

**CHAMPION IRON** 

**CHAMPION IRON LIMITED**

**REMUNERATION,  
PEOPLE AND  
GOVERNANCE  
COMMITTEE  
CHARTER**

The Board of Directors (the “Board”) of Champion Iron Limited (the “Company”) has established a Remuneration, People and Governance Committee (the “Committee”) which consists entirely of non-executive directors. The roles and responsibilities of the Committee are outlined in this charter.

## **Membership**

The Committee shall consist of at least three non-executive Board members with the skills and experience to make decisions on the suitability of the Company’s corporate governance, remuneration, people and diversity matters and Board nomination policies and practices, at least a majority of whom shall be independent Board members. The members of the Committee are appointed by the Board.

## **Chair**

The Board or, failing that, the Committee shall appoint an independent director as the Chair of the Committee. The Chair is responsible for the following:

- Providing the necessary direction required for the Committee to undertake its role effectively;
- Establishing the frequency of the Committee meetings, within the parameters set forth in this charter;
- Overseeing the preparation of Committee agendas and briefing papers and ensuring that all required matters are brought before the Committee and that all the Committee members receive timely and accurate information so that they can make informed decisions on matters under the Committee’s responsibility;
- Reporting to the Board on the matters reviewed by the Committee and on any decisions or recommendations of the Committee in accordance with this charter;
- Carrying out any special assignments or functions as requested by the Board.

## **Secretary**

Unless otherwise determined by the Committee, the Corporate Secretary shall be the Secretary of the Committee.

## **Other Attendees**

The Executive Chairman and the Chief Executive Officer as well as other members of senior management may be invited to be present for all or part of the meetings of the Committee, but shall not be members of the Committee.

Representatives of the Company’s external consultants may also be invited to be present for all or part of certain meetings of the Committee.



## **Quorum**

A quorum consists of the majority of the members.

## **Meetings**

Committee meetings shall be held not less than once every quarter to enable the Committee to undertake its role effectively.

## **Reporting Procedures**

The Committee shall keep minutes of its meetings. The minutes of each Committee meeting shall be drafted by the Secretary of the Committee or such other secretary of the meeting as shall be delegated by the Secretary or appointed by the Committee from time to time. The Secretary of the Committee shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chair of the Committee.

A report is to be made by the Chair of the Committee at the Board meeting following the Committee meeting along with any recommendations of the Committee.

## **Duties and Responsibilities of the Committee**

The duties of the Committee are set out below.

### **Corporate Governance**

- Advise the Board on all relevant matters of corporate governance.
- Recommend to the Board structures, procedures and practices to enable the Board to function independently of management and oversee the development and implementation of any such structures, procedures and practices approved by the Board.
- Recommend to the Board for approval, as necessary, and review periodically, the Board and committee charters, the mandate of the Chief Executive Officer, the Company's Code of Conduct and the Company's corporate governance policies, and assist the Board, as needed, in the administration of such Code of Conduct and corporate governance policies.
- Ensure compliance of the Company and the Board with all corporate governance standards prescribed by applicable laws and regulations.
- Monitor evolving industry practices and laws and regulations and current and emerging issues, trends and initiatives in corporate governance, and provide appropriate guidance to the Board as to their impact on the Company and the Board.
- Oversee material communications with the Company's stakeholders with respect to corporate governance matters.



- Review corporate governance disclosure for inclusion in the Company's annual report and management proxy circular.
- Review material public reporting and disclosure relating to the Company's performance relating to corporate governance, including any report produced by the Company or a subsidiary.

