

CHARTER

ENVIRONMENTAL, SAFETY, SOCIAL AND CORPORATE GOVERNANCE COMMITTEE

1 PRINCIPLES AND PURPOSE

- 1.1 Chrysos Corporation Ltd ACN 613 131 141's ("Chrysos" or the "Company") commitment to environmental, safety, social and corporate governance principles is fundamental to the Company's ethics as a respected global company.
- 1.2 Chrysos's environmental, safety, social and corporate governance principles reflect its core values of respecting stakeholders, listening to, and empathising with, the communities in which those stakeholders exist, and operating with integrity and consistency at all times.
- 1.3 Accordingly, Chrysos seeks to partner with companies that not only share its principles, but also demonstrate a history of zero tolerance, strict legal compliance, local community engagement and sustainability practices.
- 1.4 The Board of directors ("Board") of Chrysos has constituted an environmental, safety, social and corporate governance committee ("ESSG" or "Committee") to assist and advise the Board on matters relating to the oversight of environment, safety, social and governance matters.
- 1.5 This charter ("Charter") sets out the specific responsibilities that the Board has delegated to the ESSG, as well as detailing the manner in which the Committee is expected to operate.
- 1.6 In relation to matters of risk and risk management, the ESSG will seek to coordinate its activities with the audit, finance and risk committee ("AFR") where appropriate. To facilitate this, copies of relevant papers may be provided to the AFR for information from time to time, and the Chair of the ESSG will liaise with the Chair of the AFR on an ongoing basis to ensure that material matters are considered by the appropriate committee.

2 DELEGATION OF POWERS OF DIRECTORS OF CHRYSOS

The Committee is entitled to exercise any powers of the directors of the Company ("Directors"), which the Directors have delegated to it in accordance with the *Corporations Act 2001* (Cth) and the Company's constitution ("Constitution"). The Committee must exercise any powers delegated by the Board in accordance with any directions of the Board as prescribed in the Constitution.

3 APPOINTMENT

The Board may appoint, remove or replace any or all of the members of the ESSG, including its Chair.

4 RESPONSIBILITIES OF THE ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE COMMITTEE

ESSG will oversee, advise and make any necessary recommendations to the Board on the following responsibilities:

4.1 Environmental:

- (a) The effectiveness of:
 - (i) Chrysos' environmental management framework, policies and procedures; and
 - (ii) the environmental performance of Chrysos' environmental strategies including receiving reports on any environmental regulatory matters.
- (b) Promotion of the benefits to the environment of Chrysos' technology and the vision of zero harm to the environment from use of the Company's technology.
- (c) Chrysos' initiatives to protect and conserve the environment through minimising and where practical, eliminating adverse impacts from carrying out the Company's business, through recycling and the use of energy efficient technology and resources, particularly in relation to the consumption of electricity, water and materials.
- (d) Compliance with applicable legislative and regulatory requirements, licensing and with client site requirements.
- (e) Environmental risks are identified, assessed, controlled and managed, and where possible eliminated.
- (f) All environmental incidents are investigated and reported upon.

4.2 Safety and Health:

- (a) The effectiveness of:
 - (i) Chrysos' health and safety management framework, policies and procedures; and
 - (ii) the health and safety performance of Chrysos, and any health and safety strategies including receiving reports on health and safety incidents.
- (b) Promotion of safe and healthy working conditions for employees and all stakeholders of the Company.
- (c) Compliance with applicable legislative and regulatory requirements, and with any applicable client site requirements.
- (d) Health and safety risks are identified, assessed, controlled and managed, and where possible eliminated.
- (e) All health and safety incidents are investigated and reported upon.

4.3 Social:

- (a) The effectiveness of Chrysos' social and community engagement framework, policies and procedures, the performance of Chrysos in social and community matters, any strategies relating to social and community matters and including receiving updates on social and community matters, including with regard to diversity, inclusivity, anti discrimination, and human rights.
- (b) Promotion of good relations with local communities in order that Chrysos is regarded as a positive contributor to the advancement of local communities.
- (c) Chrysos conducting its business to the highest ethical standards and in accordance with Company policies.
- (d) Compliance with applicable legislative and regulatory requirements and with any applicable global or client site requirements.
- (e) Social and community risks are identified, assessed, controlled and managed, and where possible eliminated.
- (f) All social and community issues or incidents are investigated and reported upon.

