

IVANHOEMINES
NEW HORIZONS

Sustainability Committee Charter

1. ROLE AND OBJECTIVES

The Sustainability Committee (the "**Committee**") is a committee of the Board of Directors (the "**Board**") of Ivanhoe Mines Ltd. (the "**Company**") to which the Board has delegated certain responsibilities relating to compliance with applicable health, safety, environmental and human rights laws and regulation. The Committee also considers the voluntary incorporation of internationally recognized standards and best practices of responsible environmental management and sustainable development into the Company's strategy and policies. These standards and practices consider issues such as health, safety, operational security, environmental affairs, human rights, climate change, water security, heritage and land access, community engagement and/or development, and environmental and social governance.

The primary purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities in respect of the development, implementation and monitoring of the Company's environmental management and sustainable development strategies, policies and performance in compliance with applicable environmental, health, safety and human rights laws and regulation.

2. ORGANIZATION

1. Members of the Committee shall be appointed by the Board.
2. The Committee must be composed of not less than three (3) members of the Board.
3. The Board shall designate a Chair from among the members of the Committee.
4. The Board will fill any vacancy if and when the Committee has less than three (3) members and may remove members by resolution.

3. FUNCTIONS

The Committee shall:

- a. review, at least annually, the Company's objectives, strategies, policies and, if necessary, standards and practices with respect to sustainable development and environmental, social and governance ("**ESG**") matters, which includes, among other things, health, safety and environmental management, and make recommendations to the Board as may be appropriate;
- b. require management to monitor and regularly report on the Company's performance with respect to sustainable development and ESG matters, evaluate the effectiveness thereof, and make recommendations thereon as may be appropriate;
- c. review and, where appropriate, make recommendations to the Board regarding sustainable development and ESG matters, including the ongoing evaluation of climate change, biodiversity, circular waste management, water security, closure planning and the management of tailings;
- d. review the systems and processes for identifying, assessing and managing ESG risks and opportunities across the Company's operations, including any related controls, measures or assurance on measurement, enquire as to whether such ESG risks are appropriately captured in the Company's risk profile, and report to the Board on material

- business risks within the Committee's scope, including health, safety, environmental, climate change, waste management and water security risks;
- e. review management reports on health, safety and environmental incidents with respect to the Company's employees, contractors, facilities and operations and review the results of and, where necessary, commission any investigations or audits in respect of such incidents and the remedial actions proposed pursuant to the findings;
 - f. review with management and legal counsel, the Company's current or pending legal actions by or against the Company, related to health, safety, environmental and human rights laws and regulation, as well as the adequacy of the applicable management systems to manage these liabilities;
 - g. advocate for responsible supply chain management by promoting, and causing management to promote, local procurement practices and development programs, as well as by ensuring that the policies, management systems and/or controls which oblige suppliers to promote responsible and ethical sustainable development and human rights practices are established and periodically revised;
 - h. facilitate information sharing with other committees as required to address matters of mutual interest or concern in respect of sustainable development and ESG matters, including recommending to the Board and/or its respective committees each year appropriate key performance indicators and targets for the sustainability component of the annual corporate scorecard;
 - i. review, where appropriate, disclosures proposed to be made in relation to sustainable development and ESG matters and/or make recommendations regarding such disclosures and/or emerging disclosure standards;
 - j. review the Company's annual sustainability report, having regard to the reporting frameworks adopted by the Company, and recommend to the Board for approval;
 - k. require management to take steps to ensure that employees receive the training necessary to meet health, safety, environmental and sustainability standards set by law and policies set by the Committee, and to further ensure that these standards and policies, including associated targets, are embedded in key performance indicators throughout the Company;
 - l. review practices and procedures for communicating to employees the Company's sustainability strategy, including efforts to create a culture of awareness in areas of ESG matters, with particular focus on health, safety, corporate social responsibility and responsible environmental management;
 - m. oversee the Company's approach to communicating with shareholders and other stakeholders about its sustainable development and ESG performance;
 - n. make periodic visits to project locations and/or the Company's host communities in order to become more familiar with the nature of the activities therein; and
 - o. any additional matters delegated to the Committee by the Board.

The Committee will perform such other functions as are assigned by law and the Company's Articles, as well as those instructed by the Board

4. MEETINGS

The Chair will appoint a secretary who will keep minutes of all meetings (the “Secretary”). The Secretary may be the Corporate Secretary or another person who does not have to be a member of the Committee or a director. The Secretary can be changed by a simple notice from the Chair.

No business shall be transacted by the Committee unless a quorum of the Committee is present or the business is transacted by resolution in writing signed by all members of the Committee. A majority of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one half of the number of members plus one shall constitute a quorum.

The Committee shall meet as often as it deems necessary to carry out its responsibilities but not less frequently than two times per year.

The time at which, and the place where the meetings of the Committee shall be held, and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the Articles of Ivanhoe Mines Ltd. or otherwise determined by resolution of the Board.

Meetings may be held in person, or by teleconference or videoconference.

Any decision made by the Committee shall be determined by a majority vote of the members of the Committee present. A member will be deemed to have consented to any resolution passed or action taken at a meeting of the Committee unless the member dissents.

Minutes of the Committee will be kept by the Corporate Secretary.

The Committee may invite, from time to time, such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

The Chair shall preside at all meetings of the Committee at which he or she is present and shall develop the agenda for each Committee meeting. The agenda for each meeting of the Committee, other than an ad hoc meeting, shall be delivered to each member of the Committee at least 48 hours prior to any meeting of the Committee, together with such other materials as the Chair determines necessary.

5. ACCESS TO INFORMATION WITHIN THE COMPANY

The Board authorizes the Committee, within the extent of its responsibilities, to:

- a. have direct access to anyone within the organization;
- b. require any information needed from any employee;
- c. access books and records of the Company, necessary for the execution of the Committee’s obligations; and

- d. ensure the attendance of employees and officers of the Company to Committee meetings as judged appropriate by the Committee.

6. ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS

The Committee shall have the authority to select, engage and remunerate independent consulting firms, independent legal counsel and other experts or advisers to assist in carrying out its duties, as deemed necessary. The Company will provide appropriate funding to compensate any advisors that the Committee chooses to engage.

In discharging its duties under this Charter, the Committee may investigate any matter brought to its attention and will have access to all books, records, facilities and personnel, may conduct meetings or interview any officer or employee, the Company's legal counsel, internal or external auditors and consultants, and may invite any such persons to attend any part of any meeting of the Committee with or without the presence of management.

7. REPORTING REQUIREMENTS

The Committee shall report regularly to the Board on the activities, proceedings, deliberations and recommendations of the Committee at such times and in such manner as the Board may require.

8. ANNUAL REVIEW AND ASSESSMENT

The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The Committee shall review its own performance annually.

9. REMUNERATION

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

10. AMENDMENT OR MODIFICATION

This charter may be amended or modified by the Board.