

Sustainability Committee Charter

1. Applicability

This Sustainability Committee Charter applies to all members of the Sustainability Committee (**Committee**) established by the board of directors (**Board**) of Deep Yellow Limited ABN 97 006 391 948 (**Company**).

2. Role

The role of the Committee is to assist the Board in fulfilling its oversight, monitoring and review of the Company's practices in the following key areas (referred to as the **Sustainability Areas**):

- (a) health & safety, including radiation safety and monitoring;
 - (b) environment, including climate change and water sustainability;
 - (c) human rights;
 - (d) community relations;
 - (e) security;
 - (f) heritage and land access; and
 - (g) stakeholder reporting.
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3. Composition

The Committee will be structured so that it comprises at least three members.

From time to time, non-Committee members, including other directors, may be invited to attend Committee meetings if it is considered appropriate.

The Board will review the composition of the Committee annually to ensure it comprises the appropriate balance of skills, knowledge and experience to be able to discharge the committee's mandate effectively.

4. Responsibilities

The responsibilities of the Committee include:

- (a) review and make recommendations to the Board in relation to the Company's Sustainability reporting;
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- (b) oversee the appropriateness of the Company's risk management framework in relation to the Sustainability Areas;
 - (c) oversee identification, management and mitigation of risks relating to the Sustainability Areas;
 - (d) review the effectiveness of the system for ensuring compliance with all applicable laws, regulations, industry codes, company policies and material licences, permits and agreements as they relate to the Sustainability Areas including:
 - (i) identification of obligations and commitments;
 - (ii) compliance monitoring;
 - (iii) responses to issue of non-compliance; and
 - (iv) resources assigned to achieve compliance.
 - (e) oversee the Company's performance in relation to the Sustainability areas; and
 - (f) review and make recommendations to the Board regarding the Company's response to climate change and review performance against any climate change related goals established by the Board.
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5. Operations

For the first year, the Committee will meet quarterly and otherwise as required. The requirement for maintaining quarterly meetings will be re-assessed after the first year and a determination made about the ongoing frequency of meetings. Minutes of all meetings of the Committee are kept. The minutes are tabled at each subsequent meeting of the Board. Committee meetings will be governed by the same rules set out in the Company's Constitution as they apply to meetings of the Board.

6. Authority and Resources

The Company will provide the Committee with sufficient resources to undertake its duties to assist the Committee in fulfilling its duties.

The Committee is authorised to:

- (a) seek any information it requires to perform its duties, from any Director and/or employee of the Company; and
- (b) obtain, at the Company's expense, external legal or other professional advice on any matter within its responsibilities as set out in this Charter.

The Committee has the power to conduct or authorise investigations into any matter within its scope of responsibilities.

7. Reporting

The Chair of the Committee will report to the Board, at the following Board meeting, on the proceedings of each meeting of the Committee, bringing forward all recommendations of the Committee which require Board approval, and reporting on any actions taken by the Committee.

8. Review

This Charter will be reviewed annually and communicated as required.