ZEUS RESOURCES LIMITED
ACN 139 183 190
(Company)

Board approved 5 May 2025

SCHEDULE 5 – ENVIRONMENTAL SOCIAL AND GOVERNANCE COMMITTEE CHARTER

1. Role

The role of the environmental, social and governance committee is to assist the board of directors (**Board**) for Zeus Resources Limited (ACN 139 183 190) in monitoring and reviewing any matters pertaining to the management of activities to minimise adverse workforce, community or environmental impacts in accordance with the environmental, social and governance policy.

2. Composition

The Board will strive to adhere to the following composition requirements for the committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

(a) The committee must comprise at least three members.

(b) All members of the committee must be non-executive Directors.

(c) A majority of the members of the committee must be independent non-executive Directors.

(d) The Board will appoint members of the committee. The Board may remove and replace members of the committee by resolution.

(e) The Chairman of the committee must not be the Chairman of the Board and must be independent.

3. Purpose

The primary purpose of the committee is to support and advise the Board in fulfilling its environmental, social and governance responsibilities by:

(a) recognising its legal and other obligations to all legitimate stakeholders from time to time where and to the extent appropriate; and

(b) managing its activities in a sustainable manner with respect to the company's workforce, its communities and the environment.

4. Duties and responsibilities of the Committee

4.1 General Responsibilities

The committee will use all reasonable endeavours to understand the Company's business and operations to assess whether the operating risks and sustainability issues, including any consequential financial risks faced by the Company, have been identified, ameliorated or that appropriate mitigation plans have been implemented.

The committee will ensure appropriate management practices and assurance methodologies are adopted to inform the Board of the adequacies and effectiveness of the specific requirements outlined in this Charter. This will include, but not be limited to, ensuring appropriate escalation of material risks is occurring for authorisation.

The committee will review and monitor a sample of significant incident investigations and corrective actions for quality and investigative veracity.

4.2 Social, Environmental and Governance Responsibility

In assisting the Board, the committee will use all reasonable endeavours to:

(a) review and monitor the processes in place which are designed to ensure compliance with all Company social, environmental and governance policy;

(b) review and monitor the risk management processes and standards to ensure that all material risks are identified, and that appropriate risk mitigation, controls and assurance processes are in place and effective;

(c) monitor the adequacy of social, environmental and governance reporting systems for actual or potential incidents, breaches and trends;

(d) review and monitor the environmental related contingency planning within the Company which are designed to ensure that all material environmental risks have appropriate contingency plans developed;

(e) review and monitor the plans, activities and corrective actions in place which are designed to ensure that there is appropriate engagement with communities impacted by the Company's operations; and

(f) monitor relevant community perceptions of the Company as a consequence of its activities.

4.3 Risk Management

The committee will ensure management has established and operates a risk management system which is designed to:

(a) identify, assess, monitor and manage operational risk;

(b) establish an overall risk profile of the Company's risks;

(c) escalate risks to the appropriate level of the organisation dependant on materiality; and

(d) in assisting the Board, the committee will use all reasonable endeavours to:

(i) liaise with the audit committee on risk management processes for the identification and management of material financial risks, these are the accountability of the audit committee;

(ii) review any periodic risk management reports prepared by the executive management and present to the Board, the overall results of this assessment and updates as required;

(iii) review and monitoring the operational contingency planning and assurance processes within the Company to ensure all material risks and critical systems and processes are identified and that appropriate contingency plans are in place and are effective; and

(iv) periodically review the effectiveness and suitability of the risk management system.

4.4 Legal and Regulatory Compliance

The committee will:

(a) review and monitor the Company's policies, procedures and systems for detecting, reporting and preventing breaches of conduct, whistle-blowing, data breaches and bribery and corruption policies; and

(b) in conjunction with the Board and audit committee, use all reasonable endeavours to monitor the Company's compliance with:

(i) all relevant statutory and regulatory obligations; and

(ii) all environmental licenses and permits.

5. Meetings

(a) The committee will meet at least twice in each financial year and additionally as circumstances may require for it to undertake its role effectively.

(b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the committee.

(c) Where deemed appropriate by the Chairman of the committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.

(d) A quorum shall consist of two members of the committee. In the absence of the Chairman of the committee or their nominees, the members shall elect one of their members as Chairman of that meeting.

(e) Executive management and technical personnel are to attend committee meetings, or part thereof, as requested by the Chairman of the committee to provide required reports and presentations to the committee.

(f) Decisions will be based on a majority of votes with the Chairman having a casting vote.

(g) The Chairman of the committee, through the Secretary, will prepare a report of the actions of the committee to be included in the Board papers for the next Board meeting.

(h) Minutes of each meeting are included in the papers for the next full Board meeting after each committee meeting.

6. Secretary

(a) The Company Secretary or their nominee shall be the Secretary of the committee and shall attend meetings of the committee as required.

(b) The Secretary will be responsible for keeping the minutes of meetings of the committee and circulating them to committee members and to the other members of the Board.

(c) The Secretary shall distribute supporting papers for each meeting of the committee as far in advance as possible.

7. Reliance on information or professional or expert advice

Each member of the committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

(a) an employee of the company group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

(b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or

(c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. Review of Charter

(a) The Board will conduct an annual review of the membership to ensure that the committee has carried out its functions in an effective manner, and will update this charter as required or as a result of new laws or regulations.

(b) The charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

9. Reporting

The Chairman of the committee shall report the findings and recommendations of the committee to the Board after each committee meeting. The minutes of all committee meetings shall be circulated to members of the Board.

All recommendations of the committee are to be referred to the Board for approval.

The committee is to review all major health, safety, environment or community issues as notified or otherwise advised by Executive Management at its next meeting and report on its findings and recommendations, if applicable, to the Board in accordance with standard reporting protocol of the committee.