

At Novo, we embrace innovation to responsibly transform minerals for the benefit of our stakeholders.

**Purpose**

The purpose of the Committee is to assist the Board in discharging its responsibilities relating to the following:

- Health & Safety;
- Environment;
- Climate change;
- Communities and social performance;
- Indigenous engagement and cultural heritage; and
- Human Rights.

**Duties and Responsibilities**

The Committee will:

1. Ensure appropriate policies, strategies and programs are in place in relation to sustainability matters.
2. Oversee the appropriateness of the Company's risk framework and management systems, in conjunction with and as delegated by the Audit, Risk, and Corporate Governance Committee, in relation to sustainability risks and ensure material sustainability risks are identified and appropriate risk mitigation are in place.
3. Oversee, monitor, and review the Company's responsibilities and commitments in relation to its stated purpose.
4. Oversee the Company's performance in relation to sustainability matters.
5. Review the Company's response to issues of significant concern or material non-compliance, if any, relating to its stated purpose.
6. Review management recommendations in relation to industry trends and international industry standards relating to sustainability matters.
7. Monitor resources applied to achieving compliance with the policies and standards within the Committee's scope and promote accountability.
8. Review and make recommendations to the Board in relation to significant public statements or reports (including a Sustainability Report) and public commitments / targets.
9. Assume responsibility for particular matters within the Committee's scope as requested and/or delegated by the Board from time to time.
10. Report regularly to the Board on the work and findings of the Committee and, where necessary, make recommendations in relation to them.



*Membership*

The Committee is appointed by the Board and must be comprised of at least three directors, one of whom acts as Chairperson of the Committee and all of whom must be independent as defined in Canadian National Instrument 52-110 *Audit Committees*.

*Authority*

The Committee is a review and advice committee with no decision-making authority and no delegated authority from the Board, except as expressly authorised by the Board through a formal Board action. The Committee is authorised by the Board to liaise directly with the Company's resources, including management, and obtain external specialist or professional advice to the extent that it considers it necessary or appropriate for the Committee to discharge its duties and responsibilities. External consultants may be engaged by, and report directly to, the Committee.

*Meetings*

A majority of the Committee members will constitute a quorum. The Committee will meet as required but a minimum of four times a year. The Committee will report on its findings to the Board. The Chairperson will prepare the meeting agenda with the Company Secretary acting as secretariat for the Committee.

Review Date: 2 March 2022