



SAFETY, HEALTH AND ENVIRONMENT COMMITTEE CHARTER

XANADU MINES LTD

ACN 114 249 026

1. ROLE

- 1.1 The role of the Xanadu Mines Ltd (Xanadu or Company) Safety, Health and Environment Committee (Committee) is to assist the Xanadu Board in fulfilling its corporate governance responsibilities in regard to safety, health, environment and community matters concerning Xanadu.
- 1.2 To the extent practicable, the Company endorses and seeks to follow the Australian Securities Exchange (ASX) Corporate Governance Council's *Corporate Governance Principles and Recommendations* (ASX Principles & Recommendations).

2. MEMBERSHIP

- 2.1 Committee Members and the Chairman of the Committee are appointed by the Xanadu Board in accordance with rule 12.4 of the Xanadu Constitution.
- 2.2 The Committee will comprise at least three members with a majority of Non-Executive Directors.
- 2.3 The Chairman of the Committee is to be an independent Non-Executive Director.
- 2.4 The Company Secretary is to act as Secretary of the Committee.

3. RESPONSIBILITIES

The Safety, Health and Environment Committee will receive reporting from management and review:

- a. the processes in place to ensure that health, safety and environment is a priority at all Xanadu operational sites;
- b. the processes in place to facilitate compliance with all safety, occupational health related and environmental legal and regulatory requirements;
- c. the processes in place to manage community relationships;
- d. the adequacy of safety and environmental reporting systems, actual or potential accidents, breaches and incidents;
- e. subsequent safety investigations and remedial actions conducted by management;
- f. performance against Board approved targets; and
- g. and consider appropriate opportunities to address community sensitivities in the areas in which Xanadu operates.

4. MEETINGS

- 4.1 The Committee should meet as often as the Chair of the Committee determines necessary. At a minimum, the Committee should meet at least four times per year. Committee Meetings may however be requested by any Committee Member.
- 4.2 A quorum for a Committee Meeting is when at least two Members are present.
- 4.3 Minutes of all meetings of the Committee are to be kept by the Company Secretary.
- 4.4 All Non-Executive Directors are invited to attend Committee Meetings in an ex-officio capacity.
- 4.5 Relevant Xanadu employees may be invited to attend Committee Meetings.
- 4.6 Committee Meetings will be governed by the same rules, as set out in the Company Constitution, as they apply to the meetings of the Board.

5. REPORTING

- 5.1 The Committee is to report on its Meetings to the Board (which may be either verbally or in writing). The Committee will also provide the minutes of the Meeting to the Board for information.
- 5.2 All recommendations of the Committee are to be referred to the Board for approval.

6. ACCESS TO INFORMATION AND ADVICE

- 6.1 The Committee has the authority to seek any information it requires from any Xanadu employee and all employees must comply with such requests.
- 6.2 In carrying out its functions, the Committee may take independent or professional advice or assistance, at the reasonable expense of Xanadu. Unless a conflict exists or to do so would be inconsistent with the Committee's duties, the Committee is to request such information, professional advice or assistance permitted under this clause 6 and via the Committee Chairman.

7. COMMITTEE PERFORMANCE

To determine whether it is functioning effectively, the Committee shall:

- a. review this Charter annually; and
- b. undertake an evaluation of its performance at intervals considered appropriate by the Committee Chairman.