Risk and Sustainability Committee Charter

1. Purpose

This Charter outlines the roles, responsibilities and composition of the Risk and Sustainability Committee of the Board of Directors (**Board**) of Chalice Mining Limited (**Chalice** or the **Company**) and how it discharges its responsibilities for Chalice and its subsidiaries (**Group**).

The Risk and Sustainability Committee is devoted to ensuring all outcomes and decisions align with the Chalice's vision, mission and values.

2. Role and authority of the Risk and Sustainability Committee

a. The Risk and Sustainability Committee (**Committee**) assists the Board of Chalice in fulfilling its responsibilities for:

   i. oversight and governance of risks impacting the Company (other than financial matters, which are the responsibility of the Audit Committee);

   ii. the operation of the Chalice's risk management system;

   iii. risk culture and risk behaviour;

   iv. internal control structure (other than financial matters);

   v. ensuring appropriate systems and operational frameworks are in place in relation to workplace health and safety; and

   vi. oversight of sustainability practices, primarily in the areas of health, safety, environment, climate change, community and heritage.

   In doing so, the Committee has the responsibility to maintain free and open communication with the Audit Committee and Chalice's management.

b. The Committee is empowered to investigate any matter, with full access to all books, records, company operations, and people of Chalice and the authority to engage independent legal, compliance, risk management or other professional advisers as it determines necessary to carry out its duties.

c. The Committee is a committee of the Board established in accordance with Chalice's constitution (**Constitution**) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role, duties and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

d. The Audit Committee will have the primary responsibility for financial matters (including financial compliance, financial risk management and financial audit), with the Risk Committee holding primary responsibility for all other areas of risk management. Where possible overlap exists, the Committee chairs will confer with management or the Board to agree the responsibility of each Committee.

Level 3, 46 Colin Street
West Perth, Western Australia
PO Box 428, West Perth WA 6872
T: +61 8 9322 3960
F: +61 8 9322 5800
info@chalicemining.com
www.chalicemining.com
@chalicemining
chalice-mining

3. Membership

a. The Committee should to the extent practicable given the size and composition of the Board and nature and scope of the operations of the Company from time to time, comprise of:
   i. at least three members;
   ii. non-executive directors; and
   iii. a majority of directors who are independent (and it must satisfy this description if required by statute or regulation).

b. All Committee members should have a reasonable understanding of Chalice's business and the industry in which it participates.

c. The Chair of the Committee (**Committee Chair**) will be appointed by the Board. The Committee Chair will be an appropriately qualified independent non-executive director who does not chair the Board (and must satisfy this description if required by statute or regulation).

d. The appointment and removal of Committee members is the responsibility of the Board.

e. A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.

f. If a Committee member ceases to be a director of the Board, their appointment as a member of the Committee is automatically terminated with immediate effect.

g. The Company Secretary of Chalice or their designate is secretary to the Committee (**Committee Secretary**).

4. Meetings

a. The Committee will meet at least two times annually or as frequently as is required to undertake its role effectively.

b. Any Committee member may, and the Committee Secretary must upon request from any member, convene a meeting of the Committee.

c. The Committee, through the Committee Chair, may invite any director, manager, other staff member, external auditor or external advisor to attend all or part of a meeting of the Committee.

d. Subject to the conflict of interest provisions contained in the Board Charter, there is an open invitation for all non-executive directors to attend all meetings of the Committee and all non-executive directors are to be provided with access to the supporting papers for each Committee meeting, regardless of attendance.

e. The proceedings of all meetings will be minuted by the Committee Secretary. All minutes of the Committee are available for inspection by any director of the Board.

f. A quorum for any meeting will be at least two Committee members.

g. The Committee will develop an annual program to meet its responsibilities.

5. Duties and Responsibilities

The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities:

a. to oversee Chalice's risk management framework including its strategy, policies, risk registers, procedures and systems;

b. to review at least annually the effectiveness of Chalice's risk management framework to satisfy itself that it continues to be sound and Chalice is operating with due regard to the risk appetite set by the Board;

c. to review and monitor the effectiveness of Chalice's risk management strategy, policies, risk registers and systems;

d. advise the Board in a timely manner of risk management and compliance matters which may significantly impact Chalice;

e. as required, to review internal or third-party audit reports on non-financial risks and assessment of the adequacy of related risk management processes. The Audit Committee will be responsible for receiving reports from internal audit;

f. to oversee Chalice's sustainability practices, including:

   i. reviewing policies, strategies and management systems relating to health, safety, environment, community and heritage (**HSEC**);

   ii. reviewing management systems for compliance with relevant HSEC legal and regulatory requirements and effectiveness in achieving Chalice's HSEC strategies;

   iii. reviewing anyl HSEC audit program outcomes and findings and monitoring the closure of any non-compliances and other agreed actions;

   iv. reviewing the Company's performance in relation to HSEC measures, exposure standards and targets;

   v. reviewing any significant or near miss HSEC incident investigations and recommendations; and

   vi. reviewing significant public statements as they relate to sustainability, including climate-related, and recommend those statements for approval (including any sustainability materials within annual reports).

g. oversight of management's identification, assessment and management of climate change risks and opportunities in accordance with Chalice's Risk Management Framework and their implementation of Chalice's Climate Change Policy;

h. review the process taken to verify the integrity of any periodic corporate report released to the market that has not been subject to audit or review by an external auditor.

