

Remuneration & Nominations Committee Charter

CHA-GE-C.000-0003

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Table of Contents

1.	COMPOSITION	2
2.	ROLE	2
3.	OPERATIONS	2
4.	RESPONSIBILITIES.....	2
4.1.	Board Composition and Succession Planning.....	2
4.2.	Director and Executive Remuneration	2
4.3.	Performance Evaluation	2
4.4.	Policies and Compliance	2
5.	AUTHORITY AND RESOURCES	3
6.	REPORTING	3
7.	REVIEW OF CHARTER.....	3
	APPENDIX A. BOARD SKILLS MATRIX.....	4
	APPENDIX B. GUIDELINES FOR REMUNERATION.....	5



1. COMPOSITION

The Remuneration and Nomination Committee (the “Committee”) shall consist of at least three members, all of whom are non-executive directors, with a majority being independent. The Chair of the Committee must be an independent director. Non-Committee members, including external consultants, may be invited to attend meetings as appropriate.

2. ROLE

The Committee’s primary functions are to:

- Oversee the remuneration framework for directors, senior executives, and employees to ensure alignment with the Company’s strategic objectives and shareholder interests.
- Ensure appropriate processes are in place for the selection, appointment, and evaluation of directors and senior executives, including succession planning.
- Monitor the Board’s composition, diversity, and effectiveness, ensuring it has the skills, experience, and independence required to discharge its duties.

3. OPERATIONS

The Committee shall meet at least four times a year or more frequently as required.

Minutes of all meetings shall be recorded, and the meetings will be governed by the rules applicable to Board meetings as outlined in the Company’s Constitution.

4. RESPONSIBILITIES

4.1. Board Composition and Succession Planning

Annually review the Board’s composition, including its size, diversity, and skills, using the Board Skills Matrix (Appendix A).

Recommend appointments and removals of directors and assess directors standing for re-election.

Oversee the implementation and effectiveness of the Diversity Policy and report annually on gender diversity at all levels of the organisation.

Review and oversee the Company’s succession plans for directors and senior executives to ensure continuity of leadership.

4.2. Director and Executive Remuneration

- Review and recommend the remuneration framework for directors, including non-executive director fee structures.
- Review and recommend senior executive remuneration packages, ensuring they balance fixed and performance-based components, including short- and long-term incentives aligned with the Company’s strategic goals.
- Ensure termination payments for senior executives are agreed upon in advance, fair, and aligned with legal and governance standards.
- Ensure remuneration recommendations are aligned with corporate governance standards (Appendix B).

4.3. Performance Evaluation

- Develop and oversee processes for evaluating the performance of the Board, its committees, and individual directors.
- Ensure evaluations are conducted annually and address directors’ time commitments and effectiveness.
- Oversee the evaluation of the Managing Director and senior executives in alignment with the Company’s performance frameworks.

4.4. Policies and Compliance

- Ensure remuneration and nomination policies comply with regulatory and governance standards, including ASX Corporate Governance Principles and Recommendations.



- Review and endorse for Board approval the Company's Remuneration Report for inclusion in the annual report, ensuring transparency and shareholder engagement.
- Ensure compliance with the Corporations Act in relation to engaging and reporting on remuneration consultants.

5. AUTHORITY AND RESOURCES

- The Committee is authorised to obtain external professional advice and resources as necessary to fulfil its responsibilities.
- The Committee shall have access to sufficient resources, including Company personnel, to carry out its duties effectively.

6. REPORTING

The Committee will:

- Report regularly to the Board on its activities, including the outcomes of meetings and recommendations.
- Annually review and assess the adequacy of this Charter, proposing amendments to the Board for approval.
- Include in its report to the Board a summary of activities undertaken and any significant issues identified during the period.

7. REVIEW OF CHARTER

This Charter shall be reviewed at least annually to ensure its relevance and compliance with governance standards and updated as required.

