



Remuneration Committee Charter

NickelSearch Limited (ACN 110 599 650)

Remuneration Committee Charter

1 General Scope and Authority

- (a) The Remuneration Committee is a Committee of the Board. The Charter may be subject to review by the Board at any time.
- (b) The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:
 - (i) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
 - (ii) reviewing and approving the non-executive remuneration policy to enable the Company to attract and retain non-executive Directors in a manner that will not conflict with their obligation to bring an independent judgement to matters before the Board;
 - (iii) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
 - (iv) recommending to the Board the remuneration of executive Directors;
 - (v) fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market;
 - (vi) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
 - (vii) reviewing and approving the remuneration of Director reports to the Managing Director, and as appropriate other senior executives; and
 - (viii) reviewing and approving any equity based plans and other incentive schemes.
- (c) The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.

2 Composition

- (a) The Committee shall comprise at least three Directors, the majority being independent non-executive Directors in accordance with the criteria set out in Attachment 1.
- (b) The Committee will be chaired by an independent Director who will be appointed by the Board.
- (c) The Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

- (d) A quorum will comprise any two independent non-executive Director Committee members. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman for that meeting.

3 Secretary

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee, and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

4 Meetings

- (a) The Committee will meet at least once per year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their members as Chairman.
- (d) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) Decisions will be based on a majority of votes with the Chairman having the casting vote.
- (f) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

5 Access

- (a) A member of the Committee who is also a director of the Company, has rights of access to the books and records of the Company to enable them to discharge their duties as a Committee member in accordance with any Deed of Indemnity, Insurance and Access entered into with the Company. Otherwise, members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as a Committee member, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

6 Duties and responsibilities

In order to fulfil its responsibilities to the Board the Committee shall:

- (a) **(Executive remuneration policy):**
 - (i) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.
 - (ii) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
 - (iii) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.
- (b) **(Executive directors and senior management):**
 - (i) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.
 - (ii) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports to the Managing Director and Chief Executive Officer / Managing Director. As part of this review the Committee will oversee an annual performance evaluation of the executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.
- (c) **(Executive incentive plan):** Review and approve the design of any executive incentive plans.
- (d) **(Equity based plans):**
 - (i) Review and approve any equity based plans that may be introduced (Plans) in the light of legislative, regulatory and market developments.
 - (ii) For each Plan, determine each year whether awards will be made under that Plan.
 - (iii) Review and approve total proposed awards under each Plan.
 - (iv) In addition to considering awards to executive Directors and direct reports to the Chief Executive Officer / Managing Director, review and approve proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee.
 - (v) Review, approve and keep under review performance hurdles for each equity based plan.

- (e) **(Non-executive remuneration policy):**
 - (i) Consider and make recommendations to the Board on the remuneration for each non-executive Director (as distinct from the remuneration structures of executive directors and senior management) having regard to the non-executive remuneration policy; and
 - (ii) Review the ongoing appropriateness and relevance of the non-executive remuneration policy.
- (f) **(Other):** The Committee shall perform other duties and activities that it or the Board considers appropriate.

7 Approvals

The Committee must approve the following prior to implementation:

- (a) changes to the remuneration or contract terms of executive Directors and direct reports to the Chief Executive Officer / Managing Director;
- (b) the Plans or amendments to current equity plans or executive cash-based incentive plans;
- (c) total level of awards proposed from equity plans or executive cash-based incentive plans; and
- (d) termination payments to executive Directors or direct reports to the Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.

8 Prohibition against hedging unvested entitlements

The Committee must ensure that Key Management Personnel participating in equity based incentive plans are prohibited from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlement in the Company's securities.

Schedule 1 – Definitions

General terms and abbreviations used in this Plan have the meanings set out below.

- (a) **Board** means the board of Directors of the Company.
- (b) **Director** means a director of the Company.
- (c) **Managing Director** means the managing director of the Company.
- (d) **Chairman** means the chairman of the Board.
- (e) **Company** or **Group** means NickelSearch Limited (ACN 110 599 650) and its subsidiaries.
- (f) **Company Secretary** means the company secretary of the Company.

Attachment 1 – Definition of independence

ASX Corporate Governance Council's Corporate Governance Principles and Recommendations

An independent Director is a non-executive Director (i.e. is not a member of management) and:

- holds less than 5% of the voting shares of the Company and is not an officer of, or otherwise associated directly or indirectly with, a shareholder of more than 5% of the voting shares of the Company;
- within the last three years has not been employed in an executive capacity by the Company or another group member, or been a Director after ceasing to hold any such employment;
- within the last three years has not been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
- is not a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- has no material contractual relationship with the Company or another group member other than as a Director of the Company;
- has not served on the board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company; and
- is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

The materiality thresholds are assessed on a case-by-case basis, taking into account the relevant Director's specific circumstances, rather than referring to a general materiality threshold.