

## 1. Terms of reference

### 1.1 Remit

The Sustainability Committee (**Committee**) of the Board of Directors (**Board**) of Resolute Mining Limited (**Company**) is established by the Board to assist with its oversight of sustainability performance, encompassing People, Health, Safety, Security, Environment and Community.

Through its remit, the Committee ensures that the Company has in place appropriate governance processes, policies, strategies, operating standards and personnel to achieve high standards of sustainability performance, including regulatory compliance, alignment with good industry practice, effective risk control, impact management and mitigation.

### 1.2 Scope

For clarity the Committee provides specific oversight of risks and opportunities in the following areas: occupational health and safety; security; learning and professional development; diversity and inclusion; human rights; water, biodiversity and nature-related risk; energy and climate-related risk; communities; waste and tailings management; emergency preparedness and response, and related matters (collectively Sustainability Matters).

The scope of the Committee remit includes, but is not limited to, the following functions and tasks:

#### Policy and Operating Standards:

- Monitor significant developments and emerging trends in sustainability policy, including regulations and stakeholder expectations;
- Review the appropriateness of group-level policies, codes of conduct, operating standards and guidelines to address sustainability-related risks, integration with business strategy, stakeholder concerns, regulatory requirements and good industry practice;
- Review and recommend for approval to the Board as relevant, any significant amendments to the Company's sustainability policy framework.

#### Management Processes and Resources:

- Review business strategies, plans and practices to assess compliance with the group-level sustainability standards and framework, and more broadly, stakeholder concerns, regulatory requirements and good industry practice;
- Review the adequacy of targets set to improve sustainability performance and levels of achievement;
- Review the adequacy of resources applied to achieving compliance with group-level sustainability policy and business strategy;
- Review significant incidents and identified hazards that could cause serious harm to people or the environment and ensure appropriate management response.

#### Risk Management:

- Liaise with the Audit & Risk Committee of the Board as appropriate, to ensure that principal risks related to sustainability performance are adequately identified and controlled;
- Review and assess the effectiveness of risk management controls as relevant to sustainability performance.

#### External Audit and Assurance Reviews:

- Review the findings of monitoring activities, assessments and audits to ensure that principal risks related to sustainability performance are identified and controlled;

# Sustainability Committee Charter

(Safety, Security, Environment and Community)



- Oversee the selection and engagement of external auditors providing assurance over sustainability performance.

## Reporting and External Disclosures:

- Review and recommend for approval by the Board the sustainability disclosures of the Company, in compliance with the requirements of the Australian and UK and other applicable regulatory authorities, not limited to the Annual Report, Sustainability Report, Climate Report and other relevant disclosures.
- Report regularly to the Board with respect to significant activities including any recommendations of the Committee on Sustainability Matters, and where appropriate, to the Executive management of the Company.

The Committee may be requested by the Board to perform other tasks related 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 minimise unconscious bias.

### 2.2 Membership and Attendees

All Committee members must be non-executive, and the majority must be independent.

The Committee Chair should not be the Board Chair.

To effectively discharge the Committee's mandate, Committee members between them should have:

- **Technical knowledge:** Understanding of sustainability performance and good industry practice, not limited to: World Gold Council's Responsible Gold Mining Principles; the Global Industry Standard on Tailings Management (GISTM); International Sustainability Standards Board's (ISSB) and their application in Australian and UK legislation.
- **Risk management:** Experience in identifying, assessing, and mitigating sustainability-related risks.
- **Financial materiality:** Understanding of how sustainability issues can impact a company's financial performance and value.
- **Industry knowledge:** Sufficient understanding of the Company's business and the industry in which it operates.

The Committee may invite any person to attend meetings to assist in the discussion of the matters under consideration. Executive officers and group-level managers will generally be available to attend Committee meetings at the discretion of the Committee.

The Committee may access other professional advice as it considers necessary to fulfil its terms of reference.

### 2.3 Committee Chair

The Board shall appoint a Chair of the Committee who is responsible for the management and effective performance of the Committee and leadership in fulfilling its mandate and any other matters delegated to it by the Board. The Committee Chair responsibilities include:

# Sustainability Committee Charter

(Safety, Security, Environment and Community)



- Work with the Chair of the Board to establish the frequency of the Committee meetings and the agendas for meetings;
- Provide leadership to the Committee and preside over Committee meetings;
- Report to the Board with respect to the significant activities of the Committee including any recommendations and written resolutions of the Committee;
- Liaise with other Committee Chairs of the Board, as appropriate, on matters relevant to sustainability performance and management of enterprise risks.

## 2.4 Meeting Procedures

The Committee shall meet at least four times annually, on dates and times agreed by the members, or as called by the Committee Chair or at least two Committee members. Additional meetings will be scheduled as considered necessary or appropriate.

As far as possible, Committee agendas and supporting papers must be distributed to Committee members a reasonable period in advance of the meeting.

A quorum shall comprise at least 50% of members of the Committee, but in any event not less than two members.

Minutes of meetings shall be taken by the Company Secretary/ General Counsel and shall be reviewed and approved by the members of the Committee. Once approved, minutes shall be circulated to all other members of the Board.

## 2.5 Review and Evaluation

The Committee will undertake a formal review of its performance on an annual basis, including with reference to the discharge of its mandate and recommend any proposed changes to the Board. This shall include a review of the Committee Charter.

## 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

# Sustainability Committee Charter

(Safety, Security, Environment and Community)



## 5. Approval and review

This document is to be reviewed annually by the Sustainability 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	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>John Welborn</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	25/10/2018
2.0	Board	21/02/2019	Reviewed	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>John Welborn</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	21/02/2019
3.0	Board	18/03/2019	Amended	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>John Welborn</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	18/03/2019
4.0	Board	19/02/2020	Reviewed	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>John Welborn</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	19/02/2020
5.0	Board	25/06/2020	Amended	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>John Welborn</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	25/06/2020
6.0	Board	29/10/2020	Amended	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>Stuart Gale</b> <i>Interim CEO</i>	<b>Martin Botha</b> <i>Chair</i>	29/10/2020
7.0	Board	23/02/2023	Amended	<b>Richard Steenhof</b> <i>General Counsel &amp; Company Secretary</i>	<b>Terence Holohan</b> <i>Interim CEO</i>	<b>Martin Botha</b> <i>Chair</i>	23/02/2023
8.0	Board	20/03/2024	Amended	<b>Bianca Depres and Sam Wright &amp; Tim Whyte</b> <i>Principal Legal Counsel &amp; Company Secretaries</i>	<b>Terence Holohan</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	20/03/2024
8.0	Board	23/12/2025	Amended	<b>Bianca Depres</b> <i>General Counsel</i>	<b>Chris Eger</b> <i>Managing Director &amp; CEO</i>	<b>Andrew Wray</b> <i>Chair</i>	23/12/2025