

CENTAURUS METALS LIMITED

ABN 40 009 468 099

Corporate Governance Practices

Nomination and Remuneration Committee Charter

1 Introduction

The Board of Directors (Board) of Centaurus Metals Limited (Company) has established the Nomination & Remuneration Committee (Committee).

The Board has approved this Charter which prescribes the role and responsibilities, composition, structure and membership requirements for the Committee.

2 Role

The role of the Committee is to assist the Board by monitoring, reviewing and making recommendations in relation to nomination and remuneration matters as described below.

2.1 Nomination matters

- Reviewing Board composition, structure and succession planning;
- Identifying and recommending candidates for appointment as Directors and key executives; and
- Evaluating the performance of the Board, its Committees and key executives.

2.2 Remuneration matters

- Developing and reviewing the Company's remuneration framework for Directors and key executives; and
- Ensuring remuneration is fair and reasonable and, in the case of executive Directors and key executives, aligned with individual and Company performance.

3 Authority

In fulfilling its responsibilities, the Committee has authority to:

- Access all information, records and personnel necessary to discharge its duties;
- Consult with and seek information from employees or external parties;
- Obtain independent legal, accounting or other professional advice at the Company's expense; and
- Require the attendance of any employee or invite external parties to attend meetings.

4 Composition

The Committee shall consist of at least three non-executive Directors, consisting of a majority of independent Directors. The members of the Committee will be appointed and removed by the Board. The Chair of the Committee should be an independent Director. All persons appointed to the Committee should have sufficient professional expertise, knowledge and understanding to allow them to discharge their duties.

5 Responsibilities

The Committee's responsibilities include the following:

5.1 Nomination

- Identifying and assessing candidates for appointment to the Board, including the Managing Director, and providing input into other key executive appointments (including the Chief Financial Officer, Chief Operating Officer, Company Secretary, President – Brazil Operations, Chief Technical Officer and Project Director);
- Reviewing the composition, size and structure of the Board and its skills and experience;
- Overseeing succession planning for the Board and key executives;

- Ensuring appropriate induction and ongoing education programs are in place for Directors and key executives; and
- Establishing and maintaining processes to assess and evaluate the performance of the Board and its Committees.

5.2 Remuneration Framework

- Reviewing and recommending an executive remuneration framework for key executives that:
 - supports the Company's strategy and long-term objectives;
 - aligns with the Company's risk management framework;
 - motivates key executives to pursue sustainable shareholder value creation;
 - balances the need to attract and retain key executives with the need to avoid excessive remuneration;
 - provides an appropriate balance between fixed and incentive based remuneration;
 - clearly distinguishes between non-executive and executive remuneration structures;
 - aligns remuneration outcomes with Company and individual performance; and
 - incorporates financial and non-financial performance measures (including, where appropriate, safety, ESG and culture);
- Monitoring the ongoing appropriateness of the remuneration framework;
- Considering superannuation and other benefit arrangements;
- Overseeing remuneration outcomes, including gender pay equity; and
- Approving the appointment of remuneration consultants and evaluating their recommendations.

5.3 Executive Directors and Key Executive Remuneration

- Recommending to the Board policies and practices relating to:
 - fixed remuneration;
 - short-term and long-term incentive arrangements;
 - equity-based awards;
 - service contracts;
 - retirement benefits; and
 - termination entitlements.

5.4 Incentive and Equity-Based Plans

- Advising on the design and implementation of:
 - executive cash-based incentive plans; and
 - executive and employee equity-based plans;
- Ensuring alignment of such plans with the Company's strategy, risk management framework and shareholder interests, and reviewing them in light of legislative, regulatory and market developments;
- Determining annually whether equity-based awards should be made, including the amounts and applicable performance conditions; and
- Considering whether circumstances exist that warrant the exercise of Board discretion under the rules of the plans.

5.5 Non-Executive Directors

- Recommending to the Board the remuneration of non-executive Directors, having regard to the Company's remuneration policy.

5.6 Remuneration Consultants

- Appointing remuneration consultants, who report directly to the Committee; and
- Ensuring the independence of any remuneration consultant engaged.

5.7 Succession Planning

- Reviewing succession plans for the Board, the Chair and key executives to ensure continuity and an appropriate balance of skills, experience and expertise.

5.8 Termination Arrangements

- Assessing termination payments for key executives to ensure they:
 - are consistent with the rules of any applicable incentive scheme;
 - comply with the Company's remuneration policy; and
 - are fair to both the individual and the Company.

5.9 Annual Reporting

- Reviewing the remuneration report and governance disclosures included in the Company's annual report for consistency with the Corporations Act, ASX Listing Rules and ASX Corporate Governance Principles and Recommendations.

6 Meetings

The Committee will meet as frequently as necessary, but at least once a year, to carry out its responsibilities. Any Committee member may convene a meeting of the Committee.

A quorum consists of two Committee members. Decisions of the Committee will be determined by a majority of votes of members present.

The Committee may invite any person to attend all or part of any meeting. The Committee may meet with external advisers, any executive or other employee, any non-executive Director, and may do so with or without the presence of management. If any such person has a material personal interest in a matter being considered that person must not be present when that matter is being considered.

All Board members are entitled to attend Committee meetings (except in circumstances where there is a conflict of interest). The Managing Director and Company Secretary will normally be invited to attend meetings.

The Chair of the Committee will report to the Board, at the following Board meeting, on the proceedings of each meeting of the Committee, bringing forward all recommendations of the Committee which require Board endorsement or approval. A copy of Committee papers will be circulated to all Directors who are not members of the Committee.

7 Review

This Charter will be reviewed regularly and updated as required.

Approved by the Board on 6 May 2026.