



**LEO LITHIUM LIMITED**  
**ACN 638 065 068**

**SUSTAINABILITY COMMITTEE CHARTER**

<b>DATE</b>	<b>ACTION</b>	<b>CHANGE</b>	<b>REVISION</b>
18.10.2023	Adoption of Charter	N/A	

## **1 INTRODUCTION**

The Board of Directors (the **Board**) of Leo Lithium Limited (**Leo Lithium** or the **Company**) has resolved to establish a Sustainability Committee of the Board (the **Committee**).

---

## **2 PURPOSE**

The Board has approved this Charter, which prescribes the roles and responsibilities, composition, structure and membership requirements for the Committee.

---

## **3 ROLE**

The role of the Committee is to assist the Board in fulfilling its corporate governance responsibilities and obligations with respect to Environmental, Social and Governance (**ESG**), and sustainability performance and associated risks.

The company recognises that the long-term success and viability of its business requires responsible stewardship of its environmental impacts, a strong social licence to operate and ethical business practices.

As such, the Committee provides an independent and objective review of ESG and sustainability matters, broadly encompassing:

- Health;
- Safety;
- Security;
- Environment and social issues (including but not limited to people and diversity, emissions, energy, water and waste management);
- Ethical business practices including human rights and modern slavery; and
- Government relations and governance.

The Committee shall oversee and advise the Board, and the management team in relation to the development and implementation of the Company's ESG and sustainability initiatives, including policies, compliance systems, targets, monitoring processes and ensuring the Company is reporting in a manner consistent with best practice.

---

## **4 COMPOSITION**

The Committee shall consist of not less than three members of the Board.

The Chairman of the Committee must be an independent Director and must not be Chairman of the Board (the latter may, however, be a member of the Committee).

Members of the Committee shall be selected by the Board for a term considered appropriate by the Board. The Board may appoint additional members to the Committee and may remove or replace members of the Committee at any time by ordinary resolution.

Any member of the Committee shall cease to be a member of the Committee upon ceasing to be a director of the Company. The Board shall review Committee membership on an annual basis and at other times as the Board may deem appropriate.

## **5 MEETINGS**

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will meet at least three times each year.

A notice of meeting, agenda and relevant supporting documents where practicable be provided at least seven days before each meeting.

A quorum consists of the lesser of two members or a majority of members of the Committee.

The Company Secretary or another person approved by the Committee will attend all Committee meetings as minute secretary. All minutes of the Committee will be entered into a digital minute book maintained for that purpose and will be open at all times for inspection by any Director.

Non-members may attend meetings by invitation of the Committee. Invitees may take part in the business of, and discussions at, the meeting but have no voting rights.

---

## **6 RESPONSIBILITIES**

While the Committee has the responsibilities and powers set forth in this Charter, the role of the Committee is oversight of Management. Accordingly, the responsibilities of the Committee are to assist the Board by overseeing:

- a) The development and implementation of ESG and sustainability strategies to generate material benefits for all of our stakeholders, in line with the Company mission, vision, objective and values;
- b) ESG and sustainability performance as it relates to strategy, goals, compliance and resources assigned;
- c) The monitoring of trends and current and emerging sustainability issues, and evaluating their impact on the Company;
- d) The Review and implementation of recommendations to the Board in relation to significant public statements regarding ESG and the Company's annual sustainability report;
- e) ESG risk management and mitigation and the management of material ESG risks that could impact the Company's reputation, financial performance and long-term sustainability;
- f) Compliance with applicable laws, regulations, frameworks, policies, licenses, permits and agreements as they relate to ESG matters;
- g) The maintenance of the quality of internal and external reporting of ESG and sustainability information, in accordance with relevant best practice guidelines; and
- h) The commissioning of and investigation into exceptional instances of negative sustainability performance when appropriate.

Y

**7 AUTHORITY AND RESOURCES**

The Committee is authorised to:

- a) Seek any information it requires to perform its duties, from any employee of the Company.
- b) Invite others to attend its meetings as it deems necessary.
- c) Engage independent counsel and other advisors as it determines necessary to carry out its duties, set and pay the compensation for any advisors employed by the Committee, the cost of which shall be borne by the Company.

---

**8 REVIEW**

This Sustainability Committee Charter will be reviewed annually and any changes will be recommended to the Board for approval.

**SCHEDULE A**

In addition to the duties and responsibilities set out in the Charter of the Committee, the Chairman of the Committee has the duties and responsibilities described below:

- (a) Provide overall leadership to facilitate the effective functioning of the Committee, including:
  - (i) overseeing the structure, composition, membership and activities delegated to the Committee;
  - (ii) chairing every meeting of the Committee and encouraging free and open discussion at meetings of the Committee;
  - (iii) scheduling and setting the agenda for Committee meetings with input from other Committee members, the Chairman of the Board and management as appropriate;
  - (iv) facilitating the timely, accurate and proper flow of information to and from the Committee;
  - (v) arranging for management, external advisors and others to attend and present at Committee meetings as appropriate;
  - (vi) arranging sufficient time during Committee meetings to fully discuss agenda items;
  - (vii) encouraging Committee members to ask questions and express viewpoints during meetings; and
  - (viii) taking all other reasonable steps to ensure that the responsibilities and duties of the Committee, as outlined in its Charter, are well understood by the Committee members and executed as effectively as possible.
- (b) Foster ethical and responsible decision making by the Committee and its individual members.
- (c) Following each meeting of the Committee, report to the Board on the activities, findings and any recommendations of the Committee.
- (d) Carry out other such duties as may reasonably be requested by the Board.