Nomination and Remuneration Committee Charter

1. Introduction and Purpose

1.1 The Board of Endura Mining Pty Ltd (**Company**) has established the Nomination and Remuneration Committee (**Committee**) under clause 7.17 of the Company's Constitution.

1.2 The primary purpose of the Committee is to assist and advise the Board in relation to the Company's remuneration policies, the selection and appointment of the Executive Chair, succession planning and retention and remuneration processes for the Executive Chair and executive team (**Executive**) and the performance of the Board.

1.3 This Committee charter (**Charter**) sets out the role, responsibilities, membership and operation of the Committee.

2. The Committee

Powers

2.1 The Committee is authorised by the Board to investigate any activity within the scope of the Charter and consult independent experts (at the Company's expense) if it considers it necessary to fulfil its purposes and carry out its duties.

2.2 Subject to any resolution of the Board, the Committee is required to make recommendations to the Board but has no executive powers to commit the Board or the Company to the implementation of those recommendations.

Duties and Responsibilities

2.3 Without limiting the scope of the Committee or any other matters referred to it by the Board, the principal functions and responsibilities of the Committee include:

Executive Chair and Executive Remuneration and Performance

(a) recommending to the Board the appointment and removal of the Executive Chair;

(b) providing input into, reviewing, and recommending to the Board the terms of employment (including market-competitive remuneration, short and long-term remuneration and incentive arrangements, superannuation arrangements and termination payments) of the Executive;

(c) providing input into, reviewing, and recommending to the Board the performance management framework and the key performance indicators for the Executive;

(d) providing input into the evaluation of the performance of the Executive Chair;

(e) reviewing and recommending to the Board all grants of equity-based incentives, including awards made under any equity plan, and ensuring alignment with company strategy and regulatory requirements;

Employee Remuneration and Performance

(f) reviewing, overseeing and recommending to the Board annual budgeted remuneration increases and any changes to superannuation arrangements for employees whose remuneration is not determined by industrial arrangements;

(g) reviewing, overseeing and recommending to the Board any new negotiated enterprise agreement industrial arrangements (if applicable).

(h) reviewing, overseeing and recommending to the Board any performance incentive scheme in line with the Company's values;

(i) ensuring there is an effective performance evaluation system in place;

New Directors and Board Performance

(j) recommending to the Board the appointment of new Directors to the Board;

(k) reviewing and recommending to the Board, in consultation with the Executive Chair and Company Secretary, new Director induction procedures;

(l) reviewing and recommending to the Board, in consultation with the Executive Chair and Company Secretary, the process for the annual internal performance evaluation of the Board, its Committees and Directors;

(m) recommending to the Board an independent advisory firm with appropriate expertise in Board assessment to facilitate an external performance evaluation of the Board, its Committees and Directors every three years;

Corporate Governance and Compliance

(n) providing input into, reviewing, monitoring and making recommendations to the Board in relation to the Company's people and culture policies, including recruitment, retention, remuneration, incentives and termination;

(o) reviewing results and reports of audits and surveys relating to people and culture;

(p) reviewing trends in exit interview data on an annual basis;

(q) monitoring compliance with the Company's duties and obligations under applicable laws, including all appropriate employment relations legislation;

Reporting to the Board

(r) providing appropriate, constructive and regular reporting to the Board on its activities by way of a verbal report at Board meetings and provision of the minutes and papers of Committee meetings to all members of the Board;

(s) ensuring that the Board is made aware of any significant areas of concern arising from its activities that may, for example, pose a material risk to the Company or may significantly impact the Company's financial condition or reputation; and

(t) preparing any additional reports for the Board as requested by the Board.

Committee Composition

2.4 The Board appoints the Committee, which is comprised of at least three and not more than four members, each a non-executive director of the Board.

2.5 The Chair of the Committee is appointed by the Board and must be a non-executive director.

3. Committee Meetings and Procedure

Frequency

3.1 The Committee must meet as often as appropriate to enable it to discharge its duties.

Annual Planner

3.2 The Committee must adopt and utilise an Annual Planner which includes all scheduled Committee meetings as well as major Committee activities.

