

RED 5 LIMITED

HEALTH, SAFETY AND COMMUNITY COMMITTEE CHARTER

SCOPE

The Health, Safety and Community Committee (HSC 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 HSC Committee's function, composition, mode of operation, authority and responsibilities.

FUNCTION

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

- to develop and sustain industry-recognised best practice in health and safety 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 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 HSC 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 HSC 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 HSC Committee is obtained.

ROLES AND RESPONSIBILITIES

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

The function of the HSC 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 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 and safety legislation; and
- devising and implementing strategies for the engagement of host communities and key stakeholder groups.

HSC Committee duties

The duties of the HSC Committee comprise:

- reviewing the Company's health, safety and sustainable development policies and advising on changes thereto;
- monitoring the Company's compliance with its health, safety and sustainable development policies;
- monitoring the Company's compliance with relevant legislation pertaining to health and safety; 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 HSC 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 HSC Committee shall be appointed by the Board. The HSC 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 HSC Committee shall appoint one of its members to serve as its Chairman. The Company Secretary shall be the Secretary of the HSC Committee and the Human Resources Manager shall be the co-ordinator of the HSC Committee and provide input for the HSC Committee.

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

MEETINGS

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

Only HSC Committee members and others by the HSC 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 HSC Committee meeting.