4.4 Corporate Governance:

- (a) The effectiveness of Chrysos' corporate governance framework, policies and procedures, including the periodical review of all charters for the Board and its committees, as provided by each Charter.
- (b) Review of transactions with related parties and report any such material transactions to the AFR and to the Board as appropriate (pursuant to written policy).

4.5 Other Responsibilities

- (a) Report any matter identified in the course of carrying out its duties that the Committee considered should be brought to the attention of the Board.
- (b) Perform or undertake on behalf of the Board any such other tasks or actions as the Board may from time to time authorise.
- (c) Where a sustainability report is proposed to be published, the ESSG Committee will review such report prior to publishing.
- (d) In regard to the Company's operations globally directly or through a subsidiary, ensuring such operations are conducted at the highest applicable standard with respect to environmental, safety and health, social and corporate governance policies and procedures.

5 ADMINISTRATIVE MATTERS

5.1 Membership and attendance at meetings:

- (a) The ESSG shall comprise of a minimum of three (3) Board members of Chrysos. The Chair of the ESSG shall be one (1) of the three (3) such members. The Committee may appoint independent members to the Committee who are not a member of the Board of Chrysos. Members of the Executive Team, including the Chief Executive Officer and Managing Director ("CEO"), may be invited to participate in meetings at the discretion and request of the ESSG from time to time.
- (b) The Secretary of the ESSG shall be the Company Secretary of Chrysos or such other person as nominated by the Board ("ESSG Secretary").

5.2 Meetings:

- (a) Meetings shall be held a minimum of four times per year and the schedule of meetings will be agreed in advance. Special meetings of the ESSG shall be convened as required.
- (b) A quorum shall be two (2) Board members of the Committee.
- (c) If the Chair of the Committee is absent, the members who are present will select a chair for that particular meeting.
- (d) Proceedings of all meetings will be recorded by way of minutes, taken by the Company Secretary or the ESSG Secretary and will be circulated for review by the Chair of the meeting, and then to all other members present at the meeting. Once approved, these minutes will be placed in the minute register within one month of the meeting and confirmed at the next meeting of the Committee. The minutes will then be provided to the Board for noting.
- (e) The Committee, through its Chair, is to provide a verbal report to the Board of Chrysos at the next Board Meeting after each Committee meeting, reporting on the business of the Committee considered at its meeting, including in particular any matters that in the opinion of the Committee should be brought to the attention of the Board, and any recommendations requiring Board approval and/or action.

5.3 Authority:

- (a) The Committee is a review and advisory committee. This Committee has no decision-making authority on behalf of the Company and the Board, and holds no delegated authorities from the Board except where such decision-making authorities are expressly stated in this Charter.
- (b) The express decision-making authorities of the ESSG include, within the scope of its responsibilities, are:
 - (i) to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee or external parties acting under its authority and direction;
 - (ii) to obtain, with prior approval from the Board, any cost that is anticipated to be incurred, for outside legal or other independent professional advice; and
 - (iii) to allow the attendance at meetings by any external parties with relevant experience and expertise.

5.4 To ensure that all appropriate matters are drawn to the attention of the Committee, the following individuals have direct access to the Committee:

- (a) the CEO;
- (b) the Chief Financial Officer;
- (c) the Company's legal advisers; and
- (d) the Company's external auditors, and the internal auditor (if any).

6 REVIEW, AMENDMENT AND PUBLICATION

- 6.1 This Charter shall be reviewed by the ESSG from time to time, and at least once per annum, to ensure it remains appropriate to the Company's needs from time to time, consistent with the ESSG's objectives and responsibilities to meet appropriate corporate governance principles.
- 6.2 The Charter may only be amended on recommendation of the ESSG and with the approval of the Board.
- 6.3 The Charter will be published on Chrysos' website.

Approved by the Board on 25 February 2022