

MALABAR RESOURCES LIMITED

HEALTH, SAFETY, ENVIRONMENT & COMMUNITY COMMITTEE CHARTER

1. *Purpose*

- 1.1. The Health, Safety, Environment & Community Committee Charter (the Charter) sets out the role, responsibilities, composition, authority and membership requirements of Health, Safety, Environment & Community Committee (Committee) of the Company.

2. *Health, Safety, Environment & Community (HSEC) Committee*

- 2.1. The Committee is a committee of Malabar's Board (**Board**). The primary function of the Committee is to assist the Board in enabling Malabar to operate its businesses safely, responsibly, and sustainably. The Committee will oversee and monitor the promotion, establishment, and integration across Malabar of the principles of supporting operations, health, safety and the environment (HSEC) as foundations of good management and good business.
- 2.2. The Committee will have oversight on and review of:
 - 2.2.1. Malabar's actions to meet its duty to ensure the protection of people and the environment;
 - 2.2.2. initiatives to enhance Malabar's sustainable business practices and reputation as a responsible corporate citizen;
 - 2.2.3. integration of OHSE in the formulation of Malabar's corporate strategy, risk management framework, and people and culture priorities; and
 - 2.2.4. Malabar's compliance with all relevant legal obligations on the matters within the Committee's responsibilities.

3. *Composition of the Committee*

- 3.1. The Committee should be, so far as is practicable given the size of the Company, comprised of the following:
 - 3.1.1. a minimum of two directors; and
 - 3.1.2. other persons appointed from time to time by the Board.
 - 3.1.3. A majority of the HSEC Committee is to have related industry and risk management experience.
 - 3.2. **Chairperson:** the chairperson of the Committee is appointed by the Board.
 - 3.3. **Secretary:** the chairperson shall appoint a secretary to record minutes of meetings.
 - 3.4. If a member of the Committee retires, is removed, or resigns from the Board, that member ceases to be a member of the Committee. The Board will appoint the successor.
 - 3.5. Membership of the Committee will be disclosed in the Annual Report.
-

4. Meetings

- 4.1. The Committee will meet at least four times a year, with additional meetings scheduled on an as needs basis.
- 4.2. Any Committee member or the secretary may call a meeting of the Committee. A notice of each meeting confirming the date, time, venue and agenda will be forwarded to each member of the Committee at least three days prior to the date of the meeting by the secretary.
- 4.3. The notice for members will include relevant supporting papers for the agenda items to be discussed.
- 4.4. The Committee may have access to employees of Malabar and appropriate external advisers. The Committee may meet with these external advisers without management being present.
- 4.5. The chairman of the Committee, or delegate, will report to the Board.
- 4.6. Minutes of proceedings and resolutions of Committee meetings will be kept by the secretary.
- 4.7. A quorum will comprise any two members. In the absence of the Committee chairman or appointed delegate, the members will elect one of their number as chairman for that meeting.
- 4.8. Each member will have one vote and the chairman of the Committee will not have a second or casting vote.

5. Duties and Responsibilities

The HSEC is a Committee of the Board. The Committee's primary function is to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the Company by:

- 5.1. ensuring the development of an appropriate risk management policy framework that will provide guidance to senior Management in implementing appropriate risk management practices throughout the Company's operations, practices and systems;
- 5.2. defining and periodically reviewing risk management as it applies to the Company and clearly identify all stakeholders;
- 5.3. ensuring the Committee clearly communicates the Company's risk management philosophy, policies and strategies to Directors, senior Management, employees, contractors and appropriate stakeholders;
- 5.4. ensuring that Directors and senior Management deal with environmental and operational risks and health & safety problems expeditiously or to bring such problems to the attention of appropriate senior management personnel and/or the Board;
- 5.5. receiving and reviewing policies, reports and other materials on OHSE matters for Board consideration;
- 5.6. overseeing Malabar's compliance with relevant HSEC laws and policies;
- 5.7. reviewing methods of identifying broad areas of risk and setting parameters or guidelines for business risk reviews; and

- 5.8. devising a means of analysing the effectiveness of risk management and internal compliance and control system and of the effectiveness of their implementation.

6. Powers of the Committee

- 6.1. The Committee has an advisory role, consistent with its purpose of assisting the Board in relation to the matters with which it is charged with responsibility and does not have any power to commit the Board to any recommendation or decision made by it except where it has express delegated authority from the Board.

7. Reporting

- 7.1. The Committee will prepare draft reports for Board consideration as required by law or as requested by the Board on the matters within its responsibility.
- 7.2. The Committee chairperson or the chairperson's nominee shall attend Board meetings and the annual general meeting prepared to respond to any director's or shareholder's questions (as applicable) on the Committee's activities.

8. Standing Rules

- 8.1. The Standing Rules for Committees apply to, and are deemed to be incorporated into this Charter, save where the Standing Rules conflict with any of the terms of this Charter.