

Grange Resources Limited Audit, Risk and Sustainability Committee Charter

1 Introduction and Purpose

- 1.1 The Audit, Risk and Sustainability Committee (Committee) is a committee of the Board of Directors of Grange Resources Limited (Grange or the Company).
- 1.2 The Committee assists the Board in fulfilling its corporate governance responsibilities with respect to:
- effective oversight of financial reporting, governance, risk management, and sustainability frameworks;
 - ensuring sound systems of internal control and compliance;
 - monitoring sustainability performance and reporting, including health, safety, environment, climate change, community, human rights, and ethical business practices.
- 1.3 The Committee has authority and resources to investigate any matter within this Charter and may, at the Company's expense, obtain external independent advice when necessary.
-

2 Composition

- At least three non-executive directors, with a majority being independent directors.
 - Members must possess sound financial, business and risk management skills, with appropriate formal qualifications.
 - The Committee shall be chaired by an independent director (not the Chair of the Board).
 - Non-Committee directors and management may attend meetings by invitation.
 - The Company Secretary shall act as Secretary to the Committee.
-

3 Meeting Frequency and Operations

- The Committee shall meet at least four times per year, and otherwise as required.
- A quorum shall consist of at least two members.
- Minutes of each meeting shall be kept, circulated to the Board, and reported by the Committee Chair.
- The Committee Chair will attend the Company's Annual General Meeting to address shareholder questions on Committee activities.

4 Responsibilities

4.1 Financial Reporting

- Review appropriateness of accounting policies, estimates, and judgments.
- Assess implications of changes in accounting standards and tax laws.
- Consider financial performance, earnings quality, financing structure, and ability to meet obligations.
- Recommend approval of annual and interim financial reports to the Board.

4.2 Audit Oversight

- Recommend appointment, reappointment, or removal of the external auditor.
- Review auditor independence, scope, findings, and management responsiveness.
- Approve engagement terms, fees, and non-audit services.
- Oversee internal audit function, including annual audit plans, reports, and appointment of service providers.

4.3 Risk Management and Internal Controls

- Endorse the Company's risk appetite and monitor compliance.
- Review the effectiveness of risk management systems, controls, and reporting.
- Periodically assess key risks, including financial, operational, and strategic exposures.
- Oversee adequacy of the insurance program.
- Provide oversight of cyber security, data privacy, and resilience strategies.

4.4 Business Integrity

- Monitor compliance with Anti-Bribery and Corruption (ABAC) and Sanctions policies.
- Review whistleblower reports and oversee investigation processes.

4.5 Sustainability

The Committee will oversee:

- **Sustainability Strategy and Reporting:** Review and recommend approval of the Company's Sustainability Policy, annual Sustainability Report, and related disclosures.
- **Health, Safety and Environment:** Monitor policies, systems, compliance, and performance.
- **Climate Change:** Review climate risks and opportunities, emissions reduction strategy, targets, and reporting.

- **Human Rights and Modern Slavery:** Monitor compliance with legislation, policies, supply chain due diligence, and reporting obligations.
 - **Indigenous Heritage and Engagement:** Oversee cultural heritage management, native title agreements, indigenous engagement, and contracting opportunities.
 - **Community Investment:** Ensure investments are strategic, aligned with Company values, and enhance reputation.
 - **Ethical Business Practices:** Monitor compliance with ethical standards, stakeholder expectations, and emerging industry trends.
-

5 Reporting to the Board

The Committee shall report to the Board:

- on activities and recommendations after each meeting;
 - annually on the review of the risk management framework, internal controls, and compliance with corporate governance principles;
 - on the review and relevance of this Charter;
 - on the Committee's performance and composition.
-

6 Authority and Resources

- The Company shall provide the Committee with sufficient resources and training to perform its duties.
 - The Committee has rights of access to management, employees, internal and external auditors, and external advisers without management present, when necessary.
-

7 Review of Charter

The Committee will review this Charter at least annually (or as otherwise required) to ensure its continued relevance and effectiveness. Proposed amendments will be submitted to the Board for approval.

Approved by the Board of Grange Resources Limited