

SUSTAINABILITY COMMITTEE CHARTER

1. ROLE

The Sustainability Committee (**Committee**) is a sub-committee of the Board of BCI Minerals Limited (**BCI or Company**), with specific powers delegated as set out in this Charter.

The primary purpose of the Committee is to assist the Board in its oversight, monitoring and review of the Company's Environment, Social and Governance (ESG) sustainability practices.

2. COMPOSITION

The Committee will be appointed by the Board and will aim to adhere to the following composition requirements where practical:

- a. the Committee can comprise up to 3 members, of which at least 2 must be non-executive Directors of BCI;
- b. executives of the Company with relevant skills, experience or qualifications in sustainability related matters to be standard invitees;
- c. the Committee shall be chaired by a non-executive independent Director; and
- d. the Chair can engage external experts as temporary members of the Committee to provide subject matter expertise.

3. PRIMARY RESPONSIBILITIES

The duties of the Committee include reviewing and making recommendations to the Board on the Company's policy and performance in relation to the following sustainability and Environment, Social and Governance (ESG) matters, including:

- Environmental sustainability
- Climate change
- Health and safety
- Human rights
- Diversity
- Indigenous and heritage engagement
- Community relations
- Corporate Governance

In addition, the Committee will assist the Board in fulfilling its corporate governance responsibilities with respect to:

- a. The Company's Sustainability Policy and its progress against stated sustainability commitments;
- b. The Company's external Sustainability Reporting;
- c. Sustainability risks and opportunities identified and managed through the Company's risk management system, and the evaluation of those risks;

- d. Periodically reviewing the appropriateness of the terms of the Company's policies relating to sustainability matters listed above, having regard to changing circumstances;
- e. The Company's climate change strategy and associated risks and opportunities and progress against any targets; and
- f. Ethical business practices including but not limited human rights and modern slavery.

4. MEETINGS

- a. The Committee will meet as required but at least three times a year.
- b. A quorum shall consist of two members of the Committee. In the absence of the Chair of the Committee or appointed delegate, the members shall elect one of their members as Chair of that meeting.
- c. Meetings of the Committee will be preferentially face to face but may be held using any means of audio or audio-visual communication.
- d. All other BCI Directors are welcome to attend formal meetings of the Committee.
- e. The Committee may allow additional attendees, other than the Committee members, to attend the Committee meetings, including:
 - other members of the BCI executive team; and
 - external subject matter experts.

5. SECRETARY

- a. The Company Secretary or an alternate nominee shall be the secretary of the Committee (**Secretary**) and shall attend meetings of the Committee as required.
- b. The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members, the Project Director and to any of the other Committee meeting attendees as requested.
- c. The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.
- d. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

6. ACCESS TO ADVICE

Members of the Committee may consult independent experts or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chair of the Committee. Any costs incurred as a result of the Committee consulting an independent expert require pre-approval by the Managing Director and will be borne by the Company.

7. REPORTING TO THE BOARD

- a. The Committee has no authority other than the functions delegated to it and is to report its findings and recommendations directly to the Board.

- b. The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting.

8. REVIEW OF CHARTER

- a. The Board will conduct an annual review of the Committee’s operations to ensure that the Committee has carried out its functions in an effective manner and with due and proper skill.
- b. The Board will update this charter as required or as a result of any applicable new laws or regulations.

DOCUMENT CONTROL

Version	Date	Description	Author	Approver
0	27/05/2021	Charter	A Vorster	Board