ASX Announcement
19 March 2021

Appointment of Managing Director and Chairman

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Medusa Mining Limited (ASX:MML) ("Medusa" or the "Company") is pleased to advise the appointment of Andrew Teo as Managing Director and Jeffery McGlinn as Non-Executive Chairman, effective 19 March 2021.

Mr Teo has been the Chairman of Medusa since November 2013 and a Board member since February 2010. Mr Teo has served as the Interim CEO since June 2020 after the resignation of Medusa's previous CEO in mid-2020.

Following the resignation of the former CEO, Medusa undertook a search to identify a suitable, high quality replacement lead executive. International travel restrictions caused by the COVID-19 pandemic made this process more challenging and, after eight months in the interim CEO role, the Board believes Mr Teo is the best suited candidate for the position of Managing Director.

Mr Teo has developed a deep understanding of the business over the past decade and has strong local relationships within the Co-O workforce, the surrounding community and Philippine regulators, which together make him ideally suited for the role.

He is an accountant with 40 years' of experience in accounting, treasury, corporate, legal and business administration across several industries, including the mining industry. Mr Teo was an executive of BGC (Australia) Pty Ltd ("BGC") for more than 35 years and was Chief Financial Officer/Executive Director of BGC until his retirement in March 2018. BGC is one of Australia's largest privately owned companies with annual turnover in excess of A$1 billion. Mr Teo remains a Non-Executive Director of BGC.

For the purposes of ASX Listing Rule 3.16.4, a summary of the material terms of Mr Teo's employment terms and remuneration package is contained in Appendix 1.

Mr McGlinn was appointed as a Non-Executive Director of Medusa in February 2021 and will now take the role of Non-Executive Chairman, following Mr Teo's appointment as Managing Director.

Mr McGlinn, a highly credentialed Australian businessman with extensive international experience, was appointed to the Medusa Board in February 2021 and the Board is strongly supportive of his move into the position of Non-Executive Chairman. Mr McGlinn was a founder of ASX-listed mining services company NRW Holdings Limited (ASX:NWH) and has been involved in the establishment of a diverse array of successful international businesses including in the industries of construction, industrial lighting and horse breeding (refer to ASX announcement 16 February 2021).

Commenting on Mr McGlinn's appointment as Non Executive Chairman, outgoing Chairman and newly appointed Managing Director Mr Teo said "Jeffery will be an excellent contributor in the role of Chairman and I look forward to working with him".

Following the Board restructure, Mr McGlinn will serve as Non-Executive Chairman alongside Non-Executive Directors Roy Daniel and Simon Mottram. Mr Teo remains on the Board as Managing Director.

This announcement has been authorised for release by the Board of Medusa Mining.

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APPENDIX 1: SUMMARY OF MATERIAL TERMS OF MANAGING DIRECTOR'S EMPLOYMENT CONTRACT

Mr Teo will commence in his role as Managing Director on 19 March 2021, for a term of three years.

Mr Teo will receive a fixed remuneration and will be eligible to receive additional short-term and long-term incentives under the Company's incentive plans.

Mr Teo will receive a fixed remuneration package of A$500,000 per annum, inclusive of superannuation.

Subject to shareholder approval, it is proposed that Mr Teo will be issued with 2,000,000 Performance Rights. The Performance Rights will contain specific performance hurdles which will be linked to a number of metrics, including the Company's FY2022 production guidance which will be provided in mid-2021. The vesting period will be three years with a minimum condition of staying in employment with the Company. Full details of the Performance Rights and incentives will be provided to shareholders for consideration in the second half of 2021.

Pursuant to Medusa's short-term and long-term incentive framework, Mr Teo may be eligible for:

- a short-term incentive opportunity equal to 40% of Mr Teo's fixed remuneration package; and
- a long-term incentive opportunity as disclosed above.

Further details of Medusa's short-term and long-term incentive framework are included in the Company's Annual Report, available on the Company's website and the ASX platform.

Mr Teo is required to provide six months' notice in the event of resignation. In the event of termination without cause, the Company is required to give Mr Teo six months' notice or make a payment equal to six months' of the fixed remuneration package.

Mr Teo is subject to post-employment restraints for a period of up to nine months from termination of employment, including restrictions from competing with the Medusa Group and soliciting employees, contractors, officers, agents, suppliers or customers of the Medusa Group in Australia.

ABOUT MEDUSA

Medusa is an unhedged, high-grade gold producer which operates the Co-O Gold Mine in the Philippines. The Company's FY21 guidance is for 90,000 – 95,000 ounces of gold production at an All-In Sustaining Cost ("AISC") of US$1,200 – US$1,250 an ounce. Medusa has no long-term debt and is targeting new growth opportunities in the Asia Pacific region.