



# **SUSTAINABILITY COMMITTEE CHARTER**

**APPROVED AND ADOPTED BY THE BOARD**

**25 FEBRUARY 2026**

## 1.0 INTRODUCTION

The Sustainability Committee (**Committee**) is a committee that advises the Board of Directors (the **Board**) of Westgold Resources Limited (**Westgold** or the **Company**) on aspects of sustainability matters relevant to the Company and its subsidiaries.

## 2.0 PURPOSE

This Charter sets out the role and responsibilities of the Committee, its structure and membership, and the manner with which its activities should be conducted.

## 3.0 ROLE

The Committee will assist the Board to meet its oversight responsibilities in relation to the Company's sustainability and Environmental, Social and Governance (**ESG**) objectives. The primary function of the Committee is to provide counsel, guidance and governance of the Company strategies, frameworks and programs related to sustainability, and within the scope of its responsibility endorse matters for Board approval, including:

- **Environment:** Climate and energy (including climate-related risks and opportunities and greenhouse gas emissions reduction), natural resource management, nature and biodiversity, pollution prevention, and waste management.
- **Social:** Worker safety, health and wellbeing, community and socioeconomic impacts, diversity, equity and inclusion, talent, employment and labour practices, human rights and supply chain management, cultural heritage management and stakeholder engagement.
- **Governance:** Ethical conduct, and the integration of sustainability-related risks into the enterprise risk management framework.

## 4.0 AUTHORITY

The Committee is authorised to perform activities within the scope of responsibilities set out in this Charter, and to make appropriate recommendations to the Board. The Committee has the authority to obtain supporting information by:

- Consulting with and seeking any information from any Director or employee of Westgold or any external party; and
- Obtaining professional advice and education from external consultants or specialists as it considers necessary to assist the Committee in meeting its responsibilities.

## 5.0 MEMBERSHIP

Committee members are appointed by the Board for a term considered appropriate by the Board. The Board may appoint additional members to the Committee and may remove or replace members of the Committee by ordinary resolution. All members of the Committee should have the appropriate expertise, skills and experience to allow them to discharge their responsibilities under this Charter. The Committee must contain:

- At least two non-executive directors, one of whom will be the chairperson.
- The Managing Director; and
- The Chief Safety and Sustainability Officer

Members of the Committee may withdraw from the Committee by notifying the Board in writing. The Chair of the Committee (**Committee Chair**) must not be the Chair of the Board. If the Committee Chair is unable to attend a Committee meeting, the Committee members present at that meeting must appoint a Committee member to chair the meeting.

Other Directors who are not Committee members may attend meetings of the Committee and are entitled to receive all Committee papers. Selected members of management may attend meetings of the Committee by invitation.

## 6.0 DUTIES AND RESPONSIBILITIES

The Committee will oversee the following aspects related to sustainability and ESG:

- The identification of the material sustainability risks, including climate-related, nature-related, and social risks that could reasonably be expected to affect the Company's prospects, and implementation of appropriate controls to address each risk.
- The integration of sustainability- and climate-related risks and opportunities and scenario analysis into the Company's broader corporate strategy, its decisions on major transactions and its risk management processes and related policies, considering trade-offs associated with those risks and opportunities.
- The development and implementation of policies and strategies, including the setting of targets related to sustainability and climate-related risks and opportunities, ensuring alignment with the Company's values, purpose and long-term objectives.
- The development of transition plans for decarbonisation and climate resilience and monitor performance and progress against targets.
- Compliance with applicable laws, regulations and standards.
- The accuracy, integrity, and relevancy of the Company's sustainability reporting, including overseeing the external assurance process for ESG data to ensure reliability and mitigate greenwashing risk.
- The communication of the Company's sustainability performance to shareholders and stakeholders, and the oversight of the Company's stakeholder engagement strategy regarding material ESG issues.

- Maintenance of Committee skills and competencies related to sustainability and climate-risks, biodiversity, human rights, regulatory changes, emerging ESG trends and stakeholder expectations through ongoing education and access to external expertise.
- Advise the Remuneration and Nomination Committee on the selection and achievement of sustainability-related performance metrics for executive compensation.

## 7.0 MEETINGS

The Committee will meet at least twice per year, and at such additional times as any member of the Committee may request. A notice of meeting, agenda and supporting documents must be provided to the Committee at least seven days prior each meeting.

All minutes of the Committee will be entered into a minute book maintained for that purpose and will be available at all times for inspection by any Company Director.

The minutes of the Committee meeting will be prepared for approval by the Committee and will be circulated to all Directors in the papers for the next full Board meeting after each Committee meeting.

## 8.0 ADMINISTRATIVE MATTERS

The Company will disclose this Charter on its website and will disclose the following in its Annual Corporate Governance Statement:

- Committee membership.
- The number of times the Committee has met in the financial year.
- The individual attendances of members at Committee meetings.

## 9.0 REPORTING

The Committee Chair will:

- Report to the Board on the proceedings of each Committee meeting (to the next Board meeting); and
- Attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and areas of responsibility.

## 10.0 REVIEW

The Committee will review this Charter and the performance of the Committee on an annual basis and at such other times as it considers a review to be necessary. The Committee will make recommendations to the Board in relation to any proposed change to this Charter.