



EASTERN PLATINUM LIMITED

CORPORATE SOCIAL RESPONSIBILITY, SAFETY, HEALTH AND ENVIRONMENTAL RISK COMMITTEE CHARTER

1. Purpose and Mandate of the Committee

- 1.1 This Charter sets out the authority and responsibilities of the Corporate Social Responsibility(CSR), Safety, Health and Environmental Risk Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Eastern Platinum Limited (the “**Company**”).

The primary function of the Committee is to assist the Board in fulfilling its responsibilities with respect to workplace CSR and employee, safety, health and environmental issues and making recommendations to the Board with respect thereto as appropriate. This includes the Chair of the Board Committee being appointed as Chair of the Committee of any operating subsidiary.

2. Committee Membership

- 2.1 *Number of Members.* The Committee shall consist of not fewer than three directors.
- 2.2 *Appointment of Members.* Members of the Committee will be appointed by the Board, after considering the recommendation of the Committee. The Board may at any time and from time to time terminate the appointment of any member, change the membership or appoint additional members to the Committee to fill any vacancy or to increase the size of the Committee, after considering the recommendation of the Committee.
- 2.3 *Resignation and Removal of Members.* Members of the Committee hold office until the earliest of their ceasing to be a director or their resignation or removal from the Committee.
- 2.4 *Qualifications of the Committee Members.*
- (a) A majority of the members of the Committee must be non-executive directors of the Company and have no material relationship with the Company as employee, consultant or advisor.
 - (b) Each director proposed for nomination to the Committee shall provide such information or other records of their education, experience and qualifications to allow the Board to assess whether the director satisfies the qualifications for membership on the Committee.
- 2.5 *Consequences of Committee Failing to Satisfy Requirements.* In the event the Committee, for any reasons, ceases to satisfy the requirements of Sections 2.1 or 2.4, the Board shall as soon as practicable reconstitute the Committee to satisfy those requirements and until

such time, the Committee shall not exercise any of the power or authority contemplated herein.

2.6 *Member's Role with other Issuers.* In the event a member of the Committee is or becomes a senior officer or a director of another issuer or any committee thereof, the Board shall consider whether any such appointment would interfere with the ability of the member to effectively carry out their duties as a member of this Committee and if so take such steps as the Board may consider appropriate.

2.7 *Director's Fees, Compensation and Expenses.* Members of the Committee will be entitled to receive such fees, retainers or other payments for acting as Committee members and to reimbursement for their reasonable communications, travel and accommodation expenses for their attendance at or participation in meetings of the Committee as the Board may from time to time determine. Members of the Committee may not receive any compensation from the Company (whether as an employee, contractor consultant or otherwise), except for remuneration for their Board or Committee service.

3. Committee Structure, Operations and Reporting

3.1 *Chair.* The Board, after considering the recommendation of the Corporate Governance and Compensation Committee, will appoint a member of the Committee to be the Chair of the Committee. The Chair shall carry out such duties and responsibilities as are prescribed by the Board from time to time and shall also be the Chair of any Committees related to any subsidiaries.

3.2 *Meetings.* The Committee shall meet for the conduct of its business, adjourn and otherwise govern itself as it thinks proper to carry out its duties and responsibilities, subject to the terms of this Charter and applicable law. The Committee will meet at least semi-annually at the call of the Chair of the Committee. Normally the Committee of any subsidiary will meet on a quarterly basis.

3.3 *Absence of Chair.* Should the Chair not attend any meeting or portion of any meeting, the members then in attendance shall designate another member of the Committee to act as chair of that meeting or portion of the meeting.

3.4 *Secretary.* The Chair at each meeting of the Committee will designate a person to act as secretary or recording secretary of the meeting (who need not be a member of the Committee or the Company's Corporate Secretary) to keep minutes at that meeting.

3.5 *Calling Meetings.* Meetings of the Committee may be called:

- (a) by or on behalf of the Chair or by any member of the Committee; or
- (b) by or on behalf of the Chief Executive Officer or Chair of the Board of the Company.

