

1. Terms of reference

1.1 Remit

The key purpose of the Committee is to review, discuss and guide all matters pertaining to Resolute's sustainability performance and associated risks. These matters predominantly relate to the performance of the People, Health, Safety, Security, Environment & Community Divisions within Resolute and will include regular assessments of the Company's alignment with leading practice including, but not limited to, the Responsible Gold Mining Principles.

1.2 Scope

The scope of the Committee remit will include, but not be limited to, the following matters.

1.1 Monitoring

The scope of the Committee's monitoring remit will include, but not be limited to, the following matters:

- monitoring material sustainability exposures to Resolute's business and ensuring effective risk mitigations are in place and maintained;
- monitoring Resolute's compliance with relevant laws, regulations and internal operational policies, procedures and standards within the sustainability area;
- monitoring the organisational culture that is promoted within Resolute to promote strong sustainability performance and; and
- establishing and tracking of measurable sustainability objectives and targets, including recognising and celebrating their achievement.

1.2 Program Development

The scope of the Committee's program development remit will include, but not be limited to, advising Resolute on the implementation and management of programs that:

- ensure that Resolute has appropriate processes and procedures in place for receiving and considering information regarding incidents, hazards and risks, responding to that information and disseminating that information amongst Resolute;
- seek continual improvement in key sustainability areas, taking into account developing knowledge and technology, management practices community expectations and other considerations;
- train and ensure individual Personnel and contractors understand their obligations and are held accountable for their area of responsibility;
- communicate and consult openly with Personnel, contractors, government and the community on key sustainability issues; and
- develop a standardised risk management system to consistently identify, assess, monitor and control risks and hazards in the workplace.

1.3 Diversity and Inclusion

The scope of the Committee's remit will include Diversity and Inclusion Policy development, monitoring and review, including:

- setting measurable objectives for achieving gender diversity in the composition of the Board, RSG's senior executives and Resolute's workforce generally;

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- monitoring leading practice in the area of diversity and inclusion and ensuring alignment with Resolute's efforts and initiatives;
- development, monitoring and review of strategies and programs to promote diversity in Resolute consistent with such diversity and inclusion policy; and
- monitoring the implementation by Resolute of such diversity strategies and programs consistent with such diversity and inclusion policy.

1.4 Human Rights

The scope of the Committee's remit will include matters relating to human rights including:

- the review of the annual human rights policy;
- the review of the annual modern slavery statement;
- development, monitoring and review of strategies and programs to ensure human rights are protected and respected across Resolute consistent with such human rights policy;
- monitoring the implementation by Resolute of such human rights strategies and programs consistent with such human rights policy.

1.5 Climate Change

- the review and approval of Resolute's Climate Change Strategy and associated initiatives;
- the review of the annual climate change statement;
- development, monitoring and review of strategies and programs to promote a proactive approach to climate change across Resolute consistent with such climate change statement;
- monitoring the implementation by Resolute of climate change initiatives and programs consistent with such climate change statement.

1.6 Generally

The Committee may be requested by the Board to perform other related tasks to the above functions.

2. Governance

2.1 Establishment of the Committee

The Committee is established under the authority of the Board.

The composition, terms of reference, functions and procedures of the Committee may be amended from time-to-time by the Board including on recommendation of the Committee.

The Committee should be of sufficient size and independence to discharge its mandate effectively, including appropriate diversity of membership to avoid entrenching unconscious bias.

2.2 Membership of the Committee

The Committee will comprise:

- the CEO;
- at least one non-executive Director;
- the CFO;
- the COO; and
- the General Manager People & Sustainability
- The Chair of the Committee will be the CEO.
- The Committee may invite observers to attend its meetings at the discretion of the Committee.

3. Definitions

Board means the board of directors of RSG.

CEO means the chief executive officer of RSG.

CFO means the chief financial officer of RSG.

COO means the chief operating officer of RSG.

Committee means RSG's Sustainability Committee as described in section 1.1 of this Charter.

Constitution means the constitution of RSG.

Director means a director of RSG.

Employee means an employee of, or consultant to, Resolute.

Personnel means all Directors and Employees.

Resolute means RSG and its subsidiaries and related entities.

RSG means Resolute Mining Limited ACN 097 088 689.

4. Related documents

- Board Charter.
- Constitution.

5. Approval and review

This document is to be reviewed annually by the Safety, Security and Environment Committee and the Board.

Version	RIGS Document Category	Date	Status	RIGS Document Owner	Reviewer	Approver	Approval Date
1.0	Board	25/10/2018	Initial issue	Amber Stanton <i>General Counsel & Company Secretary</i>	John Welborn <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	25/10/2018
2.0	Board	21/02/2019	Reviewed	Amber Stanton <i>General Counsel & Company Secretary</i>	John Welborn <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	21/02/2019
3.0	Board	18/03/2019	Amended	Amber Stanton <i>General Counsel & Company Secretary</i>	John Welborn <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	18/03/2019
4.0	Board	19/02/2020	Reviewed	Amber Stanton <i>General Counsel & Company Secretary</i>	John Welborn <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	19/02/2020
5.0	Board	25/06/2020	Amended	Amber Stanton <i>General Counsel & Company Secretary</i>	John Welborn <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	25/06/2020
6.0	Board	29/10/2020	Amended	Amber Stanton <i>General Counsel & Company Secretary</i>	Stuart Gale <i>Interim CEO</i>	Martin Botha <i>Chair</i>	29/10/2020