Sustainability Committee Charter

Aeris Resources

1 Overview

1.1 Role of the Committee

The role of the Sustainability Committee (**Committee**) is to assist the Board of Directors of Aeris Resources Limited (**Board**) (**Aeris**) to fulfill its oversight and monitoring responsibilities in relation to health, safety, environment, climate, stakeholders (including community and traditional owners), human rights and governance matters (collectively referred to in this Charter as "**sustainability matters**".

1.2 Relationship with the Board

There is no delegated decision-making authority to the Committee from the Board. The role of the Committee is to make recommendations and report.

1.3 Relationship with the Audit and Risk Committee

The Board's Audit and Risk Committee (ARC) has responsibility for the verification of all metrics [published by Aeris] relating to sustainability matters and reporting to the Board on verification processes.

The Committee and ARC will meet together at least annually to ensure the effective discharge of their respective responsibilities regarding oversight of material risks relating to sustainability matters and verification of metrics relating to sustainability matters.

1.4 Rights of Access to Information

Aeris will provide the Committee with resources and information, including access to management, to enable the Committee to undertake its duties. The Committee can obtain independent advice and institute investigations, at Aeris' cost, as it considers necessary or appropriate to fulfill its duties provided it has received the approval of Chair of the Board.

The Committee has the authority to seek any information it requires from any officer, employee or contractor of Aeris and such individuals must respond to the Committee's request.

2 Committee Procedures

2.1 Membership

The Committee will comprise at least 3 Non-Executive Directors appointed by the Board.

The majority of the Committee must be independent Non-Executive Directors.

The Company Secretary will be the Secretary of the Committee.

The Board will appoint the Chair of the Committee, who must not be the Chair of the Board.

All Directors of Aeris have a standing invitation to attend Committee Meetings and will be given access to the Committee papers at the same time as they are distributed to Committee Members.

All members of the Executive Team have a standing invitation to attend Committee meetings and to access Committee papers. All member of the Executive Team is expected to attend

The Committee Chair may invite members of Aeris management to attend meetings as appropriate.

2.2 Meetings

A quorum of the Committee meeting is two committee members, one of who must be an independent Non-Executive Director.

All matters will be decided by a majority of votes of members present. If the vote is evenly divided, then no decision can be made, and the matter will be referred to the Board.

The Committee will meet as often as the Members deem necessary to fulfil the role but not less than twice per year.

Any Committee member may, and the Committee Secretary will upon request from any Committee member, convene a meeting of the Committee.

2.3 Reporting

The Company Secretary will prepare draft minutes of Committee Meetings.

The draft minutes will be circulated as soon as practical to all Committee Members and the final approved minutes must be included in the papers for the next Board meeting.

The Committee Chair must provide a report to the Board on any material issues arising out of Committee meetings.

3 Responsibilities

The sustainability matters which have been delegated to the Committee by the Board include:

a. Monitoring and making recommendations to the Board in respect of Aeris' strategy in relation to sustainability matters and implementation of the strategy.

b. Overseeing Aeris' response to mandatory disclosures under AASB S2 and to voluntary sustainability disclosures.

c. Overseeing the adoption of appropriate metrics, collation of data and data analysis relating to mandatory financial disclosures relating to sustainability matters.

d. Reviewing and providing feedback to management on Aeris material public reporting in relation to sustainability matters [including Aeris' annual sustainability report and annual modern slavery statement].

e. Overseeing and monitoring Aeris' systems for managing compliance with regulatory requirements and other obligations in relation to sustainability matters.

f. Overseeing and monitoring Aeris' performance against its commitments on sustainability matters.

g. Monitoring the adequacy of Aeris' controls for managing material risks relating to sustainability matters.

h. Monitoring Aeris' stakeholder engagement framework and engagement processes.

i. Monitoring current and emerging sustainability topics and approaches of Australian business.

j. Supporting the Board and Executive Team in understanding stakeholder expectations with respect to sustainability matters.

k. Overseeing and monitoring the application of the following Aeris policies:

- Corporate Code of Conduct
- Sustainability Policy
- Workplace Policy of Respect
- Health and Safety Policy
- Environmental Policy
- Community and Heritage Policy

3.1 Relevant Considerations

In execution of its responsibilities, the Committee will have regard to any guidance in relation to sustainability matters published by the ASX, the ASX Corporate Governance Council or the Australian Securities and Investment Committee.

4 Committee Performance and Charter Review

The Committee will review its performance against the requirements of the Charter at least annually and report to the Board on the results of the performance review.

This Charter will be reviewed annually by the Committee to assess its relevance and effectiveness. Any changes to the Charter must be approved by the Board.

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