

RED 5 LIMITED

CHARTER FOR HEALTH, SAFETY, ENVIRONMENT AND COMMUNITY COMMITTEE

SCOPE

The Health, Safety, Environment and Community Committee (HSEC Committee) is a committee of the Board of Directors of the Company with the specific powers delegated under this charter. The charter sets out the HSEC Committee's function, composition, mode of operation, authority and responsibilities.

FUNCTION

The HSEC Committee has been established to assist the Board in its oversight and review of issues relating to health, safety, the environment and sustainable development as they affect the Company's employees, contractors and the communities in which the Company operates.

The function of the HSEC Committee is to advise the Board and the Managing Director on the effectiveness of management systems in achieving optimal health and safety standards in the workplace and promoting environmental and community development best practice.

OBJECTIVES

The HSEC Committee will seek to promote the following Company objectives:

- to develop and sustain industry-recognised best practice in health, safety and environmental management across the Company's operations;
- wherever possible, to prevent or otherwise minimise, mitigate and remediate any adverse effects of the Company's operations on the environment and communities in which the Company operates; and
- to adopt a long-term, responsible and supportive approach to communities within which the Company operates.

AUTHORITY

The HSEC Committee is established as an advisory committee to the Board and does not have executive powers to commit the Board to the implementation of any recommendations.

The HSEC Committee has unrestricted access to management and the Company's mining and exploration sites, in order to fulfil its purpose and undertake its duties. Its members shall be empowered to appoint independent advisers, insofar as reasonably necessary to assist in meeting its responsibilities, provided the prior consent of the Chairman of the HSEC Committee is obtained.

ROLES AND RESPONSIBILITIES

The HSEC Committee is responsible for providing independent advice to the Board on health, safety, environmental and community issues and specific risks and exposure.

The function of the HSEC Committee is oversight of policy development and management implementation under the terms of this charter.

Management's responsibilities

The Company's management is responsible for:

- the planning, implementation and assessment of the Company's health, safety, environmental and sustainable development strategies and systems;
- assessing key areas of occupational health and safety risks and devising systems to address these;
- ensuring compliance by the Company and its subsidiaries with all relevant health, safety and environmental legislation; and
- devising and implementing strategies for the engagement of host communities and key stakeholder groups.

HSEC Committee duties

The duties of the HSEC Committee comprise:

- reviewing the Company's health, safety, environmental and sustainable development policies and advising on changes thereto;
- monitoring the Company's compliance with its health, safety, environmental and sustainable development policies;
- monitoring the Company's compliance with relevant legislation pertaining to health, safety and the environment; and
- reviewing the Company's reputation for corporate social responsibility management and advising the Board on the effectiveness of engagement with key stakeholders.

In fulfilling these duties, the HSEC Committee may, from time to time:

- conduct site reviews and interview management for the purposes of identifying specific risks and exposure;
- review health and safety reports, workers' compensation reports and incident investigation reports;
- obtain independent legal, professional or other advice as necessary;
- assess management performance in controlling health and safety risks and exposure; and
- review the Company's community liaison and social development programmes and advise on changes thereto.

MEMBERSHIP

The members of the HSEC Committee shall be appointed by the Board. The HSEC Committee shall be composed of two non-executive directors, at least one of whom shall be an independent director, and with the permanent invitation and participation of the Managing Director.

The HSEC Committee shall appoint one of its members to serve as its Chairman. The Company Secretary shall be the Secretary of the HSEC Committee and the Human Resources Manager shall be the co-ordinator of the HSEC Committee and provide input for the HSEC Committee.

The HSEC Committee may invite, at its discretion, any other individuals it deems appropriate to attend its meetings and report to it.

MEETINGS

The HSEC Committee shall meet at least two times annually and more frequently as deemed necessary.

Only HSEC Committee members and others by the HSEC Committee's invitation are entitled to attend meetings. Members of the Board are invited under a standing invitation.

The Chairman shall report to the full Board after every HSEC Committee meeting.