*This Management Information Circular and the accompanying materials require your immediate attention. If you are in doubt as to how to deal with these documents or the matters to which they refer, please consult a professional advisor.*

# MANAGEMENT INFORMATION CIRCULAR

# FOR THE

# ANNUAL GENERAL MEETING

# OF THE

# SHAREHOLDERS

# OF

# CHAMPION IRON LIMITED

**To be held at 5:00 p.m. (Montréal time)**
**on August 28, 2024**
**(which corresponds to 7:00 a.m. (Sydney time) on August 29, 2024)**

**Dated as of July 22, 2024**

For personal use only

**YOUR VOTE AS A SHAREHOLDER IS IMPORTANT**

For personal use only

For personal use only

## PROXY SOLICITATION

This Management Information Circular (the "**Circular**") is furnished in connection with the solicitation by management of Champion Iron Limited ("**Champion**" or the "**Company**") of proxies to be used at the Annual General Meeting (the "**Meeting**") of the shareholders of the Company (the "**Shareholders**"), to be held at **5:00 p.m.** (Montréal time) on August 28, 2024, which corresponds to **7:00 a.m.** (Sydney time) on August 29, 2024, and at any adjournments thereof, for the purposes set forth in the notice of the Meeting (the "**Notice**") and explanatory statement ("**Explanatory Statement**" and collectively with the Notice, the "**Notice of Meeting**") accompanying this Circular. The Meeting will be held at 1000 De La Gauchetière Street West, Suite MZ400, Montréal, Québec, H3B 0A2, Canada.

The Company is inviting all Shareholders and proxyholders to participate in the Meeting in person or by appointing a proxy to attend on your behalf. You will be able to listen to a livestream of the Meeting but you will not be able to vote or ask questions via the livestream. To listen to the livestream, go to https://app.webinar.net/2p8zeMxWXmk. A summary of the information Shareholders and proxyholders will need to attend the Meeting is provided below.

The Company has retained Kingsdale Advisors to provide a broad array of strategic advisory, governance, strategic communications, digital and investor campaign services on a global retainer basis in addition to certain fees accrued during the life of the engagement upon the discretion and direction of the Company. In addition, the Company has retained Morrow Sodali to assist in engaging with shareholders, globally, and also to provide additional services. The cost of these services is approximately A$35,000, as well as certain other fees and disbursements. All costs of solicitation of proxies by management will be borne by the Company. In addition to the solicitation of proxies by mail, directors, officers and certain employees of the Company may solicit proxies personally by telephone or other means of telecommunication, but they will not receive additional compensation for doing so. The Company may also reimburse brokers and other persons holding ordinary shares of the Company ("**Ordinary Shares**") in their name or in the name of nominees for their costs incurred in sending proxy material to their principals in order to obtain their proxies.

The information contained herein is given as of July 17, 2024, unless otherwise noted.

Publications and information on our website are not part of, and are not incorporated by reference in, this Circular.

This Circular describes the matters to be acted on at the Meeting and the procedures for attending or appointing proxies to vote at the Meeting.

## VOTING INFORMATION

If your name appears on the certificate representing your Ordinary Shares, you are a registered shareholder of the Company (a "**Registered Shareholder**").

Your Ordinary Shares may be registered not in your name but in the name of an intermediary (which is usually a bank, trust company, securities dealer or stockbroker, or a clearing agency in which such an intermediary participates). If Ordinary Shares are listed in an account statement provided to you by a broker, then it is likely that those Ordinary Shares are not registered in your name, but under the broker's name or under the name of a depository (such as The Canadian Depository for Securities Limited), the nominee for many Canadian brokerage firms. If your Ordinary Shares are registered in the name of an intermediary or a nominee, you are a non-registered, or beneficial, shareholder (a "**Non-Registered Owner**", "**beneficial owner**" or "**beneficial shareholder**").

There are two kinds of Non-Registered Owners: (i) those who object to their name being made known to the issuers of securities which they own, known as objecting beneficial owners ("**OBOs**"); and (ii) those who do not object to their name being made known to the issuers of securities which they own, known as non-objecting beneficial owners ("**NOBOs**").

If you have any questions or need more information about voting your Ordinary Shares, please contact the Company's strategic shareholder advisors and proxy solicitation agents, Kingsdale Advisors, by calling 1-866-581-0508 (toll free in North America), 437-561-5007 (call and text enabled outside North America), 1-800-155-612 (toll free in Australia) or by email at contactus@kingsdaleadvisors.com or Morrow Sodali, by calling +61 2 9066 4057.

In accordance with Section 250JA of the *Corporations Act 2001* (Cth) (the "**Corporations Act**") of Australia, the Company has determined that each vote on the business to be conducted at the Meeting will be conducted by way of a ballot. As such, each Shareholder is entitled to one vote on each resolution for each fully paid Ordinary Share held by such Shareholder.

### MEETING MATERIALS

The Company has distributed copies of this Circular, the Notice of Meeting and the accompanying form of proxy (collectively, the "**Meeting Materials**") directly to Registered Shareholders and NOBOs in Canada and to intermediaries for forward distribution to all OBOs and certain NOBOs. Meeting Materials forwarded to beneficial shareholders will likely not include the Company's form of proxy but instead an intermediary's voting instruction form ("**VIF**") (see below). Intermediaries are required to deliver the Meeting Materials to beneficial

shareholders of the Company and to seek instructions as to how to vote their Ordinary Shares. Brokers or agents can only vote the Ordinary Shares of the Company if instructed to do so by the beneficial shareholder.

Beneficial Shareholders are asked to consider signing up for electronic delivery ("**E-delivery**") of the Meeting materials. E-delivery has become a convenient way to make distribution of materials more efficient and is an environmentally responsible alternative by eliminating the use of printed paper and the carbon footprint of the associated mail delivery process. Signing up is quick and easy, go to www.proxyvote.com and sign in with your control number, vote for the resolutions at the meeting and following your vote confirmation, you will be able to select the electronic delivery box and provide an email address. Having registered for electronic delivery, going forward you will receive your Meeting materials by email and will be able to vote on your device by simply following a link in the email sent by your financial intermediary, provided your intermediary supports this service.

The Company will assume the costs of mailing the Meeting Materials to the NOBOs and to the OBOs.

The Company intends to pay for intermediaries to deliver to OBOs the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**").

If you have any questions or need more information about voting your Ordinary Shares, please contact the Company's strategic shareholder advisors and proxy solicitation agents, Kingsdale Advisors, by calling 1-866-581-0508 (toll free in North America), 437-561-5007 (call and text enabled outside North America), 1-800-155-612 (toll free in Australia) or by email at contactus@kingsdaleadvisors.com or Morrow Sodali, by calling +61 2 9066 4057.

### ACCESSING THE MEETING

Shareholders and duly appointed proxies can attend the Meeting in person.

Voting at the Meeting will only be available for Registered Shareholders and duly appointed proxies. Non-Registered Owners who have not been appointed as proxies may attend the Meeting in person but may not vote or submit questions.

- Registered Shareholders and duly appointed proxyholders can vote at the appropriate times during the Meeting. Guests, including beneficial shareholders, can physically attend the Meeting but are not able to vote or submit questions.

Shareholders who wish to appoint a third-party proxy to represent them at the Meeting **must submit their form of proxy or voting instruction form (as applicable) prior to registering their proxy for attendance at the Meeting.**

All persons attending the Meeting in person are asked to arrive at least 20 minutes prior to the start of the Meeting so that their shareholding may be checked against the register of members of the Company maintained by the applicable registry, their proxy, power of attorney or appointment as corporate representative verified (as applicable) and their attendance noted.

If you have any questions or need more information about voting your Ordinary Shares, please contact the Company's strategic shareholder advisors and proxy solicitation agents, Kingsdale Advisors, by calling 1-866-581-0508 (toll free in North America), 437-561-5007 (call and text enabled outside North America), 1-800-155-612 (toll free in Australia) or by email at contactus@kingsdaleadvisors.com or Morrow Sodali, by calling +61 2 9066 4057.

## APPOINTMENT AND REVOCABILITY OF PROXIES

### CANADIAN REGISTERED SHAREHOLDERS

If you are a Canadian Registered Shareholder, you can vote your Ordinary Shares at the Meeting. Your vote can be cast in person and counted at the Meeting. If you wish to vote at the Meeting, do not complete or return the form of proxy included with this Circular. If you do not wish to attend or vote at the Meeting, you should complete and deliver a form of proxy in accordance with the instructions given below.

If you have any questions or need more information about voting your Ordinary Shares, please contact the Company's strategic shareholder advisors and proxy solicitation agents, Kingsdale Advisors, by calling 1-866-581-0508 (toll free in North America), 437-561-5007 (call and text enabled outside North America), 1-800-155-612 (toll free in Australia) or by email at contactus@kingsdaleadvisors.com or Morrow Sodali, by calling +61 2 9066 4057.

#### Appointment of Proxy

A form of proxy is enclosed and, if it is not your intention to attend or vote at the Meeting, you are asked to sign, date and return the form of proxy as set out below. The persons named in the enclosed form of proxy are directors or officers of the Company. **A Shareholder has the**



For personal use only

**right to appoint a person (who need not be a Shareholder of the Company), other than the persons designated in the enclosed form of proxy, to attend and vote for and on behalf of the Shareholder at the Meeting. Such right may be exercised by striking out the names of the persons designated in the enclosed form of proxy and by inserting in the blank space provided for that purpose the name of the person to be appointed or by completing another proper form of proxy. Make sure that the person you appoint is aware that he or she is appointed and attends the Meeting in order for your vote to count.**

A Shareholder entitled to attend and vote at the Meeting may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meeting.

A Shareholder may appoint up to two proxies and specify the number or proportion of votes each proxy may exercise. If the Shareholder does not specify the number or proportion of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

Unless the appointment states otherwise, the proxy may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.

The form of proxy must be executed in writing or by electronic signature by the Shareholder or his or her attorney duly authorized in writing or, if the Shareholder is a corporation, by instrument in writing executed (under corporate seal if so required by the rules and laws governing the corporation) by a duly authorized signatory of such corporation. If the proxy is executed by a duly authorized attorney or authorized signatory of the Shareholder, the proxy should reflect such person's capacity following his or her signature and should be accompanied by the appropriate instrument evidencing such person's qualifications and authority to act (unless such instrument has been previously filed with the Company or Computershare Investor Services Inc.).

The appointment of a proxy or proxies does not preclude a Shareholder from attending and voting at the Meeting. In these circumstances, if the Shareholder votes, their proxy or proxies are not entitled to vote.

Shareholders should consider how they wish their proxy to vote – that is, whether they wish their proxy to vote "For" or "Against", or to "Abstain" from voting on, a particular resolution, or whether to leave the decision to the appointed proxy after discussion at the Meeting.

If a Shareholder does not instruct their proxy on how to vote, their proxy may vote (or abstain from voting) as they see fit at the Meeting (subject to any applicable voting exclusions).

If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- if the proxy is not the Chair of the Meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chair of the Meeting, the proxy must vote on a poll and must vote as directed.

Shareholders entitled to vote on the resolutions at the Meeting who return their form of proxy but do not nominate a proxy will be taken to have nominated the Chair of the Meeting as their proxy to vote on their behalf. If the form of proxy is returned, but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in the place of the nominated proxy and vote (or abstain from voting) in accordance with the instructions on the form of proxy. If the appointment of the proxy specifies the way the proxy is to vote on a particular resolution, the Chair of the Meeting is not named as the proxy, a poll has been called on the resolution and the proxy attends the Meeting but does not vote on the resolution, then the Chair of the Meeting will act in the place of the nominated proxy and vote (or abstain from voting) in accordance with the instructions on the Proxy Form.

If a Shareholder has appointed the Chair of the Meeting as their proxy and the Shareholder does not give any voting instructions for Resolution 1 (Remuneration Report), Resolution 2 (Conditional Spill Meeting) or Resolution 11 (Re-approval of the Omnibus Plan) as set out below, then by signing and returning the Proxy Form they will be expressly authorising the Chair to exercise the proxy as the Chair sees fit in respect of that item of business, even though Resolutions 1, 2 and 11 are connected directly or indirectly with the remuneration of the Company's key management personnel.

**Depositing or Mailing Proxy**

Forms of proxy to be exercised at the Meeting on behalf of Canadian Shareholders must be mailed to or deposited with the Company's registrar and transfer agent in Canada, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, such that they are received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of the Meeting or any adjournment thereof, in default of which they may be treated as invalid.

For personal use only

Shareholders who wish to appoint a third-party proxy to represent them at the Meeting **must submit their form of proxy or voting instruction form (as applicable) prior to registering their proxy.**

If you have any questions or need more information about voting your Ordinary Shares, please contact the Company's strategic shareholder advisors and proxy solicitation agents, Kingsdale Advisors, by calling 1-866-581-0508 (toll free in North America), 437-561-5007 (call and text enabled outside North America), 1-800-155-612 (toll free in Australia) or by email at contactus@kingsdaleadvisors.com or Morrow Sodali, by calling +61 2 9066 4057.

**Without a control number, proxyholders will not be able to vote at the Meeting.**

A form of proxy is valid only at the meeting in respect of which it is given or any adjournment of that meeting.

**Voting by Internet**

If you are a Canadian Registered Shareholder, go to https://www.investorvote.com and follow the instructions. You will need your control number (located on the form of proxy) to identify yourself to the system. You must submit your vote by no later than **5:00 p.m.** (Montréal time) on August 26, 2024 or 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time and day of any adjourned meeting. If you vote by Internet, DO NOT mail back the proxy.

If you are an Australian Shareholder, go to https://www.investorvote.com and follow the instructions. You must submit your vote by no later than **7:00 a.m.** Sydney time on August 27, 2024 (being not later than 48 hours before the commencement of the Meeting) or 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time and day of any adjourned meeting. Any Proxy voting instructions received after that time will not be valid for the Meeting.

If you have any questions or need more information about voting your Ordinary Shares, please contact the Company's strategic shareholder advisors and proxy solicitation agents, Kingsdale Advisors, by calling 1-866-581-0508 (toll free in North America), 437-561-5007 (call and text enabled outside North America), 1-800-155-612 (toll free in Australia) or by email at contactus@kingsdaleadvisors.com or Morrow Sodali, by calling +61 2 9066 4057.

**Voting by Telephone**

A registered shareholder may vote by telephone (within North America) by calling toll free 1-866-732-VOTE (8683) and following the instructions provided. Shareholders will require the 15 digit control number (located on the form of proxy) to identify themselves to the system.

**Deadline for submission of proxies**

All Shareholders must submit their votes by no later than **5:00 p.m.** (Montréal time) on August 26, 2024, which corresponds to **7:00 a.m.** (Sydney time) on August 27, 2024, respectively, or 48 hours (excluding Saturdays, Sundays and holidays) before the time and day of any adjourned meeting.

**Jointly Held Ordinary Shares**

If any Ordinary Share is jointly held, only one of the joint holders is entitled to vote at the Meeting. If more than one Shareholder votes in respect of a jointly held Share, only the vote of the Shareholder whose name appears first on the Register will be counted.

**Voting Exclusion**

The Voting Exclusion Statements set out below will apply in relation to Resolution 1 (Remuneration Report), Resolution 2 (Conditional Spill Meeting) and Resolution 11 (Re-approval of the Omnibus Plan). There are no voting exclusions with respect to Resolutions 3 – 10 (inclusive), which relate to the re-election of Directors and Resolution 12, which relates to the appointment of an additional auditor.

## CANADIAN NON-REGISTERED OWNERS OR BENEFICIAL SHAREHOLDERS

Beneficial shareholders should be aware that only Shareholders whose names appear on the share register of the Company are entitled to vote at the Meeting. The purpose of the procedures described below is to permit beneficial shareholders as of July 17, 2024 to direct the voting of the Ordinary Shares they beneficially own in accordance with NI 54-101. There are two categories of beneficial shareholders. Beneficial shareholders who have provided instructions to an intermediary that they do not object to the intermediary disclosing ownership information about them are considered to be NOBOs. Beneficial shareholders who have objected to an intermediary providing ownership information are OBOs.

For personal use only

These securityholder materials are being sent to both Registered Shareholders and Non-Registered Owners of the Ordinary Shares. If you are a Non-Registered Owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Ordinary Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

If you have received the Company's voting instruction form, you may return it to Computershare Investor Services Inc.:

1. by regular mail in the return envelope provided, or

2. by voting online at www.investorvote.com and entering your control number as instructed on the log on page.

OBOs and other beneficial holders receive a voting instruction form, or VIF, from an intermediary by way of instruction of their financial institution. Detailed instructions of how to submit your vote will be on the VIF.

If you have any questions or need more information about voting your Ordinary Shares, please contact the Company's strategic shareholder advisors and proxy solicitation agents, Kingsdale Advisors, by calling 1-866-581-0508 (toll free in North America), 437-561-5007 (call and text enabled outside North America), 1-800-155-612 (toll free in Australia) or by email at contactus@kingsdaleadvisors.com or Morrow Sodali, by calling +61 2 9066 4057.

**Voting Procedure for Canadian Beneficial Shareholders**

Intermediaries (which are usually banks, trust companies, securities dealers or stockbrokers, or clearing agencies in which such an intermediary participates), which are the registered holders of Ordinary Shares, can only vote the Ordinary Shares if instructed to do so by the beneficial owners. Every intermediary has its own mailing procedure and provides its own instructions. You should consider and follow the instructions which your intermediary provides to you (or which are otherwise contained in the contract between you and your intermediary). Typically, a beneficial owner will be given a VIF, which must be completed and signed by the beneficial owner in accordance with the instructions provided by the intermediary. The purpose of such VIF is to give the intermediary permission on how to vote on behalf of or otherwise represent the beneficial owner at the Meeting. A beneficial owner cannot use the VIF to vote or otherwise represent Ordinary Shares at the Meeting.

The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions ("**Broadridge**"). Broadridge mails the VIFs to the beneficial owners as of the beneficial ownership determination date and asks the beneficial owners to return the VIFs to Broadridge. Broadridge then tabulates the results of all VIFs received from beneficial owners as of the beneficial ownership determination date respecting the Ordinary Shares to be represented at the Meeting. The VIF must be returned to Broadridge in advance of the Meeting as per the instructions on the VIF in order to have the Ordinary Shares voted or otherwise represented at the Meeting.

The Company may utilize the Broadridge QuickVote™ system, which involves NOBOs being contacted by Kingsdale Advisors or Morrow Sodali, which are soliciting proxies on behalf of management, to obtain voting instructions over the telephone and relaying them to Broadridge (on behalf of the NOBO's intermediary). While representatives of Kingsdale Advisors and Morrow Sodali are soliciting proxies on behalf of management, Shareholders are not required to vote in the manner recommended by the Board of Directors (as defined below). The QuickVote™ system is intended to assist Shareholders in placing their votes; however, there is no obligation for any Shareholders to vote using the QuickVote™ system, and Shareholders may vote (or change or revoke their votes) at any other time and in any other applicable manner described in this Circular. Any voting instructions provided by a Shareholder will be recorded and such Shareholder will receive a letter from Broadridge (on behalf of the Shareholder's intermediary) as confirmation that the Shareholder's voting instructions have been accepted.

**Voting by Internet, Telephone or Facsimile**

If you are a beneficial shareholder and have been provided with a VIF from your intermediary, you may be given the option of submitting your voting instructions by telephone or facsimile – follow the instructions on the VIF. You will likely also be able to submit your voting instructions by Internet by accessing http://www.proxyvote.com/http://www.proxyvote.com/, the URL or web address as provided in the VIF, entering the control number that appears on the VIF, indicating your vote on each resolution and selecting "final submission". Any such vote is an instruction to your intermediary as to how you wish to vote. It is not a vote cast by you at the Meeting.

Your vote **must be received by 5:00 p.m.** (Montréal time) on August 26, 2024, which corresponds to **7:00 a.m.** (Sydney time) on August 27, 2024, or 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time and day of any adjourned meeting. If you vote by Internet, DO NOT mail back the proxy or the VIF.

For personal use only

**Beneficial shareholders should follow the instructions on the forms they receive and contact their intermediaries, Kingsdale Advisors or Morrow Sodali promptly if they need assistance.**

**If you have any questions or need more information about voting your Ordinary Shares, please contact the Company's strategic shareholder advisors and proxy solicitation agents, Kingsdale Advisors, by calling 1-866-581-0508 (toll free in North America), 437-561-5007 (call and text enabled outside North America), 1-800-155-612 (toll free in Australia) or by email at contactus@kingsdaleadvisors.com or Morrow Sodali, by calling +61 2 9066 4057.**

## REVOCATION OF PROXIES AND VOTING INSTRUCTION FORMS FOR CANADIANS

A Canadian Registered Shareholder who executes and returns a form of proxy may revoke it to the extent it has not been exercised by depositing a written instrument executed by that Registered Shareholder or its attorney or by transmitting by telephonic or electronic means a revocation that is signed by electronic signature, or, if the Registered Shareholder is a corporation, by written instrument executed (under corporate seal if so required by the rules and laws governing the corporation) by a duly authorized signatory of that corporation:

(a) with the Company's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, at any time up to the close of business on the last business day prior to the Meeting, or any adjournment thereof;

(b) electronically with the Company, provided that the revocation is received by the Chair of the Meeting on the day of the Meeting, or any adjournment thereof, at any time prior to a vote being taken in reliance on such proxy; or

(c) in any other manner permitted by law.

A beneficial shareholder may revoke a voting instruction or may revoke a waiver of the right to receive meeting materials or a waiver of the right to vote given to an intermediary at any time by written notice to the intermediary, except that an intermediary is not required to act on any such revocation that is not received by the intermediary well in advance of the Meeting. The proxy deadline may be waived or extended by the Chair of the Meeting, in his sole discretion without notice.

An Australian Registered Shareholder who executes and returns a form of proxy may revoke it by either notifying the proxy of that fact or attending and voting at the Meeting. The proxy deadline may not be changed by the Chair of the Meeting for Australian Registered Shareholders.

## VOTING AND DISCRETIONARY AUTHORITY

The proxyholders named in the accompanying form of proxy shall and will vote the Ordinary Shares represented thereby on any ballot in accordance with the Shareholder's direction set forth in the proxy, unless the proxyholder has two or more appointments that specify different ways to vote on the resolution and the vote occurs on a show of hands. **THE CHAIR OF THE MEETING INTENDS TO VOTE UNDIRECTED PROXIES, ABLE TO BE VOTED, IN FAVOUR OF ALL THE RESOLUTIONS. IN EXCEPTIONAL CIRCUMSTANCES, THE CHAIR OF THE MEETING MAY CHANGE HIS/HER VOTING INTENTION ON ANY RESOLUTION, IN WHICH CASE AN AUSTRALIAN SECURITIES EXCHANGE ("ASX") ANNOUNCEMENT WILL BE MADE. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters as may properly come before the Meeting or any adjournments thereof.** At the date of this Circular, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. If amendments, variations to matters identified in the Notice of Meeting or if other matters properly come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote in accordance with their judgment on such matters.

## TRANSFER AGENTS AND SHARE REGISTRARS CONTACT INFORMATION

**Canada**

Computershare Investor Services Inc.
100 University Avenue, 8th Floor
Toronto ON M5J 2Y1
By telephone: 1-800-564-6253

**Australia**

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

For personal use only

By facsimile to: 1-800-783-447 (within Australia) or +61 3 9415 4000 (outside Australia)

If you have any questions or need more information about voting your Ordinary Shares, please contact the Company's strategic shareholder advisors and proxy solicitation agents, Kingsdale Advisors, by calling 1-866-581-0508 (toll free in North America), 437-561-5007 (call and text enabled outside North America), 1-800-155-612 (toll free in Australia) or by email at contactus@kingsdaleadvisors.com or Morrow Sodali, by calling +61 2 9066 4057.

For personal use only

## AUDITORS OF THE COMPANY

Ernst & Young ("**Ernst & Young Australia**") were first appointed as auditors of the Company on November 26, 2013.

Ernst & Young LLP ("**Ernst & Young Canada**" and, collectively with Ernst & Young Australia, "**Ernst & Young**") were appointed as additional auditors of the Company effective May 15, 2024, to audit and report in accordance with Canadian generally accepted auditing standards on whether the Company's consolidated financial statements are prepared in accordance with International Finance Reporting Standards ("**IFRS**"). Ernst & Young Australia continues its appointment as auditor pursuant to the Corporations Act to audit and report in accordance with Australian Auditing Standards on whether the Company's annual financial report is prepared in accordance with the Corporations Act, including complying with Australian Accounting Standards and the *Corporations Regulations 2001* (the "**Corporations Regulations**").

As required by National Instrument 51-102 – *Continuous Disclosure Obligations*, attached hereto as Schedule "C" is a copy of the reporting package relating to the appointment of Ernst & Young Canada as additional auditor for the Company, including the Company's change of auditor notice dated May 15, 2024 and letters of acknowledgement from each of Ernst & Young Australia and Ernst & Young Canada, each dated May 16, 2024.

The following table sets forth the fees billed to the Company by Ernst & Young, the external auditors of the Company, for services rendered in the last two financial years (in thousands of dollars).

| **Ernst & Young (Canadian firm)** | **2024** | **2023** |
|---|---|---|
| Audit fees [(1)] | 592 | 667 |
| Audit-related fees [(2)] | 8 | 8 |
| Tax fees [(3)] | **77** | 97 |
| All other fees [(4)] | 164 | - |
| **Total - Canadian firm (C$)** | **841** | **772** |
| **Ernst & Young (Australian firm)** | | |
| Audit fees [(1)] | 81 | 79 |
| Tax fees [(3)] | 3 | 2 |
| All other fees [(4)] | - | - |
| **Total - Australian firm (C$)** | **84** | **81** |
| **Total (C$)** | **925** | **853** |

Notes:

(1) Audit fees related to professional services for the audit and review of the financial statements and other regulatory audit services.

(2) Fees related to assurance services related to the performance of the audit or review of the Company's consolidated financial statements, but not reported as audit fees.

(3) Tax fees related to professional services for tax compliance, tax advice and tax planning.

(4) All other fees related to services not meeting the fee classification under notes (1), (2) and (3) above.

## RECORD DATE

The board of directors of the Company (the "**Board**" or "**Board of Directors**") has determined, in accordance with Regulation 7.11.37 of the Corporations Regulations, that persons who are registered holders of Ordinary Shares as at **7:00 p.m.** (Sydney time) on August 27, 2024, which corresponds to **5:00 a.m.** (Montréal time) on August 27, 2024 (the "**Record Date**") are entitled to attend and vote at the Meeting. Accordingly, transactions registered after that time will be disregarded for determining which Shareholders are entitled to attend and vote at the Meeting, and that in accordance with NI 54-101, Canadian beneficial shareholders as of 7:00 p.m. (Montréal time) on July 17, 2024 are entitled to receive notice of the Meeting and to provide instructions to vote at the Meeting.

A simple majority of votes cast are required to approve all ordinary resolutions to be submitted to a vote of Shareholders at the Meeting.

