

TECHNICAL COMMITTEE CHARTER

PDI Gold Ltd (ACN 127 171 877)

1 Introduction

The Board of PDI Gold Limited (“**PDI Gold**” or the “**Company**”) has established a technical committee (the “**Committee**”) to assist the Board in exercising effective oversight of the technical and operational aspects of the Company’s business.

The Committee’s role is to provide independent, expert oversight and challenge in respect of the Company’s exploration, mining, processing, development and project execution activities, with a focus on value creation, technical integrity and disciplined capital deployment.

The purpose of this charter (the “**Charter**”) is to set out the Committee’s composition, responsibilities and administrative arrangements.

2 Committee composition

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

The Committee will:

- have at least three members, the majority of whom are independent non-executive Directors; and
- be chaired by an independent Director.

Members of the Committee must collectively have appropriate technical and operational expertise relevant to the Company’s activities and asset base.

The Company Secretary of PDI Gold acts as secretary to the Committee.

3 Committee responsibilities

The Committee is accountable to the Board. The Committee role is advisory and oversight-based. Its responsibilities include oversight and review of the following matters:

- **Technical and operational oversight:**
 - reviewing, at the request of the Board, results of operational audits conducted by The Company’s management and external advisors;
 - reviewing periodic operational reports for operating and developing the Company’s projects;
 - reviewing technical and operational matters on behalf of the Board, which may include reviewing:
 - the annual budget and the life of mine plan for each of the Company’s operating mines;
 - significant technical risks, mitigation strategies and opportunities associated with The Company’s mines and projects;
 - exploration strategy, geological, mining, metallurgical and other technical issues of significant concern for the Company; and
 - technical merits associated with potential new projects or acquisitions of The Company.
- **Project development and execution**
 - reviewing material project milestones, execution strategies and delivery performance for major development projects;
 - overseeing technical assurance processes for project studies, feasibility work and execution planning.

- **Interface with the Board**

- escalating to the Board any material technical matters that may impact strategy, capital allocation or long-term asset value;
- advising the Board on technical capability, resourcing and succession issues relevant to the Company's asset base.

4 Committee process

- The Committee is to meet at least two times per year and otherwise 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.
- The Committee will provide a formal report to the Board on its activities at least annually and will promptly report any material matters requiring Board consideration.
- Board and Committee Chair will coordinate to agree responsibilities and ensure there is no overlap.

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 Company will periodically review this Charter to check that it is operating effectively.

The Company Secretary is authorised to make administrative and non-material amendments to this Charter. The Company Secretary is authorised to make administrative and non-material amendments to this Charter. Any material revisions will require the board approval.

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

Date Approved	2026-05-27
Owner	Board of Directors