Remuneration and Nomination Committee Charter

Mithril Silver and Gold Limited

ACN 099 883 922

1. Purpose & Objectives

Having regard to the size and intended operations of the Company, it has been determined the function of the risk component of the Remuneration and Nomination Committee (Committee) is the responsibility of the Board, which will carry out this function in accordance with this Remuneration and Nomination Committee Charter (Charter).

This potential establishment of the Committee is to be reviewed periodically.

Notwithstanding any other provision of this Charter, no individual director or senior executive is permitted to be involved in deciding his or her own remuneration.

It's purpose is to support and advise the Board in fulfilling its responsibilities to shareholders, employees and other stakeholders of the Company and its related bodies corporate (Group) by:

a) Reviewing and advising the Board on the composition of the Board and its committees and seeking to ensure that their composition reflects appropriate skills, expertise and diversity;

b) Reviewing the performance of the Board and its committees, the chair of the Board (Board Chair), the executive and non-executive directors, and other individual members of the Board;

c) Assisting the Board in fulfilling its responsibilities to stakeholders on remuneration activities by overseeing the development of the Board's remuneration policy and the remuneration of senior executives, non-executive Directors and Directors; and

d) Ensuring that proper succession plans are in place for consideration by the Board.

If the Company does not have a Nomination and Remuneration Committee, the Board will carry out the duties that would ordinarily be carried out by the Nomination and Remuneration Committee under the Nomination and Remuneration Committee Charter.

2. Constitution

When applicable, the Committee will be established by resolution of the Board. Until such time a Committee is constituted, the full Board of the Company will act in its place. The Board may delegate certain functions of the Committee to a distinct committee.

3. Membership

Where possible, the Committee shall consist of not less than three members, a majority of whom are independent Directors. Directors will be appointed to the Committee for a term of three years or such shorter time as they remain in the office of Director. The relevant qualifications and experience of the members of the Committee are to be disclosed in the annual report of the Company for each Reporting Period.

4. Chair

The Committee shall appoint any Directors as the Chair of the Committee. Where possible, the Chair of the Committee shall be an independent Director.

5. Secretary

The Company Secretary of the Committee.

6. Quorum

A quorum shall be two members of the Committee.

7. Meeting Frequency

The Committee shall meet not less than once a year to enable the Committee to undertake its role effectively.

At the end of each Reporting Period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings shall be disclosed in the annual report of the Company.

8. Authority

The Committee is authorised by the Board to complete the duties of the Committee as defined in this Charter. It is authorised to seek information it requires from employees and all employees are directed to cooperate with requests by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Committee if it considers this necessary.

The Nomination Committee may make recommendations to the Board on all matters within the Charter.

9. Reporting Procedures

The Secretary shall circulate minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chair of the Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Committee meeting along with any recommendations of the Committee.

10. Duties

The duties of the Committee are as follows and such other matters as delegated by the Board from time to time:

Remuneration duties:

- **Make recommendations on the Company's framework for Directors, including the process by which any pool of director fees approved by shareholders is allocated;**
- **Assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for directors and senior executives;**

- **Assess each market where the Company operates to ensure that senior executives are being rewarded commensurate with their responsibilities;**
- **Obtain the best possible advice in establishing salary levels;**
- **Make recommendations to the Board about the remuneration policies and procedures of the Company;**
- **Set policies for senior executives' remuneration;**
- **Review the salary levels of senior executives and make recommendations to the Board on any proposed variations;**
- **Review recommendations from the CEO;**
- **Propose, for full Board approval, the terms and conditions of employment for the CEO;**
- **Undertaken an annual review, which will be reported to and confirmed by the full Board, of the CEO's performance, including setting with the CEO goals for the coming year and reviewing progress in achieving those goals;**
- **Undertaking Board and Senior Executive performance evaluations in accordance with adopted policies as set out in this Charter;**
- **Reviewing Board and Senior Executive needs for professional development;**
- **Set the criteria for negotiating any enterprise bargain agreement;**
- **Review the Company's recruitment, retention and termination policies and procedures for senior management;**
- **Review and make recommendations to the Board on the Company's equity based and financial incentive schemes;**
- **Review and make recommendations to the Board on the Company's superannuation arrangements;**
- **Review the remuneration of both executive and non-executive Directors and make recommendations to the Board on any proposed changes; and**
- **Assist the Company in disclosing its policies and practices regarding the remuneration of non-executive Directors and the remuneration of Senior Executives (including Executive Directors).**

