

XANADU MINES LTD

**SAFETY, HEALTH AND
ENVIRONMENT COMMITTEE
CHARTER**

1. ROLE

- 1.1 The role of the Xanadu Mines Ltd (**Xanadu** or the **Company**) Safety, Health and Environment Committee (**Committee**) is to assist the Xanadu Board in fulfilling its corporate governance responsibilities in regard to safety, workplace health, environment and community matters concerning Xanadu.
 - 1.2 To the extent practicable, the Company endorses and seeks to follow the 4th Edition of the Australian Securities Exchange (**ASX**) Corporate Governance Council's *Corporate Governance Principles and Recommendations* (**ASX Principles & Recommendations**).
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2. COMPOSITION

- 2.1 Committee Members and the Chairman of the Committee are appointed by the Xanadu Board in accordance with the Xanadu Constitution
 - 2.2 The Committee must comprise at least three members.
 - 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.
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3. RESPONSIBILITY

- 3.1 The Safety, Health and Environment Committee will receive reporting from management and review:
 - (a) the processes in place to ensure that workplace 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 in each jurisdiction that Xanadu operates;
 - (c) the processes in place to manage community relationships;
 - (d) the adequacy of workplace health, 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) consider appropriate opportunities to address community sensitivities in the areas in which Xanadu operates.
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4. MEETINGS

- 4.1 The Committee should meet as often as the Chairman of the Committee determines necessary. At a minimum, the Committee should meet at least two 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's Constitution, as they apply to the meetings of the Board.

5. MINUTES OF COMMITTEE MEETINGS

- 5.1 The Committee must keep minutes of its meetings.
 - 5.2 The Chairman of the Committee will regularly update the Board about the Committee's activities. The minutes of each Committee meeting must be included in the papers for the next full Board meeting after each meeting of the Committee, except if there is a conflict of interest.
 - 5.3 Minutes must be distributed to all Committee members, after the Chairman of the Committee has approved them.
 - 5.4 The agenda and supporting papers are available to all Directors upon request to the Committee secretary, except if there is a conflict of interest.
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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.
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7. REVIEW OF CHARTER

- 7.1 The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner, and will update the Charter as required or as a result of new laws or regulations.
 - 7.2 The Charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate, will be posted to the Company's website and will be included, where required, in the Company's public disclosure documents.
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8. APPROVED AND ADOPTED

- 8.1 This charter was approved and adopted by the Board on 30 July 2020.