Policy Ref.	Policy Name	Ver	Author	Approving Authority	Approved Date
CHA-GE-C.000-0003 (Previously C-3 & C-4)	Remuneration & Nomination Committee Charter	1	Company Secretary	Board of Directors	18 December 2024



APPENDIX A. BOARD SKILLS MATRIX

Category	Experience, capability and knowledge requirements
Leadership and People Management	Significant Board and/or Executive experience in a publicly listed company or large organisation, with a proven track record of effective leadership and management of multi-disciplined teams.
Strategic Planning, Business Development and Commercial	Formulating, assessing and executing strategic vision, objectives, business models and relevant financial metrics. Knowledge of industry competitive landscape, key risks, capability requirements and strategic planning processes.
Corporate Transactions	Planning and execution of equity or debt capital raisings, mergers, acquisitions, joint ventures, de-mergers and takeover defence.
Financial	Evaluating financial statements, understanding key financial drivers of a business, corporate finance (including debt and equity capital markets) and assessment of financial risks and controls.
Governance and Compliance	Formulating, implementing and overseeing of organisation-wide governance and compliance systems, processes, policies and frameworks. Knowledge of governance issues, including the legal, compliance and regulatory environment applicable to publicly listed entities.
People, Culture and Remuneration	Establishing and overseeing organisation-wide capabilities, remuneration frameworks, performance assessment, people management and company culture, mindsets and behaviours.
Investor Relations	Drafting and delivery of public announcements, other shareholder communications, market research / analysis and presentations at industry events / conferences.
Risk Management	Formulating risk management frameworks and controls, setting appropriate risk appetite, identifying and providing oversight of key business risks (both financial and nonfinancial).
Health and Safety	Formulating and implementing health and safety management systems, risk identification and mitigation processes, performance monitoring and governance.
Environment	Formulating and managing environment policies, standards, practices and implementation of environmental impact mitigations for mining projects.
Environment, Social and Governance (ESG) Strategy	Overarching strategic ESG knowledge, and formulation, implementation and assessment of ESG strategy.
Community and Government Relations	Formulating and implementing stakeholder engagement and management strategies. Local, State and Federal Government and regulatory management.
Geology and Exploration Targeting	Base, precious and rare metal mineral systems, geology and targeting. Design, planning and execution of mineral exploration programs.
Exploration and Resources Definition	Base, precious and rare metal geology, resource and reserve measurement and classifications. Design, planning and execution of resource definition drilling programs and related activities.
Leadership and People Management	Significant Board and/or Executive experience in a publicly listed company or large organisation, with a proven track record of effective leadership and management of multi-disciplined teams.
Strategic Planning, Business Development and Commercial	Formulating, assessing and executing strategic vision, objectives, business models and relevant financial metrics. Knowledge of industry competitive landscape, key risks, capability requirements and strategic planning processes.
Corporate Transactions	Planning and execution of equity or debt capital raisings, mergers, acquisitions, joint ventures, de-mergers and takeover defence.
Financial	Evaluating financial statements, understanding key financial drivers of a business, corporate finance (including debt and equity capital markets) and assessment of financial risks and controls.



APPENDIX B. GUIDELINES FOR REMUNERATION

Non-Executive Director Remuneration Guidelines

Category	Remuneration Development Principles
Fixed Remuneration	Non-executive directors are remunerated by way of fixed fees, reflecting their time commitment, responsibilities, and the need to attract qualified individuals.
Equity-Based Remuneration:	Non-executive directors may receive equity to align their interests with those of shareholders. However, performance-based equity components (e.g., options) are generally avoided to maintain independence.
No Performance-Based Pay:	Non-executive directors should not receive performance-based remuneration to ensure unbiased decision-making and preserve their objectivity.
Superannuation Contributions:	Fees should include superannuation contributions in accordance with applicable legislation.
Termination Benefits:	Non-executive directors should not receive termination payments other than accrued fees or entitlements.

Executive Remuneration Guidelines

Category	Remuneration Development Principles
Composition	Remuneration should include a mix of fixed pay, performance-based incentives, and equity-based components.
Performance-Based Remuneration:	Designed to align executive interests with shareholder outcomes, with safeguards to avoid excessive risk-taking or short-termism.
Equity-Based Remuneration: Designed	Pre-determined, fair, and compliant with governance standards; no payments for termination due to misconduct.
Termination Payments:	Fees should include superannuation contributions in accordance with applicable legislation.
Accountability Mechanisms:	Non-executive directors should not receive termination payments other than accrued fees or entitlements.





Liontown Resources Limited

Level 2, 32 Ord Street
West Perth, 6005
Western Australia
PO Box 284 West Perth WA 6872

t +61 8 6186 4600
e info@ltresources.com.au
www.ltresources.com.au

ASX-LTR
ABN 39 118 153 825