

REMUNERATION AND NOMINATIONS CHARTER

Aeon Metals Limited
ACN 121 964 725



REMUNERATIONS AND NOMINATIONS COMMITTEE CHARTER

1 THE PURPOSE AND ROLE OF THE COMMITTEE

The Remuneration and Nominations Committee (**Committee**) is a committee of the Board of Directors of Aeon Metals Limited (**Company**), established in accordance with the Company's Constitution.

The purpose of the Committee is to assist the Board by making recommendations in respect of the following items:

- (a) the composition, performance and effectiveness of the Board;
- (b) coherent remuneration policies and practices to attract and retain executives and Directors who will create value for shareholders; and
- (c) fairly and responsibly rewarding executives having regard to the performance of the Company, the performance of the executives and industry remuneration conditions.

The Committee may delegate all or a portion of its responsibilities to a subcommittee of the Committee. However, the Board retains ultimate responsibility for these matters.

The Committee will, in discharging its duties, seek to co-ordinate its activities with the Audit and Risk Committee where appropriate. The Chairperson of the Committee must liaise with the Chairperson of the Audit and Risk Committee on an ongoing basis to ensure that no material matter is overlooked by the two Committees.

2 MEMBERSHIP AND STRUCTURE

2.1 Membership and appointment

The Board will review and/or appoint the Committee annually and where practicable, ensure that the Committee will consist of:

- (a) a minimum of three members of the Board;
- (b) only non-executive Directors; and
- (c) a majority of independent Directors (as assessed by the Board in accordance with the Board Charter).

The Board may appoint additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

2.2 Chairperson

Where practicable, the Chairperson of the Committee will be:

- (a) an independent non-executive Director; and

- (b) not be the Chairperson of the Board.

In the absence of the Committee Chair, one of the Committee Members (either nominated by the Committee Chairperson or elected by the Committee) will act as the Committee Chairperson for that meeting.

2.3 Secretary

The secretary of the Committee will be the Company Secretary.

3 MEETINGS OF THE COMMITTEE

3.1 Meetings

- (a) Any member of the Committee may call a meeting of the Committee.
- (b) The Committee will meet at least annually, and more frequently if it is deemed necessary to fulfil its role.
- (c) Notice will be given to every member of the Committee, of every meeting of the Committee, at the member's advised address (including electronic mail address) for service of notice (or such other pre-notified interim address where relevant).
- (d) The quorum is two members of the Committee.
- (e) Directors (who are not members of the Committee) may attend meetings of the Committee.
- (f) The Committee may invite any person to attend all or part of a meeting of the Committee. The Chief Executive Officer, Chief Financial Officer and other managers will be invited as required.
- (g) A member must not be present for discussions at a Committee meeting on, or vote on a matter regarding, their own election, re-election, removal, remuneration or a specific remuneration policy that affects them. However, a member who is a non-executive Director may be present and vote in relation to the remuneration of all non-executive Directors.
- (h) The Board will disclose in the Company's Annual Report the number of times the committee met throughout the relevant reporting period and the individual attendances of the members of the Committee at the meetings held throughout the period.

3.2 Voting

- (a) Each member shall have one vote.
- (b) The Chairperson will not have a second or casting vote.

3.3 Minutes

- (a) Minutes of Committee meetings will be prepared by the Secretary, approved by the Chairperson in draft and circulated to all members.

- (b) The minutes of a Committee meeting will be approved at the next Committee meeting and signed by the Chair.

3.4 Reporting

The Chairperson of the Committee will report on the actions and recommendations of the Committee to the Board at the next Board meeting following a meeting of the Committee. All Directors will be permitted, during a Board meeting, to request information from the Chairperson of the Committee or members of the Committee.

4 RESPONSIBILITIES OF THE COMMITTEE

4.1 Nomination

In the area of nomination, the key responsibilities of the Committee are to:

- (a) review and recommend to the Board the size and composition of the Board;
- (b) review, assess and recommend to the Board the desirable competencies of Board members in line with the Company's Board skills matrix, which sets out the skills and diversity that the Board currently has and seeks to achieve in its membership;
- (c) develop succession plans for the Board and oversee the development of succession planning in relation to senior management;
- (d) assist the Board to identify individuals who are qualified to become Board members by assessing:
 - (i) the skills, experience, expertise and personal qualities that will best complement the effective operation of the Board;
 - (ii) the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments); and
 - (iii) potential conflicts of interest and independence.

The identification of potential Director candidates may be assisted by use of external recruitment agencies. Offers of a Board appointment must only be made by the Chairperson after all Directors have been consulted, with any recommendations from the Committee having been circulated to all Directors;

- (e) review and provide recommendations to the Board concerning the election or re-election of persons as Directors;
- (f) assist the Board to assess Board performance, and the performance of Board committees, individual Directors and senior management (if required);
- (g) undertake appropriate checks, including as to the person's character experience, education, criminal record and bankruptcy history before appointing a Director or senior manager;

- (h) review and manage potential conflicts of interest and the independence of individual Directors, including maintaining records of any other material directorships held by each Director;
- (i) review and make recommendations in relation to any corporate governance issues, in respect to nominations and remuneration, as requested by the Board from time to time;
- (j) develop and review an effective induction process;
- (k) develop and review an induction and professional development program to ensure Directors have the opportunity to develop and maintain the requisite skills and knowledge; and
- (l) if requested by the Board, ensure that the Board receives briefings on material developments in laws, regulations and accounting standards.

