

RED MOUNTAIN MINING LIMITED
ACN 119 568 106
(Company)

SUSTAINABILITY COMMITTEE CHARTER

Date Approved: 15 August 2014

1. INTRODUCTION

There shall be a committee of the Board of Directors (the Board) of the Red Mountain Mining Ltd (“the Company”) to be known as the Sustainability Committee (“the Committee”) whose membership, meetings, responsibilities and authority shall be set out in the Sustainability Committee Charter. The Board will review this Charter periodically to ensure that it remains consistent with the Board’s objectives and responsibilities.

2. COMPOSITION

- a) The Committee shall consist of a minimum of two directors with at least one being non-executive director.
- b) Members shall be appointed by the Board and serve until the earliest to occur of the date on which the member shall be replaced by the Board, resign from the Committee or resign from the Board.
- c) The Board shall appoint one of the members of the Committee as Chairman of the Committee. Should the Chairman be absent from a meeting, the members of the Committee who are present shall select one of the other members to serve as Chairman of that meeting.
- d) Members of the Committee and any other Directors wishing to attend, are entitled to be present at Committee meetings
- e) The Committee may extend an invitation to such persons it may see fit to attend all or part of any meeting to take part in discussion and consideration of the affairs of the committee. In particular the Chief Executive Officer and the Country Manager will ordinarily be invited to attend committee meetings.
- f) The Company Secretary of the Company shall be the secretary of the Committee. In the absence of the Company Secretary the Chairman shall appoint a secretary for that meeting.

3. PURPOSE

The Management of the Company’s primarily responsibility for managing risk in the areas of community relations, environmental, health and safety issues - including compliance with laws and regulations.

The role of the Committee is to review and make recommendations to the Board in respect of the company’s management performance in managing risks in the following areas:

- a) Occupational Health and Safety
- b) Environmental responsibility
- c) Community relations.

4. **AUTHORITY AND ACCESS TO EMPLOYEES**

The Board grants authority to the Committee within the scope of its responsibilities to:

- a) Access to the Company's employees and management for consultation on matters relevant to the Committee's Charter, including to seek explanation and additional information in order to perform its role (and all employees are directed to co-operate with any request made by the committee);
- b) Have access to any and all books and records of the company to assess execution of the company's obligations;
- c) Seek, at the company's expense, outside legal and other professional advice as deemed necessary on matters within the scope of the Committees responsibilities. Prior approval of the Chairman of the Board is required before obtaining such advice but should not be unreasonably withheld.

5. **MEETINGS**

Frequency

The Committee will meet as frequently as required but not less than two times a year. Any Committee member or the Company Secretary of the Corporation may call a Committee meeting.

Calling meetings and notice

A notice of each meeting confirming the date, time, venue and agenda must be forwarded to each member of the Committee (with a copy to all Board members) five working days before the date of the meeting unless such notice requirement is waived by Committee members. The notice for members will include relevant supporting papers for the agenda items to be discussed.

Minutes

Minutes of proceedings and resolutions of Committee meetings will be kept by the Company Secretary.

Minutes will be distributed to all Committee members and the Chairman of the Board, after the Committee Chairman has given the preliminary approval. Minutes, agenda and supporting papers will be made available to any director upon request to the Company Secretary, providing no conflict of interest exists.

Quorum

A quorum will comprise any two Committee members or appointed Board delegates.

Reporting

The Committee Chairman or delegate will report to the Board after each meeting. The report must contain all matters relevant to the Committee's responsibilities.

6. **REVIEW**

The Chairman of the Board will, in consultation with the Committee, conduct an annual review of the Charter.

The Board will need to approve any amendments to the Charter that stem from the review.