PEREGRINE
GOLD LIMITED

21 JULY 2026

REMUNERATION AND NOMINATION COMMITTEE CHARTER

1. REMUNERATION COMMITTEE CHARTER

1.1 The Board has not established a Remuneration Committee at this time. Until such time as the Board determines that it is appropriate to establish a Remuneration Committee, the function of the Remuneration Committee as set out in this Charter will be performed by the Board.

2. FUNCTIONS AND RESPONSIBILITIES

2.1 The Remuneration Committee is a committee of the Board with its principle functions being:

(a) to review and recommend to the Board the overall strategies in relation to executive remuneration policies;

(b) to review and make recommendations to the Board in respect of the compensation arrangements for the Managing Director, all other executive directors and all non-executive directors;

(c) to review the effectiveness of performance incentive plans; and

(d) to review and make recommendations to the Board in respect of all equity-based remuneration plans.

2.2 In consultation with the Managing Director (or equivalent), the Committee will review and recommend to the Board for approval, the Company's general approach to compensation and will oversee the development and implementation of the compensation regime.

3. COMPOSITION

3.1 The Committee shall comprise at least three members of the Board the majority of whom will be non-executive directors. Directors serving on the Remuneration Committee should have diverse, complementary backgrounds. The Chairman of the Committee shall be an independent director.

3.2 The Company Secretary will be the secretary of the Committee and will act as the principal liaison between executive management and the committee on remuneration matters.

4. MEETINGS

4.1 The Committee shall meet as frequently as required, but at not less than two times per year.

4.2 The Committee shall have access to professional advice.

4.3 Two members of the Committee shall comprise a quorum. Where only two members are present, the unanimous vote of the two members will constitute an act of the Committee. Where the committee comprises more than two committee members, the vote of a majority of the members present will constitute an act of the Committee.

5. REMUNERATION POLICY

5.1 This policy governs the operations of the Remuneration Committee. The Committee shall review and reassess the policy at least annually and obtain the approval of the Board.

5.2 General Director remuneration

5.2.1 Shareholder approval must be obtained in relation to the overall limit set for directors' fees. The directors shall set individual Board fees within the limit approved by shareholders.

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5.2.2 Shareholders must also approve the framework for any equity based compensation schemes and if a recommendation is made for a director to participate in an equity scheme, that participation must be approved by the shareholders.

5.3 Executive remuneration

5.3.1 The Company's remuneration policy for executive directors and senior management is designed to promote superior performance and long term commitment to the Company. Subject to the provisions of any contract, executives shall receive a base remuneration which is market related, together with performance based remuneration which shall be determined by the Remuneration Committee and/or the Board, after consideration of performance against key performance indicators.

5.3.2 Overall remuneration policies are subject to the discretion of the Board and can be changed to reflect competitive market and business conditions where it is in the interests of the Company and shareholders to do so.

5.3.3 Executive remuneration and other terms of employment are reviewed annually by the Remuneration Committee having regard to performance, relevant comparative information and expert advice.

5.3.4 The Committee's reward policy reflects its obligation to align executive's remuneration with shareholders' interests and to retain appropriately qualified executive talent for the benefit of the Company. The main principles of the policy are:

(a) reward reflects the competitive market in which the Company operates,

(b) individual reward should be linked to performance criteria, and

(c) executives should be rewarded for both financial and non-financial performance.

5.3.5 The total remuneration of executives and other senior managers consists of the following:

(a) salary - executive directors and senior managers receive a fixed sum payable monthly in cash or for a Technical Director, a fixed rate per day or hour.

(b) bonus - executive directors and nominated senior managers are eligible to receive an annual cash bonus and to participate in a long term incentive plan - executive directors may participate in performance rights / share option schemes with the prior approval of shareholders. Executives may also participate in performance rights / share option schemes, with any performance rights / option issues generally being made in accordance with thresholds set in plans approved by shareholders. The Board however, considers it appropriate to retain the flexibility to issue options to executives outside of approved employee performance rights / option plans in exceptional circumstances.

(c) other benefits - executive directors and senior managers are eligible to participate in superannuation schemes when in existence.

Remuneration of other executives consists of the following:

(a) salary - senior executive receives a fixed sum payable monthly in cash;

(b) bonus - each executive is eligible to receive an annual cash bonus if deemed appropriate;

(c) long term incentives - each senior executive may participate in performance rights / share option schemes which have been approved by shareholders; and

(d) other benefits – senior executive are eligible to participate in superannuation schemes when in existence.

5.4 Non-executive remuneration

5.4.1 Shareholders approve the maximum aggregate remuneration, excluding consulting services, for non-executive directors (currently set at $250,000). The Remuneration Committee recommends the actual payments to directors and the Board is responsible for ratifying any recommendations, if appropriate.

5.4.2 All directors are entitled to have their indemnity insurance paid by the Company.

5.5 Economic risk

5.5.1 Directors and senior executives are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements.

6. NOMINATION COMMITTEE CHARTER

6.1 The Board has not established a Nomination Committee at this time. Until such time as the Board determines that it is appropriate to establish a Nomination Committee, the function of the Nomination Committee as set out in this Charter will be performed by the Board.

7. FUNCTIONS AND RESPONSIBILITIES

7.1 The Nomination Committee is a committee of the Board with its principle functions being to:

(a) review the composition of the Board and ensure that the Board has an appropriate mix of skills and experience to properly fulfil its responsibilities, and

(b) ensure that the Board is comprised of directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

8. COMPOSITION

8.1 The Committee shall comprise at least three directors, the majority of whom must be non-executive directors, one of whom will be appointed the Committee Chairman. The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution.

8.2 The Company Secretary shall be the Secretary of the Committee and shall attend meetings of the Committee as required.

9. MEETINGS

9.1 The Committee will meet at least once a year and additionally as circumstances may require. Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.

9.2 Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.

9.3 A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman.

9.4 Decisions will be based on a majority of votes with the Chairman having a casting vote.

9.5 The Committee may invite executive management team members or other individuals, including external third parties to attend meetings of the Committee, as they consider appropriate.

10. ACCESS

10.1 Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.

10.2 The Committee may consult independent experts where the Committee considers this necessary to carry out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

11. RESPONSIBILITIES

11.1 The Committee shall periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of directors. In particular, the Committee is to

(a) identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company;

(b) approve and review induction procedures for new appointees of the Board to ensure that they can effectively discharge their responsibilities;

(c) assess and consider the time required to be committed by a non-executive director to properly fulfil their duty to the Company and advise the Board;

(d) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;

(e) review directorships in other public companies held by or offered to directors and senior executives of the Company;

(f) review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;

(g) make recommendations to the Board on the appropriate size and composition of the Board; and

(h) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board.

This policy is reviewed **annually**.