3.6 *Notice of Meetings.*

- (a) Notice of the place, day and time of meetings of the Committee shall be given by the person calling the meeting to each member of the Committee not less than 48 hours before the time the meeting is to be held, unless all of the members consent to a shorter period or waive notice of any meeting.
- (b) Notice of any meeting may be given orally, in person or by telephone or in writing and delivered by physical delivery, by facsimile to such number or by e-mail to such address as provided by the member for such use and notice will be deemed to have been given on the date and time on which it was so given or delivered.
- (c) The Committee may establish a fixed place, day or time or schedule for the holding of meetings, in which case no further notice of any meeting to be held at such place or time or schedule need be given to any Committee member in advance of any previously scheduled meeting.
- (d) No notice is required to be given for a meeting of the Committee immediately following the annual general meeting of the shareholders of the Company.
- (e) Unless a director attends solely for the purposes of objecting to the calling of or the business to be conducted at a meeting, a director who participates in a meeting will be deemed to have acknowledged or waived notice of and have agreed to participate in the meeting.
- (f) Notice of any meeting will include an agenda or summary of the items of business to be dealt with at the meeting.

3.7 *Place or Means of Holding Meetings.* Meetings will be held at the time and at such place and by such means as the person calling the meeting may so determine, including meeting in person, by telephone, video-conference or other communications medium or by any combination of the foregoing, provided all of the directors participating in the meeting, whether in person or by other means are able to communicate with each other and all of the directors who wish to participate in the meeting agree to such participation. Unless a director attends solely for the purposes of objecting to the means by which a meeting will be conducted, a director who participates in a meeting in a manner contemplated herein will be deemed for all purposes to be present at the meeting and to have agreed to participate in that manner.

3.8 *Information for Meetings.* The person calling a meeting of the Committee will, to the extent possible, provide such information or other documents along with the notice of or in advance of any meeting in order to permit the members to understand the purposes for which the meeting has been called and if necessary to permit the members to form a reasoned decision on the matters to be considered.

- 3.9 *Access to and Inspection of Records.* The members of the Committee shall have the right to inspect and make copies, extracts or summaries of any relevant records of the Company and its subsidiaries or to request such information or assistance from the officers, employees and advisors of the Company and its subsidiaries, as the Committee may consider necessary in order to carry out its duties and responsibilities and such persons shall be directed to cooperate with and provide such records or information as requested.
- 3.10 *Officers and Others Required Attendance at Committee Meetings.* If requested to do so by the Chair of the Committee or the person calling a meeting of the Committee, the Chair of the Board, any other director of the Company, the Chief Executive Officer, Chief Financial Officer, Vice-President, Operations and any other officer or employee of the Company or any of its subsidiaries shall attend as a non-voting observer or attendee of a meeting of the Committee or any portion thereof at which their attendance is required, provided that for greater certainty, such persons shall not otherwise have the right to attend any meeting or subsequent meeting of the Committee.
- 3.11 *Other Participants Permitted Attendance at Committee Meetings.* The Committee may consent to the attendance of any other person invited by a member of the Committee to attend at a meeting of the Committee as a non-voting observer or attendee, including the attendance of any officer or employee of the Company or any of its subsidiaries, any professional advisor or consultant to the Company, the Committee or any member thereof, provided that for greater certainty such persons shall not have the right to attend any meeting or subsequent meeting of the Committee.
- 3.12 *Quorum.* A majority of the members of the Committee constitutes a quorum of the Committee, and notwithstanding any vacancy on the Committee, a quorum of the Committee may exercise all of the powers and authority of the Committee. If the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute quorum. Where a quorum for a meeting is established at the commencement of the meeting but is subsequently lost, the meeting will be adjourned or terminated and no further business conducted at that meeting.
- 3.13 *Majority Vote Governs.* Any resolution of the Committee will be decided by a majority vote of the Committee members entitled to vote on that matter, where each member attending or participating in a meeting of the Committee is entitled to one vote unless they are required to abstain from voting under applicable law. In the event of an equality of votes, the Chair will not have a second or casting vote.
- 3.14 *Consent Resolutions in Writing in Lieu of a Meeting.* The powers of the Committee may be exercised by resolution in writing signed by all members of the Committee who would be entitled to vote on that resolution at a meeting of the Committee.
- 3.15 *Minutes and Other Records.* The Committee shall keep or cause to be kept the minutes and other records of its activities in which shall be recorded all actions, decisions and resolutions taken by the Committee.
- 3.16 *Reports of the Committee.*

