



Nomination Charter

APPROVED BY THE BOARD OF PANTORO GOLD LIMITED

VERSION: 2

Nomination Charter

Background

Pantoro Gold Limited (Pantoro or the Company) recognises that robust corporate governance is supported by the appointment of an effective Board comprising Directors with appropriate skills, expertise, independence, and personal and professional attributes. Given the size and nature of the Company, the Board has determined not to establish a separate Nomination Committee at this time. Instead, the Board as a whole will carry out the functions that would otherwise be delegated to such a committee.

This Nomination Policy sets out the responsibilities of the Board in overseeing Board appointments, succession planning, Board renewal, and ensuring that the Board's composition remains aligned with the Company's strategic needs and the expectations of shareholders and regulators.

Purpose

The purpose of this Policy is to set out the principles and procedures for the selection and appointment of Directors to the Board of Pantoro. It ensures that decisions regarding Board appointments and succession are conducted with fairness, independence, and transparency and in accordance with the ASX Corporate Governance Principles.

Principles

This policy is guided by the following principles:

- **Merit-based Appointments:** All appointments are made on the basis of merit, with consideration given to qualifications, experience, and fit with the strategic needs of the Board.
- **Diversity and Inclusion:** The Board values diversity in its broadest sense, including gender, age, ethnicity, cultural background, and professional experience, as essential to effective decision-making.
- **Transparency and Accountability:** The nomination process is conducted with transparency and is documented to ensure accountability.
- **Strategic Alignment:** Director appointments are aligned with the Company's current and future strategic and governance needs.
- **Continuous Improvement:** Regular review of Board composition ensures responsiveness to emerging challenges and opportunities.

Commitments

The Board commits to upholding high standards in its nomination practices, ensuring a transparent, skills-based and inclusive approach to Board appointments and succession planning in accordance with ASX Corporate Governance Principles.

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Operations and Responsibilities

In lieu of the absence of a formal Nomination Committee, the Board will incorporate all nomination matters into its regular meetings and assumes the following responsibilities:

Board Composition and Competency Review

- Implement processes to assess the necessary and desirable competencies of Board members including experience, expertise, skills, and performance of the Board and its committees;

Director Induction and Education

- Provide new directors with an induction to the Company;
- Provide all directors with access to ongoing education relevant to their position in the Company;

Succession Planning

- Provide a succession plan for Directors and the Managing Director in order to maintain an appropriate mix of skills, experience, expertise, and diversity on the Board;

Time Commitment Evaluation

- Review time required for non-executive Directors to perform their duties;

Evaluation of Candidates

- Before recommending an incumbent, replacement or additional Director, review his or her qualifications including capability, availability to serve, conflicts of interest, and other relevant factors, and record that review and recommendation in the minutes;

Director Selection Process

- Assist in identifying, interviewing, and recruiting candidates for the Board, including reviewing whether professional intermediaries should be used to identify candidates;

Committee Membership Review

- Annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.

Reporting Concerns and Breaches

All concerns relating to director appointments, conflicts of interest, or nomination processes should be reported through the appropriate channels, including:

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- Chair of the Board;
- Company Secretary; or
- Whistleblower hotline (as outlined in the Company's Whistleblower Policy).

All reports will be handled confidentially and without retaliation, in accordance with applicable laws.

Policy Control

Revision Date:	30 June 2025
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