

CHAMPION IRON 

CHAMPION IRON LIMITED

**SUSTAINABILITY
AND INDIGENOUS
AFFAIRS COMMITTEE
CHARTER**

The Board of Directors (the “Board”) of Champion Iron Limited (the “Company”) has established a Sustainability and Indigenous Affairs Committee (the “Committee”) which consists entirely of non-executive directors. The roles and responsibilities of the Committee are outlined in this charter.

Membership

The Committee shall consist of at least three non-executive Board members, at least a majority of whom shall be independent Board members. The members of the Committee are appointed by the Board.

Chair

The Board or, failing that, the Committee shall appoint an independent Director as the Chair of the Committee. The Chair is responsible for the following:

- Providing the necessary direction required for the Committee to undertake its role effectively;
- Establishing the frequency of the Committee meetings, within the parameters set forth in this charter;
- Overseeing the preparation of Committee agendas and briefing papers and ensuring that all required matters are brought before the Committee and that all the Committee members receive timely and accurate information so that they can make informed decisions on matters under the Committee’s responsibility;
- Reporting to the Board on the matters reviewed by the Committee and on any decisions or recommendations of the Committee in accordance with this charter;
- Carrying out any special assignments or functions as requested by the Board.

Secretary

Unless otherwise determined by the Committee, the Corporate Secretary shall be the Secretary of the Committee.

Other Attendees

The Executive Chairman and the Chief Executive Officer as well as other members of senior management may be invited to be present for all or part of the meetings of the Committee, but shall not be members of the Committee.

Representatives of the Company’s external consultants may also be invited to be present for all or part of certain meetings of the Committee.



Quorum

A quorum consists of the majority of the members.

Meetings

Committee meetings shall be held not less than once every quarter to enable the Committee to undertake its role effectively.

Reporting Procedures

The Committee shall keep minutes of its meetings. The minutes of each Committee meeting shall be drafted by the Secretary of the Committee or such other secretary of the meeting as shall be delegated by the Secretary or appointed by the Committee from time to time. The Secretary of the Committee shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chair of the Committee. A report is to be made by the Chair of the Committee at the Board meeting following the Committee meeting along with any recommendations of the Committee.

Duties and Responsibilities of the Committee

The purpose of the Committee is to assist the Board of Directors in regard to:

- Monitoring and reviewing environmental, health and safety, community and social risks; and
- Supporting the Company's commitment to sustainable and socially responsible resource development, including the Company's relationships and engagement with Indigenous Peoples communities.

In particular, the Committee has the following duties:

- Recommend to the Board for approval, as necessary, and review periodically on a quarterly and annual basis the Company's plans, initiatives, policies, standards, procedures, processes, systems and programs with respect to environmental, health and safety, community and social matters ("Sustainability Matters"), including environmental management, tailings management, water stewardship, site restoration, biodiversity, social responsibility, community, including general community issues and Indigenous relations, human rights, transparency, ethics and related matters.
- Ensure the Company's compliance with applicable legal and regulatory requirements, permits commitment and any contractual requirements associated with Sustainability Matters.
- Encourage, assist, support and counsel the Company's management in its efforts to implement and promote best practices throughout its organization with respect to Sustainability Matters.



- Designating accountable executive officer(s), as deemed necessary, for material sustainability risks, including tailings management and climate change, who are tasked with ensuring those risks are managed in accordance with leading standards and are accountable for reporting to the Committee.
- Monitor evolving industry practices and laws and regulations and current and emerging issues, trends and initiatives relating to Sustainability Matters, and provide appropriate guidance to the Board as to their impact on the Company and its operations.
- Review and assess the impacts of emerging standards and mandatory requirements on the disclosure of Sustainability Matters.
- Review risks and opportunities related to Sustainability Matters, including management's strategies to monitor, control or mitigate such risks and capitalise on such opportunities, and report its findings to the Board.
- Review periodic reports from management and consultants on performance relating to Sustainability Matters, including performance against targets, initiatives implemented, effectiveness of the resources in place to support the effective implementation of such initiatives, compliance and risks, as well as any significant concerns, incidents, issues, claims, complaints, proceedings or instances of non-compliance and proposed actions or recommendations, and report its findings to the Board.
- Request investigation of any extraordinary negative incidents relating to Sustainability Matters, where appropriate.
- Review results of internal and external audits performance relating to Sustainability Matters, and management's actions and recommendations in relation to such audits, and report its findings to the Board.
- Oversee material communications with employees, shareholders, local communities and other stakeholders with respect to Sustainability Matters.
- Review material public reporting and disclosure relating to the Company's performance relating to Sustainability Matters, including any report produced by the Company or a subsidiary.
- Monitor and review the Company's approach to creating and sustaining strong, respectful and positive relationships with Indigenous Peoples and local communities, in the areas of employment, skills training, educational support, local business development and cultural awareness.
- Monitor and review climate change-related risks and opportunities and the management of the climate-change issue.
- Monitor and review the management of tailings and designate one or more accountable executive officers for such purpose.



Authority

The Committee is authorised by the Board to retain external consultants with relevant experience and expertise, to set and pay the compensation for such consultants and to secure the attendance of such consultants if it considers this necessary.

The Committee is required to make recommendations to the Board on all matters within the Committee's charter.

Board Review and Approval

This charter shall be reviewed annually by the Board, following review and recommendation by the Committee. The current version of this charter was approved by the Board on January 29, 2025 (Montréal) / January 30, 2025 (Sydney).