6. Reporting

a. The Committee will refer any matter relating to financial, tax and accounting risks to the Audit Committee

b. The Committee will report on the business of Committee Meetings to the Board and convey the Committee's recommendations.:

c. Minutes of Committee meetings will be included in the papers for the next full Board meeting.

7. Risk Management Policy, Procedures and Systems

a. The Committee will oversee the risk management function (as detailed below) and evaluate the structure and adequacy of the group's insurance coverage periodically.

b. The risks faced by Chalice may, without limitation, include regulatory and compliance risk, investment risk, legal risk, economic risk, environmental risk, social sustainability risk, occupational health and safety risk, financial risk, reputation risk, operational and execution risk and strategic risk. These risks may change from time to time.

c. Responsibility for risk management is shared across the organisation. Key responsibilities include the following:

   i. The Board is responsible for:

      1. the establishment of Chalice's risk management framework (for both financial and non-financial risks) including its strategy, policies, procedures and systems; and
      2. the disclosure of any material exposure that Chalice has to environmental or social risks and how Chalice intends to manage those risks.

   ii. The Audit Committee is responsible for ensuring that appropriate strategies, policies, procedures and systems in relation to financial and tax risks for the purposes of the overall risk management framework are in place;

   iii. Chalice management is responsible for establishing and implementing Chalice's risk management framework, including identifying major or potentially major risk areas and developing Chalice's policies and procedures, which are designed effectively to identify, treat, monitor, report and manage key business risks.

   iv. The Committee is responsible for:

      1. reviewing and monitoring Chalice's risk management framework to provide assurance that major business risks are (including contemporary and emerging risks) identified, consistently assessed and appropriately addressed to the extent practicable;
      2. considering Chalice's approach to occupational health and safety, economic, environmental, climate-related and social sustainability risks, including where appropriate, the benchmarks Chalice uses to measure performance on issues of sustainability and their achievements against those benchmarks;
      3. ensuring that risk considerations are incorporated into strategic and business planning;
      4. providing risk management updates to the Board and any supplementary information required to provide the Board with confidence that key risks are being appropriately managed;
      5. reviewing reports from management concerning any material incident involving fraud or a break-down of the risk management framework and identifying "lessons learned" (including in conjunction with the Audit Committee if the matter is financial or tax related);
      6. reviewing reports from management concerning compliance with key laws, regulations, licences and standards which Chalice is required to satisfy to operate; and
      7. reviewing any significant findings of any examinations by regulatory agencies.

d. Senior management (comprising the Managing Director, Executive Team and such other individuals as the Committee determines from time to time (**Senior Management**)) are responsible for reporting to the Committee on:

   i. any proposed changes to the risk management framework and to that Committee and to the Board any exposures or breaches of key policies, procedures or systems, or incidence of risks, where significant (including any material incidents reported under Chalice's Code of Conduct, Anti-Bribery and Corruption Policy and Whistleblower Protection Policy);

   ii. new and emerging sources of risks (including the risk controls and mitigation measures that have been or are being put in place by management to deal with those risks);

   iii. any disclosure-related considerations; and

   iv. proposed changes to Chalice's risk management framework.

8. Access to information and independent advice

a. The Committee may seek any information or advice it considers necessary to fulfil its responsibilities.

b. The Committee has access to:

   i. Chalice's management, to seek explanations and information from them; and

   ii. external and internal auditors to seek explanations and information, without Chalice's management being present.

c. The Managing Director, Executives and Company Secretary will have unfettered access to the Committee.

d. The Committee, with the approval of the Committee Chair, may seek professional advice from appropriate external advisers to enable the Committee to properly carry out its functions and meet its objectives. The Committee may meet with these external advisers without Chalice's management being present. The costs of such external advisers will be borne by Chalice.

9. Committee Performance

a. The Board will, at least once in each year, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

b. The Board will make an evaluation of the Committee's performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.

10. Review

a. The Committee will review this Charter annually or as often as it considers necessary.

b. The Committee may make recommendations to the Board on changes to Chalice's risk management framework or the risk appetite set by the Board.

c. The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.

d. The Company Secretary is authorised to make administrative and non-material amendments to this policy provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.