



20 January 2022

# Board Committees Standing Rules

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**Deterra Royalties Limited**

**ACN 641 743 348**

Adopted by the Board on 20 January 2022

## 1 Application

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- (a) These rules shall apply to and be deemed to be incorporated into the Charter of:
- (1) the Audit and Risk Committee;
  - (2) the People and Performance Committee;
  - (3) the Sustainability Committee; and
  - (4) the Nomination and Governance Committee,

(each a **Committee**) save as expressly varied by the Charter of that Committee or by the Board.

## 2 Committee Membership

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- (a) Each Committee must consist of:
- (1) a minimum of 3 members;
  - (2) only non-executive directors, a majority of whom are independent; and
  - (3) an independent director as Chair.
- (b) Members and the Chair of the Committee will be appointed by the Board.

## 3 Roles

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- (a) The Committee will assist the Board by advising the Board and making appropriate recommendations in relation to aspects within its responsibilities. The Committee does not make decisions on behalf of the Board unless such authority in respect of any matter is expressly delegated by the Board

The Committee will consider any matters or issues referred to it by other Committees that are relevant to its responsibilities.

## 4 Committee Process

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### 4.1 Meetings

- (a) It is intended that each Committee will meet at least twice a year. Meetings may be requested by any member of the Committee.
- (b) A quorum for Committee meetings is three members.

- (c) Directors who are not members of the Committee have a standing invitation to attend Committee meetings.
- (d) The Chair may invite senior executives or other persons to attend meetings as appropriate.

## **4.2 Secretarial**

The Company Secretary or their delegate will be the secretary of each Committee and will be responsible for the minutes of meetings.

## **4.3 Role of each Committee and Reporting to the Board**

- (a) Each committee will assist the Board by advising the Board and making appropriate recommendations in relation to aspects within its responsibilities. Each Committee does not make decisions on behalf of the Board unless such authority in respect of any matter is expressly delegated by the Board.
- (b) The Committee will consider any matters or issues referred to it by other Committees that are relevant to its responsibilities.
- (c) Each Committee Chair will report to the Board after each Committee meeting and will make recommendations to the Board as appropriate.
- (d) A copy of the minutes of each Committee will also be provided to the Board with the Board papers.
- (e) Each Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, recommend to the Board that this occurs.

## **4.4 Access to Information and Independent Advice**

- (a) Each Committee is to have access to adequate internal and external resources, including the right to interview management and obtain information upon request.
- (b) Each Committee may seek the advice of the Company's auditors, solicitors or other independent advisors as to any matter pertaining to the powers, duties or responsibilities of the Committee as required.

## **5 Review Process**

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The Board will review the membership and Charter of each Committee as needed, to determine their adequacy for current circumstances and the Committee may make recommendations to the Board in relation to each Committee's membership, Charter, functions or otherwise.