

REMUNERATION COMMITTEE CHARTER

1. Terms of reference

1.1 Remit

The primary purpose of the Human Capital & Remuneration Committee (**HCRC**) is to act as a recommending, monitoring and review forum of the Consolidated Copper Corp (and its subsidiaries) (the **Company**) in connection with Director, CEO, senior executive, management and employee remuneration benefits, performance rewards and other related matters.

1.2 Scope

The scope of the HCRC remit will include, but is not limited to, the following matters:

(a) Generally

- (i) reviewing prevailing external remuneration benchmarks for comparable positions, with comparable responsibilities, within comparable companies (revenue, employees, size and spread) including in comparable industries to that of the Company;
- (ii) assessing appropriate remuneration policies, levels and packages for Directors, the CEO, and (in consultation with the CEO) other senior executives;
- (iii) assessing appropriate remuneration policies, levels and packages for employees (in consultation with the Chief Human Resources Officer (**CHRO**));
- (iv) reviewing and assessing other human resource and related policies and procedures, and make recommendations to the Company's applicable Board;
- (v) monitoring the implementation by the Company of such remuneration and human resources policies;
- (vi) recommending the Company's remuneration policies to the Board so as to:
 - (A) motivate Directors, senior executives and employees to pursue the long-term growth and success of the Company within an appropriate control framework; and
 - (B) for senior executives demonstrate a clear relationship between performance rewards and remuneration; and
- (vii) reviewing and considering for recommendation to the applicable Board:
 - (A) equity based remuneration plans for senior executives and other employees;
 - (B) superannuation arrangements generally;
 - (C) whether there is any gender or other inappropriate bias in the Company's remuneration policies or practices; and
 - (D) short term incentive for employees and long-term incentive arrangements for directors, senior executives and management.

REMUNERATION COMMITTEE CHARTER

- (b) **CEO**
 - (i) assess, at appropriate and regular intervals, a suitable remuneration and reward package for the CEO in relation to prevailing external practice, internal affordability, performance against goals, and other relevant matters; and
 - (ii) liaise with the Nomination Committee with respect to its functional mandate concerning the CEO.
- (c) **Generally**
 - (i) reporting on the above matters to the applicable Board, with recommendations as appropriate;
 - (ii) the HCRC has the authority to access information and to interview and consult Personnel and independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit;
 - (iii) remuneration packages for senior executives may include performance rights and share schemes, incentive performance packages, pension entitlements, fringe benefits and any other items considered appropriate by the HCRC; and
 - (iv) the HCRC may be requested by the applicable Board to perform other related tasks.

2. Governance

2.1 Membership of the Remuneration Committee

- (a) It is desirable that the HCRC members have some experience in human resources, remuneration, finance, legal and governance.
- (b) No executive should be involved in deciding, or be present while the HCRC decides, that executive's remuneration.
- (c) The HCRC should be alive to the potential for conflict of interest in executives being involved in the setting of remuneration for other executives that may indirectly affect their own remuneration (e.g. through setting benchmarks and because of relativities).

3. Definitions

Board means the board of directors of the Company.

CEO means the chief executive officer of the Company

Chair means the chair of the Board.

Charter means this HCRC, as amended from time to time.

Committee means a committee of the Board.

Company means Consolidated Copper Corp (IBC 234418) and each of its subsidiaries.

REMUNERATION COMMITTEE CHARTER

Director means a director of the Company.

Employee means an employee of, or consultant to, the Company and its subsidiaries.

HCRC means the Human Capital & Remuneration Committee.

Nomination Committee means the Company’s nomination committee.

Personnel means all Directors and Employees.

Remuneration Committee means the Company’s remuneration committee described in section 1.1 of this Charter.

4. Related documents

- (a) Board Charter.
- (b) Nomination Committee Charter.

5. Approval and review

This document is to be reviewed annually by the Remuneration Committee and the Board.

Version	Document Category	Date	Status	Document Owner	Reviewer	Approver	Approval Date
2.0	Board	22.01.24	Approved and Adopted	Chief Human Resources Officer	Board	Board	22.01.24