

1. PURPOSE

Gold Road Resources Limited (“Gold Road” or “the Company”) is committed to ensuring staff are fairly and responsibly compensated with regards to:

- the performance of the Company;
- the performance of the employee; and
- the general pay environment (legislation and market factors).

This Remuneration and Benefits Standard (the Standard) provides an overview on Gold Road’s remuneration and benefits practices and principles to ensure fairness, equality and compliance.

This Standard also supports Gold Road’s employee value proposition which has a consequential impact on the Company’s ability to attract, recruit, motivate and retain talent.

We ensure that our remuneration structures are inclusive, considering employees on parental leave in annual salary reviews, and addressing pay inequities whenever they are discovered. The standard covers all forms of compensation, including base pay, bonuses, and other discretionary payments, ensuring inclusivity and equity across the board.

2. SCOPE

This Standard applies to all Gold Road employees. Where explicitly stated, some aspects of this Standard may not apply to directors, executive management, contract, and casual employees.

3. ROLES AND RESPONSIBILITIES

The Board

The Board is responsible for the approval of remuneration strategies, framework and principles. The Board will also approve any remuneration changes to key management personnel, as well as companywide remuneration and/or benefit programs that fall outside of the delegation of authority or the Remuneration Committee and/or Management.

1. The **Remuneration Committee (RemCo)** is responsible for ensuring Gold Road has an appropriate Remuneration Strategy and framework which addresses talent attraction and retention, remuneration, incentives and is aligned to long term strategic objectives.
2. The **General Manager – People & Culture** is responsible for ensuring that a remuneration framework (including policies, procedures, training, and controls) is in place. The General Manager – People & Culture will provide market information and ensure that performance evaluations and job assessments are performed as required.
3. The **Gold Road Senior Leadership Team** is responsible for ensuring that the managers and team leaders operate within the Remuneration Standard and other associated People and Culture Standards.

4. COMPLIANCE

1. All Remuneration and Benefits practices and programs will be designed to be legally compliant and competitive within the respective market (region/ location).
2. At Gold Road, decisions regarding remuneration and benefits are not based on any legally protected category such as gender, gender identity, race, nationality, ethnicity, religion, disability, age or sexuality.
3. Gold Road will ensure that all remuneration and benefits programs are:
 - Financially viable.
 - Consider shareholder interests.
 - Flexible to meet changing business needs; and
 - Fair and equitable.

Remuneration and Wages: Gold Road complies with all relevant local legislation and regulations with relation to the determination of remuneration and wages for employees.

Hours of Work: Gold Road complies with all relevant local legislation relating to remunerating employee for hours worked and overtime.

Fairness of Remuneration and Wages: Gold Road ensures all remuneration practices and programs are designed to be fair and equitable, this is achieved through utilising a defined criterion which includes:

- Role requirements and responsibilities.
- An employee's level of training, education, and qualification.
- Employee's individual performance, skills, knowledge, abilities and experience.
- Benchmarking against peers performing similar roles within Gold Road and externally within the broader market/ industry.
- Relevant economic indicators.
- Financial budgets.

5. REMUNERATION PRINCIPLES

To ensure that Gold Road remains competitive in the market and continues to attract, retain, and motivate talented staff, the company will:

- **Benchmark Fixed Remuneration:** Periodically align total fixed remuneration within the 50th percentile of the relevant market, taking into account factors such as experience, qualifications, performance, and other non-financial benefits.
- **Benchmark and Incentivise Through Variable Remuneration:** Regularly benchmark variable remuneration, including at-risk components, against industry standards to ensure competitiveness. Ensure that variable remuneration and incentives/benefits are designed to reward performance that is closely aligned with the strategic objectives of the company, including non-financial benefits that support employee engagement and motivation.

- **Benchmark Total Remuneration:** Conduct regular benchmarking of total remuneration (including both fixed and variable components) against the market to ensure Gold Road's overall compensation packages remain competitive.
- **Utilise External Benchmarking:** Periodically engage reputable external market remuneration surveys or specialists to provide relevant data. This will enable Gold Road to set both fixed and variable remuneration at levels that effectively attract and retain the high-calibre talent necessary for the company's continued success.