At least 75% of the votes cast are required to approve any special resolutions to be submitted to a vote of Shareholders at the Meeting.

For personal use only

If you cannot attend the Meeting, you are encouraged to date, sign and deliver the accompanying form of proxy and return it in accordance with the instructions set out above under the heading "*Voting Information*".

## OUTSTANDING VOTING SHARES, VOTING AT MEETING AND QUORUM

The Company is authorized to issue Ordinary Shares and preference shares (including redeemable preference shares). As of July 17, 2024, the Company has 518,101,001 Ordinary Shares outstanding, each of which carries one vote. At the date hereof, the Company has no preference and redeemable preference shares outstanding. Registered Shareholders as of the Record Date shall be entitled to vote their Ordinary Shares personally or by proxy at the Meeting. Unless otherwise required by law, every question coming before the Meeting shall be determined by a majority of votes duly cast on the matter by way of a poll.

Proxies returned by intermediaries as "non-votes" because the intermediary has not received instructions from the beneficial shareholder with respect to the voting of certain Ordinary Shares or, under applicable regulatory rules, the intermediary does not have the discretion to vote those Ordinary Shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Ordinary Shares represented by such intermediary "non-votes" will, however, be counted in determining whether there is a quorum.

Pursuant to the constitution of the Company (the "**Constitution**"), a quorum for the Meeting is two voting members. Each individual present may only be counted once toward the quorum. If a member has appointed more than one proxy or representative, only one of them may be counted toward the quorum.

## PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and executive officers of the Company, as at the date hereof, no person or company beneficially owns, or controls or directs, directly or indirectly, Ordinary Shares carrying 10% or more of the voting rights attached to the outstanding Ordinary Shares.

As at the date hereof, the directors and executive officers of the Company as a group, beneficially own, directly or indirectly, or exercise control or direction over, an aggregate of 46,977,050 Ordinary Shares representing approximately 9.07% of the issued and outstanding Ordinary Shares.

## NON-IFRS FINANCIAL MEASURES AND RATIOS

This Circular contains non-IFRS financial measures and ratios such as EBITDA, ROCE, cash cost and realized sales price (all as defined below). These measures are mainly derived from the financial statements of the Company but do not have any standardized meanings prescribed by the IFRS and, therefore, may not be comparable to similar measures presented by other companies. These non-IFRS financial measures and ratios, which are representative of the Company's performance, are used to determine the executive compensation.

Additional details on earnings before income and mining taxes, net finance costs and depreciation ("**EBITDA**") and cash cost, including reconciliations to the most directly comparable IFRS measures, have been incorporated by reference and can be found in section 22 - Non-IFRS and Other Financial Measures of the Company's Management's Discussion and Analysis for the three-month period and year ended March 31, 2024, available on SEDAR+ at www.sedarplus.ca, the ASX at www.asx.com.au and on the Company's website under the Investors section at www.championiron.com.

### EBITDA

EBITDA is a non-IFRS financial measure which represents income (loss) before income and mining taxes, net finance costs and depreciation. For simplicity and comparative purposes, the Company did not exclude non-cash share-based payments, Phase II (as defined below) pre-commercial start-up costs, COVID-19-related expenditures and other income or expenses. EBITDA does not have any standardized meaning prescribed by the IFRS and therefore, may not be comparable to similar measures presented by other companies.

| | Years Ended March 31, | | | | |
|---|---|---|---|---|---|
| | **2024** | **2023** | **2022** | **2021** | **2020** |
| (in thousands of dollars) | | | | | |
| Income before income and mining taxes | 392,827 | 346,545 | 870,843 | 761,872 | 241,188 |
| Net finance costs | 36,138 | 25,587 | 11,045 | 22,428 | 84,244 |
| Depreciation | 123,584 | 121,044 | 43,929 | 35,177 | 22,001 |
| EBITDA | 552,549 | 493,176 | 925,817 | 819,477 | 347,433 |



For personal use only

**Return on Capital Employed**

Return on capital employed ("**ROCE**") is a non-IFRS ratio, which is defined as EBITDA divided by capital employed, which represents capital used by the business to generate revenues and income. It includes capital funded by way of debt, lease liabilities and equity as per the consolidated statements of financial position until the financial year ended March 31, 2023. Non-productive capital associated with growth projects under development are excluded from capital employed. ROCE is largely used in a capital-intensive industry such as mining. ROCE does not have any standardized meaning prescribed by IFRS and therefore, may not be comparable to similar measures presented by other companies.

| | Year Ended March 31, 2023 | Year Ended March 31, 2022 | Year Ended March 31, 2021 | Average 2021-2023 |
|---|---|---|---|---|
| (in thousands of dollars) | | | | |
| EBITDA | 493,176 | 925,817 | 819,477 | 746,157 |
| Long-term debt | 475,281 | 323,360 | 214,951 | 337,864 |
| Lease liabilities | 86,841 | 53,979 | 1,902 | 47,574 |
| Total equity | 1,262,704 | 1,161,698 | 853,017 | 1,092,473 |
| Cumulative Phase II capital expenditures[(1)] | (508,400) | (640,200) | (170,300) | (439,633) |
| Cumulative DRPF capital expenditures | (917) | — | — | (306) |
| Capital Employed | 1,315,509 | 898,837 | 899,570 | 1,037,972 |
| ROCE | 0.37 | 1.03 | 0.91 | 0.72 |

(1) Capital expenditures, for the purposes of this definition, include addition to property, plant and mining equipment, in addition to deposits and advance payments to third party service providers used as part of the Phase II project as well as Phase II start-up costs incurred before the commissioning. For the purposes of the return on capital employed calculations, as Phase II achieved commercial operation on December 1, 2022, capital expenditures have been prorated to reflect the number of months it was in commercial operation over the year.

The table shows the reconciliation of the actual result of 0.72 related to the payout of the PSUs granted in the financial year ended March 31, 2021, and which vested in the financial year ended March 31, 2024. Starting this year, the calculation of the ROCE changed to better align the ratio with the Company's growth objectives, as detailed under "*Long-Term Incentive - Equity-Based Incentives*" below.

**Realized Sales Price**

Realized sales price is a non-IFRS ratio, which represents revenues before provisional pricing adjustments. This measure was selected by the Board as a key performance metric given that it is a strong reflection of operational efficiency and freight cost management while also reflecting the impact of the iron ore concentrate price throughout a period. Realized sales price does not have any standardized meaning prescribed by IFRS and therefore, may not be comparable to similar measures presented by other companies.

| | Year Ended March 31, 2024 |
|---|---|
| Iron ore concentrate sold (dmt) | 11,643,700 |
| (in thousands of dollars except per tonne) | |
| Revenues | 1,524,294 |
| Provisional pricing adjustments | 60,255 |
| | 1,584,549 |
| Realized Sales Price in C$ | 136.1 |
| Foreign exchange rate conversion | 35.2 |
| Realized Sales Price in US$ | 100.9 |

## STATEMENT OF EXECUTIVE COMPENSATION

Unless otherwise noted, the following information is for the Company's last completed financial year which ended March 31, 2024, and since the Company had one or more subsidiaries during that year, is disclosed on a consolidated basis. The information (as set out in the Annual Report for the financial year ended March 31, 2024 (the "**Remuneration Report**")) has been audited pursuant to section 308 (3C) of the Corporations Act. All monetary amounts are disclosed in Canadian dollars unless expressly stated otherwise. Unless otherwise noted, all dates in the Remuneration Report refer to the date and day in Montréal, Québec.



For personal use only

Certain figures included in the Remuneration Report have been rounded for ease of presentation. Percentages and other figures included in the Remuneration Report have not in all cases been calculated on the basis of such rounded figures but on the basis of such figures prior to rounding. For this reason, percentages and other figures in the Remuneration Report may not sum due to rounding.

In compliance with Section 300A of the Corporations Act and National Instrument 51-102 - *Continuous Disclosure Obligations*, the Remuneration Report covers Key Management Personnel ("**KMP**") including Named Executive Officers ("**NEO**"), who were actively employed by the Company as at the end of the most recent financial year (March 31, 2024).

KMP is defined as "those persons having authority and responsibility for planning directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of Champion". NEOs of the Company means each of the following individuals:

(a) the Chief Executive Officer ("**CEO**") of the Company or each individual who acted in a similar capacity for any part of the most recently completed financial year;

(b) the Chief Financial Officer ("**CFO**") of the Company or each individual who acted in a similar capacity for any part of the most recently completed financial year;

(c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with applicable law at the end of that financial year; and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

The following persons were the KMPs, and NEOs of the Company during the financial year ended March 31, 2024.

| Name | Position | Appointment Date |
|---|---|---|
| David Cataford (NEO and KMP) | CEO | April 1, 2019 |
| Donald Tremblay (NEO and KMP)[(1)] | CFO | September 12, 2022 |
| Alexandre Belleau (NEO and KMP)[(2)] | Chief Operating Officer ("**COO**") | July 22, 2020 |
| Steve Boucratie (NEO and KMP)[(3)] | Senior Vice-President, General Counsel and Corporate Secretary | September 9, 2021 |
| Michael Marcotte (NEO and KMP)[(4)] | Senior Vice-President, Corporate Development and Capital Markets | September 9, 2021 |
| Michael O'Keeffe (KMP)[(5)] | Executive Chairman | April 1, 2019 |
| Gary Lawler (KMP)[(6)] | Non-Executive Director and Lead Director | April 9, 2014 |
| Michelle Cormier (KMP)[(7)] | Non-Executive Director | April 11, 2016 |
| Jyothish George (KMP) | Non-Executive Director | October 16, 2017 |
| Louise Grondin (KMP) | Non-Executive Director | August 27, 2020 |
| Jessica McDonald (KMP) | Non-Executive Director | August 30, 2023 |
| Ronnie Beevor (KMP) | Non-Executive Director | March 3, 2024 |
| Andrew J. Love (KMP)[(8)] | Non-Executive Director and Lead Director | April 9, 2014 |
| Wayne Wouters (KMP)[(8)] | Non-Executive Director | November 1, 2016 |

Notes:

(1) Mr. Tremblay was appointed as CFO of the Company on July 4, 2022, effective September 12, 2022.

(2) Mr. Belleau was promoted to COO of the Company on July 22, 2020. Prior to that, he had been General Manager of Projects and Innovation of the Company since 2017.

(3) Mr. Boucratie was promoted to Senior Vice-President, General Counsel and Corporate Secretary on September 9, 2021. Prior to that, he had been Vice-President, General Counsel and Corporate Secretary of the Company and a NEO since 2019.

(4) Mr. Marcotte was promoted to Senior Vice-President, Corporate Development and Capital Markets of the Company on September 9, 2021. Prior to that, he had been Vice-President, Investor Relations of the Company since 2018.

(5) Mr. O'Keeffe was appointed Executive Chairman on August 13, 2013, and CEO on October 3, 2014. Mr. O'Keeffe stepped down as CEO on April 1, 2019, and continues in his role as Executive Chairman.

(6) Mr. Lawler was appointed Lead Director on August 30, 2023 following the last annual general meeting of the Company where Mr. Love did not stand for re-election.

(7) Ms. Cormier was appointed to the Board in 2016 as a nominee of WC Strategic Opportunity, L.P. ("**Wynnchurch**") pursuant to certain board nomination rights granted by the Company in favour of Wynnchurch in connection with a private placement of Ordinary Shares completed on April 11, 2016. Following the disposition of Ordinary Shares by Wynnchurch that was publicly announced by Wynnchurch on August 2, 2021, Wynnchurch is no longer entitled to nominate a candidate for election or appointment to the Board such that Ms. Cormier is no longer considered to be a director nominee of Wynnchurch.

For personal use only

[8] Each of Mr. Love and Mr. Wouters did not stand for re-election at the last annual general meeting of the Company held on August 30, 2023, and ceased to be directors of the Company on that date.

The terms "executives" and "management" are used to refer to the Company's NEOs and the members of the Company's senior executive team from time to time.

## COMPENSATION DISCUSSION AND ANALYSIS

### A. Role of Remuneration, People and Governance Committee

The Remuneration, People and Governance Committee advises the Board on matters relating to corporate governance, remuneration, people and diversity, and board nomination and performance. Among other responsibilities, the Remuneration, People and Governance Committee assists the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for directors and executives. The committee is notably responsible for setting policies for executives' remuneration and reviewing the salary levels of executives, and making recommendations to the Board on any proposed increases in compensation. As at March 31, 2024, the Remuneration, People and Governance Committee was comprised of Gary Lawler (Chair), Louise Grondin and Michelle Cormier, each of whom is an independent director and has direct knowledge and experience that is relevant to his or her responsibilities in executive compensation and governance as set out below. The Remuneration, People and Governance Committee has access to independent experts to provide advice in the conduct of its duties.

The current committee members are:

*Gary Lawler (Chair)* - Mr. Lawler has over 40 years of experience as a practicing corporate lawyer and has been a partner in a number of leading Australian law firms. Mr. Lawler has been a director of, and involved in compensation and governance matters for, numerous listed companies throughout the years.

*Michelle Cormier* - Ms. Cormier is a CPA with over 30 years of experience in senior-level executive positions in management, including financial management, corporate finance, turnaround and strategic advisory situations and human resources. Ms. Cormier has a strong capital markets background in the United States and Canada, as well as significant experience in corporate governance, having served on several boards of directors in publicly listed and privately held companies as well as government-owned institutions and not-for-profit organizations. Due to Ms. Cormier's qualification as a CPA and her past role as a chief financial officer, she is considered an "Audit and Financial Reporting Expert".

*Louise Grondin* - Ms. Grondin is working as an independent consultant after retiring as the head of the Human Resources function at Agnico Eagle Mines Limited, in January 2021, where she oversaw the management of a number of HR processes including remuneration, career development and training, succession planning and recruitment. Over her almost twenty years with Agnico Eagle, she held various leadership positions as Senior Vice-President, People and Culture, Senior Vice-President Environment, Sustainable Development and People, Regional Director Environment and Environmental Superintendent.

The Remuneration, People and Governance Committee makes recommendations to the Board on the executive remuneration framework and the remuneration level of executives including all awards under the Long-Term Incentive Plan ("**LTIP**"), and the Short-Term Incentive Program ("**STIP**") and remuneration levels for directors. The aim is to ensure that remuneration policies align with the long-term objectives of the Company, are fair and competitive and reflective of generally accepted market practices of its peers.

### B. Remuneration Philosophy & Approach

The objective of Champion's executive remuneration program and strategy is to attract, retain and motivate talented executives and provide incentives for executives to create sustainable shareholder value over the long term, by driving a performance culture that is closely aligned to the achievement of the Company's strategy and business objectives. To achieve this objective, executive remuneration is designed and based on the following principles:

- ***To align with Champion's business*** - reflect the Company's strategic goals and performance as an iron ore exploration, development and, particularly, a production company. Accordingly, executive performance targets are directly aligned with activities that create sustainable long-term shareholder value. Such principles aim to motivate Champion's executives to develop and operate iron ore assets efficiently and effectively to generate free cash flow from shareholder capital deployed, with an ultimate view to result in share price appreciation, while adopting and implementing sustainability practices and de-carbonization initiatives for the benefit of the communities in which the Company operates, its workforce and its various stakeholders;

- ***Pay competitively*** - reflect each executive's performance, expertise, responsibilities and length of service to the Company and to set overall target remuneration to ensure it remains competitive and reflective of generally accepted market practices of the Company's peers and the markets in which it employs people. Although the Company is incorporated under the Corporations Act, as at March 31, 2024, almost all of the Company's workforce is located in the Province of Québec, Canada, such that the Company's executive



For personal use only

remuneration program and strategy is intended to remain competitive within that market as well as the broader Canadian and North American markets, which markets have become increasingly competitive over the years, with companies aggressively pursuing mining executives with a successful track record;

- ***Pay for performance*** - align with Champion's desire to create a performance culture and create direct tangible relationships between pay and performance. Champion does not "pay for failure" nor does it incentivize undue risk taking to achieve performance objectives;

- ***To maintain a successful team*** - reflect the opportunity cost to retain key personnel who have successfully grown the Company's business over recent years, including the recommissioning of Bloom Lake's Phase I in 2018 and completion of the Bloom Lake Phase II expansion project ("**Phase II**") in 2022, in each case on time and on budget, the acquisition of several projects and the robust relationships created with several important stakeholders locally and globally;

- ***To align with Shareholder interests*** - align the interests of executives with those of the Shareholders through a compensation structure where the majority of an executive's compensation is "at risk", as short-term incentive (bonus) ("**STI**") and long-term incentive ("**LTI**") remuneration are tied directly or indirectly to Company performance and relative and/or absolute Shareholder returns. Specifically, the use of awards which increase in value when the Company's share price performance exceeds that of its peers and reduces in value when it trails the performance of its peers (using a second peer group of mining companies for such purposes, which is believed to best reflect shareholders' investment alternatives to Champion).[*] In addition to financial alignment, Champion believes in the importance of aligning executive interests with shareholders' Environmental, Social and Governance ("**ESG**") expectations. Consistent with the Company's commitment to sustainable development, the compensation plan for the financial year ended March 31, 2024 incorporated operational performance with 20% of total bonus awards under the STIP tied to sustainability targets relating to the Company's employees and the environment; and

- ***Corporate governance*** - continually review and, as appropriate for Champion, adopt executive remuneration practices that align with current market practices in the North American mining industry and the competitive landscape, and provide Shareholders with robust disclosure to enable them to fully evaluate compensation practices.

The Remuneration, People and Governance Committee has implemented a compensation regime that is structured to reflect the principles set out above and to reward outcomes beyond objectives. Executive remuneration consists of a combination of salary, short-term incentives in the form of annual performance bonus awards and longer-term equity-based incentives. A foundation principle of the Company's remuneration philosophy is the promotion of a strong "performance culture" within management.

At the Company's annual general meeting held in August 2023, Shareholders expressed concerns regarding the Company's executive remuneration practices, resulting in a "first strike" against the adoption of the remuneration report for the year ended March 31, 2023 (with 53.6% votes cast against, as compared to the 77.9% of votes cast in favour at the 2022 annual general meeting and 81.3% of votes cast in favour at the 2021 annual general meeting). The Board was disappointed with this result, and diligently sought and considered Shareholder feedback and wider perspectives through meetings with investors, proxy advisers and other Shareholder representatives. Throughout its Shareholder engagement campaign, ahead of the August 2023 annual general meeting and directly following the meeting, the Company contacted over 100 Shareholders, including asset managers, brokers, individuals and custodians collectively representing over 70% of the Company's outstanding shares, resulting in over 70 meetings with management, including several with members of the Board. The outreach team included the Chair of the Remuneration, People and Governance Committee, the Company's Executive Chairman, members of the Company's investor relations team and legal department. Additionally, the team proactively responded to proxy research providers, including Institutional Shareholder Services ("**ISS**") and Glass Lewis, who had published a recommendation to vote against the adoption of the remuneration report at the Company's August 2023 annual general meeting. The objective of this process was to identify opportunities and mechanisms to improve the Company's executive remuneration practices that would address Shareholders' concerns while ensuring such practices would remain competitive compared to peers in the context of an extremely competitive employment market for mining executives with successful project development and operation experience. In addition, the Board met numerous times throughout the year and worked with management and the Company's advisors, including the Company's independent compensation advisor, to ensure the main concerns raised by Shareholders would be addressed as necessary through the Company's remuneration practices and discussed with full transparency in this year's remuneration report.

As detailed in the 2023 remuneration report, the financial year ended March 31, 2023 was a challenging year for the Company and the iron ore industry in general, due to the difficult macroeconomic conditions, including the inflationary environment and strong market volatility, all of which adversely impacted the assumptions used to set the targets for the STI program. As a result, the actual conditions faced by the Company during the year were significantly different to the assumptions used in setting the targets for the STI. As such, the Board was of the view that certain KPIs did not reflect management's significant milestones completed, despite challenging operating environments, including the

[*] See "*Compensation Peer Group Selection and Benchmarking*" for a description of the peer group used for benchmarking total executives' compensation in connection with the development and implementation of executive compensation practices, and see "*Long-Term Incentives – Equity Incentives – RSU and PSU Grant*" for a description of the peer group used for purposes of assessing total shareholder return relative to peers.



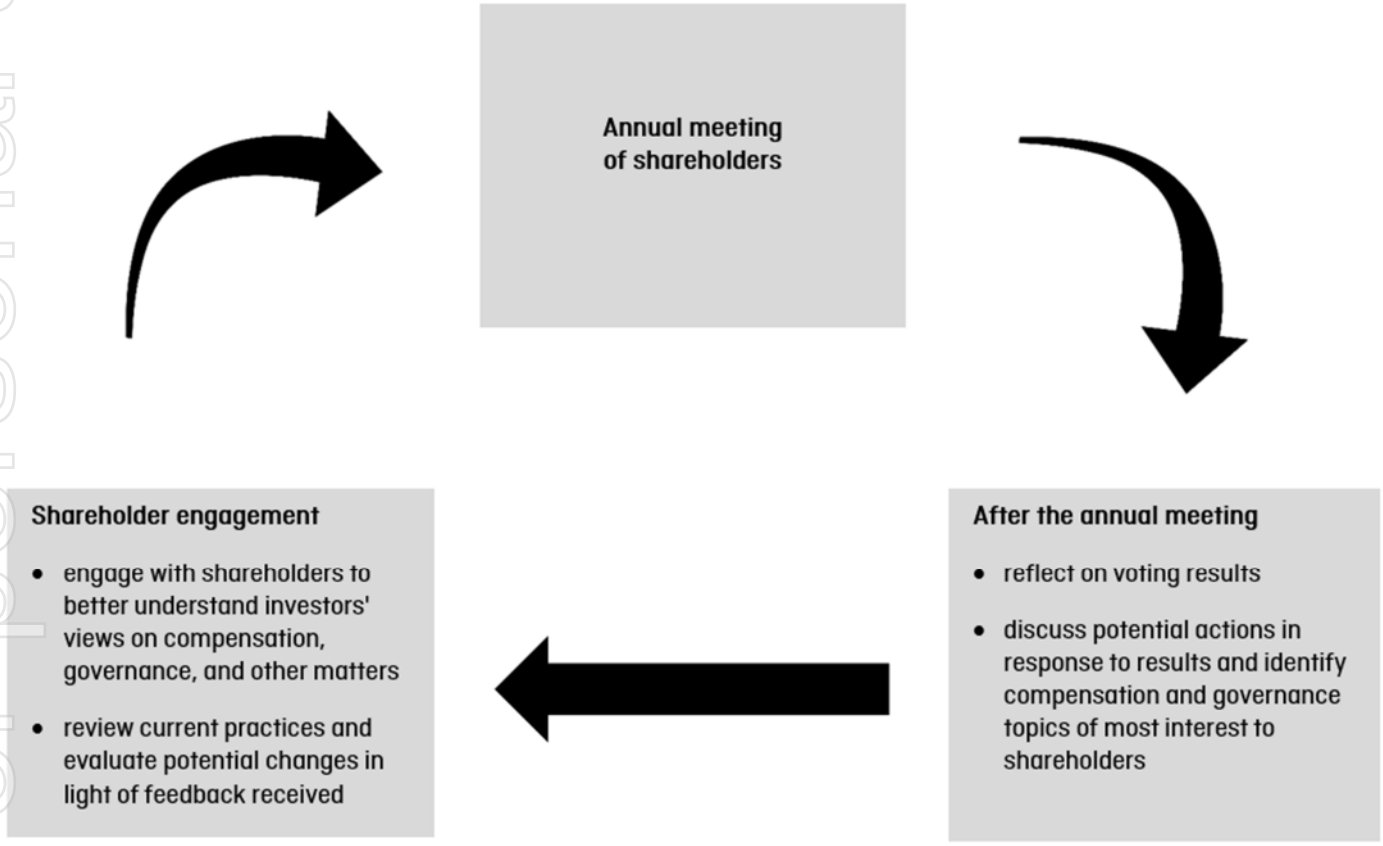
For personal use only

completion of the Phase II project on budget and ahead of schedule. The team's performance in the period contrasts with several other mining projects in the industry, experiencing material cost overruns, which resulted in destruction of Shareholder value.

Further to such Shareholder engagements, the Board understands that the primary concern of Shareholders with last year's resolution on the remuneration report and which resulted in a "first strike", was with respect to the use of Board discretion to increase the STIP scorecard cash bonuses and to grant a "one-time" cash bonus not subject to vesting performance criteria. The Board has given serious consideration to all feedback received and has taken it into consideration as part of its decision-making processes.

Those remuneration decisions were specifically discussed with Shareholders following last year's annual general meeting and while many Shareholders expressed support for the Board's decisions and compensation practices in general (indicating that such practices need to remain competitive and reflective of generally accepted Canadian market practices), the Board recognized that Shareholders representing a majority of votes cast on the remuneration report for the financial year ended March 31, 2023, at the Company's 2023 annual general meeting were not supportive of the Board's decisions on compensation. The vast majority of Shareholders engaged also acknowledged the work and performance of the management and the Board, which has resulted in substantial corporate growth over recent years, and expressed support for the management and the Board.

The Company also discussed with certain investors the impact of the Company being subject to Australian proxy voting guidelines, which are in certain cases more restrictive and not aligned with equivalent guidelines applicable to the compensation of Canadian public companies and their Canadian executives. While the Company aims to align its approach to governance with best practices for Australia, being its country of incorporation and which defines applicable proxy advisory firms' guidelines, the Company also needs to implement best practice elements in relation to the region in which it operates as almost all of the Company's employees are located in the Province of Québec, Canada. The Board understands the message received from Shareholders with respect to the use of its discretion in determining compensation as well as other compensation practices that were perceived by Shareholders as potentially creating misalignment between executive compensation and the Company's long-term growth and Shareholder returns.




