

CYBER SECURITY COMMITTEE CHARTER

1. INTRODUCTION

- (a) The cyber security committee (the "**Committee**") is a sub-committee of the Audit and Risk Committee of the Company.
- (b) The primary role of the Committee is to assist and advise the Audit and Risk Committee in fulfilling its responsibilities to safeguard the company's assets by reviewing the effectiveness of the Company's cyber security and compliance frameworks.
- (c) In this Charter, a reference to the "**Company**" means Emerald Resources NL and the entities that it controls from time to time.

2. COMPOSITION

- (a) The Committee may consist of board members, senior management and external industry consultants with expertise in cyber security, technology, risk management, and relevant business areas.
- (b) The members shall satisfy the applicable regulatory corporate governance guidelines. Members of the Committee shall be selected via a resolution approved by the Audit and Risk Committee. Any member of the Committee may be removed or replaced at any time by a resolution approved by the Audit and Risk Committee and shall cease to be a member of the Committee upon ceasing to be a director, employee or contractor of the Company.

3. RESPONSIBILITIES OF THE COMMITTEE

While the Committee has the responsibilities and powers set forth in this Charter, the role of the Committee is oversight of the Company's cyber security and compliance frameworks. Accordingly, the responsibilities of the Committee are to assist the Audit and Risk Committee by overseeing:

- (a) Cyber security policies, standards, and procedures;
- (b) Assessment of cyber security threats and trends; and
- (c) Readiness of cyber security incident response plans

4. MEETINGS

- (a) The Committee shall have a chair appointed by a resolution approved by the Audit and Risk Committee (the "**Chair**"), who shall not be the chair of the Board. The Chair shall have the duties and responsibilities set out in Schedule A hereto.
- (b) The Committee will convene as necessary to fulfill its responsibilities effectively, meeting at least twice annually.
- (c) Committee meetings may be conducted in person, through online meeting platforms, over the telephone, or by any other means deemed appropriate by the Committee. The time at which, and the place where meetings of the Committee shall be held, and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided by the Company's Constitution or by a resolution approved by the Board. Where deemed appropriate by the Chair, meetings and subsequent approvals may be held or concluded by way of a circular written resolution.
- (d) No business may be transacted by the Committee except at a meeting at which a quorum of the Committee is present. Two Committee members shall constitute a quorum.
- (e) Each Committee member will have one vote and decisions are made by majority vote. The Chair does not have a casting vote where there is a tied vote. If a tied vote occurs, the matter will be referred to the Board for further consideration.
- (f) The secretary of the Committee (the "**Secretary**") will be the Company Secretary or such other person appointed by a resolution approved by the Board. Minutes of the Committee meetings shall be maintained by the Secretary who shall ensure that they are kept in a secure environment.
- (g) All documents for presentation at Committee meetings shall be submitted to the Secretary in the first instance. The Secretary will assist the Chair to compose an agenda for each Committee meeting.
- (h) The Committee may invite such other persons to attend its meetings as it deems necessary.

5. AUTHORITY OF THE COMMITTEE

To ensure the Committee can discharge its responsibilities efficiently and effectively, it is authorised by the Audit and Risk Committee to:

- (i) Investigate any activity within the responsibilities of the Committee;
- (ii) Seek any information it requires from any employee and require all employees to co-operate with any relevant request made by the Committee;
- (iii) Engage external consultants or specialists as it determines necessary to carry out its duties, subject to the Chief Financial Officer ensuring the cost of any external engagements are considered reasonable.

6. SPECIFIC RESPONSIBILITIES

In carrying out its oversight responsibilities, the Committee will consider and make recommendations to the Audit and Risk Committee on the following:

- (a) Cyber security policies, standards, and procedures.
- (b) Implementation and effectiveness of cyber security measures.
- (c) Assessment and prioritization of cyber security risks.
- (d) Monitoring and reporting on emerging cyber security threats and trends.
- (e) Recommendations on cyber security investments and initiatives.
- (f) Reporting on cyber security incident response plans.
- (g) Assessment of the performance of the cyber security program.

The Committee is to report regularly to the Audit and Risk Committee on cyber security matters, including significant risks, incidents, and remediation efforts.

7. APPROVAL AND REVIEW

This Charter is to be reviewed annually to ensure that it meets best practice standards, taking into account the size and activities of the Company and the needs of the Company and the Board.

REV NO.	PREPARED/ UPDATED BY	REVIEWED	APPROVED	DATE	NEXT REVIEW
1.0	Company Secretary	Cyber-Security Committee	Audit and Risk Committee	28 June 2024	28 June 2025

SCHEDULE A

In addition to the duties and responsibilities set out in the Charter of the Cyber-Security Committee, the Chair of the Cyber-Security Committee has the duties and responsibilities described below:

- (a) Provide overall leadership to facilitate the effective functioning of the Committee, including:
 - (i) overseeing the structure, composition, membership and activities delegated to the Committee;
 - (ii) chairing every meeting of the Committee and encouraging free and open discussion at meetings of the Committee;
 - (iii) scheduling and setting the agenda for Committee meetings with input from other Committee members, the Chair of the Board and management as appropriate;
 - (iv) facilitating the timely, accurate and proper flow of information to and from the Committee;
 - (v) arranging for management, external advisors and others to attend and present at Committee meetings as appropriate;
 - (vi) arranging sufficient time during Committee meetings to fully discuss agenda items;
 - (vii) encouraging Committee members to ask questions and express viewpoints during meetings; and
 - (viii) taking all other reasonable steps to ensure that the responsibilities and duties of the Committee, as outlined in its Charter, are well understood by the Committee members and executed as effectively as possible.
- (b) Foster ethical and responsible decision making by the Committee and its individual members.
- (c) Following each meeting of the Committee, report to the Board on the activities, findings and any recommendations of the Committee.
- (d) Carry out other such duties as may reasonably be requested by the Board.

SCHEDULE B

In addition to the duties and responsibilities set out in the Charter of the Cyber-Security Committee, the Company Secretary has the duties and responsibilities described below:

- (a) Provide support to the Chair to facilitate the effective functioning of the Committee, including:
 - (i) assist with the scheduling and setting the agenda for Committee meetings;
 - (ii) compile information to be presented to the Committee and from the Committee to the Board;
 - (iii) arrange for the attendance of external advisors and others to present at Committee meetings as appropriate;
- (b) Following each meeting of the Committee, present the minutes of the meeting to the Chair for review and following this, circulate to all Committee members and assist the Chair to report to the Board on the activities, findings and any recommendations of the Committee; and
- (c) Carry out other such duties as may reasonably be requested by the Chair.