Nomination duties:

- **Developing and regularly reviewing a policy on Board structure;**
- **Developing criteria for Board membership;**
- **Implementing a procedure for undertaking appropriate checks of Director and Senior Executive candidates;**
- **Ensuring that there is a written agreement between the Company and each of its Directors and Senior Executives.**
- **Identifying and screening specific candidates for nomination.**
- **Ensuring there is an appropriate induction and orientation program in place and review such induction and orientation program periodically.**
- **Making recommendations to the Board for committee membership.**
- **Ensuring there is an appropriate Board succession plan in place.**
- **Ensuring that the performance of each Board member and the Board is reviewed annually.**
- **Developing with Directors an appropriate training and development program which includes provision for the periodic review of the need for professional development of Directors.**
- **Overseeing management's succession planning including the CEO and his/her direct reports.**
- **Annually reviewing the Board skills matrix and suggesting updates as appropriate.**
- **Assisting the Chair in advising Directors about their performance and possible retirement.**
- **Reviewing the policy in respect of tenure, remuneration and retirement of Directors.**

Performance Evaluations

Performance evaluations of the Board, its committees, individual Directors and senior executives shall be conducted by the Committee at least once per Reporting Period. The conduct of such performance evaluations shall be at the discretion of the Committee and may include any or all of the following:

- **comparing performance against the adopted corporate governance policies and procedures of the Company;**
- **examination of the interaction between the Board, committees and Senior Executives;**
- **the performance in the context furtherance of the objectives of the Company;**
- **seeking to identify areas of improvement;**
- **the business performance of the Company and its subsidiaries;**
- **the progress towards achievement of strategic objectives; and**
- **such other criteria at the discretion of the Committee.**

Performance evaluations may be conducted on formal or informal basis. The Committee may engage an independent advisor to assist with the performance evaluation process.

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Remuneration policies and practices

The proposed remuneration policies and practices of the Company shall be reviewed periodically. Indicative policies and practices are set out below which may be amended from time to time at the discretion of the Committee.

Non-Executive Directors

- **The remuneration of non-executive directors shall be fixed by the Board;**
- **The Company shall typically remunerate non-executive directors by way of cash, superannuation contributions and non-cash benefits in lieu of fees (which may include equity);**
- **The fixed remuneration of non-executive directors shall reflect the time commitment and responsibilities associated with the role;**
- **Given the size of the Company and the scope of its operations, non-executive directors may be issued equity in lieu of fees or otherwise as remuneration. This allows the Company to retain talented Board members whilst preserving cash reserves. The terms of such equity shall comply with the requirements of the ASX Listing Rules and include clear and objective criteria; and**
- **Except in special circumstances, non-executive directors will not typically be provided with retirement benefits other than superannuation.**

Executives

- **The remuneration of executive directors and senior executives shall be set by the Board;**
- **Remuneration for executive directors and other senior executives include an appropriate balance of fixed remuneration and performance based remuneration where possible;**
- **Fixed remuneration shall be reasonable and fair, taking into account the Company's obligations at law and labour market conditions, the scale of the business of the Company and reflective of core performance requirements and expectations, including but not limited to the results of performance evaluations completed in each Reporting Period;**

- **Performance based remuneration shall be linked to clear, objective performance targets relevant to the success of the Company. The Board shall seek to align performance based remuneration with the objectives of the Company and shall implement mechanisms, where appropriate, to ensure conduct that is contrary to the values of the Company and the risk appetite of the Board is not rewarded;**
- **Equity based remuneration shall be linked to hurdles aligned to the objectives of the Company and shall be measurable. The terms of equity based remuneration shall comply with the relevant equity based remuneration; and**
- **Any termination payments shall be agreed in advance of any agreement and should clearly address what will happen in case of early termination. No payment shall be made in the case of termination due to misconduct.**

Equity based remuneration scheme

The Board shall be responsible for the approval of any equity based remuneration schemes. Participants in any equity based remuneration scheme of the Company shall not be permitted to enter into transactions that would limit the economic risk of participating in the scheme (for example, the use of derivatives to hedge the economic risk).

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11. Revision of this Charter

This Charter and any amendments to it must be approved by the Board.

The Committee is responsible for review of the effectiveness of this Charter and the operations of the Committee and to make recommendations to the Board of any amendments to this Charter.

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12. Approved and Adopted

This Charter was approved and adopted by the Board on 22 February 2023.