The Board has considered the feedback and is of the view that the main concerns raised by Shareholders have been addressed with the changes identified in the table below:

For personal use only

| Feedback Topics / What We Heard | Board Response | Status |
|---|---|---|
| **Use of Board Discretion** | | |
| • Use of Board discretion to increase STIP scorecard bonuses for the financial year ended March 31, 2023 | The Board understands that discretionary increases in STIP scorecard bonuses should only be awarded in exceptional circumstances and should generally be structured as LTI grants as opposed to cash. Going forward, the Board intends to limit any discretionary cash awards to such exceptional circumstances, and, as applicable, the Board will consider various factors if/when so doing, including the exceptional circumstances warranting the use of such discretion; to whom discretion should apply; the accountability of the individual and/or group for the issue at hand; and the appropriate impact to remuneration and/or other consequences. | Implemented |
| • Use of Board discretion to grant a 'one-time' cash bonus to the CEO | The Board understands that one-time payments should be limited to extraordinary circumstances, communicated as such directly to Shareholders, and generally consist of equity-based compensation subject to performance criteria. The Board currently has no plans for similar payments. | Implemented |
| **Long-Term Incentive Program** | | |
| • LTI vesting under the relative Total Shareholder Return hurdle beginning at the 25th percentile with 100% vesting at the 50th percentile; 40% of the LTI grant is in the form of time-based restricted share units ("**RSUs**") vesting equally over three years with no additional performance hurdles | ***Vesting percentiles*** - While proxy advisors and Australian market practice are in favour of no vesting for relative total shareholder return ("**TSR**") below the 50$^{th}$ percentile, this is still common market practice in North America. The Company will continue to monitor North American market practices, and use a vesting schedule that is competitive and reflective of generally accepted market practices in North America.<br><br>***Cliff-vesting*** - We discussed with Shareholders the fact that, while RSUs vest equally over three-years, all Ordinary Shares underlying a RSU grant are only paid at the end of the three-year vesting period based on the Company's Share price at such time. In practice, the RSUs remain fully "at-risk" for three years; this equates to a cliff-vesting after the end of the three-year vesting period. Shareholders engaged understood and agreed that this practice is customary for issuers listed on the Toronto Stock Exchange ("**TSX**"), including issuers in the North American mining industry. | The Board will continue to assess executive compensation practices in light of North American market practice to ensure compensation remains competitive and reflective of generally accepted market practices of its peers |
| • No LTI grant resolution | Australian proxy advisory firms have historically raised the fact that the Company has not submitted for Shareholder approval its annual LTI grants. The Company LTI grants are currently being made under the Company's 2018 Omnibus Incentive Plan (the "**Omnibus Plan**"), which contains provisions providing for the automatic replenishment of the number of securities reserved for issuance and is therefore considered a "rolling plan" under TSX rules relating to security based compensation arrangements. As per TSX rules, rolling plans such as the Omnibus Plan must be re-approved by Shareholders every three years. In this context, the Omnibus Plan was last approved by the Shareholders in 2021 and is due for re-approval at the Meeting. The Board believes that the practice of submitting the Omnibus Plan every three years to a Shareholder vote is appropriate in the circumstances and has no intention to change its practice. | The Board will continue, in accordance with the rules of the TSX, to submit the renewal of the Omnibus Plan for approval by its Shareholders every three years. |
| • No re-testing or lowering of performance conditions | The Board has not and does not intend to re-test or lower performance conditions associated with performance share units ("**PSUs**"). | Not applicable; no action required |

For personal use only

| Feedback Topics / What We Heard | Board Response | Status |
|---|---|---|
| **Short-Term Incentive Program** | | |
| Choice of financial and operating key performance indicators ("**KPIs**") used to determine performance and payout under the STIP | The Board was pleased to hear from Shareholders that they generally agreed with the financial and operating KPIs used under the STIP (including measures, mix, weighting and targets) and that those were appropriate and aligned with the Company's strategic goals, including in light of the changes in STIP metrics for the financial year ended March 31, 2024, which were set by the Board prior to the "first strike". As discussed in "*Bonus Awards for the Financial Year Ended March 31, 2024*" below, starting this year, the Board introduced new performance metrics for the STIP, namely realized sales price and total cash cost*. The Board introduced those measures to ensure the measures used to determine payout under the STIP were less directly correlated to the iron ore's price and more closely tied to the Company's actual execution of its operating strategy.<br><br>Shareholders also acknowledged that the adjustment to the payout under the STIP for 2023 was a result of extraordinary circumstances and not a deficiency in the KPIs nor methodology used to determinate performance targets. | Shareholders generally agree with the methodology used to determinate performance targets under the STIP; no action required. |
| • No deferral of STIP | Australian proxy advisors and Australian market practice are in favour of having part of STI awards deferred. As this is not a common practice in North America and implementing such a deferral mechanism could be a real deterrent to recruiting executives, the Company has not implemented such a mechanism and does not intend to do so in the future. Rather than focusing on a specific narrow area of a remuneration profile such as STI deferral, the Company focuses on the fundamentals that influence the structure of remuneration profiles and developing and maintaining aggregate compensation packages that pay for performance, are competitive within the North American mining industry and are aligned with Shareholders' interests. | While the Company will continue to focus on the fundamentals that influence the structure of remuneration and ensuring alignment of interests with Shareholders; it does not believe a STI deferral mechanism would be appropriate in the context of a North American mining company; no action required. |
| • Certain sustainable development objectives under the STIP relate to day-to-day responsibilities of the CEO and KMPs and are not worthy of any additional remuneration above executive base salaries | Sustainability is an essential component of the Company's future and the Board believes the executives' compensation should in part depend on their ability to achieve specific objectives that support the Company's sustainability journey and maintain its strong relationship with local communities. The Board believes the objectives applicable to the 2024 executive compensation program reflect industry best practices, are ambitious and well aligned with Shareholders' focus on sustainability. | The Board will continue to integrate ESG as part of executives' compensation and ensure that the ESG-related objectives under the STIP remain ambitious and well aligned with Shareholders' focus on sustainability. |

* Non-IFRS financial measure or ratio with no standard meaning under the financial reporting framework used to prepare the financial statements. Refer to section "*Non-IFRS Financial Measures and Ratios*" above.



For personal use only

| Feedback Topics / What We Heard | Board Response | Status |
|---|---|---|
| **Alignment with Shareholders Interests** | | |
| • Executive securities ownership guidelines | The Company implemented a securities ownership policy applicable to senior executives and non-executive directors as further described in "*Senior Executives Securities Ownership Policy*" under "*2024 Executive Performance Metrics and Incentives*", and "*Non-Executive Directors - Securities Ownership Policy*" under "*Director Remuneration*". The new securities ownership policy replaced the Company's prior share-based ownership policy, which applied only to non-executive directors, and aims at ensuring that Champion's senior executives' interests, in particular, the value of their personal holdings of Champion securities, are aligned to the interests of Champion's Shareholders. | Securities Ownership Policy implemented in January 2024, which applies to the executives and the Board. |
| • Emphasis of performance-based pay | The Board was pleased to hear from Shareholders that they generally viewed the aggregate compensation packages, including pay mix and weighting of performance-based awards, as appropriate and aligned with North American market practice. Shareholders also acknowledged that it was essential for the Company to prioritize North American market practices with respect to executive compensation, even when seeking to align its governance approach to the best practices of Australia, given the Company operates in the Province of Québec and the extremely competitive North American employment market for mining executives. | No action required |
| • The treatment of equity incentive securities upon a change of control provided for in the employment agreements with the Company's NEOs, including accelerated vesting at target without pro-ration; severance entitlements. | The Board has no intention to change the NEOs' current employment agreements and will continue to monitor the market practice.<br><br>Australian proxy advisory firms noted last year that the termination payment paid to the Company's former CFO was excessive. The employment agreements entered into with the Company's executives are governed by the laws of the Province of Québec, where notice period and other requirements relating to termination without cause are more generous than what is provided under Australian corporation law. The Board believes that providing such severance entitlements upon termination without cause is required in order to provide NEOs with severance entitlements that are reflective of generally accepted market practices of the Company's peers and that would not reasonably be expected to be below the minimum applicable notice period required under employment laws applicable in the Province of Québec in light of the applicable case law. This has been clearly disclosed in the Company's past remuneration reports and the Company will continue with that practice. | The Company will continue to comply with applicable employment laws. In addition, the Company will not re-negotiate legacy agreements and will continue to ensure that the terms relating to a change of control for all NEOs remain generally aligned. |

For personal use only

| Feedback Topics / What We Heard | Board Response | Status |
|---|---|---|
| **Peer Group** | | |
| ● The utilization of ASX-listed peer comparator companies by a third-party advisory firm in their quantitative and qualitative analyses, as Australian compensation practices differ significantly from those generally accepted in the North American mining industry. Notably, the use by ISS of a peer group comprised only of ASX-listed issuers resulted in CEO compensation for 2023 being materially above ISS-selected peers, while such compensation was slightly below the median of the Company's own peer group in North America. | The Board was pleased to hear from Shareholders that the Company's methodology to use a mix of predominantly North American peers to benchmark executive compensation was appropriate, given that the Company's executives and almost all of its employees are based in the Province of Québec, Canada. There was no negative feedback on the Company's existing peer group selection.<br><br>Nevertheless, the Company understands the importance of this information for Shareholders and will ensure it continues to provide Shareholders with clear disclosure with respect to executive remuneration decisions, including when salary increases are more significant. | Champion to continue providing clear disclosure with respect to the rationale for peer selection as the competitive landscape evolves and for executive remuneration decisions that result from that evolution. |

In determining the level of annual performance bonus awards, the Remuneration, People and Governance Committee takes into account overall corporate performance against predetermined performance objectives and metrics. In setting equity-based incentive awards, the Remuneration, People and Governance Committee establishes time-based and performance-based vesting criteria in line with retention and reward objectives. If it is deemed appropriate, the Remuneration, People and Governance Committee has the authority to seek advice from outside consultants. A more detailed explanation of the various components of executive remuneration can be found at paragraph "*Elements of Executive Remuneration*" below.

Based on these assessments and within the context of pay for performance principles, the Remuneration, People and Governance Committee makes its recommendations to the Board for approval. These recommendations may reflect factors and considerations other than those indicated by market data or provided by advisors, including a consideration of prevailing economic conditions - both on a corporate level and on national and international levels, industry norms for such awards and other elements of executive compensation.

The Remuneration, People and Governance Committee and the Board as a whole have discretion to reward above the noted plan parameters when an individual or team has made an exceptional contribution to the performance of the Company or to apply downward discretion where deemed appropriate, provided that, as explained above, the Board intends to limit any discretionary cash awards to exceptional circumstances. When determining whether it is appropriate and necessary to use its discretion to adjust compensation, the Board gives consideration, among other things, to the circumstances warranting discretion; to whom discretion should apply; the accountability of the individual and/or group for the issue at hand; and the appropriate impact to remuneration and/or other consequences. Compensation is about incentivizing the right behaviour and Champion does not want to cap the incentive to outperform.

The Remuneration, People and Governance Committee has considered the implications of the risks associated with the Company's remuneration program by structuring executive remuneration in which a significant portion of overall remuneration is subject to the achievement of certain milestones, including: (i) criteria relating to annual performance, in the case of bonus payments, (ii) vesting periods for RSUs, which vest over three years, and (iii) the achievement of performance criteria over a period of three years for PSUs.

The Remuneration, People and Governance Committee evaluates all executive compensation policies and programs with a view to confirming that the policies and programs do not drive behaviours that would result in inappropriate or excessive risk taking, and that the Company's compensation policies and practices do not result in identified risks that are likely to have a material effect on the Company. This evaluation process focuses on, among other things, strategic and operational risks; compliance risk; reputational risk; and financial and economic risks. Risks are assessed and considered on both an individual element basis and in totality.

Policies of the Company include certain prohibitions which prevent KMPs from engaging in short-term dealings or short selling or margin lending or other secured financing arrangements in respect of the Company's securities without the prior approval of the Senior Vice-President, General Counsel and Corporate Secretary and the Executive Chairman. KMPs are prohibited from engaging in derivatives in respect of Ordinary Shares of the Company (such as put and call options), or any other hedging or equity monetization transaction in which the individual's economic interest and risk exposure in Ordinary Shares is changed (such as collars or forward sales contracts).

For personal use only

In addition, policies of the Company require all KMPs to comply with certain share and share-based ownership requirements. In January 2024, in light of the feedback received from certain Shareholders and proxy advisory firms, the Board, with the advice of third-party advisors, implemented a new securities ownership policy for directors and senior executives (the "**Securities Ownership Policy**") setting out ownership requirements for all senior executives as an additional measure to align senior executives' remuneration with the long-term performance of the Company and further reduce the risk of any inappropriate risk taking. The Securities Ownership Policy, which replaced the prior share and share-based ownership policy of the Company that only applied to non-executive directors, implemented share and share-based ownership requirements for the senior executives of Champion and its subsidiaries, and is designed to align the interests of those subject to the policy with the long-term interests of Shareholders. See "*Senior Executives Securities Ownership Policy*" under "*2024 Executive Performance Metrics and Incentives*" below, and "*Non-Executive Directors - Securities Ownership Policy*" under "*Director Remuneration*" below for more details around the Company's securities ownership policy. The Securities Ownership Policy continues to apply to all non-executive directors.

The Board will continue to review executive remuneration to ensure that executive remuneration continues to align with the Company's strategy, motivate management, reflect market practices in the North American mining industry and support the delivery of sustainable long-term returns to Shareholders. As part of the review process, the Board will continue to engage with major Shareholders, and receive advice from independent experts.

### C. External Advice

Since December 2021, Meridian Compensation Partners LLC ("**Meridian**") has been engaged to assist the Board and to provide independent, third-party analysis and advice on the remuneration levels and practices for the executives as well as the remuneration for the Board. Meridian provided advice and recommendations on the remuneration program for KMPs during each of the financial years ended March 31, 2024 and 2023. The Remuneration, People and Governance Committee exercises oversight over the retention of and interaction with remuneration consultants to ensure that remuneration recommendations are made free from undue influence by the KMPs to whom they relate.

The table below provides an overview of the total fees paid to Meridian for services rendered during the financial years ended March 31, 2024 and 2023.

| (in Canadian dollars) | 2024 | 2023 |
|---|---|---|
| Executive Compensation Related Fees | $137,444 | $141,684 |
| All Other Fees | — | — |
| Total | $137,444 | $141,684 |

### D. Compensation Peer Group Selection and Benchmarking

When developing and implementing compensation packages for KMPs, it is standard practice to benchmark total compensation for KMPs against a peer group of companies at similar stages of development, operations, regional geography and of similar size in terms of market capitalization and revenue.

In order to implement market-competitive compensation arrangements for the executives, the Company's independent directors and the Remuneration, People and Governance Committee, in consultation with Meridian, identified a peer group of mining companies with similar operations. For the financial year ended March 31, 2024, the Remuneration, People and Governance Committee approved the following compensation peer group that includes 16 similarly-sized publicly-traded mining peers that are generally within 0.5x to 2.5x of Champion's market capitalization and/or total revenues:

| Executive Compensation Peer Group[(1)] | |
|---|---|
| Alamos Gold Inc. | Capstone Copper Corp. |
| Centerra Gold Inc. | Coeur Mining, Inc. |
| Compass Minerals International, Inc. | Eldorado Gold Corp. |
| Endeavour Mining plc | Equinox Gold Corp |
| Hecla Mining Company | HudBay Minerals Inc. |
| IAMGOLD Corp. | Lundin Mining Corporation |
| New Gold Inc. | SSR Mining Inc. |
| Torex Gold Resources Inc. | Yamana Gold Inc. |

Note:

(1) Pretium Resources Inc., who was included in the executive compensation peer group in previous years, was removed as a result of being acquired and compensation disclosure therefore no longer being available. Coeur Mining, Inc., Compass Minerals International, Inc., Hecla Mining Company and Lundin Mining Corporation have been added to the peer group to ensure robust compensation data over time.

In order to benchmark relative TSR for purposes of PSU grants, the Company's independent directors and the Remuneration, People and Governance Committee also identified a second peer group of mining companies further described under the heading "*Long-Term Incentives*



For personal use only

– *Equity Incentives - RSU and PSU Grant*". This peer group is believed to best reflect Shareholders' investment alternatives to Champion, considering the underlying commodity, market capitalization and countries where share are listed. Accordingly, this peer group differs from the peer group set to implement market-competitive compensation, which in contrast reflects the industry competitive dynamics to retain and attract management in their region of domicile.

**E. Key Achievements of the Named Executive Officers in the Financial Year Ended March 31, 2024**

Following the successful acquisition and commissioning of the Bloom Lake mine in the Province of Québec, Canada, Champion became a producing company in the 2018 calendar year. This milestone, in addition to a series of other strategic acquisitions in the region, contributed to the growth of Champion's market capitalization and cash flows over the ensuing period which benefited Shareholders. Additionally, the Company focused on integration of sustainability principles in its day-to-day operations and decision-making, in line with its commitment to deploy industry best practices in ESG responsibilities. During the financial year ended March 31, 2024, management continued to deploy its vision and execute on its long-term strategy, including the achievement of nameplate capacity of the Phase II declared in its first financial quarter of 2024, which is expected to double Bloom Lake's nameplate capacity to 15 Mtpa annually.

Key achievements of management during the financial year ended March 31, 2024 include:

- Annual production of 14.2 million wmt of high-grade 66.2% Fe concentrate, representing an increase of 27% year-on-year;
- Achieved revenues of $1,524.3 million, and annual EBITDA* of $552.5 million;
- Achieved nameplate capacity of the Phase II concentrator in the first quarter, and then surpassed the expanded nameplate capacity of the Phase II concentrator in the third quarter;
- Announced a final investment decision by the Board to proceed with the direct reduction ("**DR**") pellet feed ("**DRPF**") project, with construction work expected to reach its peak early in calendar year 2025 and commissioning expected in the second half of 2025, a timeline which is subject to the completion of key construction milestones;
- Issued a new technical report in respect of the Bloom Lake mine, confirming the 18-year life of mine ("**LoM**"), based on the mineral reserves, with an opportunity to extend operations beyond the LoM plan, with a 40% increase to the measured and indicated resources and a 360% increase to inferred resources;
- Announced the filing of the pre-feasibility study for the Kamistiatusset Project (the "**Kami Project**"), which evaluated the construction of mining and processing facilities to produce DR grade pellet feed iron ore from the mining properties of the Kami Project;
- Continued to evaluate DR pelletizing projects to further participate in the green steel supply chain and align with the accelerating industry transition to direct reduced iron and electric arc furnaces steelmaking;
- Employee recordable injury frequency rate of 1.91 for the year, which continues to compare favourably with Québec's open pit industry statistics;
- Met and exceeded most annual sustainability KPIs detailed in the Company's 2023 Sustainability Report, which incorporated industry best practice disclosure frameworks including the Global Reporting Initiative, Sustainability Accounting Standard Board and Task Force on Climate-Related Financial Disclosures; and
- Paid two dividends of $0.10 per Share during the financial year ended March 31, 2024, totalling approximately $103 million of capital returns to shareholders.

**F. Remuneration of Executive Chairman**

Mr. O'Keeffe was CEO and Chairman of the Board for the period of August 13, 2013 to March 31, 2019. On April 1, 2019, as part of the implementation of Champion's succession plan, Mr. O'Keeffe stepped down as CEO and was named Executive Chairman of the Board. Mr. O'Keeffe remains an executive and, for the financial year ended March 31, 2024, was paid an annual base salary in the amount of $586,143 but was not eligible to receive any annual short and long-term incentives in the form of annual bonus or equity-based compensation. In addition, for the financial year ended March 31, 2024, Mr. O'Keeffe received non-monetary compensation in the amount of $21,607 paid to a superannuation on behalf of the KMP as well as expense reimbursements in the aggregate amount of $7,585.

* Non-IFRS financial measure or ratio with no standard meaning under the financial reporting framework used to prepare the financial statements. Refer to section "*Non-IFRS Financial Measures and Ratios*" above.



For personal use only

**G. Elements of Executive Remuneration**

As is the prevailing practice in the mineral exploration and mining industry, remuneration of the NEOs is comprised of four components:

(a) base salary (fixed);

(b) short-term incentive (STI) in the form of annual bonus awards (at-risk);

(c) long-term incentive (LTI) in the form of equity-based compensation (at-risk); and

(d) personal benefits and perquisites (fixed).

The Remuneration, People and Governance Committee determined the following elements to be key to executive compensation for the 2024 financial year.

**H. 2024 Executive Performance Metrics and Incentives:**

| | |
|---|---|
| **Overall Company Strategic Objectives:** | • To maximize operational performance and continue its organic growth. |
| **Key Deliverables:** | The executive team needed to:<br>• deliver operational performance while ensuring strict adherence to the Company's safety culture and the continuing integration of the Company's sustainability principles in its day-to-day operations and decision-making; and<br>• pursue the Company's organic growth, including by continuing work towards, and achieving nameplate capacity of the Phase II expansion of the Bloom Lake Mine, its flagship asset. |
| **Short-term Incentives: (Annual Bonus)** | • The target bonus was set as a percentage of each NEO's base salary. The actual bonus was dependent on performance against agreed baseline benchmarking. |
| **Long-term Incentives: (RSUs)** | • The Company utilized time vesting RSU grants to incentivize and retain the executives in accordance with Canadian practice for the compensation of executives of public companies. |
| **Long-term Incentives: (PSUs)** | • The Company utilized PSU grants, the vesting of which is based on the performance of the Company against a set of peer companies and certain performance conditions compared to internal targets over a three-year period. |

***i) Base Salary***

The Company provides executives with base salaries that represent a fixed element of compensation and their minimum compensation for services rendered or expected to be rendered. The base salary of executives depends on the scope of their experience, responsibilities, leadership skills, performance, length of service, general industry trends and practices, competitiveness and the Company's existing financial resources. Base salaries are determined annually based on the Remuneration, People and Governance Committee's recommendations to the Board. In making its recommendations, the Remuneration, People and Governance Committee, with the assistance of third-party advisors, annually reviews the base salaries of the Company's executives against the base salaries of executives in comparable positions at public companies in the Company's peer group of mining companies.

*Base Salary for the Financial Year Ended March 31, 2024*

The NEO's base salaries are intended to be competitive with those paid in the North American mining industry and align with the Company's performance. In the context of recognizing achievements contributing to significant shareholder value, it is crucial to retain the executives that contributed to value creating drivers over the years including:

- Successful recommissioning of the Bloom Lake mine Phase I on time and on budget in the 2018 calendar year;
- A series of asset consolidations in the Labrador Trough, including repurchase of a minority stake in the Bloom Lake mine and the Kami Project, and infrastructure in the region, including the Pointe-Noire Pellet Plant;
- Commitment to sustainable management of the business, highlighted by filing in recent years of sustainability reports which incorporate industry best practice disclosure frameworks as well as the fact that there have been no significant environmental issues since the recommissioning of Bloom Lake in 2018;

For personal use only

- Diligent management of the business, including several refinancings to maintain a healthy financial situation throughout the delivery of growth projects, and return to shareholders via dividends;

- Delivery and ongoing technical studies on several organic growth projects;

- Successful commissioning of the Phase II expansion project in late April 2022, leading to commercial production in December 2022, and achievement of nameplate capacity in the first financial quarter of financial year ended March 31, 2024, all of which were achieved on time and on budget;

- The Company's vision to align with the steel industry green steel transition and innovation leading to the ongoing conversion of half of Bloom Lake's nameplate capacity to an industry leading DRPF iron ore at 69% Fe, which is expected to result in significant emission reductions across the steelmaking supply chain; and

- Creation of over 1,000 high quality jobs since commissioning of the Bloom Lake mine, and being the largest employer of First Nations in the Québec Côte-Nord region.

The CEO's base salary for the financial year ended March 31, 2024, was $1,120,000. The Board increased the CEO's base salary compared to prior years in order to better align his base salary and total direct compensation within the median of the Company's peer group as a result of the Company's and CEO's outstanding performance in past years and to ensure that the CEO's compensation remains competitive within the Company's peer group.

The salary for the financial year ended March 31, 2024, for each NEO is set out in a table under the heading "*2024 Remuneration Awards for the Named Executive Officers*".

***ii) Short-Term Incentives (Annual Bonus)***

Target bonus levels (as a percentage of salary) are established to achieve total cash compensation (salary + bonus) at not less than the median of the market when performance is at target levels. In determining annual bonus awards, Champion aims to achieve certain strategic objectives and milestones, which are further described below. An annual target performance bonus award is set for each NEO. The actual performance bonus paid in any year will be based on the performance of the NEOs against pre-determined KPIs. KPIs reflect key deliverables for a particular year.

The STI is an annual incentive plan designed to reward executives for achieving or exceeding financial and non-financial objectives over a one-year period. The STI has been designed to foster an organizational culture of collaboration, co-operation and mutual respect which supports the objective of a long-term outperformance in both the financial and non-financial areas of the business, mainly with annual measures linked to the business strategy, set at levels that are challenging, yet achievable.

*Bonus Awards for the Financial Year Ended March 31, 2024*

For the financial year ended March 31, 2024, the Board set a target bonus for each NEO as follows, based on their role and responsibilities and competitive opportunities in the Company's peer group of mining companies:

| NEO | Target Bonus (% Salary)[(1)] |
|---|---|
| David Cataford | 125% |
| Donald Tremblay | 90% |
| Alexandre Belleau | 90% |
| Steve Boucratie | 80% |
| Michael Marcotte | 80% |

Note:

(1) As a percentage of base salary for the financial year ended March 31, 2024.

Directors who are not NEOs have not received any bonus awards.

For the financial year ended March 31, 2024, the Board introduced new performance metrics for the STIP, namely realized sales price and total cash cost, which replaced the EBITDA and free cash flow measures used in prior years. The Board introduced those measures given they are less directly correlated to the iron ore's price and more closely tied to the executive's performance and Company's actual execution of its operating strategy. For the financial year ended March 31, 2024, the following financial and operating KPIs were established and evaluated:



For personal use only

- 50% of the total bonus was based on meeting a total production target of 14,329,608 dmt and total cash cost* of $69.73/dmt sold respectively, in each case based on the budget for the financial year. The Board selected production volume and total cash costs* as key performance metrics given that high production volume and costs efficiency represent meaningful operating measures for an iron ore producer;

- 15% of the total bonus was based on obtaining a realized sales* price per dmt of P65 - US$3/dmt - (C3 x 1.25), based on the budget for the financial year. The Board selected realized sale price as a key performance metric given that it is a strong reflection of operational efficiency and cost management while also reflecting the impact of the iron ore concentrate price throughout a period; and

- 35% of the total bonus was based on overall performance imperatives comprising of health and safety and sustainable development objectives:

    - 15% was based on health and safety targets including no fatalities and minimal time lost due to injuries.

    - 20% was based on sustainability and environmental goals of the Company. The goals are set out below.:

| Category | Sustainable Development Objectives |
|---|---|
| ESG disclosure | – Initiate disclosure on annual ESG objectives, monitor progress and report on their development in subsequent annual sustainability report |
| Sustainable Environment | – No major or critical environmental event or violation<br>– Advance projects in line with the Company's vision to reduce Scope 3 emissions, select methodology to calculate the Company's Scope 3 emissions and identify and disclose a list of initiatives that could enable the Company to reach its 2030 emission reduction targets<br>– Position additional external communications regarding the Company's opportunity to reduce emissions in the steelmaking process |
| Communities and Cultural Training | – Develop and implement First Nations wealth growth strategy within the community through partnership and engagement<br>– Employee participation in an annual First Nations cultural training of 100% |
| Talent Acquisition and Employee Retention | – Optimize talent acquisition strategy to ensure attractiveness and retention by investing in strong Employee Value Proposition (EVP) and Employee Experience |
| Talent Development and Succession Planning | – Develop succession planning strategy to create a skilled, engaged, and committed workforce by investing in the development of the Company's employees as well as creating an environment and culture that supports growth and well-being |

All objectives were subject to a gradation scale allowing them to be met either at 0% or anywhere from 50% to 150%. No amount of STI is payable in relation to a KPI unless the minimum performance level for that KPI is met. As a result of the application of the gradation scale (0% to 150%) to the target bonus (as a % of salary), the total annual bonus payable to the NEOs is capped at 187.5% of base salary for the CEO, 135% of base salary for the CFO and COO, and 120% of base salary for the Senior Vice-President, General Counsel and Corporate Secretary and Senior Vice-President, Corporate Development and Capital Markets.

