

REMUNERATION, NOMINATION AND GOVERNANCE COMMITTEE CHARTER



ROBEX RESOURCES INC. (ARBN: 682 762 723)

1 Introduction

The Board of Robex Resources Inc. (ARBN: 682 762 723) (**Robex**) has established the Remuneration, Nomination and Governance Committee (**Committee**) to assist the Board in discharging certain of its responsibilities.

This Charter sets out matters relevant to the composition, responsibilities and administration of the Committee.

2 Committee composition

- The Board appoints, replaces and removes Committee members.
- Where practicable, the Committee should:
 - have at least three members, a 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 Robex'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 Robex is the Committee Secretary.
- If the Committee Chair is the Board Chair, 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:** review 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:** assess (at least annually or upon becoming aware of any change) the independence of each non-executive Director;
- **Succession planning:** review of Robex's board skills matrix and assist with Board, CEO and executive succession planning generally;
- **Board performance:** review the process for evaluating the performance of the Board, its committees and individual Directors;
- **Induction and professional development:** develop Director induction programs and identify and periodically review the need for professional development;
- **Remuneration:** review:
 - Robex'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;
- **Disclosure:** review disclosures relating to:
 - the Committee's members, frequency of meetings and attendances;
 - Robex's process for addressing Board succession issues;
 - Robex'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;
 - Robex'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 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.
- Robex'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 Robex's expense where considered necessary or appropriate.

6 Charter review

Robex 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.

If you have any questions regarding this or another governance document, please write to spark@parkadvisory.com.au specifying the policy or 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.

Version Number	Revision Date	Document Owner	Document Approver
1.1	12 th June 2025	Company Secretary	Board of Directors