4.2 Remuneration

In the area of remuneration, the key responsibilities of the Committee are to:

- (a) on an annual basis, review and where necessary make recommendations to the Board on, arrangements for the Chief Executive Officer and if applicable, executive Directors, including contractual terms, annual remuneration and participation in any short or long term incentive plans;
- (b) on an annual basis (and further, as required), review recommendations made to the Committee (from the Chief Executive Officer) and make recommendations to the Board on remuneration arrangements for senior management (including all executives reporting to the Chief Executive Officer) including contractual terms, annual remuneration and participation in any short or long term incentive plans;
- (c) review and approve remuneration arrangements for non-executive Directors including monitoring compliance with the non-executive Director remuneration pool as established by the Constitution, or as subsequently amended by shareholders and recommending contractual terms and participation in any short or long-term incentive plans;
- (d) review major changes and developments in the Company's remuneration, recruitment, retention and termination policies and procedures for senior management;
- (e) oversee the processes for the performance evaluation of the executives reporting to the Chief Executive Officer and review the results of that performance evaluation process;
- (f) review and recommend to the Board matters relating to employee remuneration to ensure alignment with market trends, and consistency with the Company's Diversity Policy (if applicable) to ensure that there is no inappropriate bias in the remuneration of senior management and other employees;
- (g) review and recommend to the Board the terms of any industrial instruments or agreements of general application to some or all of the Company's employees;

- (h) review and recommend short term incentive strategies, performance targets and bonus payments for senior management and other employees;
- (i) review and recommend to the Board implementation of, or any major changes/developments to, incentive plans (including employee incentive schemes), which includes:
 - (i) the design of any incentive plan; and
 - (ii) the total proposed payments/benefits from any incentive plan;
- (j) in respect of any employee equity incentive plans that are put in place:
 - (i) recommend to the Board whether offers are to be made under any or all of the Company's incentive plans in respect of a financial year and the terms of performance hurdles or other conditions (as applicable);
 - (ii) assess and recommend to the Board whether performance hurdles or other conditions have been satisfied in respect of a particular award; and
 - (iii) generally administer the operation of the plans, including but not limited to determining disputes and resolving questions of fact or interpretation concerning the various plans;
- (k) review and recommend to the Board the remuneration arrangements for the Chairperson and the non-executive Directors of the Board, including fees, travel and other benefits;
- (l) review and recommend to the Board the Remuneration Report prepared in accordance with the *Corporations Act 2001* (Cth) for inclusion in the Directors' Report;
- (m) in the event of serious misconduct or a material misstatement in the Company's financial statements, evaluating and approving the cancellation or claw-back of performance-based remuneration from Directors and other members of senior management to recoup excess remuneration paid; and
- (n) review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.

4.3 Remuneration policies and practices

- (a) In performing its responsibilities in relation to remuneration, the Committee must give appropriate consideration to the Company's performance and objectives, employment conditions and remuneration relativities.
- (b) Executive remuneration and incentive policies and practices must be designed to:
 - (i) motivate the Directors and management to pursue the Company's long term growth and success; and
 - (ii) demonstrate a clear relationship between the Company's overall performance and the performance of executives.

- (c) Structures for non-executive Directors' remuneration and executive Directors' and senior management remuneration must be clearly distinguished.
- (d) The Committee may monitor developments in relevant employment and workplace legislation and regulations and oversee the Company's compliance with relevant legislation. In determining Director and executive remuneration arrangements the Committee will give due regard to any relevant legal and regulatory requirements including the ASX Listing Rules.

4.4 Other

The Board may delegate certain responsibilities to the Committee from time to time, which may include setting measurable objectives for achieving positive diversity outcomes in the composition of its Board, senior management and workforce generally, pursuant to the Diversity Policy.

5 AUTHORITY AND ACCESS

In carrying out its responsibilities, the Committee:

- (a) will have access to the company records and any other document, report, material or information in the possession of an employee or external advisor of the Company, as reasonably necessary to perform its functions; and
- (b) may invite an employee or any other person to attend a meeting of the Committee, including without management present for the purposes of seeking explanations and additional information from a person.

The Committee may seek the advice of independent advisers on any matter relating to the powers, duties or responsibilities of the Committee.

The Committee may initiate special investigations as it sees fit, or as directed by the Board, in relation to matters set out in this Charter.

6 COMMITTEE PERFORMANCE

The Board will:

- (a) review the membership of the Committee at least annually to ensure an appropriate balance of expertise, skills and experience; and
- (b) make an evaluation of the performance of the Committee at least once every three years to determine whether it is functioning effectively by reference to current best practice.

7 REVIEW OF CHARTER

This Charter will be reviewed periodically and updated as required to ensure it remains consistent with the Board's objectives and developments in current law and practice. The latest version of this Charter can be found on the Company's website or obtained from the Company Secretary.