

Bathurst Resources Limited Health, Safety, Environment and Community Committee Charter

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1.0 Introduction

1. This is the Health, Safety, Environment and Community charter for Bathurst Resources (New Zealand) Limited (**Bathurst**). The charter governs the procedures of the Health, Safety, Environment and Community Committee (**Committee**).

2.0 Health, Safety, Environment and Community Committee

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

3.0 Composition

4. The Committee will consist of at least two board of directors, including the chief executive officer.
5. The committee may invite any executive management team members or other individuals to attend meetings of the Committee. Any director who is not a member of the Committee may attend (but not vote at) a meeting of the Committee.
6. **Chairman:** the chairman of the Committee is appointed by the Board and will not be the chief executive officer.

4.0 Appointment

7. The Board will appoint individuals from the Board to the Committee.

5.0 Removal or Resignation

8. 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.

6.0 Sub-Committee

9. The Committee may delegate any specific task to one of its members or to a sub-committee consisting of two or more of its members. The procedural provisions in this charter applying to the Committee apply in relation to any sub-committee of the Committee.

7.0 Meeting

7.1 Frequency

10. The Committee will meet at least four times a year, with additional meetings scheduled on an as need basis.

7.2 Calling Meetings and Notice

11. Any Committee member or the secretary may call a meeting of the Committee. A notice of each meeting confirming that date, time, venue and agenda will be forwarded to each member of the committee at least five days prior to the date of the meeting by the secretary. The notice for members will include relevant supporting papers for the agenda items to be discussed.

7.3 Advice

12. The Committee may have access to employees of Bathurst and from appropriate external advisers. The Committee may meet with these external advisers without management being present.

7.4 Report to the Board

13. The chairman of the Committee, or delegate, will report to the Board.

7.5 Minutes

14. Minutes of proceedings, action items, and resolutions of Committee meetings will be kept by the secretary and included in the Board pack of the next Board meeting.

7.6 Quorum and Voting

15. A quorum will comprise two members.
16. Each member will have one vote, and the chairman of the Committee will not have a second or casting vote.

8.0 Duties and Responsibilities

17. The Committee is responsible for:
 - a) providing ongoing advice and recommendations to the Board on HSEC matters;
 - b) monitoring Bathurst's performance on HSEC matters;
 - c) acting as an interface between the Board and management on HSEC matters;
 - d) reviewing policies, reports and other materials on HSEC matters for Board consideration;
 - e) overseeing Bathurst's compliance with relevant HSEC laws and Bathurst's Health and Safety Policy, and Bathurst's Environment Policy;
 - f) reviewing and monitoring the adequacy and effectiveness of Bathurst's HSEC management systems to implement Bathurst's policies, including the adequacy of processes for identifying, assessing and seeking to avoid or minimise HSEC risks, and for assuring the sustainability of Bathurst's business;
 - g) monitoring HSEC performance with a view to providing HSEC outcomes acceptable to workers, the community, customers and investors;
 - h) Reviewing HSEC risks and issues, and action plans put in place to seek to minimise current risks and prevent incidents;
 - i) Reviewing Bathurst's HSEC initiatives and programs, and their success;
 - j) Considering reports submitted by management on HSEC performance and issues.

9.0 Reporting

18. The Committee will prepare draft reports for Board consideration as required by law or listing rules or as requested by the Board on the matters within its responsibility, including regular reports to scheduled Board meetings, relevant sections of the annual report and other shareholder documents.
19. The Committee chairman or the chairman'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.

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