## Remuneration

- Assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for directors and senior executives.
- Review the Company's key employee compensation philosophy, policies, and practices, and the relative positioning of the Company in terms of compensation strategy.
- Assess the market and benchmark against comparative group to ensure that senior executives are being rewarded commensurate with their responsibilities.
- Retain the services of compensation consultants or advisors to assist the Board and the Committee in benchmarking and determining executive compensation, set and pay the compensation for such consultants or advisors, and pre-approve any other services such consultants or advisors may provide to the Company and its subsidiaries.
- Consider the implications of the risks associated with the Company's compensation policies and practices.
- Set policies for senior executives' remuneration which includes the ability to seek input from senior executives on the remuneration policies (but no senior executives will be directly involved in deciding their own remuneration).
- Review the salary levels of senior executives and make recommendations to the Board on any proposed increases.
- Propose, for Board approval, the terms and conditions of employment for the Executive Chairman and the Chief Executive Officer.
- Review and make recommendations to the Board on the Company's annual and long-term incentive plans.
- Assist the Board in conducting an annual performance evaluation process for the Executive Chairman, Chief Executive Officer and other key executives, including the establishment of performance objectives relevant to executive compensation, the evaluation of performance against these objectives and the determination of executive compensation based on such evaluation.
- Oversee the setting of sustainability metrics and targets linked to executive compensation, and make recommendations to the Board, as appropriate.



- Review executive compensation disclosure and analysis for inclusion in the Company's annual report and management proxy circular.

## People and Diversity

- Review the Company's human resources policies, programs and practices that are of strategic significance to the Company, including the Company's workforce planning, as well as talent and leadership development strategies, and make recommendations to the Board in this respect if applicable.
- Review the Company's key performance indicators related to human resources, including the state of labour relations and employee engagement, diversity, and inclusion.
- Review the Company's people main recruitment, training, performance assessment and retention practices and strategies, as well as hiring and termination policies and procedures for senior management.
- Ensure that roles within the Company are filled by employees or contractors with skills, training, qualifications and experience suitable for each role, especially in areas of the business which are regulated by statute or regulation.
- Oversee management's succession planning including the Chief Executive Officer and his/her direct reports, ensure the existence of adequate mechanisms for the purposes of succession planning and discuss with the Chief Executive Officer his/her views as to a successor in the event of unexpected incapacity.
- Review and make recommendations to the Board on the Company's pension or superannuation arrangements.
- Oversee and support the Company's diversity and inclusion programs and initiatives and monitor performance.
- Review periodically the Company's diversity policy, and assist the Board, as needed, in the administration of such policy.
- Report on the Company's progress against any diversity objectives or targets, for inclusion in the Company's annual report and management proxy circular.



## Board Nomination and Performance

- Consider the appropriate size and composition of the Board, with a view to facilitating effective decision-making, periodically review and update the Board skills matrix to assist in the selection of candidates and make recommendations to the Board in this respect. In carrying out this responsibility, the Committee shall consider the skills, knowledge, experience, competencies, attributes and level of independence that (a) are necessary for the Board, as a whole, to function effectively; and (b) are held by each existing director and each new nominee;
- Ensure an appropriate Board selection process takes place in searching for and selecting new directors to the Board.
- Develop selection criteria for Board membership and identify the factors taken into account in the selection process.
- Identify and screen-specific candidates for nomination having regard to the selection criteria approved by the Board, as well as any gaps in the skills and experience of the directors on the Board, ensuring that a diverse range of candidates is considered and that each new nominee can devote sufficient time and resources to their duties as a Board member.
- Ensure there is an appropriate induction and orientation program in place for directors and in particular, ensure that new directors gain an understanding of the culture and values of the Company, meeting arrangements and director interaction with each other and senior executives.
- Review and assess the independence of the Company's non-executive directors and candidates.
- Make recommendations to the Board for committee membership.
- Ensure there is an appropriate Board succession plan in place to maintain an appropriate mix of skills, experience, expertise and diversity on the Board.
- Ensure the performance and effectiveness of the directors, the Board and the Board committees is regularly reviewed, and assist the Chair or Lead Director in conducting annual performance evaluations.
- Develop with directors an appropriate training and development program.
- Review and make recommendations to the Board on the remuneration of directors.



## **Authority**

The Committee is authorized by the Board to retain external consultants with relevant experience and expertise, to set and pay the compensation for such consultants and to secure the attendance of such consultants if it considers this necessary.

The Committee is required to make recommendations to the Board on all matters within the Committee's charter.

## **Board Review and Approval**

This charter shall be reviewed annually by the Board, following review and recommendation by the Committee. The current version of this charter was approved by the Board on January 29, 2025 (Montréal) / January 30, 2025 (Sydney).

