

ESG Committee Charter

Introduction

The purpose of this Charter is to document the specific responsibilities delegated by the Board ("Board") of directors of Hastings Technology Metals Ltd (Hastings) to the ESG Committee ("the Committee") and the Committee's objectives, authority, responsibilities, composition and operation. OBJECTIVES

The primary objective of the Committee is to assist and advise the Board in fulfilling its oversight of the Company's ESG practices in the following areas:

- Developing the Company's ESG strategy and implementation plans to initiatives that meet the strategic goals;
- Evaluating the Company's performance against the ESG implementation plan, including review of annual objectives and targets;
- Monitoring systems and quality assurance of data collection and presentation
- Deliver and improve the annual ESG reporting that meets the expectation of key stakeholders;
- Identification and evaluation of relevant external assurances, certifications', and ratings that validate the Company's performance outcomes; and
- Other functions related to ESG as assigned by the Board.

Duties and Responsibilities

The Committee considers any matters necessary to fulfil its objectives and makes recommendations to the Board. The Committee also considers any other matters referred to it by the Board.

The main duties and responsibilities of the Committee are as follows:

- receive reports from management regarding any material exposure to environmental or social risks and the management of those risks;
- review and report to Board on external material industry trends which may have significant implications for the Company;
- Review the Company's strategy and provide advice to the Board with respect to best practice ESG matters (including climate-related matters);
- Monitor the effectiveness of all Company strategies, policies and processes as they relate to sustainability;
- Identify ESG related risks for inclusion within the corporate risk register maintained by the Technical and Risk Committee;
- Review measurable objectives and targets against the sustainability strategy;
- Report on any improvement actions, specific to ESG practices and committee responsibilities, identified by the Audit Committee;

- Report to the Board information regarding ESG matters, including progress against targets;
- Consider initiatives identified by Working Groups. ESG Committee initiatives may be progressed through Working Groups of the Committee, which will operate with Committee Oversight;
- Make recommendations to include weighting of ESG targets on performance incentives scorecards to the Remuneration Committee, at the appropriate time;
- Make recommendations on specific actions and decisions for the Board should a topic be material to the business.

Composition and Meetings

Membership

The ESG Committee will comprise the following members:

- Minimum of two Board members including:
Executive Chairman (Chair of the ESG Committee)
Non-Executive Director
- General Counsel.

A quorum of the Committee is any two (2) members of the Committee.

Directors who are not members of the Committee have a standing invitation to attend Committee Meetings

The Committee Chair may invite members of management to attend meetings as appropriate including:

Chief Financial Officer
Chief Operating Officer

General Manager, Environment and Sustainability (Secretary of the ESG committee) The GM, Environment and Sustainability will act as Secretary/Facilitator to the ESG Committee and administratively (i.e., day-to-day operations) to the Executive Chairman and General Counsel.

Meetings

ESG meetings will be held at the office of Hastings (or via video call) and at such times as the Chair considers appropriate/suitable. The ESG Committee will meet at least 3 times per year. Meetings may be requested by any member of the Committee. Unless notified otherwise (in time sensitive situations), seven (7) days advance notice of each meeting will be given to each member. .

If the Chair is unable to attend the meeting, the Chair shall appoint an alternate Chair for the purposes of that Committee meeting, unless otherwise specified.

Each Member will have one vote and decisions of the ESG Committee will be made by an affirmative vote of the majority. The Chair will have a deciding or casting vote in the case of an equality of votes at the meeting.

The ESG Committee may invite such persons (including external consultants/advisers) as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the ESG Committee.

In advance of every meeting, the Chair, with the assistance of the Secretary, will prepare and distribute to Members of the ESG committee and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials.

The ESG committee may require officers and employees of the Company to produce such information and reports as the deemed appropriate to fulfil its duties.

Authority

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

- Obtain independent professional or other advice in the fulfilment of its duties
- Obtain information from any employee or external party in the fulfilment of its duties as may be reasonably requested
- Facilitate the attendance at Committee meetings of external parties with relevant experience and expertise.

Board Reporting

The Chair or assigned delegate shall report to the Board on the ESG Committee's activities. The papers and minutes of each ESG Committee meeting must be made available to the Board members.

The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other Committee (e.g. the Technical Risk Committee) and, if so, recommend to the Board that this occurs.

Review Process and Assessment

The Committee is to:

- a) Review the composition and annual agenda for the Committee at least annually and the Charter at least every two years to determine its adequacy for current circumstances. . Any changes to the Charter shall require approval of the Board.
- b) Conduct a self-evaluation, at least annually, to assess its performance against the Committee's responsibilities contained in this Charter. The results of the assessment will be communicated to the Board.



Charles Lew
Executive Chairman

Approved by the Board (20 September 2023)