

Charter of the Sustainability Committee



Preamble

The purpose of this charter is to set out the responsibilities and functions of the Sustainability Committee.

Responsibilities of the Sustainability Committee

The Sustainability Committee is responsible for satisfying itself that effective measures, systems and controls are in place in relation to managing:

- Environmental, community, occupational health, safety, human resources and other sustainability issues and incidents that may have material strategic, business and reputational implications for the PanAust Group and its stakeholders; and
- Reporting by PanAust in accordance with the Global Reporting Initiative sustainability reporting guidelines or such other reporting standard approved by the Board of Directors.

The Sustainability Committee will report to the Board of Directors on a regular basis in relation to the discharge of its responsibilities.

Sustainability Committee Structure

The Sustainability Committee shall have the following structure:

- The Chairman of the Sustainability Committee will be a Non-Executive Director;
- The other member of the Sustainability Committee will be another Non-Executive Director;
- The General Manager Human Resources and Sustainability and other executives of the PanAust Group will attend meetings of the Sustainability Committee as required by the Chairman;
- A quorum will require both Non-Executive Directors to be present; and
- The Company Secretary (or a delegate) will be the secretary of the Sustainability Committee.

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Authority

In carrying out its duties, the Sustainability Committee shall have authority to:

- Discuss directly with management, auditors and consultants any issue within its scope of responsibility;
- Request reports, explanations and information in relation to any activities of the PanAust Group; and
- Obtain external legal or other professional advice as it considers necessary to discharge its responsibilities.

Annual Review

The Sustainability Committee will review this Charter on an annual basis for relevance and best practice and submit any proposed amendments to the Board of Directors for consideration.

This Sustainability Committee Charter was approved by the Board of Directors of PanAust Limited on 4 December 2009.