

1. ROLE OF THE COMMITTEE

- 1.1 The role of the Health, Safety, Environment and Community Committee (**Committee**) is to assist the Board of Directors (**Board**) in the effective discharge of its responsibilities in relation to health, safety, environmental and community related matters arising out of the activities and operations of Bannerman Resources Limited and its related companies (together, the **Company**)..
- 1.2 The Committee has authority from the Board to review and investigate any matter within the scope of its charter and make recommendations to the Board in relation to the outcomes. The Committee has no delegated authority from the Board to determine the outcomes of its reviews and investigations and the Board retains its authority over such matters.
- 1.3 The Committee has unrestricted access to employees and records and is authorised to take advice from external parties as appropriate at Bannerman's expense.

2. DUTIES

- 2.1 In meeting its purpose set out in paragraph 1.1 of this charter, the Committee has the following duties:
 - (a) Promote throughout the Bannerman Group a strong culture which values health, safety, environment and the community
 - (b) Promoting throughout the Company a strong culture which values health, safety, environment and the community,
 - (c) Recommending to the Board an HSEC Policy, clearly setting out the commitments of the Company to manage HSEC related matters effectively,
 - (d) Reviewing and recommending targets for HSEC performance and assessing progress by the Company towards those targets,
 - (e) Reviewing audits and reports in relation to HSEC systems, processes and resourcing throughout the Company,
 - (f) Reviewing investigations of major HSEC incidents within the Company,
 - (g) Review HSEC compliance, including compliance standards, and provide appropriate recommendations for change to the Board,
 - (h) Considering developments in relevant HSEC legislation and regulations and provide appropriate recommendations for change to the Board, and

- (i) Investigating and reporting on specific HSEC matters as and when requested by the Board.

3. MEMBERSHIP

- 3.1 The Committee shall consist of at least two (2) independent and the Chief Executive Officer. Following the appointment of a third independent director to the Committee, the CEO shall no longer be a member of the Committee.
- 3.2 The Company Secretary or their nominee will act as the secretary to the Committee.

4. COMMITTEE AGENDA AND PAPERS

- 4.1 An agenda will be prepared for each meeting and distributed in advance of the meeting. Minutes of meeting will be prepared and will be circulated to all Directors after the meeting.

5. MEETINGS

- 5.1 The Committee must meet as often as required and at least four times each year.
- 5.2 Meetings will be called by the Company Secretary at the direction of the Board or at the request of the Committee Chairman.
- 5.3 Members of the Board may attend meetings of the Committee.
- 5.4 The Company Secretary will keep minutes of proceedings and resolutions of the Committee together with copies of supporting papers. These records will be available to any Board member upon request.
- 5.5 A quorum will comprise two members of the Committee. In the absence of the Committee Chairman, Committee members will elect a Committee member to act Chairman for that meeting.
- 5.6 Each member of the Committee will have one vote and questions will be decided by a majority of votes. In the case of an equality of votes, the Chairman of the Committee will have a second or casting vote, provided more than 2 of the members present are entitled to vote.

6. PROFESSIONAL ADVICE

- 6.1 The Committee may have access where necessary to professional advice from external advisers, and may meet with external advisers without management being present.

7. REPORTING

- 7.1 The Committee Chairman will:
 - (a) Report to the Board on the proceedings of each Committee meeting (to the next Board meeting); and
 - (b) Attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and areas of responsibility.

8. ASSESSMENT

- 8.1 At least once each year the Committee and the Board will review the performance of the Committee.
- 8.2 At least once each year the Committee will review this Charter to ensure its relevance.