The budget for the financial year ended March 31, 2024, was approved in March 2023, as part of the regular Board approval timetable. At such time, the iron ore price assumptions were set through a consensus of various industry experts market iron ore price forecasts for the forthcoming year, plus a critical assessment and scenario analysis on forward looking operational performance assessed by management. Both the timeline and budget preparation approach were consistent with previous years. The targets for the STI program for the financial year ended March 31, 2024, were recommended by the Remuneration, People and Governance Committee to the Board, and approved by the Board, in May 2023.

The following bonus score card table outlines the weighting, performance objectives, actual results and payout factor for the bonus awards for the financial year ended March 31, 2024.

| KPIs | Weighting | Minimum Threshold (50% Performance Level) | Target (100% Performance Level) | Stretch (150% Performance Level) | Actual Results[(2)] | Payout Factor |
|---|---|---|---|---|---|---|
| Total Production (dmt) | 25% | 13,183,239 | 14,329,608 | 14,759,496 | 13,733,747 | 18.5% |

* Non-IFRS financial measure or ratio with no standard meaning under the financial reporting framework used to prepare the financial statements. Refer to section "*Non-IFRS Financial Measures and Ratios*" above.



For personal use only

| KPIs | Weighting | Minimum Threshold (50% Performance Level) | Target (100% Performance Level) | Stretch (150% Performance Level) | Actual Results[(2)] | Payout Factor |
|---|---|---|---|---|---|---|
| Total Cash Cost[*] ($/dmt) | 25% | $76.70 | $69.73 | $66.24 | $75.92 | 13.9% |
| Realized Sales Price[*]/P65 (US$/dmt) | 15% | P65 - US$5/dmt - (C3 x 1.30) | P65 - US$3/dmt - (C3 x 1.25) | P65 + US$1/dmt - (C3 x 1.20) | US$100.91 | 21.2% |
| Meet Sustainable Development Objectives | 20% | 2 objectives | 3 objectives | 5 objectives | 5 objectives | 30.0% |
| Incident Frequency[(1)] (QIO) | 7.5% | 2.6 | 2.0 | 1.7 | 1.91 | 8.6% |
| Incident Frequency[(1)] (Contractor) | 7.5% | 4.0 | 3.1 | 2.6 | 4.18 | —% |
| | | | | | Total 2024 Bonus Payout Factor | 92.2% |

Notes:

(1) Lost time injury frequency rate, calculated as (i) the total lost time injury, restricted work injury and medical treatment injury, divided by (ii) the total hours worked multiplied by 200,000 (100 employees working full time).

(2) If there is a fatality at QIO or with a contractor, as applicable, the actual result for the applicable KPI is 0.

The following table sets out the tabulations for bonuses awarded to NEOs under the Company's STIP for the financial year ended March 31, 2024:

| NEO | Target Bonus (% Salary)[(1)] | Weighted Score | Actual Bonus (% Salary) | Annual Bonus ($) |
|---|---|---|---|---|
| David Cataford | 125% | 92.2% | 115% | 1,290,800 |
| Donald Tremblay | 90% | 92.2% | 83% | 456,390 |
| Alexandre Belleau | 90% | 92.2% | 83% | 547,668 |
| Steve Boucratie | 80% | 92.2% | 74% | 401,992 |
| Michael Marcotte | 80% | 92.2% | 74% | 387,240 |

Note:

(1) As a percentage of base salary for the financial year ended March 31, 2024.

Non-executive directors are not eligible to receive any bonus awards, and directors who are not NEOs have not received any bonus awards.

***iii) Long-Term Incentive – Equity-Based Incentives***

Equity-based incentives are a particularly important component of compensation in the mining industry given the long lifecycle of mining and are a critical component of the Company's remuneration philosophy. These plans are designed to align the interests of the NEOs and other participating employees with the interests of Shareholders by linking a component of compensation to the long-term performance of the Ordinary Shares through "at risk" pay. Awards under these arrangements for the NEOs are structured to create total direct compensation (i.e., the combination of salary + bonus + equity-based incentives) at median market positioning, or above median when performance warrants.

At the discretion of the Board, options may be granted under the Omnibus Plan to NEOs taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive market factors. The Board has the ability to establish the expiry date for each stock option, provided that in no event will the expiry date be later than the date which is ten years following the grant date. Typically, stock options granted by the Board vest one third (1/3) on each of the grant date and 12 and 24-month anniversaries of grant and are issued with a three-year or four-year term before expiring.

No stock options were granted to NEOs during the financial year ended March 31, 2024.

The tables under the section *"RSU and PSU Grants made in the Financial Year ended March 31, 2024"* below sets out the tabulation for the NEO LTI awards that were made during the financial year ended March 31, 2024. Such RSUs and PSUs will vest over a period of three years following the date of grant, and the value of such grants is reported below under the heading *"Summary Compensation Table"*.

[*] Non-IFRS financial measure or ratio with no standard meaning under the financial reporting framework used to prepare the financial statements. Refer to section "*Non-IFRS Financial Measures and Ratios*" above.



For personal use only

**2018 Omnibus Plan**

The Omnibus Plan provides flexibility to the Company to grant, in addition to stock options, Deferred Share Units ("**DSUs**"), PSUs, RSUs, and other forms of equity-based incentive awards. Following the initial approval of the Omnibus Plan by the Shareholders at the 2018 annual and special meeting, all grants of equity-based awards are made pursuant to, or as otherwise permitted by, the Omnibus Plan. The Omnibus Plan was re-approved by the Shareholders at the annual shareholder meeting held on August 25, 2021, and is subject to approval by a majority of the Shareholders voting at the Meeting.

In the course of the last financial year, the Board of Directors approved the following amendments to the Omnibus Plan to:

- clarify that (i) the market price of vested PSUs and RSUs for the purposes of settlement is determined based on the volume weighted average price ("**VWAP**") of the Ordinary Shares calculated with reference to the final vesting date of such PSUs or RSUs; (ii) the market price of vested DSUs for the purposes of settlement is determined based on the VWAP of the Ordinary Shares calculated with reference to the date of termination; and (iii) the settlement date of PSUs, RSUs and DSUs is within 10 business days following the final vesting date of such PSUs, RSUs or DSUs, as the case may be, unless restrictions with respect to Blackout Periods or Exclusion Periods (as such terms are defined in the Omnibus Plan) apply in accordance with the terms of the Omnibus Plan;
- clarify the provisions relating to tax deferred treatment of PSUs, RSUs and DSUs pursuant to Australian and Canadian tax legislation;
- allow PSUs of retirees granted under new grants going forward to vest according to their original vesting schedule, pro-rated based on the retirement date, and be settled based on the achievement of performance indicators as set out in the respective award agreements of such participants; and
- provide that dividend equivalents of PSUs, RSUs and DSUs be rounded to six decimal places rather than three to facilitate recordkeeping.

Pursuant to the amendment provisions of the Omnibus Plan, the Board of Directors has the discretion, without shareholder approval, to approve amendments to the Omnibus Plan so long as they do not and will not materially adversely alter or impair the rights of a participant under any Award (as defined below) previously granted to the participant without the consent of the affected participant. In particular, the Board of Directors may make amendments of a "housekeeping" or an administrative nature, including amendments for the purpose of curing any ambiguity, error or omission in the Omnibus Plan or to correct or supplement any provision of the Omnibus Plan that is inconsistent with any other provision of the Omnibus Plan and amendments necessary for Awards to qualify for favorable treatment under applicable tax laws. Accordingly, shareholder approval was not required with respect to the amendments to the Omnibus Plan adopted in the course of the last financial year.

A summary of the material terms of the Omnibus Plan can be found in Schedule "D" to this Circular.

The purpose of the Omnibus Plan is to provide eligible persons with an opportunity to share in the growth in value of the Company and to encourage them to improve the longer-term performance of the Company and its returns to Shareholders. The Omnibus Plan assists the Company in attracting and retaining skilled and experienced employees and aligns their incentives with the longer-term goals of the Company.

Burn Rate

The following table provides the annual burn rate associated with the Omnibus Plan for each of the Company's three most recent financial years ended March 31, 2024, 2023 and 2022:

| Equity Compensation Plan | Financial Year Ended March 31, | Number of Securities Granted under the Plan[(1)] | Weighted Average Number of Securities Outstanding[(2)] | Annual Burn Rate[(3)] |
|---|---|---|---|---|
| Omnibus Plan[(4)] | 2024 | 2,095,418 | 517,579,000 | 0.40% |
| | 2023 | 1,101,501 | 517,046,000 | 0.21% |
| | 2022 | 2,038,784 | 507,591,000 | 0.40% |

Notes:

(1) Corresponds to the number of dilutive securities granted under the Omnibus Plan in the applicable financial year.

(2) The weighted average number of securities outstanding during the period corresponds to the number of securities outstanding at the beginning of the period, adjusted by the number of securities bought back or issued during the period multiplied by a time-weighting factor.

(3) The annual burn rate percentage corresponds to the number of dilutive securities granted under the Omnibus Plan divided by the weighted average number of securities outstanding.

(4) The Omnibus Plan came into effect on August 17, 2018.

**Types of Awards under the Omnibus Plan**

The following types of awards may be made under the Omnibus Plan: stock options, RSUs, PSUs, DSUs, or other share-based awards (collectively, the "**Awards**"). All of the Awards described below are subject to the conditions, limitations, restrictions, exercise price, vesting



For personal use only

and forfeiture provisions determined by the Board in its sole discretion, and, subject to such limitations provided in the Omnibus Plan, will be evidenced by an award agreement. In addition, subject to the limitations provided in the Omnibus Plan and in accordance with applicable law, the Board may accelerate or defer the vesting or payment of Awards, cancel or amend outstanding Awards, and waive any condition imposed with respect to Awards or Ordinary Shares issued pursuant to Awards.

Stock Options

A stock option is a right to purchase Ordinary Shares upon the payment of a specified exercise price as determined by the Board at the time the stock option is granted. The exercise price shall not be less than the "Market Price" of a Share at the time the option is issued, determined as the VWAP of the Ordinary Shares on the ASX if the Eligible Person (as defined in the Omnibus Plan) is resident in Australia and otherwise the VWAP of the Ordinary Shares on the TSX, calculated by dividing the total value by the total volume of securities traded during the period of five trading days immediately prior to the date of issue.

Stock options may be subject to vesting conditions as determined by the Board. The Board will establish the expiry date for each stock option, provided that in no event will the expiry date be later than the date which is ten years following the grant date. The exercise notice of such option must be accompanied by payment in full of the purchase price for the Ordinary Shares subject to the options. No Ordinary Shares will be issued upon the exercise of stock options in accordance with the terms of the grant until full payment for the Ordinary Shares has been received by the Company.

No stock options were granted during the financial year ended March 31, 2024.

Restricted Share Units (RSUs)

A RSU is a unit equivalent in value to a Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive Ordinary Shares or cash based on the price of the Ordinary Shares at some future date.

A RSU will be subject to time-based vesting conditions, timing of settlement and other terms and conditions, not inconsistent with the provisions of the Omnibus Plan, as the Board shall determine; provided that no RSU granted shall vest and be payable after December 31 of the third calendar year following the year of service for which the RSU was granted. When cash dividends are paid by the Company on outstanding Ordinary Shares, the Company credits additional dividend equivalent RSUs to the participant's account. Dividend equivalent RSUs are subject to the same terms and conditions as the RSUs and vest and are settled at the same time and in the same form as the RSUs to which such dividend equivalent RSUs relate. As is the case for RSUs granted under incentive plans of many TSX-listed issuers, including issuers in the North American mining industry, vesting of the RSUs is based on time-based vesting conditions rather than performance-based vesting conditions. The Company believes that grants of time-based RSUs that are only paid at the end of the three-year vesting period based on the Company's Share price at such time is an effective means of retaining executives by providing compensation packages that remain competitive and reflective of generally accepted market practices of its peers and which reward past performance against pre-established targets and contribute to the Company's annual profitability and growth, and tying executive remuneration to the long-term performance of the Company. This time-based vesting approach with payment at the end of three years based on the Company's Share price at such time is effectively "cliff-vesting" of the of grants.

Performance Share Units (PSUs)

A PSU is a unit equivalent in value to a Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive Ordinary Shares, or cash based on the price of the Ordinary Shares, at some future date, subject to the achievement of performance goals established by the Board over a period of time or with respect to certain project-related specific milestones.

The Board has the authority to determine any vesting and settlement terms applicable to the grant of PSUs, provided that no PSU granted shall vest and be payable after December 31 of the third calendar year following the year of service for which the PSU was granted. It is currently intended that PSUs granted under the Omnibus Plan will be subject to such performance-based vesting conditions, as the Board shall determine from time to time, designed to align the participant with the Company's corporate objectives. When cash dividends are paid by the Company on outstanding Ordinary Shares, the Company credits additional dividend equivalent PSUs to the participant's account. Dividend equivalent PSUs are subject to the same terms and conditions as the PSUs and vest and are settled at the same time and in the same form as the PSUs to which such dividend equivalent PSUs relate.

All vesting conditions shall be such that the PSUs will comply with the exception to the definition of "**salary deferral arrangement**" contained in paragraph (k) of subsection 248(1) of the *Income Tax Act* (Canada) or any successor provision thereto.

The Company began granting PSUs under the Omnibus Plan during the financial year ended March 31, 2020. The PSUs granted during the financial year ended March 31, 2021 vested, in accordance with the applicable performance-based vesting conditions, during the financial year ended on March 31, 2024, and the payout thereunder is disclosed in the section *"Corporate Performance Measures, Results and Related Payout during the Financial Year Ended March 31, 2024"* below.



For personal use only

Deferred Share Units (DSUs)

A DSU is a unit equivalent in value to a Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive Ordinary Shares, or cash based on the price of the Ordinary Shares, on a future date, provided that in no event shall a DSU be settled prior to the applicable participant's date of termination of service to the Company. If DSUs are settled in Ordinary Shares, the rules of the Omnibus Plan require that the Ordinary Shares be purchased on-market.

DSUs will only be issued to directors of the Company or any of its affiliates who are not employees (the "**Directors**"). Subject to certain limitations, any Director may, on a bi-annual basis, elect to receive DSUs in lieu of such Director's annual fees or in lieu of a portion of such Director's annual fees by giving written notice of such election. When cash dividends are paid by the Company on outstanding Ordinary Shares, the Company credits additional dividend equivalent DSUs to the participant's account. Dividend equivalent DSUs are subject to the same terms and conditions as the DSUs and vest and are settled at the same time and in the same form as the DSUs to which such dividend equivalent DSUs relate.

Other Share-Based Awards

The Board may grant to an Eligible Person, subject to the terms of the Omnibus Plan, such awards, other than those described above, that are denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, Ordinary Shares (including, without limitation, securities convertible into Ordinary Shares), as are deemed by the Board to be consistent with the purpose of the Omnibus Plan.

The Board deems equity awards as a valuable retention and incentive mechanism for management. Retention of executives and highly skilled staff continues to be a high priority for the Company for the following reasons:

- the market for executives with experience in development of mining assets, mining operations in the Province of Québec and public company experience is very competitive;
- it requires a significant amount of lead time for executives to become totally familiar with the Company's operations and assets; and
- if there is an interruption to production for any number of reasons, the Company needs to be able to restart production in a safe environment as soon as reasonably possible. The necessary skills that have been developed internally to deal with these challenges cannot be procured easily outside the Company.

*RSU and PSU Grants made in the Financial Year ended March 31, 2024*

During the financial year ended March 31, 2024, the Board granted RSUs and PSUs to its NEOs under the Omnibus Plan. In determining the size of such grants and setting a target for the LTI for each NEO, the Board considered among other things their roles and responsibilities and competitive opportunities in the Company's peer group of mining companies, as described below. The number of RSUs or PSUs granted was determined according to the VWAP of the Ordinary Shares on the TSX during the period of five trading days immediately prior to the date of grant. The value of such grants is also reported below under the heading "*Summary Compensation Table*" below.

| NEO | LTIP Target (% salary)[1] | Value of Annual Equity Awards ($) | RSUs ($) | RSUs (# of units)[2] | PSUs ($) | PSUs (# of units)[2] |
|---|---|---|---|---|---|---|
| David Cataford | 265% | 2,968,000 | 1,187,200 | 234,624 | 1,780,800 | 351,937 |
| Donald Tremblay | 145% | 797,500 | 319,000 | 63,044 | 478,500 | 94,565 |
| Alexandre Belleau | 180% | 1,188,000 | 475,200 | 93,913 | 712,800 | 140,870 |
| Steve Boucratie | 155% | 844,750 | 337,900 | 66,779 | 506,850 | 100,168 |
| Michael Marcotte | 145% | 761,250 | 304,500 | 60,178 | 456,750 | 90,267 |

Notes:

(1) As a percentage of base salary for the financial year ended March 31, 2024.

(2) The number of units granted was determined according to the VWAP per Share on the TSX during the period of five trading days immediately prior to the date of grant, being $5.06.

None of the directors who are not NEOs received any grants of RSUs or PSUs in the financial year ended March 31, 2024.

The value of the LTIP and related grants are reported in a table below under the heading "*Summary Compensation Table*" for the applicable financial year in which grants were made, irrespective of whether the performance criteria for vesting had been achieved during such period. The portion of any such LTI awards that vested during any year is shown in the table presented in the section "*Incentive Plan Awards - Value Vested or Earned During the Year*" below.

The grants of RSU and PSU awards made during the financial year ended March 31, 2024, consisted of the following components:



For personal use only

- RSU Grant (40% of LTI): vesting equally over a three-year period following the date of grant and subject to no performance hurdles (RSUs effectively "cliff-vest" because they are not paid out until the end of the three-year vesting period and the payment for all RSUs is based on the Company's Share price at such time); and

- PSU Grant (60% of LTI): measured against certain performance conditions over the three years commencing on April 1, 2023, and ending on March 31, 2026, and which vest at the end of that three-year period subject to the key performance measures having been met.

The Board established the following key performance measures for the PSUs which the Board believes provide the most suitable link to long-term shareholder value creation. Specifically, the criteria encourage executives to focus on the key performance drivers which underpin the Company's strategy with a view to delivering long-term growth in shareholder value. The potential "maximum" earning opportunity is not expected to be achieved each year, but is designed to only be achieved in respect of exceptional performance or circumstances.

- 40% of the grant based on the performance of the Company's Share price (or TSR) relative to a peer group, between April 1, 2023, and March 31, 2026. 175% of the TSR portion of the PSU's grant will vest if the Company's TSR reaches the 75% percentile of the peer group, 100% of the TSR portion of the PSUs grant will vest if the Company's TSR is at the 50% percentile of the peer group and 50% of the TSR portion of the PSUs grant will vest if the Company's TSR is at the 37.5% percentile of the peer group. Proportional vesting will occur between the 25% and 75% percentiles. No vesting will occur if Champion's TSR is less than the 25% percentile of the peer group. This approach as to vesting relative to the peer group is customary in the North American mining industry and is taken into account by the Board when determining the overall compensation of NEOs. The Board believes this approach is appropriate to ensure executive compensation remains competitive and reflective of generally accepted market practices of the Company's peers.

Relative TSR provides an appropriate, external market performance measure having regard to a peer group of companies with which the Company competes for capital, customers and talent. The use of relative TSR ensures that executives are motivated to deliver returns that are superior to what a Shareholder could achieve in the broader market and ensures management maintain a strong focus on Shareholder outcomes. In order to benchmark relative TSR for purposes of the grants of PSUs made in the financial year ended March 31, 2024, the Company's independent directors and the Remuneration, People and Governance Committee identified a peer group of mining companies with generally similar stage of development operations, annual revenues and market capitalization. The group has been designed to include (i) internationally listed companies that are involved in the same commodity, and (ii) companies that are involved in metallurgical coal, or companies having thermal coal exposure, given its correlation to iron ore (since both are used in the steelmaking process).

| TSR Peer Group[(1)] | |
|---|---|
| 29Metals Ltd. (ASX) | Cleveland-Cliffs Inc. (NYSE) |
| Capstone Copper Corp. (TSX) | Deterra Royalties Ltd. (ASX) |
| Ero Copper Corp. (TSX) | Fortescue Metals Group Ltd. (ASX) |
| Grange Resources Limited (ASX) | Hudbay Minerals Inc. (TSX) |
| Kumba Iron Ore Ltd. (JSX) | Labrador Iron Ore Royalty Corporation (TSX) |
| Lundin Mining Corporation (TSX) | Mineral Resources Ltd. (ASX) |
| Mount Gibson Iron Limited (ASX) | Sandfire Resources Ltd. (ASX) |
| Stelco Holdings Inc. (TSX) | Whitehaven Coal Limited (ASX) |

Note:
(1) OZ Minerals Ltd., which was included in the TSR peer group for grants made in previous years, was removed as a result of being acquired by BHP Group Limited in 2023.

- 60% of the grant based on an actual ratio of ROCE compared to a target ratio set by the Board. The actual ratio is measured over the three-year period commencing on April 1, 2023, and ending on March 31, 2026, by dividing (i) average EBITDA* for each year in the three-year period by (ii) average capital employed (long-term debt plus Champion's consolidated total equity, including options and warrants, including lease liabilities and excluding cash and cash equivalents up to a certain threshold) for each year in the three-year period.

  For the PSUs granted in the financial year ended March 31, 2024, if the actual ratio represents more than 120% of the corresponding target ratio based on the Company's budget for the three-year reference period (which was set at 0.30 for the financial year ended March 31, 2024), 175% of that portion of the PSUs grant will vest at the end of the three-year period. If the actual ratio equals the corresponding target ratio based on the Company's budget for the three-year reference period, 100% of that portion of the PSUs grant will vest at the end of the reference period. If the actual ratio is less than the target ratio based on the Company's budget for the three-year reference period, a reduced percentage of this portion of the PSUs grant will vest. Proportional vesting will occur if the actual

* Non-IFRS financial measure or ratio with no standard meaning under the financial reporting framework used to prepare the financial statements. Refer to section "*Non-IFRS Financial Measures and Ratios*" above.



For personal use only

ratio represents between 70% to 100% or 100% to 120% of the target ratio, and will be between 75% and 175%. No vesting will occur if the actual ratio is less than 70% of the target ratio based on the Company's budget for the three-year reference period. The Board believes that the use of ROCE as a performance measure allows executive pay to be linked to capital allocation discipline and therefore further aligns executives' interests with Shareholders' interests.

The following table outlines the payout percentages associated to the specific ranges of actual ratio of ROCE, for the PSU grants made during the financial year ended March 31, 2024:

| Targets - ROCE | Vesting of 60% Portion of PSU Grants |
|---|---|
| 0.36 and above | 175% |
| 0.30 | 100% |
| 0.21 | 75% |
| Less than 0.21 | Nil |

The ROCE target continues to be set using the same methodology year-over-year and continues to reflect the same challenging threshold relative to Company's operational and financial budgets as in prior years, even if the absolute ROCE targets for the PSUs granted in the financial year ended March 31, 2024, are lower than in prior years as a result of the growing capital employed in the business over time as well as fluctuations in iron ore prices.

The methodology used to establish ROCE targets for a given grant is based on the Company's financial plan approved by the Board near the end of the financial year, which includes certain assumptions with respect to the expected operational results for the Company and the forward-looking iron ore prices in the context of the market and analyst consensus. While operational elements embedded in the financial plan submitted to the Board assume operational initiative to improve the performance of the business year-over-year, the financial budget remains influenced by fluctuations of iron ore prices. The ROCE[*] is also impacted by the growing capital employed in the business. Since acquiring Bloom Lake in 2016, the Company recommissioned Phase I in 2018, with a nameplate capacity of 7.4 Mtpa, and increased Bloom Lake's nameplate capacity to 15 Mtpa with the completion of the Phase II project in the second half of the financial year ended March 31, 2023. The Phase II expansion was mostly funded through retained earnings and cash from operation. The Company continues to seek to efficiently deploy capital in order to expand its production and improve the valuation of its high-grade concentrate. While Champion acquired Bloom Lake for approximately $10 million in 2016, the asset benefited from approximately US$3 billion of capital invested by its previous owners. Accordingly, the Company had a very low base of capital employed during the early years since the 2018 recommissioning of Bloom Lake. Since 2022, significant increases in capital employed were required to grow the business, including doubling Bloom Lake's nameplate capacity. Accordingly, this growing base of capital employed influenced the absolute ROCE[*] target ratio through time. Additionally, the year-over-year decline in iron ore prices also resulted in a decline in ROCE[*] target and performance over time. Accordingly, the P65 index used as a benchmark for the Company's iron ore concentrate sales declined by over 40% since the financial year ended March 31, 2022. As a result of the substantial decline in iron ore prices and increase in capital employed resulting from the reinvestment in the business that significantly increased the Company's iron ore production, the annual ROCE[*] targets related to the PSU grants declined from 154% in the financial year ended March 31, 2022 to 34% in the financial year ended March 31, 2024. The targeted ROCE[*] for the financial year ended March 31, 2024 continues to reflect the same challenging threshold in meeting the Company's operational and financial budgets in the context of the industry at the time of grant.

The Board believes that the performance criteria for such PSU grants provide the most suitable link to long-term Shareholder value creation. Specifically, the performance criteria encourage executives to focus on the key performance drivers which underpin the Company's strategy to deliver long-term growth in Shareholder value. Generally, the potential "maximum" earning opportunity is not expected to be achieved each year, but is designed to only be achieved in respect of exceptional performance or circumstances. The value of the LTI grants is reported in a table below under the heading "*Summary Compensation Table*", irrespective of whether the performance criteria for vesting had been achieved during such period. The portion of any such LTI awards that vested during any year is shown in the table presented below entitled "*Incentive Plan Awards - Value Vested or Earned During the Year*".

*Corporate Performance Measures, Results and Related Payout during the Financial Year Ended March 31, 2024*

During the financial year ended March 31, 2024, the PSUs granted during the financial year ended March 31, 2021, which vested over a three-year period subject to the achievement of performance-based vesting conditions, vested and were paid out at the maximum performance level as a result of the TSR and ROCE performance criteria having exceeded the maximum payout targets for the performance period.

[*] Non-IFRS financial measure or ratio with no standard meaning under the financial reporting framework used to prepare the financial statements. Refer to section "*Non-IFRS Financial Measures and Ratios*" above.



For personal use only

| Financial Measure | Weighting | Actual Result | Payout |
|---|---|---|---|
| TSR | 40% | 84.5th percentile of peer group[(1)] | Paid out at maximum performance-level given maximum payout targets exceeded |
| ROCE* | 60% | 0.72 | |
| **Total** | **100 %** | — | |

Note:

(1) Based on the TSR over the three-year period ended on March 31, 2023, compared to the Company's applicable PSU peer group average.

