



Environmental, Social & Governance Committee Charter

ioneer Ltd (ACN 098 564 606) (**Company**)

Adopted by the Board 24 February 2022

1 Purpose

The purpose of this Environmental, Social and Governance (ESG) Committee Charter is to assist the Board to monitor material issues, risks and performance of the Company in respect of health, safety, security, environment, climate change and community.

The Committee will consider and recommend to the Board any changes to the Company's policies in relation to health, safety and security, environment, climate change and community, which are necessary or desirable in light of changes in laws and regulations, community expectations, industry benchmarks or other circumstances.

The Committee is a committee of the Board established in accordance with the Company's constitution. It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time.

2 Role & Responsibilities

2.1 The Committee's role

The role of the Committee is to oversee the strategies and processes adopted by management in relation to health, safety and security, environment, climate change and community, and to review whether the Company's performance is in accordance with the Board's policies and expectations.

2.2 The Committee's responsibilities

The Committee is responsible for:

- (a) Sustainability strategy and the implementation of annual work plans;
- (b) Sustainability performance of the Company in respect of its employees and contractors against the company's targets and industry bench-marking;
- (c) the Company's policies, procedures, practices and systems in respect of sustainability including training and competency and internal and external audit reports;
- (d) the sustainability risk profile and the effectiveness of risk controls against the Company's risk appetite statement and board expectations;
- (e) compliance with applicable sustainability related laws and regulations and other external commitments, made on behalf of the Company;
- (f) external emerging trends and issues relevant to the Company's operations in relation to sustainability;
- (g) material incidents, system failures or issues in the Company's operations or in relation to the operations of other industry participants; and
- (h) material human rights incidents, system failures or issues as they pertain to community, responsible supply chain, security or labour rights in the Company's operations or in relation to the operations of other industry participants.

3 Membership

3.1 Composition and size

The Committee will consist of:

- (i) at least three (3) members;
- (j) a majority of independent directors; and
- (k) a Chairperson, who is an independent director and not a Chairperson of the Board.

The Company will disclose the relevant qualifications and experience of the members of the Committee.

The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution.

3.2 Chairperson

The Chairperson of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect one of their number as a Chairperson for the meeting.

3.3 Secretary

The Company Secretary is the Secretary of the Committee.

4 Committee meetings and processes

4.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.

Committee members may attend meetings in person, by telephone or by electronic means.

At the end of each reporting period, the Board will disclose the number of times the Committee met throughout that reporting period and the individual attendance of each Committee member at those meetings.

4.2 Frequency and calling of meetings

The Committee will meet as frequently as required to undertake its role effectively, but at least monthly. The Chairperson may call a meeting of the Committee at any time with 24 hours' notice.

4.3 Quorum

Two members constitute a quorum for meetings of the Committee.

4.4 Attendance by management and advisors

Non-member directors may attend Committee meetings at their discretion. The Committee chairperson may also invite other senior managers and external advisors to attend meetings of the Committee. The Committee may request management and/or others to provide such input and advice as is required.

4.5 Notice, agenda and material

The Chairperson of the Committee determines the meeting agenda after appropriate consultation.

The Secretary will distribute the notice of meeting, the agenda of items to be discussed and related material to all Committee members and other attendees not less than one (1) business day before each proposed meeting of the Committee.

4.6 Access to information and advisors

The Committee has the authority to:

- (a) require management or others to attend meetings and to provide any information or advice that the Committee requires;
- (b) access the Company's documents and records;
- (c) obtain advice and input from consultants or independent experts and advisors, without seeking approval of the Board or management (where the committee considers that necessary or appropriate); and

Relevant information will be distributed to Committee members as it becomes available.

4.7 Minutes

The Secretary will keep minute books to record the proceedings and resolutions of its meetings.

The Chairperson of the Committee, or their delegate, will report to the Board after each Committee meeting any activities or recommendations as deemed appropriate. The report may be oral or in writing.

5 Committee's performance evaluation

The Committee will review and evaluate its performance at least annually.

The performance evaluation will have regard to the extent to which the Company has met its responsibilities in terms of this charter.

6 Review and publication of charter

The Board will review this charter from time to time to assess whether it remains relevant to the current needs of the Company. The charter may be amended by resolution of the Board.

The charter is available on the Company's website and the key features are published in the annual report.