

ENVIRONMENT, SOCIAL & GOVERNANCE COMMITTEE CHARTER

Renascor Resources Limited

ABN 90 135 531 341

Adopted by the Board: 20 September 2024



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1. Purpose

- 1.1. The Environment, Social & Governance Committee (“Committee”) is a standing Board Committee appointed by, and accountable to, the Board of Renascor Resources Limited (the “Board”).
- 1.2. The principal purpose of the Committee is to assist the Board in developing and implementing the Company’s Sustainability Policy and overseeing, monitoring, and reviewing the Company’s practices in relation to:
 - sound business ethics and fair and ethical dealings with stakeholders;
 - long term environmental social & sustainability strategic goals;
 - the impact of climate change and climate change risks;
 - acknowledging traditional owners and indigenous heritage;
 - valuing workforce culture and diversity;
 - minimisation and management of environmental risks and impacts; and
 - demonstrating community and social responsibility.
- 1.3. The Committee will oversee selected Environment, Social & Governance activities so that the ESG Committee comprises individuals who are best able to discharge the responsibilities of having regard to the law and excellence in governance standards.
- 1.4. The Committee will primarily fulfil these responsibilities by carrying out the activities detailed in Appendix 1. For the purposes of this document “the Company” refers to all entities and operations controlled by Renascor Resources Limited.

2. Composition

- 2.1. The Committee shall be appointed by the Board and shall:
 - Comprise at least three members, one of whom shall act as Chair; and
 - Have between its members sufficient contemporary expertise and understanding of ESG related matters to be able to discharge the Committee’s responsibilities.

3. Authority

- 3.1. The Committee acts 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.
- 3.2. The Committee is authorised by the Board to review and consider any activity within its charter and any additional matters as requested by the Board and may obtain independent professional advice, including from the external auditor or, in satisfaction of its duties at the Company’s cost.

- 3.3. The Committee's Chair shall have unfettered access to personnel, records and the senior management of the Company, as appropriate, and have direct access to the Company's resources as reasonably required to carry out the Committee's duties.

4. Meetings

- 4.1. The Committee shall meet at least twice a year or more frequently as required.
- 4.2. The Committee may consider matters and reach agreement via a circulating written resolution if it is signed by all members.
- 4.3. A quorum for a Committee meeting is two (2) members.
- 4.4. The Company Secretary shall act as Secretary to the Committee and distribute meeting papers prior to each meeting.
- 4.5. A standing invitation to attend meetings shall be extended to other directors and the CEO/MD (unless conflicted), subject to the Chair's discretion to determine otherwise. The proceedings and meetings of the Committee will be governed by the Constitution of the Company for regulating the meetings and proceedings of the Board in so far as they are applicable and are not inconsistent with this Charter.

5. Reporting

- 5.1. The Committee Chair shall report on the key matters discussed at each meeting at the next regular Board Meeting.
- 5.2. Minutes shall be circulated to all Committee members following the meeting and a copy shall be included in the Board's meeting pack for noting at its next regular meeting.

6. Other Matters

- 6.1. The Committee shall review its Charter at least once every two years and, if appropriate, recommend changes to the Board.
- 6.2. To ensure that the Committee is fulfilling its duties, it will undertake a self-assessment of its performance against the requirements of its Charter and provide that information to the Board at least once every two (2) years.

7. Appendix 1 - Specific Responsibilities of the ESG Committee

7.1. The function of the Committee is to review and make recommendations to the Board on:

7.1.1. economically, environmentally, and socially responsible business practices that align with the Company's core values that the Company's stakeholders expect the Company, including:

- Striving to continuously improve our environmental performance;
- Educating our employees and contractors about environmental matters and our associated responsibilities to ensure they have the appropriate degree of awareness, environmental skills and training;
- Seeking to preserve the environmental and community values associated with the land on which we operate;
- Seeking to ensure that our activities wherever possible prevent, minimise, mitigate and remediate any harmful effects of our operations on the environment;
- Striving to prevent pollution to air, land and water including noise as far as reasonably practicable;
- Protecting and ensuring a positive contribution to the conservation of biodiversity due to our operations and activities;
- Using of sound scientific principles in decisions making relating to protection of the environment and mitigation of impacts relating to our activities;
- Maintaining open and transparent reporting on environmental performance to our stakeholders
- Working with our stakeholders to further understand direct and indirect environmental impacts of our operations to identify sustainable outcomes; and
- Complying with applicable environmental laws, regulations, and mandatory standards.

7.1.2. providing a fair and rewarding workplace for the Company's personnel;

7.1.3. the integrity of the Company's sustainability reporting;

7.1.4. compliance with the Company's Diversity Policy, Environmental Policy, and relevant legal and regulatory requirements;

7.1.5. reviewing the effectiveness of the Company's policies and programs in achieving the Company's core values against best practice standards;

7.1.6. any recommendations from management in relation to industry trends and standards in the context of environmental, social and sustainability risks; and

7.1.7. such other functions as assigned by the Board.