, including consideration of emerging trends and other factors related to the Company's risk profile;

Legal and Regulatory Compliance

(o) in conjunction with the Board and the Audit Committee, use reasonable endeavours to monitor the Company's compliance with:

  (i) relevant statutory and regulatory obligations;

  (ii) environmental licences and permits; and

  (iii) agreements with Indigenous & Traditional Owner groups;

(p) reviewing disclosures in the annual Corporate Governance Statement and Operating and Financial Review (or equivalent sections in the annual report and directors report for a proprietary company, if applicable) in relation to the recognition and management of business risks;

(q) monitoring compliance with the Company's Anti-Bribery and Corruption Policy, Risk Management Policy, and Whistleblower Policy;

Insurance

(r) reviewing any material new insurances, proposed cancellations or variations of existing insurance policies as recommended by management;

(s) considering the appropriateness of insurance coverage as recommended by management; and

(t) being advised of each renewal (including details of the principal terms) of material insurances.

Reporting

2.4. The Committee will report regularly to the Board about Committee activities and make appropriate recommendations.

Committee Composition

2.5. The Board appoints the Committee, which is comprised of at least three members, a majority of whom are Non-Executive Directors. In the case of member resignation at short notice, the Committee will permit temporary members from the board joining the Committee to ensure the minimum number of members is met.

2.6. The Chair of the Committee is appointed by the Board and must be a Non-Executive Director who is not Chair of the Board.

2.7. Committee Members may appoint Alternate Directors to act as an Alternate Member on the same terms.

3. Committee Meetings and Procedure

Frequency

3.1. The Committee must meet as often as appropriate to enable it to discharge its duties.

Annual Planner

3.2. The Committee must adopt and utilise an Annual Planner which includes all scheduled Committee meetings as well as major Committee activities.

3.3. The Chair, in conjunction with the Executive Chair (or CEO/MD, as applicable) and Company Secretary, will endeavour to finalise the Annual Planner for each upcoming calendar year by November of the current calendar year.

Convening and chairing

3.4. The Chair must chair the Committee meetings.

3.5. If the Chair is absent from a meeting, then a member elected by the members present my chair the meeting.

3.6. The Chair may convene a meeting of the Committee at any time and must do so at the request of any Committee member or the Executive Director (or CEO/MD, as applicable).

Notice and Agenda

3.7. The Company Secretary is responsible, in conjunction with the Chair, for drawing up the agenda for each meeting.

3.8. At least one week prior to the date of each meeting, the Company Secretary must cause a notice of the meeting to be circulated to each Committee member confirming the date, time and venue of the meeting. The notice must include the agenda and relevant supporting papers for the agenda items to be discussed.

Attendance and Location

3.9. The Committee may extend an invitation to any person to attend all or part of the meeting which it considers appropriate, including any directors, Company employees, or external advisors.

3.10. All Board members are invited to attend all Committee meetings (but will have no vote at Committee meetings unless they are a member of the Committee).

3.11. The Committee shall endeavour to hold physical meetings at the offices of the Company, however attendance is permitted to be in-person or electronically.

Quorum and Voting

3.12. The quorum for a Committee meeting is any two Committee members.

3.13. A decision supported by a majority of the votes cast at a meeting of the Committee at which a quorum is present shall be the decision of the Committee, but the Chair will report the fact of any dissenting vote when reporting the decision to the Board.

3.14. The Chair has a casting vote in addition to his or her deliberative vote.

Minutes and Resolutions

3.15. The Committee is to ensure that accurate minutes of each meeting of the Committee are recorded and preserved.

3.16. Minutes and resolutions of the Committee meetings are kept by the Company Secretary.

3.17. Draft minutes must be provided to the Chair for approval as soon as reasonably practicable following the Committee meeting.

Confidentiality

3.18. All proceedings of the Committee are confidential.

3.19. The Committee must keep Committee discussions and papers confidential and must not be disclosed to a third party unless authorised by the Board or required by law or for the purpose of seeking advice as described in clause 4.2.

4. Access to Company and Advice

4.1. The Committee shall have unlimited access to the records, senior management, external auditors and the Company's information in the possession of management as appropriate.

4.2. In carrying out its functions, the Committee may take independent legal, accounting or other professional advice or assistance, at the Company's reasonable expense.

4.3. Unless a conflict exists or to do so would be inconsistent with the Committee's duties, the Committee is to request such information, professional advice or assistance permitted under this clause 4 via the Chair.

4.4. Committee members are entitled to rely on information, advice and assurances provided by the Executive Chair (or CEO/MD, as applicable) and senior management on matters within their responsibility, and on the expertise of independent experts, provided that such reliance is made in good faith, they have independently assessed the information, and are not aware of any of any reasonable basis upon which to question its accuracy and completeness.

5. Committee Performance and Succession

Performance

5.1. The Board must evaluate the performance of the Committee and its members.

5.2. On an annual basis, the Committee must perform an evaluation of its performance, having regard to this Charter, and report this to the Board. Such review shall include a review of the Company's risk management framework to ensure that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

Succession

5.3. The Board must reconsider the composition of the Committee as appropriate and at least every two years.

6. Charter Publication and Review

6.1. The latest version of this Charter is made available on the Company's website.

6.2. Unless review and amendment is required sooner, this Charter must be reviewed by the Company Secretary in conjunction with the Chair at least once every three years.

6.3. Committee members may at any time submit to the Chair proposed changes to this Charter for consideration.

6.4. All amendments must be submitted to the Board for approval prior to taking effect.

Document information

Effective Date	March 2026
Review Date	March 2029
Approver	Board
Owner	Company Secretary

Document history

Version	Effective Date	Summary of Changes
1	July 2021	Initial Risk Committee Charter
2	March 2026	Updated to align with revised Company Charters following Company, Board and management changes.