

## Prodigy Gold NL – Remuneration and Nomination Committee Charter

---

### 1. GENERAL SCOPE AND AUTHORITY

In the event the Board comprises of only three non-executive members the full Board will undertake the role of the Remuneration and Nomination Committee.

- (a) The Remuneration and Nomination Committee is a Committee of the Board. The Charter may be subject to review by the Board at any time.
- (b) The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:
  - (i) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
  - (ii) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
  - (iii) recommending to the Board the remuneration of executive Directors and annually reviewing executive packages by reference to criteria set out in clause 6 of this Remuneration and Nomination Committee Charter;
  - (iv) reviewing the Company's superannuation arrangements;
  - (v) setting the terms and conditions for the appointment of the Chief Executive Officer / Managing Director, and undertaking a review (at least annually) of the Chief Executive Officer / Managing Director's performance;
  - (vi) fairly and responsibly rewarding executives having regard to the objectives and performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market;
  - (vii) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
  - (viii) reviewing and approving the remuneration of the Chief Executive Officer / Managing Director, and as appropriate other senior executives; and
  - (ix) reviewing and approving any equity based plans and other incentive schemes.
  - (x) maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body;
  - (xi) conducting an annual performance review of the Board, its committees and its Charters, except the Remuneration and Nomination Committee;
  - (xii) conducting an annual performance review of each individual Director;
  - (xiii) conducting an annual performance review of the executive team; and
  - (xiv) evaluating the Committee's own performance and Charter on a regular basis and if necessary make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

- (c) The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.

---

**2. COMPOSITION**

- (a) The Committee shall comprise at least three Directors, all of them being non-executive Directors with the majority being independent where practical.
- (b) The Committee will be chaired by an independent Director who will be appointed by the Board.
- (c) The Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution, providing there is always a minimum of three non-executive Directors on the Committee.

---

**3. SECRETARY**

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee, and shall attend meetings of the Committee as required.
- (b) The minutes of each Committee meeting shall be prepared by the Company Secretary, approved by the Committee Chair and circulated to Committee members (except where the Committee Chair or the Chair of the Board consider it inappropriate to circulate the minutes of meetings due to potential conflicts).
- (c) The Secretary shall distribute supporting papers, if any, for each meeting of the Committee as far in advance as possible.

---

**4. MEETINGS**

- (a) The Committee will meet at least once per year and additionally as circumstances may require, including, in accordance with the Company's Constitution, by means of an instantaneous communication device rather than in person, as may be required.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Committee.
- (c) Reasonable notice must be given to every Committee member of every Committee meeting; however acknowledgment of receipt of notice by all members is not required before the meeting can be validly held.
- (d) A quorum will comprise any two non-executive Director Committee members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair for that meeting.
- (e) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (f) Decisions will be based on a majority of votes with the Chair having a casting vote, but the Chair shall have no casting vote where only 2 Directors are competent to vote on the question.
- (g) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.
- (h) The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such a Committee meeting.

---

**5. ACCESS**

- (a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

---

**6. DUTIES AND RESPONSIBILITIES**

In order to fulfil its responsibilities to the Board the Committee shall:

**(a) Executive Remuneration Policy**

- (i) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.
- (ii) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- (iii) Ensure that remuneration policies fairly and responsibly reward executives having regard to the objectives and performance of the Company, the performance of the executive, length of service and experience of the executive, and prevailing remuneration expectations in the market.

**(b) Executive Directors and Senior Management**

- (i) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.
- (ii) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the Chief Executive Officer / Managing Director seeking independent external advice where required. As part of this review the Committee will oversee an annual performance evaluation of the executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

**(c) Non-Executive Directors**

- (i) Consider and make recommendations to the Board on the remuneration of each non-executive Director with regard to market rates for comparable companies for time, commitment, responsibilities, committee membership, accountability and the maximum aggregate amount of fees that can be paid to non-executive Directors (seeking independent external advice where required).
- (ii) Fees for non-executive Directors are not linked to the performance of the economic entity. However, to align non-executive Directors' interests with shareholder interests, the non-executive Directors are encouraged to hold shares in the economic entity purchased by that non-executive Director on-market.
- (iii) Generally, non-executive Directors should not:

- (A) receive options or cash bonuses from the Company. However, the Board has the discretion to determine in the appropriate circumstances, where shareholder approval is obtained, that non-executive Directors may be granted incentive shares and/or options; and
- (B) be provided with retirement benefits other than superannuation. However, the Board has the discretion to determine in the appropriate circumstances, where shareholder approval is obtained, that non-executive Directors may be granted retirement benefits.

**(d) Director and Executive Incentive Plan**

- (i) Review and approve the design of any Director or executive incentive plans, which are to be linked to pre-determined performance hurdles in respect of each individual Director or Executive.
- (ii) Cash bonuses and/or incentives, including equity participation, linked to the achievement of performance hurdles may be granted to Directors or Executives in the Board's discretion where appropriate, with shareholder approval, if required.

**(e) Equity Based Plans**

- (i) Review and approve any equity based plans that may be introduced (Plans) in the light of legislative, regulatory and market developments.
- (ii) For each Plan, determine each year whether awards will be made under that Plan.
- (iii) Review and approve total proposed awards under each Plan.
- (iv) In addition to considering awards to executive Directors and the Chief Executive Officer / Managing Director, review and approve proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee.
- (v) Review, approve and keep under review performance hurdles for each equity based plan.

**(f) Nomination of Directors**

The Committee shall periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors. In particular, the Committee is to:

- (i) identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company;
- (ii) undertake appropriate checks to assist the Board, before a person is appointed to the Board, or put forward to security holders as a candidate for election, as a Director;
- (iii) approve and review induction procedures and programs for new appointees of the Board to ensure that they can effectively discharge their responsibilities;
- (iv) assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board.

- (v) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;
- (vi) review Directorships in other public companies held by or offered to Directors and senior executives of the Company;
- (vii) review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;
- (viii) make recommendations to the Board on the appropriate size and composition of the Board; and
- (ix) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board.

**(g) Performance Evaluation**

The Committee shall;

- (i) conduct an annual performance review of the Board and its committees, with the exception of the Remuneration and Nomination Committee, that:
  - (A) compares the performance of the Board and its committees with the requirements of their respective Charters;
  - (B) critically reviews the mix of the Board and its committees, ensuring that the Board and its committees are comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance; and
  - (C) suggests any amendments to the Board Charter or committee Charters as are deemed necessary or appropriate.
- (ii) conduct an annual performance review of individual Directors assessing their contribution to the Board and the Company;
- (iii) conduct an annual performance review of the executive team that is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

**(h) Other**

The Committee shall perform other duties and activities that it or the Board considers appropriate.

---

**7. APPROVALS**

The Committee must approve the following prior to implementation:

- (a) changes to the remuneration or contract terms of executive Directors the Chief Executive Officer/Managing Director and senior Executives;
- (b) the Plans or amendments to current equity plans or executive cash-based incentive plans;
- (c) total level of awards proposed from equity plans or executive cash-based incentive plans; and
- (d) termination payments to executive Directors or the Chief Executive Officer / Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.