



1. Introduction

This Charter sets out the objective, responsibilities, composition, and operation of the ESG Committee (the Committee) of the Board (the Board) of RareX Limited (the Company).

2. Objective

The primary objective of the Committee is to assist the Board in fulfilling its oversight of the Company's ESG material issues.

3. Responsibilities

The committee will assist the Board in fulfilling its oversight of the Company's ESG material issues by:

- (a) Reviewing the Company's ESG framework, including its approach, material topics, roadmap actions and targets.
- (b) Monitoring the Company's performance on the ESG metrics, and periodically reviewing the ESG targets (as outlined in each ESG policy)
- (c) Reviewing the scope and currency of the ESG policies.
- (d) Identifying, assessing and managing ESG risks and opportunities.
- (e) Informing and advising the Board on areas of improvement, including in relation to ESG performance, risks and reporting.

4. Composition

4.1 The Committee must consist of:

- (a) A minimum of three members.
- (b) A majority of members being independent directors.
- (c) An independent Director as Chair.



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

5. Meeting Arrangements

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

5.2 A quorum of the Committee is any two (2) members.

5.3 If the Chair is unable to attend the meeting, the Chair shall appoint an alternate Chair for the purposes of that Committee meeting, unless otherwise specified.

5.4 Directors who are not members of the Committee have a standing invitation to attend the Committee meetings.

5.5 The Chair may invite members of management to attend meetings as appropriate.

6. Authority

6.1 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.

6.2 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.

7. Reporting and Review

7.1 The Chair or assigned delegate shall report to the Board on the Committee's activities. The papers and minutes of each Committee meeting must be made available to the Board members.

7.2 The Committee shall review the Charter at least annually and conduct a self-evaluation to assess its performance against the Committee's responsibilities contained in this Charter.

7.3 The Board will annually review the composition of the Committee as well as its performance, providing feedback to the Committee Chair.