

CHARTER

REMUNERATION AND NOMINATIONS COMMITTEE

1 PRINCIPLES AND PURPOSE

- 1.1 Chrysos Corporation Limited ACN 613 131 141 (“Chrysos” or “Company”) believes that a commitment to good corporate governance and management practices applied to the Company’s remuneration policy as well as key board and management appointments will deliver the best outcomes for all stakeholders.
- 1.2 The Board of directors (“Board”) of Chrysos has constituted a remuneration and nominations committee (“RNC” or “Committee”) to assist and advise the Board on matters relating to:
 - (a) the remuneration strategy, framework and policies for the non-executive directors of the Company (“Directors”), executive Directors, and staff;
 - (b) the remuneration, including participation any incentive schemes, for the executive Directors and senior executives;
 - (c) the remuneration for the non-executive Directors;
 - (d) remuneration and incentive policies relating to staff;
 - (e) structure, composition, performance and professional development of the Board and individual Directors;
 - (f) succession planning, including senior executive selection and performance reviews; and
 - (g) diversity and inclusion.
- 1.3 This charter (“Charter”) sets out the specific responsibilities that the Board delegates to the RNC, and those matters on which the Board wishes to receive advice from the Committee. The Charter also details the manner in which the Committee is expected to operate.

2 DELEGATION OF POWERS OF DIRECTORS OF CHRYSOS

- 2.1 The Committee is entitled to exercise any powers of the Directors, which the Directors have delegated to it in accordance with the *Corporations Act 2001* (Cth) and the Company’s constitution (“Constitution”).
- 2.2 The Committee must exercise any powers delegated by the Board in accordance with any directions of the Board as prescribed in the Constitution.

3 APPOINTMENT

The Board may appoint, remove or replace any or all the members of the RNC, including its Chair.

4 RESPONSIBILITIES OF THE REMUNERATION AND NOMINATIONS COMMITTEE

The RNC will advise and make recommendations to the Board on:

- 4.1 Remuneration:
 - (a) Remuneration of the chair of the Board and non-executive Directors, ensuring that the

- aggregate fees are within the limit approved by shareholders.
- (b) Remuneration of the Company's Chief Executive Officer and Managing Director ("CEO"), within the terms of their employment contract, on an annual basis.
 - (c) The CEO's recommendations regarding senior executive remuneration, on an annual basis.
 - (d) Where the Company has discretion over large categories of employees or when new awards are being negotiated, the remuneration of other employees.
 - (e) The CEO's performance and key performance indicators in order to determine the annual components of their remuneration package.
 - (f) Any incentive plans (including equity-based plans) or ex-gratia payments to the CEO, senior executives and other employees.
 - (g) The Company's remuneration strategy, framework and incentive policies as well as its practices and performance indicators. The RNC is to ensure that these are aligned to the Board's vision, values and overall business objectives and are appropriately designed to:
 - (i) promote ethical behaviours in relation to all stakeholders;
 - (ii) drive the implementation of agreed organisational cultural values;
 - (iii) motivate staff and the CEO to drive the long-term growth and success of the Company;
 - (iv) demonstrate a clear relationship between remuneration and the achievement of the Company's objectives, CEO and staff performance;
 - (v) align staff remuneration with market trends and shareholder expectations; and
 - (vi) address any gender or other inappropriate bias in the remuneration of senior executives and other employees.

4.2 Nominations:

- (a) Board composition, size and time commitments expected of Directors.
- (b) The skills/competencies matrix for the Board which contains both an assessment of the skills and competencies required on the Board and the skill and competency set of current Directors.
- (c) Strategies on board gender diversity and on diversity and inclusion in the Company.
- (d) Identification and recommendation of suitable candidates for appointment to the Board.
- (e) Board succession plans to maintain the required mix of skills, diversity and experience.
- (f) Any nominations received from individuals who wish to be appointed to the Board in accordance with the criteria and guidelines set by the Board.
- (g) Developing and implementing procedures for the Board's periodic evaluation of its performance and the endorsement of retiring directors seeking re-election.
- (h) Board induction and the provision of appropriate training and development opportunities for directors as required.
- (i) Ensuring that the CEO and senior executive succession plans are in place.
- (j) Evaluating the performance of the CEO and senior executives.

- (k) When required, develop the process for and have oversight on searches for the CEO and senior executives and recommending preferred candidates to the Board.

5 ADMINISTRATIVE MATTERS

5.1 Membership and attendance at meetings:

- (a) The RNC shall comprise of a minimum of three (3) Board members of Chrysos. The Chair of the RNC shall be one (1) of the three (3) such members. The Committee may appoint independent members of the Committee who are not a member of the Board of Chrysos. Members of the Executive Team may be invited to participate in meetings at the discretion and request of the RNC from time to time.
- (b) The Secretary of the RNC shall be the Company Secretary of Chrysos or such other person as nominated by the Board ("RNC Secretary").

5.2 Meetings:

- (a) Meetings shall be held a minimum of three times per year and the schedule of meetings will be agreed in advance. Special meetings of the RNC may be convened as required.
- (b) A quorum shall be two (2) members of the Committee.
- (c) If the Chair of the Committee is absent, the members who are present will select a chair for that particular meeting.
- (d) Proceedings of all meetings will be recorded by way of minutes, taken by the Company Secretary or the RNC Secretary and will be first circulated for approval by the Chair of the meeting, and then to all other directors present at the meeting. These approved minutes will be placed in the minute register within one month of the meeting and confirmed at the next meeting of the Committee. The minutes will then be provided to the Board for noting.

5.3 Authority:

- (a) The Committee is a review and advisory committee. This Committee has no decision-making authority on behalf of the Company and the Board and holds no delegated authorities from the Board except where such decision-making authorities are expressly stated in this Charter.
- (b) Express decision-making authorities of the RNC include, within the scope of its responsibilities, the authority to:
 - (i) seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee or an external party acting under its authority and direction;
 - (ii) obtain, with prior approval from the Board, any cost that is anticipated to be incurred, outside legal or other independent professional advice; and
 - (iii) allow the attendance at its meetings by any external parties with relevant experience and expertise.

5.4 To ensure that all appropriate matters are drawn to the attention of the Committee, the following individuals have direct access to the Committee:

- (a) the CEO;
- (b) the Chief Financial Officer;

- (c) the Company's Chief People Officer;
- (d) the Company's legal advisors; and
- (e) the Company's external auditors, and the internal auditor (if any).

6 REVIEW, AMENDMENT AND PUBLICATION

- 6.1 This Charter shall be reviewed by the RNC from time to time, and at least once per annum, to ensure it remains appropriate to the Company's needs from time to time, consistent with the RNC's objectives and responsibilities to meet appropriate corporate governance principles.
- 6.2 The Charter may only be amended on recommendation of the RNC and with the approval of the Board.
- 6.3 The Charter will be published on Chrysos' website.

Approved by the Board on 25 February 2022