Update on Phase II PSU Grant

During the financial year ended March 31, 2024, nameplate capacity for Phase II, which was the last milestone under the PSUs granted during the financial year ended March 31, 2022, for which vesting was aligned with the achievement of key milestones related to the successful completion of the Phase II expansion project (the "**Phase II PSUs**"), was achieved. In addition, vesting for the prior milestones under the Phase II PSUs occurred during the financial year ended March 31, 2024, following the achievement of such milestones in the prior year. Vesting for the portions of such PSUs with respect to the nameplate capacity milestone occurred on April 3, 2024, being 12 months following the achievement of such milestone. The table below indicates payout factor for each milestone that was achieved during the financial years ended March 31, 2023 and 2024.

| NEO | Weighting | Target (100% Performance Level) | Actual Result | Payout Factor[(1)] | Weighted Payout Factor[(1)] |
|---|---|---|---|---|---|
| Construction Milestone[(2)(3)] | 28% | May 1, 2022 | April 26, 2022 | 94% | 26.3% |
| Incident Frequency during Construction (per 200,000 hours) | 12% | 5 incidents | 0.5 incident | 160% | 19.2% |
| Commercial Production Milestone[(2)] | 40% | August 1, 2022 | October 4, 2022 | 65% | 26.0% |
| Nameplate Capacity Milestone[(4)] | 20% | January 31, 2023 | April 3, 2023 | 65% | 13.0% |
| **Total** | 100% | | — | — | 84.6% |

Notes:

(1) As a percentage of base value of equity award, as disclosed in the Company's remuneration report for the financial year ended March 31, 2022.

(2) With respect to the portion of the PSUs the vesting of which was aligned with the Construction and Commercial Production, PSUs would have vested at target if the applicable milestone was completed on or before the applicable target date (which, in the case of the Commercial Production Milestone, was the first day of the 60-day period during which commercial production was achieved), with the possibility of a stretch payout if the milestone was completed on or before the date that was three months before the applicable target date. In each case, only 50% of the PSUs would have vested if the milestone was completed on the date that was three months after the target date, and no vesting would have occurred if the applicable milestone was not completed by the date that was three months after the applicable target date.

(3) Vesting was also subject to completing construction within a certain specific range of the pre-determined budget. If construction would have been completed or for a cost above budget by not more than 15%, 80% of the PSUs would have vested upon completion of construction, and if construction would have been completed for a cost above budget by more than 15%, none of such PSUs would have vested.

(4) With respect to the portion of the PSUs the vesting of which was aligned with the achievement of nameplate capacity, PSUs would have vested at target if nameplate capacity was completed on or before the applicable target date (the "**Nameplate Capacity Target Date**"), with the possibility of a stretch payout if nameplate capacity was completed on or before the date that was three months before the Nameplate Capacity Target Date. In each case, only 50% of the PSUs would have vested if Nameplate Capacity was completed on the date that was three months after the Nameplate Capacity Target Date, and no vesting would have occurred if nameplate capacity was not completed by the date that was three months after the Nameplate Capacity Target Date.

***iv) Retirement Plan Contributions and Personal Benefits***

Champion has adopted a registered pension plan and a non-registered savings plan for its NEOs. The executive plan design is based on employer contributions solely and calculated on base salary and STI. Personal group health and life insurance benefits provided to the NEOs are available to all permanent full-time employees of the Company. At the discretion of the Board and based on market-prevalent practices, other perquisites may be provided to NEOs in relation to the specific office held by each NEO.

* Non-IFRS financial measure or ratio with no standard meaning under the financial reporting framework used to prepare the financial statements. Refer to section "*Non-IFRS Financial Measures and Ratios*" above.



For personal use only

| | |
|---|---|
| Eligibility | Upon start of employment for executives |
| Participation | Compulsory |
| Employer Contributions | Effective April 1, 2022, 10.5% of base salary and STI |
| Employer Maximum Contributions | Employer contribution up to a maximum of $31,500 for the calendar year 2024 within the registered pension plan, excess is vested in non-registered savings plan. |
| Vesting | Immediate |
| Transfers from Other Plans | Permitted in non-registered savings plan |

The following table sets out, for each NEO, the accumulated value at the start of the financial year, the compensatory value and the accumulated value at the end of the financial year ended March 31, 2024.

| Name | Accumulated Value at Start of Year ($) | Employer's Contribution ($) | Accumulated Value at Year-End ($) |
|---|---|---|---|
| David Cataford | 808,769 | 259,228 | 1,067,997 |
| Donald Tremblay | 67,978 | 110,235 | 178,213 |
| Alexandre Belleau | 391,923 | 132,932 | 524,855 |
| Steve Boucratie | 287,807 | 103,855 | 391,662 |
| Michael Marcotte | 221,873 | 100,399 | 322,272 |

Directors who are not NEOs are not eligible for, and have not received, any of the retirement plan contributions and personal benefits set out above during the financial year ended March 31, 2024 (except in the case of Mr. O'Keefe, who received non-monetary compensation during the financial year ended March 31, 2024, in the amount of $21,607 paid to a superannuation on behalf of the KMP).

**2024 REMUNERATION AWARDS FOR THE NAMED EXECUTIVE OFFICERS**

Annual base salary, bonus, PSU grants and RSU grants in the financial year ended March 31, 2024, to the NEOs were as follows.

| Name | Annual Base Salary ($) | Bonus ($) | Total PSU Grant ($) | Total RSU Grant ($) |
|---|---|---|---|---|
| David Cataford<br>CEO | 1,120,000 | 1,290,800 | 1,780,800 | 1,187,200 |
| Donald Tremblay<br>CFO | 550,000 | 456,390 | 478,500 | 319,000 |
| Alexandre Belleau<br>COO | 660,000 | 547,668 | 712,800 | 475,200 |
| Steve Boucratie<br>Senior Vice-President, General Counsel and Corporate Secretary | 545,000 | 401,992 | 506,850 | 337,900 |
| Michael Marcotte<br>Senior Vice-President, Corporate Development and Capital Markets | 525,000 | 387,240 | 456,750 | 304,500 |

Further information pertaining to the NEO's remuneration for the past three financial years is found in the section "*Summary Compensation Table*" below.

**SUMMARY COMPENSATION TABLE**

The following table discloses a summary of remuneration earned by each of Champion's NEOs for each of the three most recently completed financial years ended March 31, 2024, 2023 and 2022. As described in the footnotes to the summary remuneration table, amounts presented under the columns entitled "Share-based Awards" and "Option-based Awards" reflect the full fair values of the awards as measured at their respective grant dates. Accordingly, the amounts presented thereunder are not reflective of the related accounting expense for the current financial year. Refer to "*Details of Total Statutory Remuneration for KMP (NEOs and Directors)*" on page 44 of this Circular for the statutory

For personal use only

remuneration table for this financial year as calculated with reference to the Corporations Act, Australian Accounting Standards and International Financial Reporting Standards.

The value of an incentive award is included below in the year during which the grant of the award was made. Further information pertaining to the NEOs' LTI remuneration for the 2024 financial year is presented in the section, "*2024 Remuneration Awards for the Named Executive Officers*" below.

| Name and Principal Position | Year | Salary ($) | Share-Based Awards[(1)] ($) | Option-Based Awards ($) | Non-Equity Incentive Plan Compensation | | Pension Value ($) | All Other Compensation ($) | Total ($) | At Risk (%) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | Annual Incentive Plans ($) | Long-Term Incentive Plans ($) | | | | |
| David Cataford<br>CEO | 2024 | 1,120,000 | 2,968,000 | — | 1,290,800 | — | 259,228 | 67,273 | 5,705,301 | 75% |
| | 2023 | 936,000 | 2,025,000 | — | 1,335,000[(2)] | — | 241,427 | 43,953 | 4,581,380 | 57% |
| | 2022 | 900,000 | 4,500,000 | — | 1,381,219 | — | 96,228 | 42,400 | 6,919,847 | 85% |
| Donald Tremblay[(3)]<br>CFO | 2024 | 550,000 | 797,500 | — | 456,390 | — | 110,235 | 50,351 | 1,964,476 | 64% |
| | 2023 | 288,750 | 576,250 | — | 236,250 | — | 56,280 | 15,744 | 1,173,274 | 69% |
| | 2022 | — | — | — | — | — | — | — | — | —% |
| Alexandre Belleau<br>COO | 2024 | 660,000 | 1,188,000 | — | 547,668 | — | 132,932 | 61,694 | 2,590,294 | 67% |
| | 2023 | 540,000 | 650,000 | — | 243,000 | — | 84,233 | 19,992 | 1,537,225 | 58% |
| | 2022 | 500,000 | 1,516,000 | — | 552,488 | — | 53,344 | 17,585 | 2,639,417 | 78% |
| Steve Boucratie[(4)]<br>Senior Vice-President, General Counsel and Corporate Secretary | 2024 | 545,000 | 844,750 | — | 401,992 | — | 103,855 | 51,579 | 1,947,176 | 64% |
| | 2023 | 500,000 | 576,000 | — | 200,000 | — | 76,338 | 30,321 | 1,382,659 | 56% |
| | 2022 | 480,000 | 1,480,000 | — | 471,456 | — | 51,238 | 21,999 | 2,504,693 | 78% |
| Michael Marcotte[(5)]<br>Senior Vice-President, Corporate Development and Capital Markets | 2024 | 525,000 | 761,250 | — | 387,240 | — | 100,399 | 51,219 | 1,825,108 | 63% |
| | 2023 | 400,000 | 456,000 | — | 140,000 | — | 53,134 | 29,889 | 1,079,023 | 55% |
| | 2022 | 380,000 | 746,500 | — | 326,582 | — | 34,990 | 21,630 | 1,509,702 | 71% |

Notes:

(1) Share-based awards consist of RSUs and/or PSUs which are subject to vesting criteria. The Share-based awards value is based on the fair market value of the Share price at the time of the grant. Until and up to the financial year ended March 31, 2023, prior to completing a grant of PSUs or RSUs under the Omnibus Plan, the Board considered the annual performance for the most-recently completed financial year and took such performance into account in determining the size of such grants, which grants were made as a percentage of an NEO base salary for the most-recently completed financial year. Accordingly, grants would typically be made after the publication of the annual results for such financial year based on the VWAP per Share on the TSX during the period of five trading days immediately prior to grant. Starting with the financial year ending March 31, 2024, in order to better align with generally accepted market practice followed by the Company's peers, the Board determined that RSU and PSU grants made during any financial year will relate to an NEO's compensation for that particular year and will be made as a percentage of the NEO's base salary for such year. For the awards granted in the financial year ended March 31, 2024, the fair market value of the stock at the time of grant was at $5.06. For the awards granted in the financial year ended March 31, 2023, the fair market value of the stock at the time of grant was at $6.89 and the amounts included in this column represent the value of the RSUs and PSUs granted in the year taking into consideration the financial year ended March 31, 2022. For the awards granted in the financial year ended March 31, 2022, the fair market value of the stock at the time of grant was at $6.16, and the amounts included in this column represent (i) the value of the RSUs and PSUs granted in the year taking into consideration the financial year ended March 31, 2021, and which vest over a three-year period following the date of grant, and (ii) the value of the PSUs granted in the year for which the vesting was aligned with the achievement of key milestones to successful completion of the Phase II project.

(2) Represents amounts paid to Mr. Cataford under the Company's STIP for the financial year ended March 31, 2023, and the one-time bonus of $750,000 paid to Mr. Cataford in recognition for his outstanding performance during the year and the work achieved on several key projects.

(3) Mr. Tremblay was appointed as CFO of the Company on July 4, 2022, effective September 12, 2022. Mr. Tremblay did not earn any remuneration from the Company prior to September 12, 2022. Upon joining the Company, Mr. Tremblay was granted 125,000 RSUs with a value of $576,250.

(4) Mr. Boucratie was promoted to Senior Vice-President, General Counsel and Corporate Secretary of the Company on September 9, 2021. Prior to that, Mr. Boucratie was Vice-President, General Counsel and Corporate Secretary of the Company and earned remuneration from the Company in such role.

(5) Mr. Marcotte was promoted to Senior Vice-President, Corporate Development and Capital Markets of the Company on September 9, 2021. Prior to that, Mr. Marcotte was Vice-President, Investor Relations of the Company and earned remuneration from the Company in such role.

For personal use only

**OMNIBUS PLAN AWARDS**

***Outstanding Share-Based Awards and Option-Based Awards***

The following table sets out the outstanding option-based and share-based awards for NEOs as at March 31, 2024, the end of the Company's most recently completed financial year.

| Name | Option-Based Awards | | | | Share-Based Awards[2] | | |
|---|---|---|---|---|---|---|---|
| | Number of Securities Underlying Unexercised Options | Option Exercise Price ($) | Option Expiration Date (M/D/Y) | Value of Unexercised In-the-Money Options ($)[1] | Number of Ordinary Shares or Units of Ordinary Shares that Have not Vested | Market or Payout Value of Share-Based Awards that Have not Vested ($) | Market or Payout Value of Vested Share-Based Awards not Paid Out or Distributed ($) |
| David Cataford<br>CEO | 37,500 | 5.00 | February 5, 2025 | 53,250 | 1,131,824 | 7,266,309 | 723,562 |
| Donald Tremblay<br>CFO | — | — | — | — | 247,976 | 1,592,006 | 282,564 |
| Alexandre Belleau<br>COO | 37,500 | 5.00 | February 5, 2025 | 53,250 | 415,826 | 2,669,602 | 242,703 |
| Steve Boucratie<br>Senior Vice-President, General Counsel and Corporate Secretary | 37,500 | 5.00 | February 5, 2025 | 53,250 | 332,340 | 2,133,622 | 221,960 |
| Michael Marcotte<br>Senior Vice-President, Corporate Development and Capital Markets | 37,500 | 5.00 | February 5, 2025 | 53,250 | 257,621 | 1,653,925 | 135,319 |

Notes:

(1) The value of unexercised in-the-money options noted above is based on the difference between the closing market price of the Company's Ordinary Shares on the TSX of $6.42 on March 28, 2024 (the last trading day of the financial year), and the exercise price of the option.

(2) Share-based awards consist of RSUs and PSUs and are settled in Ordinary Shares or cash in accordance with the Company's Omnibus Plan, and include RSUs and PSUs issued as dividend equivalents. RSUs vest over a specific period of time while PSUs vest over a predetermined period of time upon meeting predetermined performance criteria. For more information regarding RSU and PSU vesting, please see the Omnibus Plan Awards. The market or payout value is based on the TSX market closing price of the Ordinary Shares on March 28, 2024 (the last trading day of the financial year), being $6.42.

***Omnibus Plan Awards - Value Vested or Earned During the Financial Year Ended March 31, 2024***

The following table discloses incentive plan awards, including annual incentive bonuses and contracted milestone bonuses, vested or awarded during the financial year ended March 31, 2024 (all dollar amounts in Canadian dollars):

| Name | Value Vested During the Year ($)[1] | | Value Earned During the Year ($) |
|---|---|---|---|
| | Option-Based Awards | Share-Based Awards | Non-Equity Incentive Plan Compensation |
| David Cataford | — | 4,162,280 | 1,290,800 |
| Donald Tremblay | — | 236,495 | 456,390 |
| Alexandre Belleau | — | 1,271,394 | 547,668 |
| Steve Boucratie | — | 1,243,228 | 401,992 |
| Michael Marcotte | — | 733,052 | 387,240 |

Note:

(1) Option-based awards value vested during the year is the difference between the market price of the underlying securities at vesting date and the exercise price of the options under the option-based award. Share-based award value vested during the year is calculated using the Company's share price on the vesting date. Share-based awards consisted of RSUs and PSUs, and include RSUs and PSUs issued as dividend equivalents.

For personal use only

**SENIOR EXECUTIVES SECURITIES OWNERSHIP POLICY**

In January 2024, Champion implemented the Securities Ownership Policy for Directors and Senior Executives (the "**Securities Ownership Policy**"), which replaced the previous share and share-based ownership policy of the Company that only applied to non-executive directors. The Securities Ownership Policy sets out share and share-based ownership requirements for the senior executives of Champion and its subsidiaries ("**Senior Executives**") and non-executive directors of Champion, and is designed to align the interests of those subject to the policy with the long-term interests of Shareholders.

Pursuant to the Securities Ownership Policy, the executive Chairman and the CEO of Champion are each required to hold an aggregate number of Ordinary Shares, vested and unvested RSUs, and a portion (65%) of vested and unvested PSUs (for purposes of this section, collectively, "**Senior Executive Champion Equity**") having an aggregate value of at least three times their annual base salary, and the CFO, the COO and the senior vice presidents of Champion are each required to hold Senior Executive Champion Equity having an aggregate value of at least two times their annual base salary. The required level of ownership of Senior Executive Champion Equity held by Senior Executives is referred to as the "**Relevant Threshold**". Ownership requirements must be achieved by January 30, 2029, or within five years of the date of appointment as a Senior Executive, whichever occurs later. If a Senior Executive's base salary increases, such Senior Executive shall meet the Relevant Threshold taking into account such increased salary within five years of the increase occurring.

Once the value of the Senior Executive Champion Equity held by a Senior Executive exceeds the Relevant Threshold, calculated as the greater of the aggregate acquisition value of the Senior Executive Champion Equity held by the Senior Executive and the fair market value of the Senior Executive Champion Equity held by the Senior Executive at the relevant time (in each case with only 65% of PSUs held being taken into account), such individual is deemed to meet the applicable ownership guideline. A Senior Executive who has achieved the necessary ownership level will be deemed to meet the applicable ownership guideline on an ongoing basis as long as such Senior Executive does not dispose of Ordinary Shares which would cause such individual to no longer meet the Relevant Threshold immediately following such disposition based on the value of the Senior Executive Champion Equity then held or deemed to be held by such individual. In developing the Securities Ownership Policy, the Board, with the advice of Meridian, determined that, given the heavier weighting of PSUs in the Champion's LTI program compared to market standards, only a portion of the PSUs held by Senior Executives would be taken into account for purposes of the Securities Ownership Policy, provided that PSUs would only be accounted for assuming vesting at the threshold level (i.e., 65% of the PSUs).

Where the value of the Senior Executive Champion Equity held by a Senior Executive is below the Relevant Threshold, the Senior Executive is required to use 50% of the after-tax proceeds from any cash settlement of his or her RSUs or PSUs to purchase Ordinary Shares on-market.

As of the date of the Remuneration Report, all NEOs have met the minimum securities ownership requirements. Without considering the PSUs that are taken into account for purposes of the Securities Ownership Policy (being 65% of the PSUs held at the relevant time, as explained above), all NEOs would still meet the minimum securities ownership requirements. The table below sets out, for each NEO, his security ownership requirements, whether he satisfied such requirements and his ownership of Senior Executive Champion Equity for purposes of the Securities Ownership Policy, in each case as of the end of the financial year ended March 31, 2024:

| Name | Total Number of Securities Owned | Total Value of Senior Executive Champion Equity[(1)] | Relevant Threshold | Latest Date to Comply | Satisfies Requirements | Ownership as Multiple of Annual Base Salary | Total Value of Ordinary Shares and RSUs[(1)] |
|---|---|---|---|---|---|---|---|
| David Cataford | 2,459,284 Ordinary Shares<br>470,149 RSUs<br>503,347 PSUs[(2)] | $22,038,448 | 3x Base Salary | January 30, 2029 | Yes | 19.7x Base Salary | $18,806,960<br>16.8x Base Salary |
| Donald Tremblay | 38,000 Ordinary Shares<br>196,019 RSUs<br>62,381 PSUs[(2)] | $1,902,885 | 2x Base Salary | January 30, 2029 | Yes | 3.5x Base Salary | $1,502,402<br>2.7x Base Salary |
| Alexandre Belleau | 304,022 Ordinary Shares<br>172,231 RSUs<br>182,909 PSUs[(2)] | $4,231,818 | 2x Base Salary | January 30, 2029 | Yes | 6.4x Base Salary | $3,057,544<br>4.6x Base Salary |
| Steve Boucratie | 151,822 Ordinary Shares<br>137,545 RSUs<br>149,089 PSUs[(2)] | $2,814,885 | 2x Base Salary | January 30, 2029 | Yes | 5.2x Base Salary | $1,857,736<br>3.4x Base Salary |
| Michael Marcotte | 245,930 Ordinary Shares<br>106,870 RSUs<br>111,689 PSUs[(2)] | $2,982,018 | 2x Base Salary | January 30, 2029 | Yes | 5.7x Base Salary | $2,264,976<br>4.3x Base Salary |
| Michael O'Keeffe[(3)] | 41,523,830 Ordinary Shares | $266,582,989 | 3x Base Salary | January 30, 2029 | Yes | 484.7x Base Salary | $266,582,989<br>484.7x Base Salary |

Notes:

(1) Calculated as the greater of (i) the aggregate acquisition value of the Senior Executive Champion Equity held by the Senior Executive, being the acquisition cost of all Ordinary Shares held by the Senior Executive and the sum of the "market price" at the time of grant of each PSUs and RSUs held by the Senior Executive, and (ii) the aggregate market



For personal use only

value of the Senior Executive Champion Equity held by the Senior Executive, calculated based on the closing market price of the Ordinary Shares on the TSX of $6.42 on March 28, 2024, the last trading day of the financial year ended March 31, 2024.

(2) Represents the PSUs that are taken into account for purposes of the Securities Ownership Policy (being 65% of the PSUs held at the relevant time).

(3) Although Mr. O'Keeffe is not a NEO, he is required to comply with the Securities Ownership Policy in his capacity as a Senior Executive.

## AGREEMENTS WITH NAMED EXECUTIVE OFFICERS (NEOs)

The Company has written employment agreements with its NEOs. These contracts, which are governed by the laws of the Province of Québec, provide for the payment and provision of other benefits triggered by a termination without cause. Employment laws applicable in the Province of Québec require the Company to provide employees, in the case of termination other than for cause, reasonable notice or pay in lieu thereof, and such reasonable notice period which, in the case of the NEOs, would reasonably be expected to exceed 12 months in each case. The cash amount in lieu of reasonable notice provided for in the employment agreements entered into between the Company and each of the NEOs are generally aligned with the severance benefits that an executive working in similar circumstances would have been entitled to pursuant to applicable Province of Québec case law had such executive been terminated without cause without the benefit of a written employment agreement. The Board believes that providing such severance entitlements upon termination without cause is advisable in order to provide NEOs with severance entitlements that are reflective of generally accepted market practices of the Company's peers and that would not reasonably be expected to be below the minimum applicable notice period required under employment laws applicable in the Province of Québec in light of the applicable case law. In addition, the employment agreement of each NEO provides for the acceleration of vesting (as if vesting occurred at 100%) of incentive awards in the event a change of control occurs during the term of their employment, as described below.

### David Cataford – CEO

Mr. Cataford was appointed CEO of the Company on April 1, 2019. Mr. Cataford had been Champion's CEO since March 20, 2017. Mr. Cataford and Champion entered into an employment agreement under which Mr. Cataford is entitled to participate in all elements of the executive remuneration program as well as any group insurance or health benefit plans the Company establishes.

Mr. Cataford's employment agreement includes termination remuneration and benefit scenarios. Under the terms of Mr. Cataford's employment agreement, no remuneration other than remuneration earned prior to the date of termination is payable by the Company in the event the employment agreement is terminated for just cause, voluntarily terminated or terminated due to death.

The Company may terminate the employment agreement at any time without cause by providing 60 days' notice, pay in lieu of notice or a combination of notice or pay in lieu thereof which covers the 60 days' notice period. In such scenario, the Company would pay to Mr. Cataford a lump sum severance payment equal to (i) an indemnity in lieu of reasonable notice equal to 24 months of Mr. Cataford's then current annual base salary, (ii) an indemnity for loss of STIP bonus calculated by taking an average of the annual STIP bonuses paid to Mr. Cataford in the three years immediately preceding the date of termination, dividing by 12 and multiplying by 24, (iii) an indemnity for loss of pension plan contributions of Mr. Cataford's then current annual base salary divided by 12 and multiplied by 24, and (iv) an indemnity for the loss of the annual car allowance and financial advice allowance on a 24-month period. In addition, the Company will be required to maintain Mr. Cataford's participation in the same group insurance and/or health benefit plans as those he was entitled or participating immediately prior to termination (except for disability insurance) for a period of 24 months, and all unvested stock options, RSUs or PSUs held by Mr. Cataford that would have otherwise vested during the 24 months following termination had Mr. Cataford remained employed will immediately vest (as if vesting occurred at 100%), become exercisable and payable. Stock options, RSUs and PSUs held by Mr. Cataford that did not otherwise become vested, exercisable and payable in accordance with such provisions will vest and become exercisable and payable up to an amount equivalent to Mr. Cataford's 12-month base salary as calculated in accordance with the Corporations Act. If Mr. Cataford resigns due to an event that constitutes constructive dismissal under common law and constructive dismissal did in fact exist at the time of Mr. Cataford's resignation, the Company will be required to pay severance equal to that which would have been payable had Mr. Cataford been terminated without cause.

### Donald Tremblay – CFO

Mr. Tremblay was appointed as CFO of the Company on July 4, 2022, effective September 12, 2022. In 2022, Mr. Tremblay and Champion entered into an employment agreement under which Mr. Tremblay is entitled to participate in all elements of the executive remuneration program as well as any group insurance or health benefit plans the Company establishes.

Mr. Tremblay's employment agreement includes termination remuneration and benefit scenarios. Under the terms of the employment agreement, no remuneration other than remuneration earned prior to the date of termination is payable by the Company in the event the employment agreement is terminated for just cause, voluntarily terminated or terminated due to death.

The Company may terminate the employment agreement at any time without cause by providing 60 days' notice, pay in lieu of notice or a combination of notice or pay in lieu thereof which covers the 60 days' notice period. In such scenario, the Company would pay to Mr. Tremblay a lump sum severance payment equal to (i) an indemnity in lieu of reasonable notice equal to 18 months of Mr. Tremblay's then current annual base salary, (ii) an indemnity for loss of STIP bonus calculated by taking an average of the annual STIP bonuses paid to Mr. Tremblay in the three years immediately preceding the date of termination, dividing by 12 and multiplying by 18 (if at the date of termination, Mr. Tremblay had not completed three years of employment with the Company, the indemnity for loss of STIP bonus shall be based on the STIP bonus paid to Mr. Tremblay in the year prior to the date of termination, divided by 12 and multiplied by 18), (iii) an indemnity for loss of pension plan

For personal use only

contributions of Mr. Tremblay's then current annual base salary divided by 12 and multiplied by 18, and (iv) an indemnity for the loss of the annual car allowance and financial advice allowance on an 18-month period. In addition, the Company will be required to maintain Mr. Tremblay's participation in the same group insurance and/or health benefit plans as those he was entitled or participating immediately prior to termination (except for disability insurance) for a period of 18 months, and all unvested stock options, RSUs or PSUs held by Mr. Tremblay that would have otherwise vested during the 18 months following termination had Mr. Tremblay remained employed will immediately vest (as if vesting occurred at 100%), become exercisable and payable. Stock options, RSUs and PSUs held by Mr. Tremblay that did not otherwise become vested, exercisable and payable in accordance with such provisions will vest and become exercisable and payable up to an amount equivalent to Mr. Tremblay's 12-month base salary as calculated in accordance with the Corporations Act. If Mr. Tremblay resigns due to an event that constitutes constructive dismissal under common law and constructive dismissal did in fact exist at the time of Mr. Tremblay's resignation, the Company will be required to pay severance equal to that which would have been payable had Mr. Tremblay been terminated without cause.