- (a) The Committee Chair will from time to time or at the request of the Board report to the Board regarding the Committee’s activities and will provide or cause to be provided copies of the minutes or other resolutions of the Committee to the Company’s Corporate Secretary.
 - (b) The Committee will be entitled to determine the content, manner and timing of any report on its activities or of the minutes or records to be provided and in doing so may take such steps as the Committee may consider necessary to preserve any confidentiality or privilege over any of its records or deliberations.
- 3.17 *Delegation.* The Committee may from time to time authorize and delegate to a subcommittee of its members (including a single member) such of its duties and responsibilities as the Committee may from time to time determine provided that the Committee shall not delegate any power or authority which must by law be exercised by the Committee as a whole.
- 3.18 *Execution of Instruments.* The Committee may from time to time authorize any member of the Committee, or any officer or other director of the Company, to certify, or execute and deliver, all such statements, forms, instruments, certificates, notices, acknowledgements and other documents, and to do all such acts and things as the Committee may consider necessary or desirable in connection with the discharge of the duties and responsibilities of the Committee.
- 3.19 *General Power and Authority.* The Committee will have such power and authority as required by applicable law or as otherwise necessary to assist the Board in fulfilling its oversight responsibilities and to carry out the duties and responsibilities imposed or delegated to the Committee under this Charter.

4. Duties and Responsibilities of the Committee

- *Corporate Social Responsibility, Safety, Health and environmental risk matters.* The Committee shall have authority to approve or make recommendations to the Board in relation to CSR, health, safety, and environmental matters including:
 - (a) Integrating CSR, environmental, safety, health and quality management.
 - (b) Comply with relevant CSR, environmental, safety and health legislation. Specifically, the “Social and Labour Plan” that is linked to the existing Mining license.
 - (c) Comply with all relevant mining and environmental standards and company policies.
 - (d) Identify, assess and manage all activities and processes which may pose a risk to our environment, community, employees and contractors.

- (e) Pursuing our objective of achieving Zero Harm to our employees, environment and community by focussing on pollution and accident prevention, through appropriate risk awareness programmes.
- (f) To minimise waste generation, health stressors, emissions, effluent and resource consumption, e.g. water, electricity, and fuel.
- (g) Reduce HIV/AIDS and other contagious diseases amongst our employees and the local community by promoting awareness.
- (h) Develop and periodically review the identified CSR, environmental, health and safety objectives and targets related to our operations.
- (i) Integrate SHER considerations into our sub-contractor and supplier selection processes in order to encourage a safe and healthy workplace, as well as environmentally aware procurement.
- (j) Maintain open relations with all stakeholders.
- (k) Cultivate a sense of responsibility towards local communities through contributions on the economic, socio-economic and educational fronts.

5. Committee Resources and Outside Advisors

5.1 Access to Resources and Personnel.

- (a) The Company shall provide the Committee with such resources as may be necessary for the Committee to discharge its responsibilities hereunder without any further requirement for approval of the Board.
- (b) The Committee may request and the Company shall use its best efforts to cause any of its or its subsidiaries directors, officers, employees, accountants, controller, external legal, financial or other professional advisors, or other contractors or consultants, to provide such information or assistance, attend any meeting of the Committee or to meet with any members of, or advisors to, the Committee as the Committee may reasonably request to carry out its duties and responsibilities.

5.2 Advisors to the Committee. The Committee may, without the prior approval or consent of the Board, conduct or authorize such investigations into or studies of matters within the scope of the authority and responsibilities of the Committee on such terms and conditions as the Committee may so determine, including as to the confidentiality of such investigations or studies or to preserve any privilege over any advice received. The Committee shall have the authority to retain such consultants, legal counsel and other advisors of the Committee's choice and at the Company's expense, as the Committee may consider necessary to assist it in carrying out its duties and responsibilities. Any

such advisor may be any of the firms or persons who presently or in the past have represented the Company. The Company shall pay all fees and disbursements of any person or firm retained by the Committee.

6. Committee Evaluations

- (a) *Committee Review.* The effectiveness of the Committee and its members in carrying out their duties and responsibilities will be assessed, not less frequently than annually, in accordance with such procedures as developed by the Committee and the results of that assessment will be reported to the Board.
- (b) *Review of Charter.* The Committee shall review and assess the adequacy of this Charter on a regular basis and consider whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall compile and report such review and assessment and, where appropriate, make recommendations to the Board for the alteration, modification or amendment of this Charter.
- (c) *Amendments of Charter.* This Charter may, at any time, and from time to time, be altered, modified or amended in such manner as may be approved by the Board.

Effective Date: September 21, 2017