



Sustainability Committee Charter



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1. BACKGROUND

The Sustainability Committee is a Committee of the Board of Directors ('Board') of Syrah Resources Limited (ACN 125 242 284) ('Syrah' or the 'Company') that was established under the Company's Constitution.

This Charter sets out the scope of the Sustainability Committee's responsibilities in relation to the Company and its controlled entities ('Group').

The role of the Sustainability Committee is not an executive role.

2. PURPOSE

The purpose of the Sustainability Committee is to assist the Board to achieve its objective in relation to the oversight of:

- (a) occupational health and safety ('OHS');
- (b) stakeholder management (including government and community relations);
- (c) heritage and land access;
- (d) security and emergency management;
- (e) environmental matters;
- (f) reserves and resources;
- (g) major technical or economic feasibility studies; and
- (h) sustainability policies and practices.

("Relevant Matters")

3. DUTIES AND RESPONSIBILITIES

The Sustainability Committee is responsible for:

- (a) oversight of the Company's processes and procedures to manage the risks associated with each of the Relevant Matters;
- (b) regularly receiving reports from senior management on the Company's record of performance in respect of each of the Relevant Matters;
- (c) monitoring and assessing the Company's performance in relation to the Relevant Matters, including by overseeing the internal reporting mechanisms and making recommendations regarding reporting frequency and detail, as required;
- (d) approving and recommending to the Board for adoption or amendment policies and procedures on any Relevant Matter;
- (e) reviewing and approving the Group's integrated report and/or sustainability report;
- (f) reviewing, assessing and making recommendation to the Board regarding the Group's environmental, social and governance ('ESG') risk exposure;
- (g) reviewing and reporting to the Board on material non-compliance by the Company with regulations and internal policies and procedures in respect of Relevant Matters;

- (h) obtaining an independent judgment from an external auditor where required regarding the Company's policies, procedures and performance on Relevant Matters;
- (i) oversight of the adequacy of internal processes for Competent Person review and sign off on Joint Ore Reserves Committee ('JORC') Code related reporting;
- (j) oversight of any major technical or economic feasibility studies, including pre-approval of the scope of formal feasibility studies prior to commencement where such studies are expected to involve an expenditure that would require Board approval; and
- (k) reviewing and approving any external position statements regarding any of the Relevant Matters.

4. AUTHORITY

The Sustainability Committee:

- (a) will act as an advisory body to the Board and, unless otherwise determined or delegated by the Board, its power and authority is limited to making recommendations to the whole Board;
- (b) is authorised by the Board to review and consider any activity within its terms of reference and any additional matters as requested by the Board and is tasked with recommending to the Board appropriate actions emanating from its deliberations;
- (c) shall have unfettered access to personnel, records and senior management of the Company, as appropriate;
- (d) shall have unfettered access to internal and external auditors to seek explanations and information from them, without management being present;
- (e) shall have direct access to the Company's resources as it may reasonably require to carry out its duties; and
- (f) is authorised by the Board to obtain outside legal or other independent professional advice in respect of any matter relating to its terms of reference. It may also secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary. The Sustainability Committee may meet with these external advisers without management being present. The cost of such advice will be borne by the Company.

5. SUSTAINABILITY COMMITTEE COMPOSITION

The composition of the Sustainability Committee will be in accordance with the following:

- (a) ASX corporate governance guidelines recommend that the Sustainability Committee should comprise no less than three Non-Executive Directors with a majority of those Non-Executive Directors being independent directors;
- (b) the Chairperson of the Sustainability Committee shall be an independent Non-Executive Director appointed by the Board;
- (c) the Board will decide appointments, rotations and resignations within the Sustainability Committee having regard to the ASX Listing Rules and the Act; and
- (d) a member may act by their alternate.

6. MEETINGS

- (a) The Sustainability Committee will meet as often as it considers necessary;
- (b) Quorum for a Sustainability Committee meeting consists of two Sustainability Committee members;
- (c) Sustainability Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present;
- (d) The Sustainability Committee may pass or approve a resolution without holding a meeting in accordance with the procedures (so far as they are appropriate) in section 248A “Circulating resolutions of companies with more than one director” of the Corporations Act;
- (e) Unless otherwise determined by the Sustainability Committee, the Company Secretary shall act as Secretary to the Sustainability Committee;
- (f) The Sustainability Committee may invite other persons it considers appropriate to attend Sustainability Committee meetings;
- (g) The Managing Director, Chief Operating Officer and Chief Financial Officer will be invited to attend all meetings, unless otherwise determined by the Sustainability Committee; and
- (h) Sustainability Committee members and meeting invitees will be asked to disclose conflicts of interest at the commencement of each meeting. Where Sustainability Committee members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from the Sustainability Committee discussions where it has been deemed a conflict arises.

7. MINUTES OF SUSTAINABILITY COMMITTEE MEETINGS

- (a) The Sustainability Committee must keep minutes of its meetings.
- (b) Minutes must be distributed to all Sustainability Committee members, after the Sustainability Committee Chairperson has approved them.
- (c) Minutes, agenda and supporting papers are available to Directors upon request to the Sustainability Committee Secretary, except if there is a conflict of interest.

8. REPORTING TO THE BOARD

The key matters discussed at each Committee meeting shall be reported by the Chairperson of the Sustainability Committee to the Board at the next regular Board meeting.

9. OTHER MATTERS

This Sustainability Committee Charter will be made available on the Company's website.

The Sustainability Committee will review this Charter annually or as often as it considers necessary and the Board may change this Charter from time to time by resolution

10. ANNUAL REVIEW

The Committee will review its performance annually.

The annual performance evaluation will have regard to the extent to which the Committee has met its responsibilities in terms of this Charter.

Syrah Resources Limited			
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