

# Risk & Sustainability Committee Charter

## ROLE OF COMMITTEE

This Charter sets out the role, responsibilities, structure and processes of the Risk and Sustainability Committee (the 'Committee') of Genesis Minerals Limited (the 'Company').

The primary function of the Risk and Sustainability Committee is to assist the Board of Directors to fulfill its corporate governance responsibilities in respect of the sustainability of the Company, its risk management systems relating to non-finance activities, environmental and community commitments, ethical standards, codes of conduct, and compliance protocols.

## COMPOSITION

The Board will make suitable appointments to the Risk & Sustainability Committee as it deems appropriate, taking into account expertise, skill and experience, comprising:

- ▶ At least three (3) independent non-executive directors, from whom the Chair will be appointed and who is not the Chair of the Board; and
- ▶ Appropriate Executives in an ex-officio capacity as required.

Additional persons may be appointed to the Committee as the Board deems necessary for it to fulfil its Charter. The Committee may invite attendance from any staff of the Company or seek advice from external consultants or specialists to assist in its duties.

## ROLES & RESPONSIBILITIES

The Committee will make every reasonable effort to comprehensively understand the Company's business and operations, assessing whether operational risks and sustainability concerns, including any resulting financial consequences, have been properly identified, addressed, or have suitable mitigation plans in place.

The Committee will ensure that appropriate management practices and assurance methods are applied to inform the Board regarding the adequacy and effectiveness of the specific requirements outlined in this Charter. This encompasses, among other things, confirming that material risks are escalated for authorisation as needed.

The Committee will regularly review and assess a sample of Significant Potential Incident and Significant Incident investigations and corrective actions, ensuring their quality and investigative integrity.

In assisting the Board to manage risk and operate in a sustainable manner, the Committee will:

- ▶ Review and make recommendations on the Company's risk profile and appetite for risk with reference to Stakeholder value;
- ▶ Ensure the Company's risk-related policies, management systems and framework are up-to-date, effective, suitable and comply with applicable Health, Safety, ESG objectives, legislation; and ASX Listing Rules;
- ▶ Review material risk controls to ensure they have been designed and implemented to appropriately manage identified risks;
- ▶ Monitor action taken in the areas of identified material risk;
- ▶ Escalate material risks to the Board as appropriate;

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- ▶ Visit the Company's operations periodically to assess ESG performance and ensure risk management processes are effectively upheld;
  - ▶ Ensure the Company's sustainability-related policies and management systems, including but not limited to health and safety, human rights, community engagement, environmental practices, and climate change initiatives, are up- to-date, effective, and appropriate;
  - ▶ Review and recommend the sustainability standards to which the Company will align with or commit to;
  - ▶ Review and recommend the Company's annual Sustainability Report, as well as other significant public statements or emerging issues as they relate to sustainability;
  - ▶ Establish and monitor the Company's performance against sustainability targets, objectives and measures;
  - ▶ Address stakeholder expectations by focusing on long-term strategic objectives and emerging industry trends related to sustainability; and
  - ▶ Review and monitor the Company's operations to ensure the Company operates in a responsible and well-considered manner, to maximise return to shareholders while responsibly and sensibly managing the economic, social and environmental risks inherent in the Company's operations.

Further, the Committee will monitor, assess and report to the Board on the effective discharge of the Company's responsibilities and regulatory compliance specifically in relation to:

- ▶ Safety, wellbeing and risk;
- ▶ Environment;
- ▶ Community and Indigenous engagement;
- ▶ Economic contribution; and
- ▶ Governance.

The Committee may also consider any necessary areas of new and emerging sources of risks as may be delegated to it by the Board.

## **MEETINGS**

The Committee shall meet at least twice yearly, inclusive of at least one (1) site visit to the Company's operations. Two members are required to form a quorum (comprising at least one Director).

Committee meetings are to be minuted, draft minutes circulated to Members of the Committee, and approved minutes signed and dated. All Committee minutes are to be kept by the Company Secretary.

Executive management and technical personnel are to attend Committee meetings, or part thereof, as requested by the Chair of the Committee to provide required reports and presentations to the Committee.

## **REPORTING**

The Chair of the Committee shall report the findings and recommendations of each Committee meeting at the next Board meeting. The minutes of all Committee meetings shall be circulated to members of the Board.

All findings and recommendations of the Committee are to be referred to the Board for review, endorsement or approval.

## **AUTHORITY**

In carrying out its responsibilities, the Committee has full authority to investigate all matters that fall within the terms of reference of this Charter. Accordingly, the Committee may:

- ▶ Obtain independent professional advice in the satisfaction of its duties at the cost of the Company; and

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- ▶ Have such direct access to the resources of the Company, as it may reasonably require, including any officer or employee of the Company.

The Committee acts primarily as an advisory body to the Board and may make recommendations to the Board. The Committee does not, as of itself, have the power or authority of the Board in dealing with the matters on which it advises except where certain powers are specifically set out in this Charter or are otherwise delegated by the Board.

## **REVIEW**

The Committee shall review this Charter at least annually and if appropriate, recommend changes to the Board. The Committee shall also perform any other activities consistent with this Charter that the Committee or Board deem appropriate. If you are in any doubt regarding this Charter, you should contact the Company Secretary at:

Genesis Minerals Limited, PO Box Z5024, St Georges Tce, Perth WA 6831

Phone: +61 8 6323 9050

Email: [companysecretary@genesisminerals.com.au](mailto:companysecretary@genesisminerals.com.au), Attention: The Company Secretary

## **Risk and Sustainability Committee Charter**

Review Date	October 2025
Next Review	October 2026
Owner	General Manager HSE & Sustainability
Approver	Board of Directors