6. REMUNERATION REVIEW

Annually, Gold Road conducts a thorough remuneration review to ensure that our compensation packages remain competitive and reflect the contributions and performance of our employees. This process is crucial in maintaining fairness and motivating our diverse talent pool.

We ensure that our remuneration structures are inclusive, considering employees on parental leave in annual salary reviews, and addressing pay inequities whenever they are discovered. Our policy covers all forms of compensation, including base pay, bonuses, and other discretionary payments, ensuring inclusivity and equity across the board.

Gold Road promotes a culture where career opportunities and personal development are part of our reward system. We believe that remuneration is not just about salary but also about how we support our employees' career paths and professional growth.

7. REMUNERATION AND BENEFITS STRUCTURE

TR will be used as the method of citing and comparing employee remuneration.

A. For Permanent Employees

Fixed Remuneration: Fixed remuneration consists of the base salary, which is reviewed annually based on market data, internal relativities, and individual performance. It also includes statutory superannuation contributions and the value of any benefits arising from historical employment practices.

Variable Remuneration: Variable remuneration is comprised of site-based uplifts and any "at-risk" components of the remuneration including Short-Term Incentives (STIs) and Long-Term Incentives (LTIs), which are performance-based and align with our business objectives. Additionally, the value of any benefits resulting from previous employment practices, training or education provided to employees, mobile phones and/or laptops (if applicable). The opportunities for STIs and LTIs vary by role and level within the organisation.

Short-Term and Long-Term Incentives: Gold Road provides both short-term incentive (STI) and long-term incentive (LTI) plans to eligible employees in accordance with the approved Employee Incentive Plan and the Executive and Senior Management Remuneration Framework. These incentives include fixed and variable components, as well as cash and equity-related benefits.

Both the STI and LTI plans are approved by the Board to ensure alignment with shareholder objectives, the outcomes of business operations, the risks associated with those operations, and the time required for these outcomes to be reliably measured. The Company considers Environmental, Social, and Governance (ESG) factors when determining the composition and makeup of performance criteria for the Managing Director, Executive Leadership, and Senior Leadership Team.

Any incentive structure involving equity and/or other benefits for Directors must be approved by the Board and shareholders.

B. For Non-executive Directors

Remuneration will consist of a fee (inclusive of superannuation) which is consistent with fees paid to directors of companies of a similar size in a similar environment. An additional fee will be paid to the Chair of the board. The Board will determine the amount, if any, of additional fees paid for Chairs of committees; members of committees; serving on subsidiary company boards. In exceptional circumstances, the Board may agree to remunerate a Director for additional work required outside the usual requirements of a Director, ensuring that independence is maintained.

C. Organisational Design

Any new or changed positions will be referred to the General Manager – People & Culture for assessment and alignment with the market. Requests must be documented and supported by the respective Leadership Team member responsible for the division/function. Any positions that do not fall within the budget must be approved by both the CEO and General Manager – People & Culture, in accordance with the Company's delegation of authority.

8. SUPERANNUATION

Gold Road pays superannuation contributions on remuneration and benefits that a deemed ordinary time earnings (OTE) at the statutory rate, up to the maximum super contribution base. Additional contributions (either pre or post tax) may be deducted by payroll at the request of the employee.

Superannuation contributions will be transferred to the superannuation fund in line with minimum statutory requirements currently paid at least quarterly. All employees have choice of fund, alternatively Gold Road has a default superannuation fund.

9. ADDITIONAL BENEFITS

Gold Road may from time to time provide additional benefits to employees. New benefits will require approval by the CEO and General Manager People & Culture and/or Board in accordance with the Company's delegation of authority.

10. TERMINATION PAYMENTS

Termination payments will be determined in line with:

- Relevant legislation and industrial agreements
- Terms and Conditions of Employment as defined in Employment Contracts/ Agreements

11. DOCUMENT CONTROL

Version Number	Revision Date	Document Owner	Document Approver
Version 3.0	19 August 2024	General Manager – People & Culture	Remuneration Committee