Sustainability Committee Charter

CHA-GE-C.000-0005

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1. INTRODUCTION

The Board of Directors (Board) of Liontown Limited (Company) has established a committee of the Board to be known as the Sustainability Committee (Committee).

This Sustainability Committee Charter (Charter) outlines the roles, responsibilities and composition of the Committee.

2. SCOPE

The primary purpose of the Committee is to assist the Board with discharging its oversight responsibilities in relation to the Company's Environmental, Social, Governance and Economic (ESGE) strategy, sustainability policies, practices and reporting/disclosure, including the following considerations:

- the environmental impact of operations, including emissions, energy use, water management, biodiversity and environmental stewardship;
- relationships with suppliers, customers and communities in which the Company operates;
- social responsibility, including labour practices, diversity and inclusion, human rights, and stakeholder engagement;
- health, safety and wellbeing strategy;
- alignment to governance standards including transparency, fairness and accountability;
- alignment of environmental, social and governance goals with financial stability; and
- sustainability performance.

3. COMPOSITION AND OPERATIONS

The Committee shall, where practical, and subject to composition of the Board, be structured so that it has at least three members, all of whom are non-executive directors and a majority of which are independent. The Committee shall be chaired by an independent non-executive director who preferably is not the Chair of the Board. The Chair of the Committee will be appointed by the Board.

The appointment and removal of Committee members is the responsibility of the Board, and the composition of the Committee will be reviewed annually by the Board to determine its adequacy for current circumstances. A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Chair of the Committee. If a Committee member ceases to be a director of the Company, their appointment as a member of the Committee is automatically terminated with immediate effect. The Committee members shall, collectively have sufficient sustainability knowledge of the industry in which the Company operates to allow them to discharge their duties.

All Company Directors will have a standing invitation to attend meetings of the Committee. From time to time, non-Committee members may also be invited to attend meetings of the Committee, if it is considered appropriate.

The Committee shall meet at least quarterly and otherwise as required to fulfil its role. A quorum for any Committee meeting will be at least two Committee members. The Company Secretary of the Company will attend all Committee meetings as minute secretary and will be responsible for issuing and storing meeting notices, agendas, minutes and supporting papers. Minutes of all meetings of the Committees must be kept, and the meetings are to be governed by the same rules as set out in the Company's Constitution as they apply to meetings of the Board. The minutes must be tabled at a subsequent meeting of the Board, and a report of actions taken by the Committee also given by the Chair of the Committee at subsequent meetings of the Board.

The Committee is a committee of the Board established in accordance with the Company's Constitution and is authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

4. RESPONSIBILITIES

In performing its role, the Committee will review, report and where required, make recommendations to the Board of the following key areas of focus:

4.1. ESGE Strategy

a. adequacy and effectiveness of the Company's ESGE strategy, as well as sustainability-related policies, procedures, internal systems and controls, to satisfy itself:

i. that they continue to be sound;
ii. that they comply with applicable legal and regulatory requirements, as well as any voluntary commitments; and
iii. that the Company is operating with due regard to its risk appetite;

b. management's implementation of the ESGE Strategy;
c. material voluntary commitments made by the Company to comply or align with sustainability-related standards or frameworks;
d. material topics against which the Company will report in its Sustainability Report; and
e. the Company's climate strategy, climate transition plan, and decarbonisation roadmap, including monitoring of regulatory and policy developments relevant to climate-related risks, opportunities and disclosure obligations (including AASB S2 Climate-related Financial Disclosures).

4.2. Sustainability performance

a. compliance with applicable sustainability-related laws, regulations and voluntary commitments relating to the performance of the Company, and having regard to the consequences of decisions and actions of the Company;
b. response to sustainability-related incidents and learnings from such incidents and potential incidents;
c. in conjunction with the Audit & Risk Committee, the Company's performance and management of sustainability risks in relation to environment and climate change, community and social engagement, health, safety and wellbeing, and responsible business (including modern slavery and human rights issues);
d. the identification and assessment of climate-related risks and opportunities (including physical risks, transition risks, and the application of climate scenario analysis);
e. review of material climate-related risks for reporting to the Audit and Risk Committee and the Board; and
f. monitoring of the Company's performance against GHG targets.

4.3. External Reporting

a. the annual Sustainability Report (either standalone or incorporated in the Annual Report), ESG data book (published on the Company's website) and the Modern Slavery Statement, including a recommendation to the Board about the adequacy and effectiveness of disclosures therein;
b. the process taken to verify the integrity of any sustainability-related periodic corporate report to be released to the market or published on the Company's website that has not been subject to review by an external auditor.

5. REPORTING

The Committee will:

a. regularly report to the Board on all matters relevant to the Committee's role and responsibilities set out in this Charter and, as appropriate, make recommendations to the Board on such matters;
b. advise the Board in a timely manner of sustainability matters which may significantly impact upon the Company;
c. as and when appropriate, seek direction and guidance from the Board on sustainability matters.

6. ACCESS TO INFORMATION AND INDEPENDENT ADVICE

The Company is to provide the Committee with access to adequate internal and external resources to undertake its duties, including the provision of educational information on accounting policies and other financial topics relevant to the Company, and such other relevant materials requested by the Committee.

The Committee has rights of access to management and has the authority to seek explanations and additional information from the Company's external auditor, without management present, when required. The Managing Director, the Chief Financial Officer and the Company Secretary will have unfettered access to the Committee.

The Committee has the power to conduct or authorise investigations into any matters within the Committee's scope of responsibilities. The Committee has the authority, as it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The costs of such external advisors will be borne by the Company.

7. COMMITTEE EVALUATION

The Committee shall undertake an independent evaluation on a periodic basis. This evaluation will verify that the Committee is meeting its responsibilities and duties as outlined in this Charter. The evaluation will also be completed

in the context of current industry practice and provide recommendations on how the Committee's responsibilities and duties may require updating to meet stakeholder expectations.

8. REVIEW OF CHARTER

The Committee will review this Charter at least biennially or following a material change in the Company's operations, structure, or regulatory obligations, to ensure it remains consistent with:

- accepted sustainability and ESG industry practice;
- the Audit and Risk Committee Charter;
- applicable sustainability disclosure standards (including AASB S2 Climate-related Financial Disclosures), laws, regulations, and governance frameworks; and
- the Company's evolving sustainability risk profile and stakeholder expectations.

The Board may change this Charter (including the duties and responsibilities of the Committee) from time to time by resolution, acting on the recommendation of the Committee.

Policy Ref.	Policy Name	Ver	Author	Approving Authority	Approved Date
CHA-GE-C.000-0005 (formally C-5)	Sustainability Committee Charter	2	Company Secretary	Board of Directors	28 May 2025
CHA-GE-C.000-0005	Sustainability Committee Charter	3	Company Secretary	Board of Directors	27 May 2026

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