

## REMUNERATION, NOMINATION AND GOVERNANCE COMMITTEE CHARTER

PDI Gold Ltd (ACN 127 171 877)

### 1 Introduction

The Board of PDI Gold. (the “**Company**”) has established the Remuneration, Nomination and Governance Committee (the “**Committee**”) to assist the Board in discharging certain of its responsibilities.

This charter (the “**Charter**”) sets out matters relevant to the composition, responsibilities and administration of the Committee.

### 2 Committee composition

Acting on the recommendation of the nomination committee (where applicable), the Board appoints, replaces and removes Committee members.

The Committee should have at least three members, the majority of whom are independent Directors; and be chaired by an independent Director.

The Board will ensure the Committee members have the necessary technical expertise and a sufficient understanding of The Company’s industry to discharge the Committee’s mandate effectively.

The Board will try to ensure the Committee has an appropriate diversity of membership to avoid entrenching “groupthink” or other cognitive biases.

The Company Secretary of The Company is the Committee Secretary.

If the Committee Chair is the Board, a separate chair should be appointed if and when the Committee is dealing with the appointment of a successor to the Board Chair.

If the Committee includes an executive Director, that Director will not be involved in deciding their own remuneration.

### 3 Committee responsibilities

The Committee is accountable to the Board and its responsibilities are:

- **Appointments:** reviewing the appointment and re-election of Directors including:
  - overseeing the process for recruiting new Directors, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board;
  - preparing a description of the role and capabilities required for a particular appointment;
  - identifying suitable candidates to fill Board vacancies as and when they arise;
  - undertaking appropriate checks;
  - ensuring entry into formal appointment letters or service contracts with Directors; and
  - time commitments required of non-executive Directors and whether the requirements are being met.
- **Independence:** assessing (at least annually or upon becoming aware of any change) the independence of each non-executive Director;
- **Succession planning:** reviewing the Company’s board skills matrix and assist with Board, CEO and executive succession planning generally;
- **Board performance:** reviewing the process for evaluating the performance of the Board, its committees and individual Directors;
- **Induction and professional development:** development of Director induction programs and identifying and periodically review the need for professional development;
- **Remuneration:** reviewing:
  - The Company’s remuneration framework for Directors, including the process by which any pool of Directors’ fees approved by shareholders is allocated to Directors;

- the remuneration packages to be awarded to senior executives;
- equity-based remuneration plans for senior executives and other employees;
- superannuation arrangements for Directors, senior executives and other employees; and
- whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees;
- the structure and operation of short-term incentives (“STI”) and long-term incentives (“LTI”), including (i) clearly documented performance conditions with threshold, target, maximum outcomes, (ii) defined weightings across financial, operational and non-financial measures, and (iii) malus and clawback mechanisms;
- the explicit linkage of variable remuneration to ESG and safety key performance indicators, including, for key management personnel, a minimum weighting to ESG & Safety measures (such as lead indicators and safety culture metrics) to be set by the Board annually;
- the adoption and oversight of an ASX-style prohibition on hedging of unvested equity (and vested equity subject to disposal restrictions), including a prohibition on entering into derivatives, collars or other arrangements that limit economic risk, with compliance certifications and disciplinary consequences for breach;
- **People & Culture oversight:**
  - monitoring organisational culture, workforce safety engagement and leadership pipeline, including:
  - implementing culture metrics (e.g., engagement survey outcomes, values-aligned behaviours, critical-role turnover, diversity and inclusion measures);
  - workforce safety engagement and leading indicators (e.g., near-miss reporting, safety interactions, corrective action closure rates and training participation);
  - leadership pipeline health (e.g., succession depth, internal fill rates, HIPO development and time-to-fill for critical roles); and
  - quarterly reporting by management to the Committee on these indicators and related remediation/action plans.
- **Disclosure:** reviewing disclosures relating to:
  - the Committee’s members, frequency of meetings and attendances;
  - The Company’s process for addressing Board succession issues;
  - The Company’s process for evaluating the performance of the Board, its Committees and individual Directors;
  - proposed election or re-election of Directors;
  - the independence of non-executive Directors;
  - The Company’s policies and practices regarding the remuneration of non-executive Directors, executive Directors and senior executives; and
  - any other matters relevant to the Committee, its role or activities;
- **Governance:** assisting the Board in the governance of the Company, and the exercising of due care, skill and diligence in relation to the reporting of information and compliance with all applicable laws, regulation, standards and best practice guidelines; and
- such other matters as may be referred to the Committee from time to time.

#### 4 Committee process

- The Committee is to meet at least twice a year or as required by the Committee Chair.
- A quorum is two Committee members.
- If the Committee Chair or appointed delegate is absent from a Committee meeting, the Committee members in attendance will appoint a Committee Chair for that meeting.
- The Committee may invite any persons to meetings, including executives or external advisers, and may do so with or without management present.
- The Company’s Constitution regulates the conduct of Committee meetings and proceedings.

- The Committee will report to the Board by distributing minutes of its meetings and, as appropriate, by oral or written report to the Board.

## **5 Access to information and independent advice**

The Committee is authorised to obtain information, interview management and seek advice from external consultants or specialists at The Company's expense where considered necessary or appropriate.

## **6 Charter review**

The Board will periodically review this Charter to verify that it is operating effectively. The Company Secretary is authorised to make administrative and non-material amendments to this Charter. Any material revisions will require the Board approval.

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If you have any questions regarding this or another governance document, please write to [cosec@pdigold.com.au](mailto:cosec@pdigold.com.au) specifying the policy or charter you wish to discuss and detailing your request. Please mark communications "attention The Company Secretary". We will respond to let you know who will be handling your matter and when you can expect a further response.

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| <b>Date Approved</b> | <b>2026-05-27</b>  |
| <b>Owner</b>         | Board of Directors |