

Human Resources Committee Charter

February 2026

1. OVERALL PURPOSE

The Human Resources Committee (the “**Committee**” or “**HRC**”) assists the Board of Directors (the “**Board**”) with respect to the Named Executive Officers’ (“**NEOs**”) compensation and broader strategic HR matters including monitoring the implementation of strategic HR, including NEO and senior management succession planning and the assurance of a supportive culture.

2. ORGANISATION

2.1. Membership & Qualifications

- 2.1.1. The Committee shall consist of no fewer than three members of the Board, all of whom shall be independent directors.
- 2.1.2. Committee members should collectively possess a broad range of skills and experience that support the committee's endeavours.
- 2.1.3. The Board shall appoint the Chair of the Committee (the “**Committee Chair**”), and in their absence, one of the members nominated by the Committee from time to time. Members shall be appointed annually and serve until their successors are appointed or removed by the Board.
- 2.1.4. Committee members are expected to maintain and stay informed about governance and regulatory developments, and other relevant topics as they pertain to their responsibilities as members of the Committee. In addition, the Company may provide additional opportunities for ongoing education.

2.2. Meetings

- 2.2.1. The Committee shall meet at least four times per calendar year and additionally as required. The Committee Chair or any two members of the Committee may call a meeting.
- 2.2.2. No business may be transacted by the Committee at a meeting, unless a quorum is present. A majority of the Committee members shall constitute a quorum. Decisions shall be by simple majority vote. The Committee Chair shall not have a deciding vote.
- 2.2.3. The Committee Secretary shall be appointed by the Committee Chair and keep minutes of the meetings.
- 2.2.4. The Committee Chair shall report on its activities and recommendations to the Board at the next available Board meeting or sooner if necessary.
- 2.2.5. The Committee shall have access to management and may invite members of management, other advisors or other persons to attend meetings as it deems appropriate.

- 2.2.6. The Committee will meet in camera without management present at least once per year following a scheduled meeting.

2.3. Role of the Committee Chair

- 2.3.1. The Committee Chair shall preside over meetings of the Committee, and oversee the co-ordination of the meeting agendas. In conjunction with the CEO, Corporate Secretary and management, provide for the discharge of the Committee's responsibilities under this Charter.

3. AUTHORITY

- 3.1. The Board authorises the Committee, within the scope of its responsibilities, to:
- 3.1.1. seek any information it requires from any officer or employee of the Company and from appropriate external parties, including their attendance at meetings.
 - 3.1.2. conduct or authorise investigations into any matter within its scope of responsibility.
 - 3.1.3. have sole authority to retain and terminate, at the Company's expense and following appropriate consultation with the Board Chair, independent external legal or professional counsel, technical, and other advisors, experts or consultants and to approve their fees (which will be paid by the Company) and terms of engagement.

4. ROLES AND RESPONSIBILITIES

4.1. Strategic HR, Talent and Culture

- 4.1.1. Review the human resources philosophy that supports the business strategy.
- 4.1.2. Assess and assure that the culture is in line with the stated values of the organisation.
- 4.1.3. Oversee and monitor management's efforts to establish an inclusive culture where diversity and accountability is valued and respected.

4.2. Compensation Programs & Risk

- 4.2.1. Review and approve the design, competitiveness and effectiveness of all executive compensation plans (short-term and long-term), equity-based plans and other material compensation arrangements.
- 4.2.2. Review and consider that compensation programs are aligned with the Company's strategy and long-term shareholder interests and do not encourage excessive risk-taking.
- 4.2.3. Review and consider the implications of the risks associated with the Company's overall compensation philosophy.
- 4.2.4. If requested by the CEO, provide oversight and assistance to the CEO as to compensation of senior managers other than NEOs.
- 4.2.5. Approve pension and other retirement arrangements applicable to NEO's with the exception of the CEO.



4.3. Policy

- 4.3.1. Monitor the compliance with HR-related policies and review such policies against applicable laws and best practices; recommend changes where appropriate.
- 4.3.2. Review and recommend any material changes to compensation plans and policies to the Board.

4.4. Benchmarking

- 4.4.1. Evaluate and recommend the peer group used for benchmarking executive compensation and annually review benchmarking data.
- 4.4.2. Evaluate and recommend the peer group used for benchmarking share plan performance conditions and annually review benchmarking data.

4.5. CEO & NEO Objectives and Performance

- 4.5.1. Review and approve corporate goals and objectives relevant to CEO compensation.
- 4.5.2. Evaluate the CEO's performance relative to those goals and recommend the level and elements of CEO compensation to the Board.
- 4.5.3. Review performance and compensation of NEOs and provide feedback to the Board.
- 4.5.4. Based on the performance evaluation of the NEOs, approve all elements of NEO compensation, including base salary, annual incentive awards and long-term incentive grants.

4.6. Contracts

- 4.6.1. Review and recommend to the Board any appointments or terminations of the CEO and other NEOs.
- 4.6.2. Review employment contracts for the CEO and any amendments to it and employment contracts for NEOs, and any material amendments to them, for recommendation to the Board.

4.7. Governance Policies

- 4.7.1. Oversee the Company's compensation clawback policy. In the event of a financial restatement, fraud, misconduct or other events warranting recoupment, the Committee shall investigate and recommend to the Board appropriate actions, including recovery of incentive compensation.
- 4.7.2. Annually review employees subject to clawback provisions and make recommendations for inclusion as appropriate.
- 4.7.3. Review and recommend for Board approval share ownership guidelines and anti-hedging requirements applicable to NEOs.

4.8. Shareholder Engagement & Say-on-Pay

- 4.8.1. Oversee the preparation of executive compensation disclosure, including the Compensation Discussion and Analysis provided in the Management Information Circular.

- 4.8.2. Review results of any advisory vote on executive compensation (say-on-pay) and determine whether any adjustments to compensation policies or additional shareholder engagement are warranted.
- 4.8.3. Consider feedback from shareholders with respect to the overall compensation strategy.
- 4.8.4. Oversee targeted shareholder engagement in respect of compensation matters in coordination with management and the Chair of the Board.

4.9. Succession, Talent & Human Resources

- 4.9.1. Review and oversee succession planning for the CEO and NEOs and oversee development programs for key talent are in place.
- 4.9.2. Review the talent strategy and talent development prepared by management (providing feedback as appropriate) to be presented annually to the Board.
- 4.9.3. Annually review the Company's human resource strategy, covering workforce planning, retention, recruitment, leadership development and diversity.
- 4.9.4. Review management's efforts to ensure fair and respectful treatment of employees, promote inclusion, and maintain an environment free from harassment, violence, and intimidation.
- 4.9.5. Analyse labour relations and culture metrics; report key observations and recommendations to the Board.

4.10. Governance

- 4.10.1. The Committee shall conduct an annual self-assessment of its performance and effectiveness, including a review of its compliance with this Charter, the results of which shall be reported to the Board.
- 4.10.2. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Amended February 2026.