

Health and Safety Committee Charter

Stanmore Resources Limited

1. PURPOSE

- (a) The role of the Health & Safety Committee (**Committee**) is to assist the board of Stanmore Resources Limited (**Board**) to oversee, review and assess the performance and compliance of the Group¹ with health and safety requirements.
- (b) This Health & Safety Committee Charter (**Charter**) sets out the role, responsibilities, composition, structure and membership requirements of the Committee of the Company and the procedures for non-committee members to attend meetings.

2. COMMITTEE MEMBERS

- (a) The Committee is to consist of at least three Directors, including at least two non-executive Directors, each appointed by the Board.
- (b) The current membership of the Committee, including their qualifications and experience, will be disclosed in the Annual Report or on the Company's website.

3. OBJECTIVES OF THE COMMITTEE

- (a) The Committee is a committee of the Board.
- (b) The objectives of the Committee are to:
 - (i) provide independent assurance and assistance to the Board such that the Company is able to ensure, in the areas in which the Company operates, that the health and safety of workers is protected and that no other persons are put at risk;
 - (ii) provide the necessary focus and guidance on health and safety matters and, with the use of benchmarking, assist management in improving the practices and performance of the Company in these areas;
 - (iii) regularly assess and monitor whether or not the Company has in place the appropriate policies, standards, systems and resources required to meet the Company's health and safety objectives;
 - (iv) monitor the Company's management of health and safety risk including compliance with statutory and regulatory requirements and with Company policy; and
 - (v) advise and make recommendations to the Board on health and safety matters, issues and performance.

4. RESPONSIBILITIES OF THE COMMITTEE

Subject to the authorities set out in section 5 (Authority), the responsibilities of the Committee are to:

¹ In this document, unless otherwise stated, references to "Group" and "Company" means a reference to Stanmore Resources Limited and its controlled entities as a whole.

- (a) review major policy and strategy statements determining the Company's direction and strategy for health and safety and make recommendations for the approval of the Board;
- (b) monitor the Company's progress against health and safety policies and strategy;
- (c) monitor the Company's performance against and compliance with statutory and regulatory requirements and Company policy;
- (d) ensure periodic reviews of the Company's health and safety performance are conducted to determine the effectiveness of the Company's systems (including risk) and report the findings of such reviews to the Board;
- (e) monitor the progress of and responses to internal and external audits and reviews; and
- (f) monitor the management of high consequence incidents including incidents that result in regulatory non-compliance notices.

5. AUTHORITY

- (a) The Committee shall report to the Board and is accountable to the Board for its performance.
- (b) The Committee will make recommendations to the Board on all matters requiring a decision. The Committee does not have the power or authority to make decisions in the Board's name or on its behalf.
- (c) The Committee is to have access to adequate internal and external resources.
- (d) The Committee is authorised by the Board, subject to section 7(c), to obtain such outside information and advice, including legal advice and reports, and to consult with outside advisers with relevant experience and expertise as it thinks appropriate for carrying out its responsibilities.

6. MEETINGS

- (a) The Committee shall meet at least four times each year. The Chairperson may call any additional meetings of the Committee that he or she thinks are required.
- (b) The Chief Executive Officer of the Company, will subject to their availability, be invited to attend each Committee meeting.
- (c) Representatives of the Company's mining services providers (if engaged) authorised to represent the relevant mining services contractor will, subject to their availability, be invited to attend each Committee meeting.
- (d) The Committee may, if it considers it appropriate, invite any senior executives or other individuals (including advisors and specialists) to attend Committee meetings. These requests must be made through the Company Secretary.
- (e) Reasonable notice of the Committee meetings and the business to be conducted at the relevant meeting shall be given to the members of the Committee and the Board.

7. REPORTING

- (a) The Committee, through its Chairperson, must report to the Board after each Committee meeting on matters relevant to its role and responsibilities and make recommendations to the Board as appropriate.

- (b) Minutes of all Committee meetings are to be circulated to the Board and included in the papers for the next Board meeting.
- (c) The Committee must brief the Board promptly on all urgent and significant matters.
- (d) The Committee must consider if any material matters arising out of a Committee meeting should be advised to any other Committee and, if so, recommend to the Board that this occurs.

8. ATTENDANCE AT MEETINGS

Directors who are not members of the Committee shall be entitled to attend any Committee meeting (in an ex-officio capacity) after giving prior written notice to the Chairperson.

9. APPLICATION OF STANDING RULES

The Company's Standing Rules for Committees (**Standing Rules**) apply to, and are deemed to be incorporated into this Charter, save where the Standing Rules conflict with any of the terms in this Charter.