



PENSANA METALS LIMITED
CORPORATE GOVERNANCE POLICIES
REMUNERATION COMMITTEE CHARTER

1. REMUNERATION COMMITTEE

A Remuneration Committee is to be maintained which:

- 1.1 comprises a majority of independent directors;
- 1.2 is chaired by an independent director;
- 1.3 has at least three members.

The composition of the Remuneration Committee can vary to accommodate the requirement that a director must not sit on the committee to consider that director's remuneration.

The Remuneration Committee may seek input from senior executives on remuneration policies, but no senior executive should be directly involved in deciding their own remuneration.

2. ROLE

The function of the committee is to assist the Board in fulfilling its corporate governance responsibilities with respect to remuneration by reviewing and making appropriate recommendations on:

- 2.1 remuneration packages of senior executives (including directors);
- 2.2 employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed;
- 2.3 recruitment, retention and termination policies and procedures for senior executives; and
- 2.4 superannuation arrangements.

When reviewing remuneration packages of senior executives (including directors), the Committee shall include a comparative review of the packages by gender.

3. OPERATIONS

Minutes of all meetings of the committee are to be kept. Committee meetings will be governed by the same rules as set out in the Company's constitution, as they apply to meetings of the Board.

The full Board shall, when required, review the recommendations of the Committee.

4. SENIOR EXECUTIVE REMUNERATION AND INCENTIVES

The committee is to make decisions with respect to appropriate and competitive remuneration and incentive policies (including basis for paying and the quantum of any bonuses), for senior executives and others as considered appropriate to be singled out for special attention, which:

- 4.1 motivates them to contribute to the growth and success of the Company within an appropriate control framework; and
- 4.2 aligns the interests of key leadership with the interests of the Company's shareholders;
- 4.3 are paid within the any limits imposed by the Constitution as to the aggregate amount payable and make recommendations to the Board with respect to the need for increases to any such amount at the Company's annual general meeting; and
- 4.4 in the case of directors, only permits participation in equity-based remuneration schemes after appropriate disclosure to, due consideration by and with the approval of the Company's shareholders.

The committee is to make decisions which take into consideration the remuneration and incentive levels offered by gender.

The committee is to ensure that recommendations are made to the Board with respect to the above.

5. NON-EXECUTIVE DIRECTORS

To the extent that the Company adopts a remuneration structure for its nonexecutive directors other than in the form of cash and superannuation, the committee shall document its reasons for the purpose of disclosure to stakeholders.

6. INCENTIVE PLANS AND BENEFITS PROGRAMS

The committee is to:

- 6.1 review and make recommendations concerning long-term incentive compensation plans, including the use of equity-based plans. Except as otherwise delegated by the Board, the committee will act on behalf of the Board to administer equity-based and employee benefit plans, and as such will discharge any responsibilities under those plans, including making and authorising grants, in accordance with the terms of those plans;
- 6.2 ensure that, where practicable, incentive plans are designed around appropriate and realistic performance targets that measure relative performance and provide remuneration when they are achieved; and
- 6.3 continually review and, if necessary, improve any existing benefit programs established for employees.