

# Sustainability Committee Charter

Approved by the Board with effect 31 October 2023

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## 1. General scope and authority

- (a) The Sustainability Committee (**Committee**) is a committee of the Board of Atlantic Tin Ltd (**Company**). The Sustainability Committee Charter (**Charter**) may be subject to review by the Board at any time.
  - (b) The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to:
    - (i) create stakeholder and shareholder value by understanding, managing, monitoring and reporting on sustainability and Environmental Social and Governance (ESG) risks and opportunities to ensure the long-term viability and growth of the Company;
    - (ii) define, oversee and review with senior management the Company's ESG strategy, goals and KPIs, climate risk management, health, safety, environmental affairs, sustainable development, human rights and social impact;
    - (iii) ensure communication throughout the Company's the importance of developing a culture of ESG risk management, environmental and community responsibility and an awareness of the importance of health and safety and the preservation of human rights;
    - (iv) recommend ESG linked KPIs to the Remuneration Committee (if and when applicable) as part of the annual remuneration review; and
    - (v) review and recommend to the Board for approval the Company's annual Sustainability Report or ESG Reporting (if and when applicable).
  - (c) The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.
  - (d) The Committee has the right to delegate all or a portion of its responsibilities to a subcommittee of the Committee.
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## 2. Constitution

As and when it is required a Committee will be established by resolution of the Board.

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## 3. Membership

- (a) The Committee shall be appointed by the Board from among the Directors of the Company and shall consist of not less than three members consisting of non-executive directors and at least one member of senior management.

- (b) Members will be appointed to the Committee for a term of three years or such shorter time as they remain in the office of Director or management. Members may serve consecutive terms on the Committee.
  - (c) The Board may by resolution appoint additional non-executive Directors to the Committee or remove and replace members of the Committee.
  - (d) Members of the Committee may withdraw their membership by providing written notice to the Board.
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#### **4. Chair**

The Committee shall appoint a Chair of the Committee. The Chair shall be an independent director who will not be the Chair of the Board.

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#### **5. Secretary**

- (a) The Company Secretary shall be the Secretary of the Committee.
  - (b) The Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board.
  - (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.
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#### **6. Quorum**

A quorum shall be two members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair.

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#### **7. Meeting frequency**

- (a) Committee meetings will be held not less than twice a year to enable the Committee to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Committee.
- (c) Directors who are not members of the Committee are entitled to attend all meetings of the Committee.
- (d) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) Decisions will be based on a majority of votes with the Chair having the casting vote.
- (f) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.
- (g) The Board will disclose in the Company's Annual Report the number of times the Committee met throughout the relevant reporting period and the individual attendances

of the members of the Committee (or any sub-committee) at the meetings held throughout the period.

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## **8. Authority**

- (a) The Committee is authorised by the Board to investigate any activity within its Charter. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
  - (b) The Committee is required to make recommendations to the Board on all matters within the Charter.
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## **9. Access**

- (a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests. Such access shall be provided on a timely basis.
  - (b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.
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## **10. Reporting procedures**

The Secretary shall circulate the minutes of the meetings of the Sustainability Committee to all members of the Committee for comment and change before being signed by the Chair of the Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Committee meeting along with any recommendations of the Committee.

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## **11. Duties and responsibilities**

In order to fulfil its responsibilities to the Board, the Committee shall;

- (a) review and assess the design, implementation and effectiveness of the Company's Sustainability policies, procedures and systems in identifying and managing material sustainability risks and complying with relevant legal and regulatory requirements;
- (b) make recommendations to management and the Board with respect to actions arising from its review and monitoring activities;
- (c) review the methods of communicating the Company's sustainability performance, policies and procedures with respect to sustainability throughout the organization and externally;
- (d) provide oversight and make recommendations to the Board in relation to the approval and integrity of disclosures regarding Sustainability matters;
- (e) review Sustainability related strategies and projects proposed by management and provide recommendations to improve the Company's Sustainability performance; and
- (f) review and recommend to the Board for approval, Sustainability related targets.

- (g) Other

The Committee shall perform other duties and activities that it or the Board considers appropriate.

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## **12. Approvals**

The Committee must approve the following prior to implementation:

- (a) ESG linked remuneration KPI's; and
- (b) Annual Sustainability Report or ESG Reporting (as applicable).