3.3 The Chair, in conjunction with the Executive Chair and Company Secretary will endeavour to finalise the Annual Planner for each upcoming calendar year by November of the current calendar year.

Convening and chairing

3.4 The Chair must chair the Committee meetings.

3.5 If the Chair is absent from a meeting, then a member elected by the members present must chair the meeting.

3.6 The Chair may convene a meeting of the Committee at any time and must do so at the request of any Committee member or the Executive Chair.

Notice and Agenda

3.7 The Company Secretary is responsible, in conjunction with the Chair, for drawing up the agenda for each meeting.

3.8 At least one week prior to the date of each meeting, the Company Secretary must cause a notice of the meeting to be circulated to each Committee member confirming the date, time and venue of the meeting. The notice must include the agenda and relevant supporting papers for the agenda items to be discussed.

Attendance and Location

3.9 The following persons are permanent attendees (but will not have a vote at Committee meetings):

(a) Executive Chair;

(b) Head of People & Culture; and

(c) Company Secretary (unless deemed inappropriate by the Chair).

3.10 The Committee may extend an invitation to any person to attend all or part of the meeting which it considers appropriate, including any directors or external advisors.

3.11 All Board members are invited to attend all Committee meetings.

3.12 The Committee shall endeavour to hold physical meetings at the offices of the Company, however attendance is permitted to be in-person or electronically.

Quorum and Voting

3.13 The quorum for a Committee meeting is any two Committee members.

3.14 A decision supported by a majority of the votes cast at a meeting of the Committee at which quorum is present shall be the decision of the Committee, but the Chair will report the fact of a dissenting vote when reporting the decision to the Board.

3.15 The Chair has a casting vote in addition to his or her deliberative vote.

Minutes and Resolutions

3.16 The Committee is to ensure that accurate minutes of each meeting of the Committee are recorded and preserved.

3.17 Minutes and resolutions of the Committee meetings are kept by the Company Secretary.

3.18 Draft minutes must be provided to the Chair for approval as soon as reasonably practicable following the Committee meeting.

Confidentiality

3.19 All proceedings of the Committee are confidential.

3.20 The Committee must keep Committee discussions and papers confidential and must not be disclosed to a third party unless authorised by the Board or required by law or for the purpose of seeking advice as described in clause 4.2.

4. Access to Company and Advice

4.1 Each Committee member can seek independent expert advice, following consultation with the Board, where a member considers it necessary to carry out their duties.

4.2 Committee members have the right to obtain, at their own expense, legal or other professional advice at any time.

4.3 Committee members are entitled to rely on information, advice and assurances provided by the Executive Chair and senior management on matters within their responsibility, and on the expertise of independent experts, provided that such reliance is made in good faith, they have independently assessed the information and are not aware of any of any reasonable basis upon which to question its accuracy and completeness.

4.4 The Committee shall have unlimited access to the records, senior management and the Company's information in the possession of management as appropriate.

4.5 The Committee may seek input from individuals on remuneration policies, but no individual should be directly involved in deciding his/her remuneration.

5. Committee Performance and Succession

Performance

5.1 The Board must evaluate the performance of the Committee and its members.

5.2 On an annual basis, the Committee must perform an evaluation of its performance, having regard to this Charter, and report this to the Board.

Succession

5.3 The Board must reconsider the composition of the Committee as appropriate and at least every two years.

6. Charter Publication and Review

6.1 The latest version of this Charter is made available on the Company's website.

6.2 Unless review and amendment is required sooner, this Charter must be reviewed by the Company Secretary in conjunction with the Chair at least once every three years.

6.3 Committee members may at any time submit to the Chair proposed changes to this Charter for consideration.

6.4 All amendments must be submitted to the Board for approval prior to taking effect.

Document information

Effective Date	March 2026
Review Date	March 2029
Approver	Board
Owner	Company Secretary

Document history

Version	Effective Date	Summary of Changes
1	December 2025	Initial Nomination and Remuneration Committee Charter
2	March 2026	Minor updates to align with ASX Corporate Governance Principles.