



SAFETY AND SUSTAINABILITY COMMITTEE CHARTER

ARTICLE 1 PURPOSE

1.1 The Safety and Sustainability Committee (the "**Committee**") is appointed by and reports to the Board of Directors (the "**Board**") of Outback Goldfields Corp. (the "**Company**"). The Committee shall assist the Board in fulfilling its oversight responsibilities with respect to:

- a) the effectiveness of the Company's Environmental Protection, Social Considerations and Good Governance Policy ("**ESG**") and practices; and
- b) monitoring of the conservation, health and safety, environmental protection, social responsibility, sustainability goals, sustainability reporting and community relations of the Company.

ARTICLE 2 COMPOSITION, PROCEDURE, AND ORGANIZATION

2.1 The Committee shall be a minimum of three or more individuals ("Members") who are appointed by and serve at the discretion of the Board.

2.2 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

2.3 Each Member shall have an understanding of safety, environmental and health matters and best practices.

2.4 Unless the Board has appointed a chair of the Committee, the members of the Committee shall elect a chair among their number.

2.5 The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

2.6 The Committee shall have access to such officers, consultants, advisors and employees of the Company and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

2.7 Meetings of the Committee shall be conducted as follows:

- (a) the Committee shall meet as frequently as required but at least four times annually at such times and at such locations or through some form of telecommunications as maybe requested by the chair of the Committee;
- (b) The Committee is governed by the rules regarding meetings (including virtual meetings), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board;
- (c) The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the incorporating documents of the Company, or (c) applicable law;
- (d) In the absence of the Committee Chairman from any meeting, the Members shall elect a chair from those in attendance to act as chairman of that meeting;
- (e) At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The Committee may form and delegate authority to subcommittees when and where appropriate; and
- (f) The Committee Chairman shall appoint a secretary for each meeting of the Committee and shall maintain minutes of all meetings and record the deliberations of the Committee. This role is normally filled by the Secretary of the Corporation.

ARTICLE 3

ROLES AND RESPONSIBILITIES

3.1 The overall duties and responsibilities of the Committee shall be as follows:

- (a) annually review and conduct an evaluation of the performance of the Committee and its Members, including the compliance of the Environmental Protection, Social Considerations and Good Governance Committee Policy;
- (b) Review and assess the adequacy of its Charter and recommend any improvements to the Board;
- (c) Report to the Board on a regular basis; and
- (d) perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

3.2 The duties and responsibilities of the Committee Chair shall be as follows:



The fundamental responsibility of the Committee Chair is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. To that end, the Committee Chair's responsibilities include:

- a) establish the frequency of Committee meetings and the agendas for meetings by him or herself or working with the Secretary of the Company;
- b) providing leadership to the Committee and presiding over Committee meetings;
- c) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
- d) reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;
- e) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and
- f) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

ARTICLE 4 EFFECTIVE DATE

4.1 The Charter was **approved** and **adopted** by the Board on **March 1, 2021**.