Neometals

Remuneration Policy

1. Generally

The Company commits to responsible and transparent processes for remunerating its people.

(a) This includes adopting effective remuneration governance framework(s) and developing remuneration policies and practices consistent with such framework(s).

(b) The Company commits to clearly articulating to investors the relationship between remuneration and performance and how it is aligned to the creation of value for the Company and its stakeholders.

(c) Remuneration is to be market competitive, fair and equitable so as to attract, motivate and retain high quality personnel.

2. Remuneration for non-executive Directors

The maximum aggregate level of remuneration, inclusive of superannuation entitlements, of non-executive Directors ("Pool") is the subject of shareholder resolution in accordance with the Company's constitution, the ASX Listing Rules and the Corporations Act (as applicable).

(d) The apportionment of non-executive Director remuneration within that Pool will be made by the Board, including having regard to recommendations of a relevant Board Committee, having regard to industry benchmarking, professional advice (as appropriate), market norms, and the inputs and value to the Company of the respective contributions by each non-executive Director.

(e) The availability of the Pool does not imply that the Pool needs to be exhausted when setting remuneration for non-executive Directors.

(f) The Board may award additional remuneration to non-executive Directors called upon to perform extra services or make special exertions on behalf of the Group provided that the Pool is not exceeded, or that such additional remuneration is first approved of by shareholders in general meeting.

(g) In considering non-executive director remuneration, the Remuneration Committee and the Board need to ensure that incentives for non-executive Directors do not conflict with their obligations to bring independent and objective judgement to matters before the Board.

3. Remuneration for Executive Officers

In setting the level and composition of remuneration for senior executives (including executive Directors) the Company will balance its desire to attract, retain and motivate high quality personnel with the need to ensure that:

(i) their remuneration incentivises them to pursue successful performance outcomes for the Company (both over the short and longer terms) without taking undue risks;

(ii) the Company is not paying excessive remuneration.

(h) The structure of executive remuneration is to be designed to create alignment of the interests of the executive with those of the Company and with the creation of value for the Company and its stakeholders.

(i) Typically that may include a remuneration structure along the following lines:

(i) base salary (including superannuation);

(ii) short term incentive (**STI**) or bonus arrangement – typically set as a percentage of base salary with its annual award being at the discretion of the Board measured against the degree of satisfaction of certain key performance indicators (KPIs) set at the beginning of the annual period;

(iii) long term incentive (**LTI**) – typically set as a percentage of base salary with its award (or vesting) in due course being in the form of equity, or quasi-equity, measured against the degree of satisfaction of the Company's performance against certain stipulated criteria e.g. relative total shareholder return (**TSR**) against a basket group of comparator companies (and/or) against certain absolute benchmarks (and/or) a hybrid combination of these.

(j) KPIs for STIs and criteria for LTIs should include a balanced composition, as determined by the Board, of financial and non-financial elements depending on the Company's strategic objectives and circumstances, and the role, responsibilities and performance expectations the Company has of the executive.

(k) The Company's remuneration is specifically designed to encourage loyalty and longevity of employment as well as aligning the employee's interests with those of the Company and the creation of genuine long term sustainable value for stakeholders. Accordingly the following principles are to be incorporated into remuneration packages for the Company's executives:

(i) unvested STIs and LTIs lapsing on the departure of the executive, other than at the discretion of the Board if the departure is on "good leaver" basis or on compassionate grounds;

(ii) even if STI or LTI remuneration has vested and been awarded, if the basis upon which the vesting or award has been made proves to be misfounded for any reason whatsoever (including without limitation material misstatements in the Company's financial statements or other data relied upon by which the award was made), then the correct remuneration entitlement is to be determined and any difference promptly repaid or restored by the executive to the Company, or paid or awarded by the Company to the executive, as applicable.

4. Remuneration Guidelines and Approval Authority

The Board, including on recommendation of a relevant Board committee (as applicable), reserves the right:

to negotiate, set and determine the remuneration package for the Company's CEO consistent with the terms of the CEO's executive services contractual arrangements;

(l) in consultation with the CEO, to agree the principles upon which and the parameters within which the CEO is to negotiate, set and determine the remuneration packages for the CEO's direct reports and other executives and senior managers, consistent with the terms of their employment arrangements;with guidance from management, and without undue intrusion upon delegated management authority with respect to HR policies and remuneration practices, to agree with management high level guidance (consistent with this policy) as to the principles and policy base upon which the Company will structure and award remuneration to its personnel generally.

To the extent to which any part of remuneration includes an equity component (which expression includes convertible notes, options and any form of derivative instruments emulating equity based risk/reward characteristics) then the employee may not enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of receiving the equity component.

(m) Key management personnel of the Company, and closely related parties to them, may not enter into arrangements that would have the effect of limiting their exposure to risk relating to an element of their remuneration that either has not vested, or has vested but remains subject to a holding lock.

6. Remuneration Framework(s)

The Board, on recommendation of a relevant Board Committee (as applicable), will develop and/or adopt more detailed remuneration governance framework(s) and practices for its directors, executives, management and personnel generally.

7. Remuneration Report

The Company will transparently report its remuneration policies and approach in the remuneration report to issue as part of the Company's Annual Report in compliance with the Corporations Act and the ASX Listing Rules.