

Charter

# Sustainability Committee

25 February 2026

The 29Metals Limited ('**29Metals**' or the '**Company**') Board of Directors (the '**Board**') has established the Sustainability Committee (the '**Committee**') to assist the Board to discharge its responsibilities in relation to the Group's<sup>1</sup> performance and management of risks in relation to:

- health and well-being;
- safety;
- environment, including climate change and the management of tailings;
- community and social engagement; and
- human rights and security.

Collectively, 29Metals refers to the matters listed above as our **Sustainability Dimensions**.

There will be an overlap, from time to time, between the Committee's responsibilities and those of the other Board standing committees. The Committees will work together to ensure the discharge of their respective responsibilities.

This Charter sets out the role and responsibilities of the Committee, the composition of the Committee, and the rules and processes that the Committee will apply in the discharge of its responsibilities to the Board.

Document Control

Document Owner	Company Secretary
Review Committee	Sustainability Committee
Approval Authority	Board of Directors

<sup>1</sup> In this Charter, a reference to the '**Group**' is a reference to the Company and each of its subsidiaries, unless the context requires otherwise.

## 1. Role of the Committee

The role of the Committee is to provide advice and recommendations to the Board in relation to the matters delegated to the Committee by the Board. The matters that have been delegated to the Committee by the Board include:

### Oversight

- Oversee and monitor the Group policies, systems and processes in relation to the Sustainability Dimensions, including in relation to compliance with regulatory and other legal obligations;
- Review the application of the Group's policies for Sustainability Dimensions at each of the Group's assets, including the appropriateness of implementation strategies to address local requirements;
- The Group's 'at-risk' remuneration performance criteria and conditions in relation to the Sustainability Dimensions (as the case may be); and
- Oversee and monitor the Group's performance against its commitments in relation to Sustainability Dimensions.

### Risk management

- Oversee and monitor the Group's policies, systems and processes for the identification, management and mitigation of Sustainability Dimensions risks.

### Incidents

- Oversee management's approach to investigating and responding to incidents relating to Sustainability Dimensions matters, including learnings from near-miss and high potential events.

### Disclosure, reporting and assurance

- Review proposed disclosures and public reporting in relation to Sustainability Dimensions, including;
  - overseeing management systems and processes for collecting and verifying reported information;
  - review of the Company's modern slavery statement;
  - review of the Company's ESG Report; and
  - review of the Company's Sustainability Report.
- Providing advice and recommendations to the Audit, Governance & Risk Committee regarding the scope and adequacy of third-party assurance and technical support in relation to sustainability (including climate-related) disclosures in financial reporting.

### Climate change

- Oversee management's approach to identifying, evaluating and managing climate change-related risks and opportunities; and
- The Company's targets on climate change including reviewing and assessing performance against the Group's climate change targets and commitments (as applicable).

### Tailings management

- Oversee management's approach to responsible management of tailings and tailings storage facilities; and
- Oversee and monitor the tailings storage facility assurance processes, including tracking management action to address matters raised through such assurance processes.

## Community and social

- Oversee management's approach to responsible and respectful community relations, including engagement with local communities, First Nations and traditional owners, cultural heritage management, and social and economic development opportunities and performance.

## Other

- Such other matters as the Board may refer from time to time.

## 2. Composition of the Committee

The Committee will be comprised of three members, appointed by the Board, with an appropriate balance of skills, experience, expertise and knowledge of the Group's business relevant to the remit of the Committee.

The majority of the Committee members must be Independent Non-executive Directors.

The Company Secretary (or their delegate) will act as secretary to the Committee.

The Committee will have access to adequate internal and external resources, including obtaining advice from external advisors or consultants, as the Committee considers necessary or desirable to fulfil its role.

## Committee Chair

The Committee Chair will be appointed by the Board and must be an Independent<sup>2</sup> Non-executive Director.

## 3. Meetings of the Committee

### Convening meetings

The Committee will meet as frequently as it considers appropriate having regard to its role and responsibilities. Without limiting the foregoing, it is expected that the Committee will usually meet at least three times per year.

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

### Quorum and meeting attendees

A quorum for a meeting of the Committee is two Committee members, one of whom must be an Independent Non-executive Director.

It is expected that the Chief Executive Officer ('CEO') and the Chief Operating Officer, along with their respective direct reports with functional or management responsibility for Sustainability Dimensions (as appropriate), attend meetings of the Committee.

The Committee Chair will liaise with the CEO and/or the Committee Secretary regarding required attendees at meetings of the Committee.

All Directors have a standing invitation to attend meetings of the Committee.

### Reporting to the Board

The Committee Chair will report to the Board following each meeting of the Committee regarding the activities, advice and recommendations of the Committee.

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<sup>2</sup> The Board Charter sets out the guidelines applied by the Board for the purposes of assessing whether a director is 'independent'.

## 4. Committee papers and minutes

The Committee Secretary is responsible for distributing the papers for meetings to Committee members and attendees prior to the meeting. Copies of Committee papers are available to all Directors.

The minutes of meetings of the Committee will be made available to all Directors following confirmation of the minutes by the Committee.

## 5. Review of Performance

The Committee will review its performance, and the performance of each Committee member, on an annual basis. The results of this performance review will be incorporated in the Board's annual performance review process.<sup>3</sup>

## 6. Review of Charter

This Charter will be reviewed by the Committee, at least annually, to assess its relevance and effectiveness in the context of:

- its role; and
- the governance expectations of the Company's shareholders and other stakeholders, including applicable local requirements and expectations, in relation to Sustainability Dimensions matters,

and make recommendations to the Board regarding any proposed changes to this Charter.

Any changes to this Charter must be approved by the Board.

Material changes to this Charter will be promptly released to the ASX, and a copy of the updated Charter will be available via the Company's website at <https://www.29metals.com/about/corporate-governance>.

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<sup>3</sup> Refer to the Board Charter, a copy of which is available at: <https://www.29metals.com/about/corporate-governance>.