**Alexandre Belleau – COO**

Mr. Belleau was appointed COO of the Company on July 22, 2020. Mr. Belleau and Champion entered into an employment agreement under which Mr. Belleau is entitled to participate in all elements of the executive remuneration program as well as any group insurance or health benefit plans the Company establishes.

Mr. Belleau's employment agreement includes termination remuneration and benefit scenarios. Under the terms of the employment agreement, no remuneration other than remuneration earned prior to the date of termination is payable by the Company in the event the employment agreement is terminated for just cause, voluntarily terminated or terminated due to death.

The Company may terminate the employment agreement at any time without cause by providing 60 days' notice, pay in lieu of notice or a combination of notice or pay in lieu thereof which covers the 60 days' notice period. In such scenario, the Company would pay to Mr. Belleau a lump sum severance payment equal to (i) an indemnity in lieu of reasonable notice equal to 18 months of Mr. Belleau's then current annual base salary, (ii) an indemnity for loss of STIP bonus calculated by taking an average of the annual STIP bonuses paid to Mr. Belleau in the three years immediately preceding the date of termination, dividing by 12 and multiplying by 18, (iii) an indemnity for loss of pension plan contributions of Mr. Belleau's then current annual base salary divided by 12 and multiplied by 18, and (iv) an indemnity for the loss of the annual car allowance and financial advice allowance on an 18-month period. In addition, the Company will be required to maintain Mr. Belleau's participation in the same group insurance and/or health benefit plans as those he was entitled or participating immediately prior to termination (except for disability insurance) for a period of 18 months, and all unvested stock options, RSUs or PSUs held by Mr. Belleau that would have otherwise vested during the 18 months following termination had Mr. Belleau remained employed will immediately vest (as if vesting occurred at 100%), become exercisable and payable. Stock options, RSUs and PSUs held by Mr. Belleau that did not otherwise become vested, exercisable and payable in accordance with such provisions will vest and become exercisable and payable up to an amount equivalent to Mr. Belleau's 12-month base salary as calculated in accordance with the Corporations Act. If Mr. Belleau resigns due to an event that constitutes constructive dismissal under common law and constructive dismissal did in fact exist at the time of Mr. Belleau's resignation, the Company will be required to pay severance equal to that which would have been payable had Mr. Belleau been terminated without cause.

**Steve Boucratie – Senior Vice-President, General Counsel and Corporate Secretary**

Mr. Boucratie was appointed Vice-President, General Counsel and Corporate Secretary of the Company on May 20, 2019. On September 9, 2021, Mr. Boucratie was promoted to Senior Vice-President, General Counsel and Corporate Secretary. Mr. Boucratie and Champion entered into an employment agreement under which Mr. Boucratie is entitled to participate in all elements of the executive remuneration program as well as any group insurance or health benefit plans the Company establishes.

Mr. Boucratie's employment agreement includes termination remuneration and benefit scenarios. Under the terms of the employment agreement, no remuneration other than remuneration earned prior to the date of termination is payable by the Company in the event the employment agreement is terminated for just cause, voluntarily terminated or terminated due to death. The Company may terminate the employment agreement at any time without cause by providing 60 days' notice, pay in lieu of notice or a combination of notice or pay in lieu thereof which covers the 60 days' notice period. In such scenario, the Company would pay to Mr. Boucratie a lump sum severance payment equal to (i) an indemnity in lieu of reasonable notice equal to 18 months of Mr. Boucratie's then current annual base salary, (ii) an indemnity for loss of STIP bonus calculated by taking an average of the annual STIP bonuses paid to Mr. Boucratie in the three years immediately preceding the date of termination, dividing by 12 and multiplying by 18, (iii) an indemnity for loss of pension plan contributions of Mr. Boucratie's then current annual base salary divided by 12 and multiplied by 18, and (iv) an indemnity for the loss of the annual car allowance and financial advice allowance on an 18-month period. In addition, the Company will be required to maintain Mr. Boucratie's participation in the same group insurance and/or health benefit plans as those he was entitled or participating immediately prior to termination (except for disability insurance) for a period of 18 months, and all unvested stock options, RSUs or PSUs held by Mr. Boucratie that would have otherwise vested during the 18 months following termination had Mr. Boucratie remained employed will immediately vest (as if vesting occurred at 100%), become exercisable and payable. Stock options, RSUs and PSUs held by Mr. Boucratie that did not otherwise become vested, exercisable and payable in accordance with such provisions will vest and become exercisable and payable up to an amount equivalent to Mr. Boucratie's 12-month base salary as calculated in accordance with the Corporations Act. If Mr. Boucratie resigns due to an event that constitutes constructive dismissal under common law and constructive dismissal did in fact exist at the time of Mr. Boucratie's resignation, the Company will be required to pay severance equal to that which would have been payable had Mr. Boucratie been terminated without cause.

For personal use only

**Michael Marcotte – Senior Vice-President, Corporate Development and Capital Markets**

Mr. Marcotte was appointed Vice-President, Investor Relations of the Company on January 10, 2019. On September 9, 2021, Mr. Marcotte was promoted to Senior Vice-President, Corporate Development and Capital Markets. Mr. Marcotte and Champion entered into an employment agreement under which Mr. Marcotte is entitled to participate in all elements of the executive remuneration program as well as any group insurance or health benefit plans the Company establishes.

Mr. Marcotte's employment agreement includes termination remuneration and benefit scenarios. Under the terms of the employment agreement, no remuneration other than remuneration earned prior to the date of termination is payable by the Company in the event the employment agreement is terminated for just cause, voluntarily terminated or terminated due to death.

The Company may terminate the employment agreement at any time without cause by providing 60 days' notice, pay in lieu of notice or a combination of notice or pay in lieu thereof which covers the 60 days' notice period. In such scenario, the Company would pay to Mr. Marcotte a lump sum severance payment equal to (i) an indemnity in lieu of reasonable notice equal to 18 months of Mr. Marcotte's then current annual base salary, (ii) an indemnity for loss of STIP bonus calculated by taking an average of the annual STIP bonuses paid to Mr. Marcotte in the three years immediately preceding the date of termination, dividing by 12 and multiplying by 18, (iii) an indemnity for loss of pension plan contributions of Mr. Marcotte's then current annual base salary divided by 12 and multiplied by 18, and (iv) an indemnity for the loss of the annual car allowance and financial advice allowance on an 18-month period. In addition, the Company will be required to maintain Mr. Marcotte's participation in the same group insurance and/or health benefit plans as those he was entitled or participating immediately prior to termination (except for disability insurance) for a period of 18 months, and all unvested stock options, RSUs or PSUs held by Mr. Marcotte that would have otherwise vested during the 18 months following termination had Mr. Marcotte remained employed will immediately vest (as if vesting occurred at 100%), become exercisable and payable. Stock options, RSUs and PSUs held by Mr. Marcotte that did not otherwise become vested, exercisable and payable in accordance with such provisions will vest and become exercisable and payable up to an amount equivalent to Mr. Marcotte's 12-month base salary as calculated in accordance with the Corporations Act. If Mr. Marcotte resigns due to an event that constitutes constructive dismissal under common law and constructive dismissal did in fact exist at the time of Mr. Marcotte's resignation, the Company will be required to pay severance equal to that which would have been payable had Mr. Marcotte been terminated without cause.

**Executive Employment Agreements – Change of Control**

The employment agreements entered into between the Company and each of the NEOs further provides that in the event a change of control (as such term is defined in the agreement) occurs during their respective term of employment (that does not involve a transfer of the whole or any part of the undertaking or property of the Company), all of their respective unvested stock options, RSUs and PSUs will immediately vest (as if vesting occurred at 100%) and become exercisable.

## TERMINATION AND CHANGE OF CONTROL BENEFITS

NEOs gain strategic business knowledge during their employment. Champion ensures that this information is not used to the detriment of the Company by any executive following termination. To protect the Company's interests, the employment agreements entered into between Champion and its NEOs include customary non-competition and non-solicitation covenants applicable during the term of the agreements and for a period of twelve months following the end of employment, together with customary confidentiality clauses.

The following table sets forth the estimated incremental value that would become payable to each NEO in the event of employment termination by the Company without cause (including following a change of control) or in the event of a change of control of the Company, in each case as if the triggering event (change of control or termination without cause) had occurred on March 31, 2024.

| | Termination Without Cause[(1)] ($) | Termination Without Cause Following Change of Control[(2)] ($) | Change of Control[(3)] ($) |
|---|---|---|---|
| David Cataford<br>CEO | 10,383,623 | 12,200,854 | 7,266,309 |
| Donald Tremblay<br>CFO | 2,907,111 | 3,122,658 | 1,592,006 |
| Alexandre Belleau<br>COO | 3,995,531 | 4,550,648 | 2,669,602 |
| Steve Boucratie<br>Senior Vice-President, General Counsel and Corporate Secretary | 3,385,714 | 3,675,045 | 2,133,622 |

For personal use only

| | Termination Without Cause[1] ($) | Termination Without Cause Following Change of Control[2] ($) | Change of Control[3] ($) |
|---|---|---|---|
| Michael Marcotte<br>Senior Vice-President, Corporate Development and Capital Markets | 2,757,042 | 3,040,861 | 1,653,925 |

Notes:

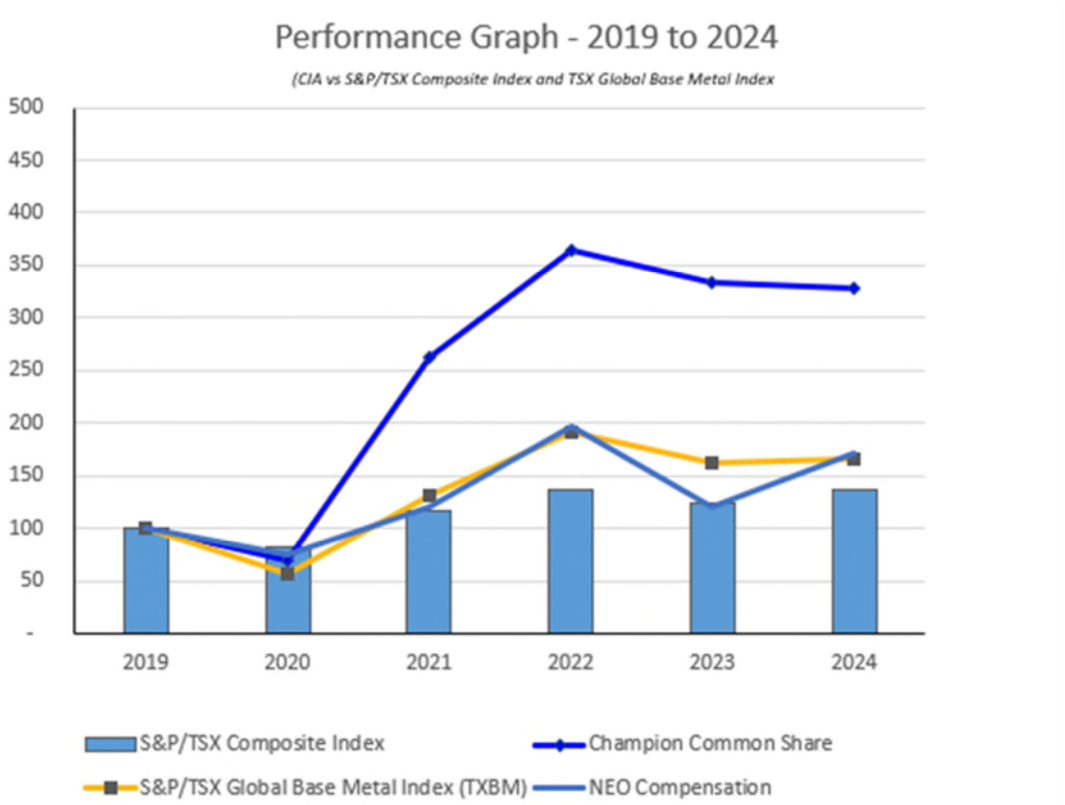
(1) Amounts represent the value of the severance entitlements described under "*Agreements with Named Executive Officers (NEOs)*" above, and include the incremental value of the unvested stock options, RSUs or PSUs held by the NEO that would have otherwise vested during the severance period had the NEO remained employed that will immediately vest (as if vesting occurred at 100%) and become exercisable upon termination without cause (based on the TSX market closing price of the Ordinary Shares on March 28, 2024 (the last trading day of the financial year) of $6.42). Amounts do not include the value of vested in-the-money options and vested and undelivered RSUs.

(2) Amounts represent the aggregate of (i) the incremental value of unvested stock options, RSUs and PSUs which will immediately vest (as if vesting occurred at 100%) and become exercisable upon a change of control of the Company (based on the TSX market closing price of the Ordinary Shares on March 28, 2024 (the last trading day of the financial year) of $6.42), and (ii) the value of the severance entitlements described under "*Agreements with Named Executive Officers (NEOs)*" above (without duplication with respect to unvested stock options, RSU and PSUs which would have immediately vested and become exercisable upon the change of control). Amounts do not include the value of vested in-the-money options and vested and undelivered RSUs.

(3) Amounts represent the incremental value of unvested stock options, RSUs and PSUs which will immediately vest (as if vesting occurred at 100%) and become exercisable upon a change of control of the Company (based on the TSX market closing price of the Ordinary Shares on March 28, 2024 (the last trading day of the financial year) of $6.42).

## PERFORMANCE GRAPH

The following graph and table is a reporting requirement under Canadian securities laws, and compares the Company's five-year cumulative TSR had $100 been invested in the Company on the first day of the five-year period at the closing price of the Ordinary Shares on that date (April 1, 2019), with the cumulative total return of the S&P/TSX Composite Index and the S&P/TSX Global Mining Index over the five most recently completed financial years ended on March 31.




### Performance Metrics

The following table discloses key production, revenue, net income, EBITDA and share price metrics for each of the financial years during the period from April 1, 2019 to March 31, 2024:



For personal use only

| | Year Ended March 31, 2024 | Year Ended March 31, 2023 | Year Ended March 31, 2022 | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|---|---|---|---|---|---|
| Production (wet metric tonnes) | 14,162,400 | 11,186,600 | 7,907,300 | 8,001,200 | 7,903,700 |
| Revenue | 1,524,294,000 | 1,395,088,000 | 1,460,806,000 | 1,281,815,000 | 785,086,000 |
| EBITDA* | 552,549,000 | 493,176,000 | 925,817,000 | 819,477,000 | 347,433,000 |
| Net income | 234,191,000 | 200,707,000 | 522,585,000 | 464,425,000 | 121,050,000 |
| Share price at March 31 | 6.42 | 6.52 | 7.16 | 5.16 | 1.35 |
| Share price at March 31 (A$) | 7.41 | 7.14 | 7.81 | 5.48 | 1.51 |

From April 1, 2019 to March 31, 2024, the share price of the Company increased by 228% compared to an increase of 38% and 65% in the S&P/TSX Composite and in the S&P/TSX Global base Metal Index, respectively, during the corresponding five-year period. During the same period, the aggregate remuneration of all individuals acting as NEOs increased by 71%, from a base of $8,202,000 in 2019 to $14,032,000 in 2024. When comparing the increase in aggregate remuneration for the four NEOs in 2019 (on a full-year basis) to the aggregate remuneration of the four highest compensated NEOs in 2024, this represents an increase of 23% over the period.

This increase in aggregate remuneration for all NEOs over the five-year period can be attributed to several factors, including the ongoing growth in the size and complexity of the business, which resulted in the addition of new officers, along with the development of the Company as it transitioned from development to production. Additionally, the Company has been focused on executing several complex growth projects, including its Phase II expansion and ongoing studies regarding organic growth opportunities such as the DR pellet feed plant and other de-carbonization initiatives as well as the Kami Project. As such, the Company announced in December 2022 and April 2023 achievement of commercial production and nameplate capacity, respectively, of its Phase II expansion. The compensation of NEOs also reflects the tightening of the employment market for mining executives over that period, with companies aggressively pursuing mining executives with a successful track record, and the fact that compensation for mining executives has increased in response thereof.

Accordingly, the Company's share price has significantly outperformed its peers since April 1, 2019, while also outpacing the growth in NEO remuneration. The Board is of the view that this has been driven by:

- management's advancement of the Bloom Lake Mine through several stages, including acquisition, evaluation, financing, restart of operation and production ramp-up of the Phase I project, the planning and construction of the Phase II expansion throughout volatile macroeconomic environments and within budgeted constraints;
- achievement of commercial production of the Phase II concentrator in December 2022, and nameplate capacity in April 2023;
- the operational and financial performance generated by the Bloom Lake iron ore mine since it went into production in 2018;
- achieving record production to capture elevated Fe prices and generate record EBITDA during the COVID-19 pandemic while progressing the construction of the Phase II expansion aiming at doubling the Bloom Lake iron mine's production;
- the acquisition of several properties in the Labrador Trough, including the Kami Project and the Lac Lamêlée project, and agreements entered into with respect to the acquisition of the Pointe-Noire Pellet Plant;
- the Company's vision to align with the steel industry green steel transition and innovation leading to the proposed conversion of half of Bloom Lake's nameplate capacity to an industry leading DR pellet feed iron ore at 69% Fe, which is expected to result in significant emission reductions across the steelmaking supply chain;
- diligent management of the Company's financial position while deploying growth projects and implementing a Shareholder return strategy; and
- sustainable management, including the filing in recent years of sustainability reports which incorporate industry best practice disclosure frameworks as well as the fact that there have been no significant environmental issues since the recommissioning of Bloom Lake in 2018.

As previously indicated, the majority of NEO remuneration is subject to KPIs (at risk), as STI (bonus) and LTI remuneration are tied directly or indirectly to Company performance and relative and/or absolute shareholder returns (including performance of the Company's Share price relative to a peer group, with a view to ensure that executives are motivated to deliver returns that are superior to what a shareholder could achieve in the broader market). As a consequence, actual NEO remuneration will increase with the outperformance of the Company's share

* Non-IFRS financial measure or ratio with no standard meaning under the financial reporting framework used to prepare the financial statements. Refer to section "*Non-IFRS Financial Measures and Ratios*" above.



For personal use only

price compared to industry peers, but conversely decrease in the face of an underperforming share price. The Board believes this is the ultimate test of the "pay-for-performance" principle and true alignment of NEO remuneration with shareholder returns.

## DIRECTOR REMUNERATION

### Remuneration Philosophy and Approach

The remuneration arrangements for non-executive directors are intended to attract highly qualified individuals with the capability to meet the challenging oversight responsibilities of a mining company and to closely align the interests of non-executive directors with shareholder interests. Since the introduction of the Omnibus Plan, non-executive directors may receive equity-based remuneration in the form of DSU grants in lieu of the whole or part of their annual compensation. See "*Remuneration Arrangements for Non-Executive Directors*" below for details on the Omnibus Plan.

The Remuneration, People and Governance Committee reviews director compensation periodically and makes remuneration recommendations to the Board for its consideration and approval. Recommendations take into consideration the directors' skills, time commitment, duties and responsibilities, and director remuneration practices and levels at comparable companies.

### Remuneration Arrangements for Non-Executive Directors

In conjunction with the review of executive compensation conducted for the financial year ended March 31, 2021, the Remuneration, People and Governance Committee of the Board engaged Mercer Canada Limited to provide an independent, third-party analysis of the Company's director compensation levels and practices. Based on the findings and recommendations of the 2021 Mercer report, the Board set the following non-executive director remuneration framework starting August 2021:

- annual cash retainer of $200,000 for non-executive directors;
- cash retainer of $60,000 for lead director;
- cash retainer of $40,000 for Chair of Audit Committee and Chair of Remuneration, People and Governance Committee;
- cash retainer of $20,000 for Chair of Sustainability and Indigenous Affairs Committee;
- no retainer for members of committees;
- no additional fees are paid for attendance at Board or committee meetings; and
- directors have all reasonable expenses covered when travelling on Company business.

At the 2021 annual meeting of shareholders of the Company, shareholders approved, for the purpose of ASX Listing Rule 10.17, Clause 10.2 of the Constitution and for all other purposes, that the aggregate maximum sum available for the remuneration of non-executive directors be increased by $750,000 from $1.0 million per year to $1.75 million per year. The aggregate maximum sum available for the remuneration of non-executive directors has not been increased since.

Directors may elect to receive all or a portion of any of their annual fees in DSUs granted under the Omnibus Plan. The purpose of the DSU portion of the Omnibus Plan is to promote the alignment of interests between directors and Shareholders and it is an important component of non-executive director remuneration because it:

- provides a remuneration system for directors that is reflective of the responsibility, commitment and risk accompanying Board membership;
- assists the Company to attract and retain individuals with experience and ability to serve as members of the Board; and
- allows the directors to participate in the long-term success of the Company.

With respect to directors having the ability to elect to receive all or a portion of any of their annual fees in DSUs, the Securities Ownership Policy provides that, where the value of the NED Champion Equity (as defined below) held by a non-executive director is below the applicable requirement, such non-executive director will be required to receive 50% of his or her annual cash retainer in the form of DSUs until he or she meets the applicable requirement. See "*Non-Executive Directors - Securities Ownership Policy*" below. DSUs are priced based on the five-day volume weighted average price of the Ordinary Shares over the last five trading days preceding the grant. DSUs issued under the Omnibus Plan

For personal use only

may be settled in cash or in Ordinary Shares acquired on ASX or TSX at the time of the directors' retirement from all positions with the Company.

Mr. O'Keeffe and Mr. Cataford held management positions in the financial year ended March 31, 2024, and consequently did not receive compensation for their service as directors. In addition, Mr. Jyothish George has elected not to receive compensation and, as such, is not considered a Compensated Director (as defined herein).

**Non-Executive Directors - Securities Ownership Policy**

The Securities Ownership Policy, which was implemented in January 2024 and replaced the previous share and share-based ownership policy of the Company that applied to non-executive directors, sets out the securities ownership requirements for the non-executive directors of Champion (collectively the "**Compensated Directors**"). The Securities Ownership Policy, which also applies to Senior Executives, is designed to align the interests of those subject to the policy with the long-term interests of Shareholders.

Pursuant to the Securities Ownership Policy, each Compensated Director is required to hold an aggregate number of Ordinary Shares and vested and unvested DSUs (for purposes of this section, collectively, "**NED Champion Equity**") having an aggregate value of at least three times the gross amount of his or her annual board cash retainer. The required level of ownership of NED Champion Equity held by non-executive directors is referred to as the "**Relevant Threshold**". Ownership requirements must be achieved by January 30, 2029, or within five years of the date of appointment or election as a non-executive director, whichever occurs later. If a non-executive director's annual cash retainer increases, the non-executive director shall meet the Relevant Threshold taking into account such increased cash retainer within five years of the increase occurring. As Mr. Jyothish George has elected not to receive compensation and is not, therefore, receiving any cash retainer from the Company, the Relevant Threshold under the Securities Ownership Policy for Mr. George is nil.

Once the value of the NED Champion Equity held by a Compensated Director exceeds the Relevant Threshold, calculated as the greater of the aggregate acquisition value of the NED Champion Equity held by the Compensated Director and the fair market value (as of the relevant date) of the NED Champion Equity held by the Compensated Director, such individual is deemed to meet the applicable ownership guideline. A Compensated Director who has achieved the necessary ownership level will be deemed to meet the applicable ownership guideline on an ongoing basis as long as such Compensated Director does not dispose of Ordinary Shares which would cause such individual to fail to meet the Relevant Threshold immediately following such disposition based on the value of the NED Champion Equity then held or deemed to be held by such individual.

As of the date of the Remuneration Report, all Compensated Directors have met the minimum share ownership requirements, other than Ms. Louise Grondin, Ms. Jessica McDonald and Mr. Ronnie Beevor who joined the board in August 2020, August 2023 and March 2024, respectively, and are in transition towards satisfying their minimum ownership requirements. The table below sets out, for each non-executive director, his or her security ownership requirements, whether he or she satisfied such requirements and his or her ownership of NED Champion Equity for purposes of the Securities Ownership Policy, in each case as of the end of the financial year ended March 31, 2024:

| Name | Total Number of Securities Owned | Total Value of NED Champion Equity[(1)] | Relevant Threshold | Latest Date to Comply | Satisfies Requirements |
|---|---|---|---|---|---|
| Gary Lawler | 1,719,725 Ordinary Shares<br>111,756 DSUs | $11,758,108 | 3x Cash Retainer | January 30, 2029 | Yes |
| Jyothish George[(2)] | - | - | - | - | - |
| Michelle Cormier | 456,500 Ordinary Shares<br>101,815 DSUs | $3,584,382 | 3x Cash Retainer | January 30, 2029 | Yes |
| Louise Grondin | 91,282 DSUs | $586,030 | 3x Cash Retainer | January 30, 2029 | No |
| Jessica McDonald | 19,848 DSUs | $127,424 | 3x Cash Retainer | January 30, 2029 | No |
| Ronnie Beevor | 60,000 Ordinary Shares<br>11,466 DSUs | $458,812 | 3x Cash Retainer | March 3, 2029 | No |

Notes:

(1) Calculated as the greater of (i) the aggregate acquisition value of the NED Champion Equity held by the non-executive director, being the acquisition cost of all Ordinary Shares held by the non-executive director and the sum of the "market price" at the time of grant of each DSU held by the non-executive director, and (ii) the aggregate market value of the NED Champion Equity held by the non-executive director, calculated based on the closing market price of the Ordinary Shares on the TSX of $6.42 on March 28, 2024, the last trading day of the financial year ended March 31, 2024.

(2) As Mr. Jyothish George has elected not to receive compensation and is not, therefore, receiving any cash retainer from the Company, the Relevant Threshold under the Securities Ownership Policy for Mr. George is nil.

