

Charter

Remuneration & Nominations Committee

25 February 2026

The 29Metals Limited ('**29Metals**' or the '**Company**') Board of Directors (the '**Board**') has established the Remuneration & Nominations Committee (the '**Committee**') to assist the Board to discharge its responsibilities in relation to the Group's¹:

- remuneration strategy and framework;
- systems and processes for assessing the performance of its people, and for attracting and retaining a diverse, and highly skilled workforce;
- policies and strategies for developing the workforce and promoting a culture which reflects the Company's Values; and
- succession planning and nominations to the Board.

There will be an overlap, from time to time, between the Committee's responsibilities and those of the other Board standing committees. The Committees will work together to ensure the discharge of their respective responsibilities.

This Charter sets out the role and responsibilities of the Committee, the composition of the Committee, and the rules and processes that the Committee will apply in the discharge of its responsibilities to the Board.

Document Control

Document Owner	Company Secretary
Review Committee	Remuneration & Nominations Committee
Approval Authority	Board of Directors

¹ In this Charter, a reference to the '**Group**' is a reference to the Company and each of its subsidiaries, unless the context requires otherwise.

1. Role of the Committee

The role of the Committee is to assist the Board in ensuring the establishment of a remuneration framework and remuneration policies which are fair, attract and retain a diverse and highly skilled workforce, promote a culture which reflects the Company's Values and risk appetite, align with the Group's long-term strategy and drive sustainable performance.

The Committee will provide advice and recommendations to the Board in relation to the matters delegated to the Committee by the Board. The matters that have been delegated to the Committee by the Board include:

Remuneration

- The Group's remuneration strategy and remuneration framework generally that promotes the right behaviours aligned with 29Metals' Values and policy commitments;
- The Group's remuneration policies and practices for Non-executive Directors;
- The Group's 'at-risk' remuneration arrangements², including eligibility, performance criteria and conditions, terms applicable to any grant or award under such arrangements and the connection of the arrangements with sustainability performance (including climate-related risks and opportunities), where appropriate;
- Remuneration outcomes for the Chief Executive Officer ('CEO') and direct reports to the CEO, including annual remuneration review and awards or grants under the Group's at-risk remuneration arrangements;
- The Company's annual remuneration report³ to shareholders;
- The engagement of external remuneration consultants to provide advice to the Board in relation to remuneration matters (including benchmarking); and
- Company disclosures regarding remuneration matters.

Culture

- The Group's strategies and policies for promoting a culture that is consistent with the Group's Values; and
- Group-wide policies relating to people and culture, including the Code of Conduct, the Diversity, Equity & Inclusion Policy and the Workplace Behaviour Policy.

Inclusion and diversity

- Measurable objectives ('Measurable Objectives') for promoting inclusion and diversity;
- Reviewing and assessing the Group's performance against the Measurable Objectives approved by the Board; and
- Disclosures regarding the Group's Measurable Objectives and performance against them.

People and performance

- The Group's systems and processes for:
 - managing and reviewing workforce performance;
 - succession planning, including ensuring the Company has adequate plans to manage the succession of the CEO and other senior executives; and
 - training and development;
- The Company's strategies, policies, systems and processes for industrial relations; and
- The management of workforce and human resources risks and related matters.

Board nominations, performance and skills

- Board succession planning;
- Nominations for the re-election of Directors and the appointment of new Directors;

² Often referred to as 'incentive arrangements' or 'incentive schemes'.

³ Included in the Company's annual Directors' Report.

- Initial and annual assessment of Director independence⁴;
- The periodic review of the performance of the Board, the Board's committees and each Director, and the development and periodic update of the Board skills matrix;
- The annual Board and Director development program;
- New Director engagement terms and induction program; and
- Public reporting regarding the Board skills matrix.

Other

- Such other matters as the Board may refer from time to time.

2. Composition of the Committee

The Committee will be comprised of three members, appointed by the Board, with an appropriate balance of skills, experience, expertise and knowledge of the Group's business relevant to the remit of the Committee.

The majority of the Committee members must be Independent Directors⁴.

The Company Secretary (or their delegate) will act as secretary to the Committee.

The Committee will have access to adequate internal and external resources, including obtaining advice from external advisors or consultants, as the Committee considers necessary or desirable to fulfil its role.

Committee Chair

The Committee Chair will be appointed by the Board and must be an Independent Director⁴.

3. Meetings of the Committee

Convening meetings

The Committee will meet as frequently as it considers appropriate having regard to its role and responsibilities. Without limiting the foregoing, it is expected that the Committee will usually meet at least three times per year.

Any Committee member may, and the Committee secretary will upon request from any Committee member, convene a meeting of the Committee.

Quorum and meeting attendees

A quorum for a meeting of the Committee is two Committee members, one of whom must be an Independent Non-Executive Director.

It is expected that the CEO and the Group Executive, People & Culture will attend meetings of the Committee (except for that part of any meeting where matters relating to them, respectively, are being discussed).

The Committee Chair will liaise with the CEO and/or the Committee secretary regarding required attendees at meetings of the Committee.

All Directors have a standing invitation to attend meetings of the Committee.

4. Reporting to the Board

The Committee Chair will report to the Board following each meeting of the Committee regarding the activities, advice and recommendations of the Committee.

⁴ The Board Charter sets out the guidelines applied by the Board for the purposes of assessing whether a director is 'independent'.

5. Committee papers and minutes

The Committee Secretary is responsible for distributing the papers for meetings to Committee members and attendees prior to the meeting.

Copies of Committee papers are available to all Directors.

The minutes of meetings of the Committee will be made available to all Directors following confirmation of the minutes by the Committee.

6. Review of Performance

The Committee will review its performance, and the performance of each member of the Committee, on an annual basis. The results of this performance review will be incorporated in the Board's annual performance review process.⁵

7. Review of Charter

This Charter will be reviewed by the Committee, at least annually, to assess its relevance and effectiveness in the context of:

- its role;
- corporate governance expectations of the Company's shareholders and other stakeholders in relation to matters within the remit of the Committee delegated by the Board; and
- the Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council (as amended from time to time),

and make recommendations to the Board regarding any proposed changes to this Charter.

Any changes to this Charter must be approved by the Board.

Material changes to this Charter will be promptly released to the ASX, and a copy of the updated Charter will be available via the Company's website at: <https://www.29metals.com/about/corporate-governance>.

⁵ Refer to the Board Charter, a copy of which is available at: <https://www.29metals.com/about/corporate-governance>.