

SUSTAINABILITY COMMITTEE CHARTER

Revised and approved by the Board 12 October 2018



Role

The role of the Sustainability Committee (Committee) is to assist and advise the Board of Sandfire Resources NL (the Board) on the matters set out in this Charter.

The Committee will have oversight of:

- issues, as they relate to sustainability, that may have strategic, business and reputational implications for the Company
- the Company's health, safety, environment, community (HSEC) policies and management systems
- the Company's systems for compliance with relevant HSEC related legal and regulatory requirements
- the Company's Sustainability Policy
- the Company's Diversity and Inclusion Policy
- the Company's external Sustainability reporting
- the Company's performance in relation to HSEC and diversity and inclusion.

Responsibilities of the Sustainability Committee

The Committee shall:

- ensure the Company's policies and practices that relate to HSEC and diversity and inclusion are reviewed on an annual basis to ensure they are current, effective and appropriate
- ensure appropriate performance measures and targets to monitor compliance with the Company's HSEC and diversity and inclusion policies and practices are established
- review and monitor the Company's performance against the established performance measures and targets to ensure this framework facilitates continuous improvement in HSEC and diversity and inclusion matters
- provide updates to the Board on the outcomes of its review, including any recommendations for changes to HSEC and diversity and inclusion strategies and the way in which they are implemented
- review the annual Sustainability Report, as well as other significant public statements as they relate to sustainability, and recommend to the Board for approval.

Composition and operations

Meetings

- The Committee will meet at least four times per year. The Committee may meet more often if the Committee members deem necessary in order to fulfil its role.

Membership

The Committee is appointed by the Board and shall consist of

- no fewer than three directors
- the majority of the Committee will be comprised of independent directors
- an independent director as Chair.

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Convening and notice of meeting

Any member may, and the Company Secretary must, upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee of every meeting of the Committee at the member's advised address for service of notice (or such other pre-notified interim address where relevant), but there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Access to resources and independent advisers

The Committee is to have access to adequate internal and external resources. The Committee may seek the advice of the Company's auditors, solicitors or other independent advisers (including external consultants and specialists) as to any matter pertaining to the powers or duties of the Committee, as the Committee may require.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and approved by the Committee Chair. All minutes of the Committee must be maintained and be available at all times for inspection by any Director.

Reporting

The Committee Chair will provide periodic reports to the Board, or as requested by the Board as to any material matters arising out of the Committee meeting. The report will:

- provide the Board with insight into the key issues discussed by, and the decisions of, the Committee
- facilitate Board awareness
- assist in the periodic review of the Committee's performance.

The report to the Board will include recommendations on any specific decisions or actions the Board should consider as required.

The Committee Chair will advise the Board and the Audit and Risk Committee on whether the Company has material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

All Directors will be permitted, within the Board meeting, to request information of the Committee Chair or members of the Committee.

Review

The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.