



CHARTER OF THE HEALTH, SAFETY AND ENVIRONMENT COMMITTEE

Lynas Rare Earths Limited

ACN 009 066 648

Table of Contents

1.	Introduction	3
2.	Role of the Committee - HSE.....	3
3.	Composition	3
4.	Meetings	4
5.	Powers	4
6.	Reporting	5
7.	Committee's performance evaluation	5
8.	Review of the Charter	5
9.	Public availability of materials	5

CHARTER OF HEALTH, SAFETY AND ENVIRONMENT COMMITTEE

1. Introduction

- 1.1 Ensuring proper management and supervision of health, safety and environmental issues is a priority for the Company.
- 1.2 The HSE Committee (Committee) is a committee of the Company's board of directors (**Board**).
- 1.3 This Charter governs the roles, responsibilities, composition and membership of the Committee.
- 1.4 The operation of the Committee is also governed, where applicable, by the constitution of the Company.

2. Role of the Committee - HSE

- 2.1 The role of the Committee is to review and make recommendations to the Board in relation to:
 - (1) the adequacy of the Company's processes for managing HSE issues,
 - (2) strategic initiatives and major developments in relation to HSE,
 - (3) any incident involving a fatality, a Lost Time Injury or environmental harm,
 - (4) the appropriateness of the Company's reporting of HSE issues, and
 - (5) the adequacy of internal and external resources used by the Company to manage HSE issues.

3. Composition

3.1 Members

The Committee must have a minimum of 3 members, with the majority of members being independent directors.

The members of the Committee will be appointed and removed by the Board.

3.2 Expertise

Members of the Committee must have an appropriate level of understanding of the management of health, safety and environment issues, and the regulatory frameworks governing health, safety and environment issues..

The Committee must also include some members who have an understanding of the mining industry and the chemical industry.

3.3 Chair and Secretary

The Board will appoint an independent chair to the Committee (Chair). The Chair must not be the chair of the Board.

The Company secretary will act as secretary of the Committee (Secretary) unless determined otherwise by the Board.

4. Meetings

4.1 Frequency

The Committee will meet as frequently as required but must, at a minimum, meet twice a year.

The Secretary must call a meeting of the Committee if requested to do so by any member of the Committee.

4.2 Agenda and notice

The Secretary will be responsible, in conjunction with the Chair, for drawing up the agenda (supported by any necessary explanatory documentation) and circulating it to Committee members prior to each meeting. The Secretary must notify members of the Committee of the date, time and location of Committee meetings as far in advance as possible, but not less than 7 days before the meeting.

4.3 Quorum

A quorum for Committee meetings will be at least 2 members, save that 1 of the members of the quorum must be an independent director.

4.4 Minutes

The Secretary is responsible for taking minutes of each meeting and distributing them to Committee members as soon as practicable.

4.5 Attendance

A representative of the Company's external auditors will be invited to attend each Committee meeting. The Committee may invite any other person to attend part or all of any meeting of the Committee as it considers appropriate. Voting at Committee meetings is restricted to Committee members.

5. Powers

5.1 Access

The Committee has the right to obtain information, and unrestricted access to management and any internal and external auditors (with or without management present) and access to all Company records for the purpose of carrying out its responsibilities under this Charter.

5.2 Investigations and External Advice

The Committee has the power:

- (1) to conduct any investigations it considers necessary; and
- (2) seek explanations and additional information.

The Committee has the power to seek advice from external consultants or specialists where the Committee considers that necessary or appropriate. Costs associated with this will be borne by the Company.

6. Reporting

6.1 Reporting to the Board

All Directors will be invited to attend each meeting of the Committee. The Committee must report to the Board, at the first Board meeting subsequent to each Committee meeting, regarding the proceedings of each Committee meeting, the outcomes of the Committee's reviews and recommendations and any other relevant issues. Annual report

7. Committee's performance evaluation

- 7.1 The Committee will review its performance from time to time and whenever there are major changes to the management of the Company.
- 7.2 The performance evaluation will have regard to the extent to which the Company has met its responsibilities in terms of this charter.

8. Review of the Charter

This Charter shall be reviewed annually and revised by the Board as required.

9. Public availability of materials

This Charter or a summary of its main provisions shall be made publicly available on the Company's website in a clearly marked corporate governance section.