***Director Remuneration Table***

The following table discloses all compensation provided to directors, other than any director who is an NEO of the Company, for the Company's most recently completed financial year (ended March 31, 2024). Amounts presented under the column entitled "Fees Earned in DSUs" reflect



For personal use only

the full fair values of the awards as measured at their respective grant dates. Accordingly, the amounts presented thereunder are not reflective of the related accounting expense for the period. Refer to "*Details of Total Statutory Remuneration for KMP (NEOs and Directors)*" on page 44 of this Circular for the statutory remuneration table as calculated with reference to the Corporations Act. Fees to Canadian resident directors are paid on a bi-weekly basis and fees to Australian resident directors are paid on a monthly basis. All DSUs were fully vested on March 31, 2024.

| Name | Fees Earned in Cash ($) | Fees Earned in DSU ($) | Other Share-Based Awards ($) | Option-Based Awards ($) | All Other Compensation ($) | Total ($) |
|---|---|---|---|---|---|---|
| Michael O'Keeffe[(1)] | — | — | — | — | — | — |
| Gary Lawler[(2)] | 142,054 | 132,946 | — | — | — | 275,000 |
| Jyothish George | — | — | — | — | — | — |
| Michelle Cormier[(3)] | 180,000 | 60,000 | — | — | — | 240,000 |
| Louise Grondin | 100,000 | 120,000 | — | — | — | 220,000 |
| Jessica McDonald[(4)] | 55,385 | 60,000 | — | — | — | 115,385 |
| Ronnie Beevor[(5)] | 15,054 | — | — | — | — | 15,054 |
| Andrew Love[(6)] | 108,333 | — | — | — | — | 108,333 |
| Wayne Wouters[(6)] | 25,385 | 70,000 | — | — | — | 95,385 |

Notes:

(1) Mr. O'Keeffe was not compensated in the financial year ended March 31, 2024, for acting as a director by virtue of his employment with the Company. See the section "*Remuneration of Executive Chairman*" above.

(2) Mr. Lawler was appointed Lead Director on August 30, 2024 and has been remunerated in such capacity since then.

(3) Ms. Cormier was appointed to the Board in 2016 as a nominee of Wynnchurch pursuant to certain board nomination rights granted by the Company in favour of Wynnchurch in connection with a private placement of Ordinary Shares completed on April 11, 2016. Following the disposition of Ordinary Shares by Wynnchurch that was publicly announced by Wynnchurch on August 2, 2021, Wynnchurch is no longer entitled to nominate a candidate for election or appointment to the Board such that Ms. Cormier is no longer considered to be a director nominee of Wynnchurch.

(4) Ms. McDonald was appointed to the Board at the last annual general meeting of the Company held on August 30, 2023.

(5) Mr. Beevor was appointed to the Board on March 3, 2024.

(6) Each of Mr. Love and Mr. Wouters did not stand for re-election at the last annual general meeting of the Company held on August 30, 2023, and ceased to be directors of the Company on that date.

***Fees Paid***

The following table discloses a detailed breakdown of the fees paid to directors, other than any director who is an NEO of the Company, for the Company's most recently completed financial year (ended March 31, 2024). Fees to Canadian resident directors are paid on a bi-weekly basis and fees to Australian resident directors are paid on a monthly basis. All DSUs were fully vested on March 31, 2024.

| Name | Board Retainer Fee ($) | Committee Retainers ($) | Meeting Fees ($) | Total ($) | Fees Paid in Cash[(1)] ($) | Fees Earned in DSUs[(2)] ($) | Total Fees ($) |
|---|---|---|---|---|---|---|---|
| Michael O'Keeffe[(3)] | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Gary Lawler[(4)] | 200,000 | 75,000 | Nil | 275,000 | 142,054 | 132,946 | 275,000 |
| Jyothish George | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Michelle Cormier | 200,000 | 40,000 | Nil | 240,000 | 180,000 | 60,000 | 240,000 |
| Louise Grondin | 200,000 | 20,000 | Nil | 220,000 | 100,000 | 120,000 | 220,000 |
| Jessica McDonald[(5)] | 115,385 | Nil | Nil | 115,385 | 55,385 | 60,000 | 115,385 |
| Ronnie Beevor[(6)] | 15,054 | Nil | Nil | 15,054 | 15,054 | Nil | 15,054 |
| Andrew Love[(7)] | 83,333 | 25,000 | Nil | 108,333 | 108,333 | Nil | 108,333 |
| Wayne Wouters[(7)] | 95,385 | Nil | Nil | 95,385 | 25,385 | 70,000 | 95,385 |

Notes:

(1) Portion of total fees paid to the non-executive directors in cash.

(2) Portion of the total fees paid to the non-executive directors in DSUs.

(3) Mr. O'Keeffe was not compensated in the financial year ended March 31, 2024, for acting as a director by virtue of his employment with the Company. See the section "*Remuneration of Executive Chairman*" above.

(4) Mr. Lawler was appointed Lead Director on August 30, 2024 and his remuneration was adjusted accordingly.

(5) Ms. McDonald was appointed to the Board at the last annual general meeting of the Company held on August 30, 2023.



For personal use only

(6) Mr. Beevor was appointed to the Board on March 3, 2024.

(7) Each of Mr. Love and Mr. Wouters did not stand for re-election at the last annual general meeting of the Company held on August 30, 2023, and ceased to be directors of the Company on that date.

***Outstanding Share-Based Awards and Option-Based Awards***

As at March 31, 2024, the end of the Company's most recently completed financial year, outstanding option-and share-based awards for all directors, other than any director who is an NEO of the Company, are set out in the following table:

| | Option-Based Awards | | | | Share-Based Awards | | |
|---|---|---|---|---|---|---|---|
| Name | Number of Securities Underlying Unexercised Options | Option Exercise Price ($) | Option Expiration Date (M/D/Y) | Value of Unexercised In-the-Money Options ($) | Number of Ordinary Shares or Units of Ordinary Shares that Have not Vested | Market or Payout Value of Share-Based Awards that Have not Vested ($) | Market or Payout Value of Vested Share-Based Awards not Paid Out or Distributed ($)(1) |
| Michael O'Keeffe | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Gary Lawler | Nil | Nil | Nil | Nil | Nil | Nil | 717,474 |
| Jyothish George | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Michelle Cormier | Nil | Nil | Nil | Nil | Nil | Nil | 653,652 |
| Louise Grondin | Nil | Nil | Nil | Nil | Nil | Nil | 586,030 |
| Jessica McDonald | Nil | Nil | Nil | Nil | Nil | Nil | 127,424 |
| Ronnie Beevor | Nil | Nil | Nil | Nil | Nil | Nil | 73,612 |

Note:

(1) Calculated based on the TSX market closing price of the Ordinary Shares on March 28, 2024 (the last trading day of the financial year) of $6.42.

***Incentive Plan Awards - Value Vested or Earned During the Year***

The following table discloses incentive plan awards to directors, other than any director who is an NEO of the Company, for the financial year ended March 31, 2024. Except for Mr. O'Keeffe, all of the share-based awards vested during the year which are referred to in the following table represent DSUs which directors elected to receive in lieu of annual fees paid in cash.

| Name | Option-Based Awards Value Vested During the Year ($) | Share-Based Awards Value Vested During the Year (1) ($) | Non-Equity Incentive Plan Compensation Value Earned During the Year ($) |
|---|---|---|---|
| Michael O'Keeffe | Nil | Nil | Nil |
| Gary Lawler | Nil | 179,965 | Nil |
| Jyothish George | Nil | Nil | Nil |
| Michelle Cormier | Nil | 85,380 | Nil |
| Louise Grondin | Nil | 144,129 | Nil |
| Jessica McDonald | Nil | 127,424 | Nil |
| Ronnie Beevor | Nil | 73,612 | Nil |
| Andrew Love(2) | Nil | 2,786 | Nil |
| Wayne Wouters(2) | Nil | 11,588 | Nil |

Notes:

(1) With respect to Mr. Lawler, Ms. Cormier, Ms. Grondin, Ms. McDonald and Mr. Beevor, share-based awards value vested during the year also includes DSUs related to the 2025 financial year issued in March 2024 in the amount of $73,612, $29,814, $49,691, $53,665 and $73,612, respectively, and, where applicable, includes DSUs issued as dividend equivalents, calculated in each case based on the TSX market closing price of the Ordinary Shares on March 28, 2024 (the last trading day of the financial year) of $6.42.

(2) Each of Mr. Love and Mr. Wouters did not stand for re-election at the last annual general meeting of the Company held on August 30, 2023, and ceased to be directors of the Company on that date.

For personal use only

**DETAILS OF TOTAL STATUTORY REMUNERATION FOR KMP (NEOS AND DIRECTORS)**

The following table discloses statutory remuneration for KMPs as calculated with reference to the Corporations Act, Australian Accounting Standards and International Financial Reporting Standards, and reflects for share-based and option-based awards, the related accounting expense for the current financial year. Accordingly, amounts disclosed in this section are different than amounts disclosed under the heading "*Summary Compensation Table*" above, which are disclosed in accordance with Canadian securities laws (which require, among other things, to include the full fair values of share-based and option-based awards as measured at their respective grant dates).

| Financial Year Ended March 31, 2024 | Short-Term ($) | | | | Termination Payments ($) | Pension ($) | Options and Share-Based Awards[1] ($) | DSUs[2] ($) | Total ($) | Performance Related | Consisting of Options |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Salary | Consulting Fees | Bonus | Non-Monetary | | | | | | | |
| Michael O'Keeffe | 586,143 | — | — | 29,192 | — | — | — | — | 615,335 | —% | —% |
| Gary Lawler | 142,054 | — | — | — | — | — | — | 171,591 | 313,645 | —% | —% |
| Michelle Cormier[3] | 180,000 | — | — | — | — | — | — | 76,528 | 256,528 | —% | —% |
| Jyothish George | — | — | — | — | — | — | — | — | — | —% | —% |
| Louise Grondin | 100,000 | — | — | — | — | — | — | 137,244 | 237,244 | —% | —% |
| Jessica McDonald[4] | 55,385 | — | — | — | — | — | — | 127,426 | 182,811 | —% | —% |
| Ronnie Beevor[5] | 15,054 | — | — | — | — | — | — | 73,612 | 88,666 | —% | —% |
| David Cataford | 1,120,000 | — | 1,290,800 | 67,273 | — | 259,228 | 2,180,298 | — | 4,917,599 | 26.25% | 44.34% |
| Donald Tremblay | 550,000 | — | 456,390 | 50,351 | — | 110,235 | 661,715 | — | 1,828,691 | 24.96% | 36.19% |
| Alexandre Belleau | 660,000 | — | 547,668 | 61,694 | — | 132,932 | 846,696 | — | 2,248,990 | 24.35% | 37.65% |
| Steve Boucratie | 545,000 | — | 401,992 | 51,579 | — | 103,855 | 687,620 | — | 1,790,046 | 22.46% | 38.41% |
| Michael Marcotte | 525,000 | — | 387,240 | 51,219 | — | 100,399 | 506,560 | — | 1,570,418 | 24.66% | 32.26% |
| Andrew Love[6] | 108,333 | — | — | — | — | — | — | (30,819) | 77,514 | —% | —% |
| Wayne Wouters[6] | 25,385 | — | — | — | — | — | — | (144,299) | (118,914) | —% | —% |
| Total | 4,612,354 | — | 3,084,090 | 311,308 | — | 706,649 | 4,882,889 | 411,283 | 14,008,573 | | |

Notes:

(1) Represents PSUs and RSUs granted under the Omnibus Plan. No stock options were granted to KMPs during the financial year ended March 31, 2024.

(2) Represents DSUs which directors elected to receive in lieu of annual fees paid in cash.

(3) Ms. Cormier was appointed to the Board in 2016 as a nominee of Wynnchurch pursuant to certain board nomination rights granted by the Company in favour of Wynnchurch in connection with a private placement of Ordinary Shares completed on April 11, 2016. Following the disposition of Ordinary Shares by Wynnchurch that was publicly announced by Wynnchurch on August 2, 2021, Wynnchurch is no longer entitled to nominate a candidate for election or appointment to the Board such that Ms. Cormier is no longer considered to be a director nominee of Wynnchurch.

(4) Ms. McDonald was appointed to the Board at the last annual general meeting of the Company held on August 30, 2023.

(5) Mr. Beevor was appointed to the Board on March 3, 2024.

(6) Each of Mr. Love and Mr. Wouters did not stand for re-election at the last annual general meeting of the Company held on August 30, 2023, and ceased to be directors of the Company on that date.

| Financial Year Ended March 31, 2023 | Short-Term ($) | | | | Termination Payments ($) | Pension ($) | Options and Share-Based Awards[1] ($) | DSUs[2] ($) | Total ($) | Performance Related | Consisting of Options |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Salary | Consulting Fees | Bonus | Non-Monetary | | | | | | | |
| Michael O'Keeffe | 571,779 | — | — | 35,971 | — | — | (68,551) | — | 539,199 | —% | (12.71)% |
| Gary Lawler | 178,360 | — | — | — | — | — | — | 34,821 | 213,181 | —% | —% |
| Michelle Cormier[3] | 180,000 | — | — | — | — | — | — | 48,156 | 228,156 | —% | —% |
| Jyothish George | — | — | — | — | — | — | — | — | — | —% | —% |
| Louise Grondin | 110,000 | — | — | — | — | — | — | 122,486 | 232,486 | —% | —% |
| David Cataford | 936,000 | — | 1,335,000 | 43,953 | — | 241,427 | 3,953,137 | — | 6,509,517 | 8.99% | 60.73% |
| Donald Tremblay[4] | 288,750 | — | 236,250 | 15,744 | — | 56,280 | 278,945 | — | 875,969 | 26.97% | 31.84% |
| Alexandre Belleau | 540,000 | — | 243,000 | 19,992 | — | 84,233 | 1,253,255 | — | 2,140,480 | 11.35% | 58.55% |

For personal use only

| Financial Year Ended March 31, 2023 | Short-Term ($) | | | | Termination Payments ($) | Pension ($) | Options and Share-Based Awards[1] ($) | DSUs[2] ($) | Total ($) | Performance Related | Consisting of Options |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Salary | Consulting Fees | Bonus | Non-Monetary | | | | | | | |
| Steve Boucratie | 500,000 | — | 200,000 | 30,321 | — | 76,338 | 1,202,928 | — | 2,009,587 | 9.95% | 59.86% |
| Michael Marcotte | 400,000 | — | 140,000 | 29,889 | — | 53,134 | 795,265 | — | 1,418,288 | 9.87% | 56.07% |
| Natacha Garoute[5] | 90,385 | — | — | 13,934 | 3,015,146 | 9,870 | 1,054,468 | — | 4,183,803 | —% | 25.20% |
| Andrew Love | 260,000 | — | — | — | — | — | — | (8,683) | 251,317 | —% | —% |
| Wayne Wouters | 60,000 | — | — | — | — | — | — | 150,764 | 210,764 | —% | —% |
| Total | 4,115,274 | — | 2,154,250 | 189,804 | 3,015,146 | 521,282 | 8,469,447 | 347,544 | 18,812,747 | | |

Notes:

(1) Represents PSUs and RSUs granted under the Omnibus Plan. No stock options were granted to KMPs during the financial year ended March 31, 2023.

(2) Represents DSUs which directors elected to receive in lieu of annual fees paid in cash.

(3) Ms. Cormier was appointed to the Board in 2016 as a nominee of Wynnchurch pursuant to certain board nomination rights granted by the Company in favour of Wynnchurch in connection with a private placement of Ordinary Shares completed on April 11, 2016. Following the disposition of Ordinary Shares by Wynnchurch that was publicly announced by Wynnchurch on August 2, 2021, Wynnchurch is no longer entitled to nominate a candidate for election or appointment to the Board such that Ms. Cormier is no longer considered to be a director nominee of Wynnchurch.

(4) Mr. Tremblay was appointed as CFO of the Company on July 4, 2022, effective September 12, 2022. Mr. Tremblay did not earn any remuneration from the Company prior to September 12, 2022.

(5) On April 11, 2022, the Company announced that Ms. Garoute would be departing the Company following the 2022 financial year-end results. Ms. Garoute's employment with the Company terminated on June 3, 2022.

## MOVEMENT OF EQUITY HELD BY KEY MANAGEMENT PERSONNEL (NAMED EXECUTIVE OFFICERS AND DIRECTORS)

### Stock Options as at March 31, 2024

| Name[1] | Balance April 1, 2023 | Grant | Exercised | Cancelled | Held and Vested March 31, 2024 | Unvested March 31, 2024 |
|---|---|---|---|---|---|---|
| Michael O'Keeffe | — | — | — | — | — | — |
| David Cataford | 300,000 | — | 262,500 | — | 37,500 | — |
| Donald Tremblay | — | — | — | — | — | — |
| Alexandre Belleau | 300,000 | — | 262,500 | — | 37,500 | — |
| Steve Boucratie | 300,000 | — | 262,500 | — | 37,500 | — |
| Michael Marcotte | 300,000 | — | 262,500 | — | 37,500 | — |
| Gary Lawler | — | — | — | — | — | — |
| Jyothish George | — | — | — | — | — | — |
| Michelle Cormier | — | — | — | — | — | — |
| Louise Grondin | — | — | — | — | — | — |
| Jessica McDonald[2] | — | — | — | — | — | — |
| Ronnie Beevor[3] | — | — | — | — | — | — |

Notes:

(1) Each of Andrew Love and Wayne Wouters did not stand for re-election at the last annual general meeting of the Company held on August 30, 2023, and ceased to be directors of the Company on that date and are therefore not included in this table.

(2) Ms. McDonald was appointed to the Board at the last annual general meeting of the Company held on August 30, 2023.

(3) Mr. Beevor was appointed to the Board on March 3, 2024.

For personal use only

**Ordinary Shares as at March 31, 2024**

| Name[1] | Balance April 1, 2023 | Purchased | Acquired Upon Exercise of Equity Award | Sold | Balance March 31, 2024 | Value of Ordinary Shares Issued During |
|---|---|---|---|---|---|---|
| Michael O'Keeffe | 45,023,830 | — | — | 3,500,000 | 41,523,830 | — |
| Gary Lawler | 1,719,725 | — | — | — | 1,719,725 | — |
| Michelle Cormier | 456,500 | — | — | — | 456,500 | — |
| Jyothish George | — | — | — | — | — | — |
| Louise Grondin | — | — | — | — | — | — |
| Jessica McDonald[3] | — | — | — | — | — | — |
| Ronnie Beevor[4] | — | — | — | — | 60,000 | — |
| David Cataford | 2,436,365 | — | 262,500 | 239,581 | 2,459,284 | 1,789,875 |
| Donald Tremblay | — | 38,000 | — | — | 38,000 | — |
| Alexandre Belleau | 260,200 | — | 301,322 | 257,500 | 304,022 | 2,257,479 |
| Steve Boucratie | 108,000 | — | 301,322 | 257,500 | 151,822 | 2,257,479 |
| Michael Marcotte | 163,296 | 20,000 | 281,912 | 219,278 | 245,930 | 2,023,680 |

Notes:

(1) Each of Andrew Love and Wayne Wouters did not stand for re-election at the last annual general meeting of the Company held on August 30, 2023, and ceased to be directors of the Company on that date and are therefore not included in this table.

(2) Represents value of Ordinary Shares issued during the year upon exercise of option-base awards and settlement of share based-awards, calculated as at the applicable exercise date(s) based on the TSX market closing price of the Ordinary Shares on the exercise date(s) multiplied by the number of options or rights exercised.

(3) Ms. McDonald was appointed to the Board at the last annual general meeting of the Company held on August 30, 2023.

(4) Mr. Beevor was appointed to the Board on March 3, 2024. As at the date of his appointment and as at March 31, 2024, Mr. Beevor had a balance of 60,000 Ordinary Shares.

For personal use only

## OUTSTANDING GRANTS OF PSUS AND RELATED PERFORMANCE PERIODS

| Name | Grant Date | Performance Period | Number of PSUs Granted | Value per PSU Granted at Grant Date ($) | Value of PSUs Granted at Grant Date ($) | Number of Additional PSUs Granted as Dividend Equivalent[(1)] | % of Performance Achieved, and Vested vs Forfeited PSUs |
|---|---|---|---|---|---|---|---|
| David Cataford CEO | June 7, 2021 | April 1, 2021 to March 31, 2024 | 146,103 | 6.16 | 899,994 | 13,001 | Will be determined in Financial Year 2025 |
| | June 7, 2021 | June 7, 2021 to January 30, 2023 | 97,403 | 6.16 | 600,000 | 7,492 | 65% - Determined in Financial Year 2024[(2)] |
| | June 6, 2022 | April 1, 2022 to March 31, 2025 | 176,342 | 6.89 | 1,214,996 | 12,609 | Will be determined in Financial Year 2026 |
| | August 9, 2023 | April 1, 2023 to March 31, 2026 | 351,937 | 5.06 | 1,780,801 | 5,229 | Will be determined in Financial Year 2027 |
| Donald Tremblay CFO | August 9, 2023 | April 1, 2023 to March 31, 2026 | 94,565 | 5.06 | 478,499 | 1,405 | Will be determined in Financial Year 2027 |
| Alexandre Belleau Chief Operating Officer | June 7, 2021 | April 1, 2021 to March 31, 2024 | 50,259 | 6.16 | 309,595 | 4,472 | Will be determined in Financial Year 2025 |
| | June 7, 2021 | June 7, 2021 to January 30, 2023 | 32,468 | 6.16 | 200,000 | 2,497 | 65% - Determined in Financial Year 2024[(2)] |
| | June 6, 2022 | April 1, 2022 to March 31, 2025 | 56,604 | 6.89 | 390,002 | 4,047 | Will be determined in Financial Year 2026 |
| | August 9, 2023 | April 1, 2023 to March 31, 2026 | 140,870 | 5.06 | 712,802 | 2,093 | Will be determined in Financial Year 2027 |
| Steve Boucratie Senior Vice-President, General Counsel and Corporate Secretary | June 7, 2021 | April 1, 2021 to March 31, 2024 | 46,753 | 6.16 | 287,998 | 4,160 | Will be determined in Financial Year 2025 |
| | June 7, 2021 | June 7, 2021 to January 30, 2023 | 32,468 | 6.16 | 200,000 | 2,497 | 65% - Determined in Financial Year 2024[(2)] |
| | June 6, 2022 | April 1, 2022 to March 31, 2025 | 50,159 | 6.89 | 345,596 | 3,587 | Will be determined in Financial Year 2026 |
| | August 9, 2023 | April 1, 2023 to March 31, 2026 | 100,168 | 5.06 | 506,850 | 1,488 | Will be determined in Financial Year 2027 |
| Michael Marcotte Senior Vice-President, Corporate Development and Capital Markets | June 7, 2021 | April 1, 2021 to March 31, 2024 | 24,009 | 6.16 | 147,895 | 2,136 | Will be determined in Financial Year 2025 |
| | June 7, 2021 | June 7, 2021 to January 30, 2023 | 16,233 | 6.16 | 100,000 | 1,249 | 65% - Determined in Financial Year 2024[(2)] |
| | June 6, 2022 | April 1, 2022 to March 31, 2025 | 39,710 | 6.89 | 273,602 | 2,839 | Will be determined in Financial Year 2026 |
| | August 9, 2023 | April 1, 2023 to March 31, 2026 | 90,267 | 5.06 | 456,751 | 1,341 | Will be determined in Financial Year 2027 |

Notes:

(1) Represents PSUs granted as dividend equivalent. Dividend equivalent PSUs are subject to the same terms and conditions as the PSUs and vest and are settled at the same time and in the same form as the PSUs to which such dividend equivalent PSUs relate.

(2) Represents the portion of the PSUs granted in the financial year ended March 31, 2022 for which vesting was aligned with the achievement of key milestones related to the successful completion of the Phase II expansion project that were tied to the nameplate capacity milestone (representing 20% of the total grant), which PSUs had not vested as at March 31, 2024. Such PSUs vested in April 2024, being 12 months following the achievement of such milestone, at a payout factor of 65% (representing 69,158, 15,369, 15,369 and 7,684 PSUs for Mr. Cataford, Mr. Belleau, Mr. Boucratie and Mr. Marcotte, respectively, in each case taking into account dividend equivalents). See "*Update on Phase II PSU Grant*" under "*Long-Term Incentive - Equity-Based Incentives*" for details with respect to the performance versus target, and related payout factor, for each milestone that was achieved during the financial years ended March 31, 2024 and 2023.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as at March 31, 2024, the end of the Company's last completed financial year, information regarding outstanding options, RSUs, PSUs and DSUs granted by the Company under the Omnibus Plan. As at March 31, 2024, the number of issued and outstanding Ordinary Shares of the Company was 518,071,226, and the maximum number of Ordinary Shares issuable pursuant to the Omnibus Plan at such time was 51,807,122 Ordinary Shares (representing 10% of the issued and outstanding Shares).

For personal use only

**Equity Compensation Plan Information**

| Plan Category | Number of Securities to be Issued upon Exercise of Outstanding Options, PSUs, RSUs and DSUs | Weighted-Average Exercise Price of Outstanding Options | Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in column (a)) |
|---|---|---|---|
| | (a) | (b) | (c) |
| Equity Compensation plans approved by security holders | 150,000 (Options)<br>336,167 (DSUs)<br>1,509,469 (RSUs)<br>2,212,215 (PSUs) | $5.00 (Options) | 47,599,272 |
| Equity Compensation plans not approved by security holders | Nil | N/A | N/A |
| Total | 4,207,851 | $5.00 (Options) | 47,599,272 |

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Circular or within 30 days of this date, no executive officer, director, employee or former executive officer, director or employee of the Company or any of its subsidiaries is indebted to the Company, or any of its subsidiaries, nor are any of these individuals indebted to another entity, which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, or its subsidiaries. Loans granted to Mr. Cataford and Mr. O'Keeffe in prior years were repaid in full during the financial year ended March 31, 2024.

## MANAGEMENT CONTRACTS

Except as set out in the Remuneration Report, there are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

## CORPORATE GOVERNANCE MATTERS

The Company's Board of Directors and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires each reporting issuer to disclose on an annual basis its approach to corporate governance. The Company's corporate governance disclosure is set out in Schedule "A" to this Circular.

The Company understands that corporate governance standards and requirements are continually evolving. The Board of Directors has been charged with the responsibility of monitoring corporate governance regulatory developments and with reviewing the Company's corporate governance policies and procedures in light of these developments.

## INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON AND INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management of the Company is not aware of any material interest, direct or indirect, of any proposed nominee for election as a director or of any person who is or has been at any time a director or executive officer within the last financial year or any associate or affiliate of any of the foregoing in any matter, other than the election of directors or the appointment of the auditors, to be acted upon at the Meeting, except as disclosed in this Circular.

Management of the Company is not aware of any material interest, direct or indirect, of any "informed person" of the Company, insider of the Company, proposed director, person who has been a director or executive officer within the last financial year or any associate or affiliate of any of the foregoing in any transaction since the commencement of the Company's most recently completed financial year or in any proposed



For personal use only

transaction which has materially affected or would materially affect the Company, except as disclosed within this Circular. An "informed person" means (i) a person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, (ii) a proposed nominee for director, (iii) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company, (iv) any person or company who beneficially owns or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, (v) the Company, in the event that it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any such securities and (vi) any associate or affiliate of the foregoing.

## PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

### (a) Financial Statements

The audited financial statements of the Company for the financial year ended March 31, 2024, together with the director's and the auditors' report thereon, will be placed before the Shareholders at the Meeting for consideration by the Shareholders. These audited financial statements have been approved by the Board of Directors and have been mailed to the Shareholders who have requested them with the Meeting Materials. They are also available under the Company's SEDAR+ profile at www.sedarplus.ca.

### (b) RESOLUTION 1 – Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That the Remuneration Report, as set out in the Annual Report for the financial year ended 31 March 2024, be adopted."*

The Remuneration Report is required to be considered for adoption in accordance with section 250R(2) of the Corporations Act. The Remuneration Report, which details the Company's policy on the remuneration of non-executive directors ("**Directors**"), executive Directors and senior executives for the financial year ending March 31, 2024, is part of the Director's Report contained in the Company's 2024 Annual Report.

The vote on this resolution is advisory only and does not bind the Directors. However, if more than 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report, the Conditional Spill Resolution (Resolution 2) will be put to the Meeting.

The Board will take into consideration the outcome of voting on this resolution when assessing the remuneration policy for senior executives and executive and non-executive directors in the future.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Meeting.

**Voting Exclusions**

The Corporations Act restricts members of the Company's KMP and their closely related parties from voting on Resolution 1. A "closely related party" of a KMP is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP.

For the purposes of sections 250R(2) and 250BD(1) of the Corporations Act:

1. subject to paragraph 2, a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's KMP, details of whose remuneration are included in the Remuneration Report or their closely related parties, whether as a Shareholder or as a proxy except that a vote may be cast on Resolution 1 by a KMP, or a closely related party of a KMP if:

(a) the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and

(b) the vote is not cast on behalf of a KMP or a closely related party of a KMP.

2. if you appoint the Chair of the Meeting as your proxy, and you do not direct your proxy how to vote on Resolution 1 on the Proxy Form, you will be expressly authorising the Chair of the Meeting to exercise your proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a KMP of the Group, which includes the Chair of the Meeting. The Chair of the Meeting intends to vote undirected proxies able to be voted in favour of Resolution 1.

**Directors' Recommendation**

Acknowledging that all Directors have an interest in the outcome of this item of business, the Directors recommend voting in favour of Resolution 1.



For personal use only

(c) **RESOLUTION 2 – Conditional Spill Resolution**

Resolution 2 is subject to the result of Resolution 1. Resolution 2 will only be put to the Meeting if at least 25% of the votes validly cast on Resolution 1 are against the adoption of the Remuneration Report.

To consider, and if thought fit, to pass the following as an **ordinary resolutio**n:

*"That, in accordance with section 250V(1) of the Corporations Act 2001 (Cth), if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report:*

*(a) another meeting ("**Spill Meeting**") of the Company's members be held within 90 days of this meeting;*

*(b) all of the directors who were directors of the Company when the resolution to approve the directors' report for the year ended 31 March 2024 was passed (other than the chief executive officer and managing director), and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*

*(c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to a vote at the Spill Meeting."*

This is a conditional item of business. In accordance with the Corporations Act, this Resolution 2 will only be put to the Meeting if the Company receives a 'second strike' on its remuneration report because at least 25% of the votes validly cast on Resolution 1 to adopt the 2024 Remuneration Report are cast against that resolution. If less than 25% of the votes validly cast on Resolution 2 are against the resolution, this resolution will not be put to the Meeting. The Conditional Spill Resolution requires an ordinary majority of more than 50% of votes validly cast to be passed.

If the Conditional Spill Resolution is passed, pursuant to section 250W(2) of the Corporations Act, the Company is required to hold a Spill Meeting within 90 days of the Meeting to consider the composition of the Board – further notice will be provided to Shareholders in such circumstances.

If the Spill Meeting is held, the following non-executive Directors will vacate office immediately before the end of the Spill Meeting unless they are willing to stand for re-election and are re-elected by the Shareholders at the same meeting:

- Mr. Gary Lawler
- Ms. Michelle Cormier
- Ms. Louise Grondin
- Ms. Jessica McDonald
- Mr. Jyothish George
- Mr. Ronnie Beevor

Resolutions to appoint individuals to the offices that would be vacated immediately before the end of the Spill Meeting would be put to the vote at the Spill Meeting. Eligibility to stand for election or re-election at the Spill Meeting will be determined in accordance with the Constitution of the Company. Each of the Directors listed above is eligible to stand for re-election at the Spill Meeting.

In deciding how to vote on Resolution 2, the Board suggests that Shareholders take the following factors into account:

- As the Company is listed on the TSX, all Directors are required to stand for re-election every year. Shareholders will have an opportunity to vote on the re-appointment of the directors at this Meeting and at every following meeting if required by law.
- Substantial additional costs would be incurred if the Company is required to call and hold a spill meeting.
- Holding a spill meeting would create significant disruption and uncertainty for the Company.

For personal use only

**Voting Exclusions**

The Corporations Act restricts members of the Company's KMP and their closely related parties from voting on Resolution 2. A "closely related party" of a KMP is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP.

For the purposes of sections 250R(2) and 250BD(1) of the Corporations Act:

1. subject to paragraph 2, a vote must not be cast (in any capacity) on Resolution 2 by or on behalf of a member of the Company's KMP, details of whose remuneration are included in the Remuneration Report or their closely related parties, whether as a Shareholder or as a proxy except that a vote may be cast on Resolution 2 by a KMP, or a closely related party of a KMP if:

(a) the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 2; and

(b) the vote is not cast on behalf of a KMP or a closely related party of a KMP.

2. if you appoint the Chair of the Meeting as your proxy, and you do not direct your proxy how to vote on Resolution 2 on the Proxy Form, you will be expressly authorising the Chair of the Meeting to exercise your proxy even if Resolution 2 is connected directly or indirectly with the remuneration of a KMP of the Group, which includes the Chair of the Meeting. The Chair of the Meeting intends to vote undirected proxies able to be voted **against** Resolution 2.

**Directors' Recommendation**

Acknowledging that all Directors have an interest in the outcome of this item of business, the Directors recommend voting against Resolution 2. If Resolution 2 is put to the Meeting, the Chair of the Meeting intends to vote all undirected proxies able to be voted against this resolution.

(d) **RESOLUTIONS 3 through 10 – Election of Directors**

**Background**

The Constitution provides for a minimum of three and a maximum of nine directors.

The Board of Directors may from time to time determine to increase the maximum number of directors but the maximum applying at any time cannot be reduced except by the Company at a general meeting.

Subject to the Constitution, the Board may appoint a person to be director at any time except at a general meeting and any director so appointed automatically retires at the next annual general meeting and is eligible for election at that meeting.

**Majority Voting Policy**

The rules of the TSX, which became effective December 31, 2012, require a listed issuer to disclose in the materials sent to its Shareholders for a meeting at which directors are to be elected whether or not it has adopted a majority voting policy and, if not, to explain why it has not adopted such a policy in its meeting materials. A majority voting policy generally requires that a director tender his or her resignation if the director receives more "withheld" votes than "for" votes (a "**majority withheld vote**") at any meeting where Shareholders vote on the uncontested election of directors. An "uncontested election" means the number of director nominees for election is the same as the number of director positions on the Board. A majority voting policy does not apply in the event of a contested election of directors.

The Board of Directors has adopted a majority voting policy. Under this policy, a director is required to tender his or her resignation if the director receives a majority withheld vote at any meeting where Shareholders vote on the uncontested election of directors. The resignation would become effective upon acceptance by the Board. The Remuneration, People and Governance Committee will review the circumstances of the election and make a recommendation to the Board as to whether or not to accept that tendered resignation. The Board must make a decision as soon as reasonably possible and in any event within 90 days of the resignation. The director who tendered the resignation would not be part of the decision-making process. The Board may fill a vacancy created by a resignation which has been accepted or may reduce the size of the Board.

In keeping with the rules of the TSX, the Company will continue to elect each director annually and individually and will forthwith after each annual general meeting issue a press release disclosing the detailed results of the voting for directors.

The enclosed Form of Proxy allows Shareholders to direct proxyholders to vote individually for each of the nominees for election as directors named below.

For personal use only

**Information Concerning Director Nominees**

The following disclosure provides information about each nominated director, including his or her jurisdiction of residence, business or employment for the five preceding years, the period of time he or she has held offices with the Company, committee memberships, the attendance record at the Board and committee meetings held in the financial year ended March 31, 2024, and the number of Ordinary Shares and other convertible securities of the Company beneficially owned by each such individual, directly or indirectly, or over which each such individual exercised control or direction, based upon information furnished to management of the Company by each such individual as at the date hereof.

The Remuneration, People and Governance Committee conducted an annual review of each director's outside boards and the time required to satisfy those commitments, in order to ensure that all directors are able to devote the requisite time and attention to their responsibilities. In the course of its review, the Remuneration, People and Governance Committee considered Mr. O'Keeffe's role as a director of Burgundy Diamond Mines Limited ("**Burgundy**"), the historical and anticipated time commitments of Burgundy's directors and the distinctive skills and perspectives that Mr. O'Keeffe brings to this board, as well as Mr. O'Keeffe's dedication to Champion, his corporate knowledge of the Company and its business given his long tenure and prior CEO position with the Company, his fundamental role in providing leadership to the Board and advancing Champion's strategic initiatives, and his exemplary record of attendance at Champion's Board meetings and the meetings of the Burgundy board. After reviewing these factors, the Remuneration, People and Governance Committee determined that Mr. O'Keeffe's appointment to the board of directors of Burgundy would not impede his ability to properly discharge his responsibilities as Champion's Executive Chairman.

Ms. Cormier was appointed to the Board in 2016 as a nominee of Wynnchurch pursuant to certain board nomination rights granted by the Company in favour of Wynnchurch in connection with a private placement of Ordinary Shares completed on April 11, 2016. Following the disposition of Ordinary Shares by Wynnchurch that was publicly announced by Wynnchurch on August 2, 2021, Wynnchurch is no longer entitled to nominate a candidate for election or appointment to the Board such that Ms. Cormier is no longer considered to be a director nominee of Wynnchurch.

| **Michael O'Keeffe – Director (Executive Chairman)**<br>**B. App. Sc (Metallurgy)** | **Occupation, Business or Employment** |
|---|---|
| Nassau, Bahamas<br><br>**Status**: Non-independent Director<br><br>**Principal Occupation:**<br>• Corporate Director<br><br>**Main areas of expertise**:<br>• Business<br>• Mining<br><br>Ordinary Shares: 41,523,830<br>Options: Nil<br>DSUs: Nil<br>RSUs: Nil<br>PSUs: Nil | Mr. O'Keeffe was appointed Executive Chairman of the Company on August 13, 2013 and CEO on October 3, 2014. On April 1, 2019, Mr. O'Keeffe stepped down as CEO and remains Executive Chairman of the Board. Mr. O'Keeffe commenced work with MIM Holdings in 1975. He held a series of senior operating positions, rising to Executive Management level in commercial activities. In 1995, he became Managing Director of Glencore Australia (Pty) Limited and held the position until July 2004. Mr. O'Keeffe was the founder and Executive Chairman of Riversdale Mining Limited. Mr. O'Keeffe is presently a member of the Board of Directors of Burgundy Diamond Mines Ltd. |

| **Board and Committees** | **Date Joined** | **Board and Committee Meeting Attendance for the financial year ended March 31, 2024** |
|---|---|---|
| Board of Directors | August 13, 2013 | 7 of 7 |

For personal use only

| David Cataford – Director<br>Eng. | Occupation, Business or Employment |
|---|---|
| Québec, Canada<br><br>**Status**: Non-independent Director<br><br>**Principal Occupation:**<br>• Chief Executive Officer, Champion Iron Limited<br><br>**Main areas of expertise**:<br>• Business<br>• Mining<br><br>Ordinary Shares: 2,459,284<br>Options: 37,500<br>DSUs: Nil<br>RSUs: 571,139<br>PSUs: 856,709 | David Cataford joined Champion Iron in 2014. He notably held the position of Chief Operating Officer before being appointed CEO of the Company in 2019. Mr. Cataford steered the recovery of assets, the restart of the Bloom Lake mine and today, with the support of a team of over 1,160 employees, he leads all of the Company's growth projects. Under his leadership, Champion Iron has forged a strong position in the green steel supply chain, building on a trust-based partnership with First Nations communities. Prior to joining Champion Iron, he held various management positions with other mining companies operating in the Labrador Trough, including Cliffs Natural Resources Inc. and ArcelorMittal. He was also co-founder and president of the North Shore and Labrador Mineral Processing Society. Mr. Cataford holds a bachelor's degree in mining engineering from Université Laval. His career path has earned him several awards, including the Young Mining Professionals Award and the Brendan Woods International Top Gun CEO Award. |

| Board and Committees | Date Joined | Board and Committee Meeting Attendance for the financial year ended March 31, 2024 |
|---|---|---|
| Board of Directors | May 21, 2019 | 7 of 7 |

| Gary Lawler – Lead Director<br>BA, LLB, LLM (Hons), ASIA, Master of Laws (Applied Laws) (Wills and Estates) | Occupation, Business or Employment |
|---|---|
| New South Wales, Australia<br><br>**Status**: Independent Director<br><br>**Principal Occupation:**<br>• Senior Advisor, Ashurst Australia<br><br>**Main areas of expertise**:<br>• Corporate Law<br>• Mergers and Acquisitions<br><br>Ordinary Shares: 1,719,725<br>Options: Nil<br>DSUs: 111,756 | Mr. Lawler was appointed as a Non-Executive Director on April 9, 2014. He is an Australian corporate lawyer who has specialized in mergers and acquisitions for over 40 years. Mr. Lawler has been a partner of a number of leading Australian law firms and is currently a Senior Advisor at Ashurst Australia. Mr. Lawler is also the Chairman of Mont Royal Resources Limited. Mr. Lawler has previously held board positions with Dominion Mining Limited, Riversdale Mining Limited, Riversdale Resources Limited and Cartier Iron Corporation and brings a wealth of experience to the Board. |

| Board and Committees | Date Joined | Board and Committee Meeting Attendance for the financial year ended March 31, 2024 |
|---|---|---|
| Board of Directors | April 9, 2014 | 7 of 7 |
| Audit Committee | June 18, 2014 | 5 of 5 |
| Remuneration, People and Governance Committee (Chair) | June 18, 2014 | 5 of 5 |

| Michelle Cormier – Director<br>CPA | Occupation, Business or Employment |
|---|---|
| Québec, Canada | Ms. Cormier is a senior-level executive with experience in management, including financial management, corporate finance, turnaround and strategic advisory situations and human |

For personal use only

| | |
|---|---|
| **Status**: Independent Director<br><br>**Principal Occupation:**<br>• Corporate Director<br><br>**Main areas of expertise**:<br>• Executive Leadership<br>• Accounting, Finance and Risk Management<br>• Governance<br>• Mergers, Acquisitions and Financings<br><br>Ordinary Shares: 456,500<br>Options: Nil<br>DSUs: 101,815 | resources. She has a strong capital markets background, with experience in public companies listed in the United States and Canada. She has significant experience in corporate governance, having served on several boards of directors of publicly listed and privately held companies as well as government-owned institutions and not-for-profit organizations. Ms. Cormier has been a consultant to Wynnchurch Capital Canada, Ltd. since 2014. Previously, she spent 13 years in senior management and as Chief Financial Officer of a large North American forest products company, and eight years in various senior management positions at Alcan Aluminum Limited (Rio Tinto). Ms. Cormier articled with Ernst & Young. She currently serves on the Board of Directors of Cascades Inc.<br><br>Due to Ms. Cormier's qualification as a CPA and her past role as a chief financial officer, she is considered an "Audit and Financial Reporting Expert". |

| **Board and Committees** | **Date Joined** | **Board and Committee Meeting Attendance for the financial year ended March 31, 2024** |
|---|---|---|
| Board of Directors | April 11, 2016 | 7 of 7 |
| Audit Committee (Chair) | July 1, 2017 | 5 of 5 |
| Remuneration, People and Governance Committee | April 27, 2017 | 5 of 5 |
| Sustainability and Indigenous Affairs Committee | January 27, 2021 | 4 of 4 |

| **Louise Grondin – Director**<br>**Eng., P.Eng.** | **Occupation, Business or Employment** |
|---|---|
| Ontario, Canada<br><br>**Status**: Independent Director<br><br>**Principal Occupation:**<br>• Independent consultant<br><br>**Main areas of expertise**:<br>• Human Resources<br>• Mining<br>• Sustainable Development<br><br>Ordinary Shares: Nil<br>Options: Nil<br>DSUs: 91,282 | Ms. Grondin has been, since January 2021, working as an independent consultant after retiring from Agnico Eagle Mines Limited ("**Agnico Eagle**"), a Canadian-based international gold producer. Over her almost twenty years with Agnico Eagle, she held various leadership positions as Senior Vice-President, People and Culture, Senior Vice-President Environment, Sustainable Development and People, Regional Director Environment and Environmental Superintendent. Prior to working with Agnico Eagle, Ms. Grondin was Director of Environment, Human Resources and Safety for Billiton Canada Ltd. In 2013, she was named amongst the 100 Global Inspirational Women in Mining, in 2015 she received the Rick W. Filotte Career Recognition Award and, in 2016, she was the recipient of the Women in Mining Canada Trailblazer award. She also sits on the Board of the Canadian Mining Hall of Fame and Wesdome Gold Mines Ltd. Ms. Grondin is a member of the Association of Professional Engineers of Ontario, the Ordre des ingénieurs du Québec and a fellow of the Canadian Academy of Engineering. |

| **Board and Committees** | **Date Joined** | **Board and Committee Meeting Attendance for the financial year ended March 31, 2024** |
|---|---|---|
| Board of Directors | August 27, 2020 | 7 of 7 |
| Sustainability and Indigenous Affairs Committee (Chair) | January 27, 2021 | 4 of 4 |
| Remuneration, People and Governance Committee | January 26, 2023 | 5 of 5 |

For personal use only

| Jessica McDonald | Occupation, Business or Employment |
|---|---|
| British Columbia, Canada<br><br>**Status**: Independent Director Nominee<br><br>**Principal Occupation:**<br>• Corporate Director<br><br>**Main areas of expertise**:<br>• Executive Leadership<br>• Sustainable Development<br>• Government and Regulatory Affairs<br><br>Ordinary Shares: Nil<br>Options: Nil<br>DSUs: 19,848 | Ms. McDonald joined Champion Iron in August 2023. She has been a corporate director since 2014 and has been certified by the Institute of Corporate Directors since 2017. She is currently a member of the board of directors of GFL Environmental Inc. and Foran Mining Corporation. Ms. McDonald was also a director of Coeur Mining, Inc. from 2018 to 2023, a director of Hydro One Limited from 2018 to 2022 and a director and chair of Trevali Mining Corporation between 2017 and 2020. From 2014 to 2017, Ms. McDonald was President and Chief Executive Officer of the BC Hydro and Power Authority, a clean energy utility with over $5.5 billion in annual revenue and more than 5,000 employees. She acted as interim President and Chief Executive Officer of Canada Post Corporation from April 2018 to March 2019 and was the chair of its board of directors between 2017 and 2020. Ms. McDonald served as the Chair of Powertech Labs, one of the largest testing and research laboratories in North America and a director of Powerex, an energy trading company. Ms. McDonald has extensive government experience, including serving as Deputy Minister to the Premier and Head of the BC Public Service. Ms. McDonald holds a Bachelor of Arts degree in Political Science from the University of British Columbia, is a graduate of the Institute of Corporate Directors and holds a certification in cybersecurity oversight from the National Association of Corporate Directors and Carnegie Mellon University. |

| Board and Committees | Date Joined | Board and Committee Meeting Attendance for the financial year ended March 31, 2024 |
|---|---|---|
| Board of Directors | August 30, 2023 | 3 of 3 |
| Audit Committee | August 30, 2023 | 2 of 2 |
| Sustainability and Indigenous Affairs Committee | August 30, 2023 | 2 of 2 |

| Jyothish George – Director | Occupation, Business or Employment |
|---|---|
| Switzerland<br><br>**Status**: Independent Director<br><br>**Principal Occupation:**<br>• Head of Copper Marketing, Glencore<br><br>**Main areas of expertise**:<br>• Mining<br>• Commodities<br>• Corporate Finance<br>• Capital Markets<br><br>Ordinary Shares: Nil<br>Options: Nil<br>DSUs: Nil | Mr. George joined Champion Iron in October 2017. Mr. George is currently Head of Copper Marketing at Glencore. Immediately prior to his current role, Mr. George served as head of marketing for iron ore at Glencore. Prior to that he was the Chief Risk Officer of Glencore. He earlier held a number of roles at Glencore's head office in Baar, Switzerland from 2009 onwards focused on iron ore, nickel and ferroalloys physical and derivatives trading, and has been involved with iron ore marketing since its inception at Glencore. Mr. George joined Glencore in 2006 in London. He was previously a Principal at Admiral Capital Management in Greenwich, Connecticut, a Vice President in equity derivatives trading at Morgan Stanley in New York, and started his career at Wachovia Securities in New York as a Vice President in convertible bonds trading. Mr. George received a Bachelor's in Technology from IIT Madras, India and a PhD in Mechanical Engineering from Cornell University. |

| Board and Committees | Date Joined | Board and Committee Meeting Attendance for the financial year ended March 31, 2024 |
|---|---|---|
| Board of Directors | October 16, 2017 | 7 of 7 |

| Ronnie Beevor | Occupation, Business or Employment |
|---|---|
| New South Wales, Australia<br><br>**Status**: Independent Director | Mr. Beevor was appointed as a Non-Executive Director in March 2024. Mr. Beevor has over 40 years of experience in investment banking and the mining sector, including as Chair and non-executive director of several mining companies in Australia and internationally. He is presently Chairman of Felix Gold, which has substantial gold exploration properties in Alaska, |

For personal use only

| | |
|---|---|
| **Principal Occupation:**<br>• Corporate Director<br><br>**Main areas of expertise**:<br>• Mining<br>• Corporate Finance<br>• Capital Markets<br><br>Ordinary Shares: 60,000<br>Options: Nil<br>DSUs: 11,466 | director of Mont Royal Resources, building a dominant position in underexplored greenstone belts in Québec, and director of Lucapa Diamond Company Limited, an international producer of high value diamonds. He recently retired as Chairman of Bannerman Energy Limited, owner of the large Etango uranium deposit in Namibia, Previously, Mr. Beevor served as head of investment banking at Rothschild Australia, Chair of EMED Mining, which acquired, developed and operated the Rio Tinto copper mine in Southern Spain, board member of Riversdale Resources, which was acquired by Hancock Prospecting for A$800M, as well as Talison Lithium which acquired the Greenbushes lithium mine in West Australia, prior to its acquisition by Tianqi Industry Group for nearly C$700M. Mr. Beevor also served on the board of Oxiana Limited, which developed substantial gold and copper operations in Laos, acquired the Golden Grove polymetallic mine in Western Australia, developed the Prominent Hill mine in South Australia and merged with Zinifex Limited to form OZ Minerals, which was acquired in 2023 by BHP Group Limited for A$9.5B. Mr. Beevor holds an Honours degree in Philosophy, Politics and Economics from Oxford University, and qualified as a chartered accountant in England and Wales. |

| Board and Committees | Date Joined | Board and Committee Meeting Attendance for the financial year ended March 31, 2024 |
|---|---|---|
| Board of Directors | March 3, 2024 | 1 of 1 |

The nominees listed above will be elected at the Meeting to hold office until the next annual meeting of Shareholders or until such director's successor is duly elected or appointed unless other individuals are nominated by Shareholders at the Meeting, in which case voting will be by ballot and the seven nominees with the most votes will be elected as directors.

**The persons named in the accompanying Form of Proxy intend to vote the Ordinary Shares represented thereby FOR the election of the nominees named above as directors of the Company, unless the Shareholder has specified in the proxy that the Ordinary Shares represented thereby are to be voted against or withheld from voting in respect of one or more nominees. Management has no reason to believe that any of the nominees named above will be unable or unwilling to serve as a Director, but if that should occur for any reason prior to the Meeting, the persons named in the accompanying Form of Proxy shall have the right to vote for another nominee in such proxyholder's discretion, unless the proxy withholds authority to vote for the election of directors.**

### Information Relating to Bankruptcies, Cease Trade Orders and Sanctions

To the knowledge of the Company, no proposed director and no personal holding company of any proposed director is, at the date hereof, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that (a) while that person was acting in that capacity, was subject to a cease trade order, a similar order or an order that denied the issuer access to any exemption under securities legislation, which order, in each case, was in effect for a period of more than 30 consecutive days, or (b) was subject to any such order that was issued after that person ceased to be a director chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Except as set out below, to the knowledge of the Company, no proposed director and no personal holding company of any proposed director, is, as at the date hereof, or has been with 10 years before the date hereof, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

In January 2017, Michelle Cormier was asked by the remaining senior secured creditor and by the sole shareholder of Calyx Transportation Inc. ("**Calyx**") to become the sole director and officer of Calyx. In this capacity, her mandate was to wind down Calyx in the most efficient manner, following the sale, in December 2016, by Calyx of all assets and businesses in which it operated. The large majority of net proceeds from such sales were used to repay bank indebtedness, employee severances and suppliers. Following all such payments, the cash on hand was insufficient to repay the remaining secured creditor. Given the insolvency of Calyx, Michelle Cormier in her capacity as director of Calyx approved a voluntary assignment in bankruptcy pursuant to the *Bankruptcy and Insolvency Act* (Canada) in order to complete the wind down of Calyx's affairs and discharge her mandate.

To the knowledge of the Company, no proposed director and no personal holding company of any proposed director, has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his, her or its assets.

For personal use only

To the knowledge of the Company, no proposed director and no personal holding company of any proposed director: (a) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority; or (b) since December 31, 2000, has entered into a settlement agreement with a securities regulatory authority or, before January 1, 2001, entered into a settlement agreement with a securities regulatory authority which would likely be important to a reasonable investor in making an investment decision; or (c) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making investment decision.

**Board Skills Sets and Expertise**

As set out in the matrix below, the Company's director nominees have a wide and diverse set of skills and experience which the Company believes are well suited to fulfilling the strategies, needs and best interests of the Company, its Board of Directors and Committees.

| Skills & Expertise | Michael O'Keeffe | David Cataford | Gary Lawler | Michelle Cormier | Louise Grondin | Jessica McDonald | Jyothish George | Ronnie Beevor |
|---|---|---|---|---|---|---|---|---|
| Mining, Resources and Development | X | X | X | | | | X | X |
| Health and Safety | | X | | X | X | X | | |
| Environment and Sustainability | | X | X | | X | X | | |
| International Markets | X | | X | X | | | X | X |
| Strategy, M&A and Capital Markets | X | X | X | X | | | X | X |
| Financial, Audit and Risk | | | X | X | | | | X |
| Legal and Public Policy | | | X | | | X | | |
| Executive Management | X | X | | X | X | X | X | |
| Government and Regulatory Affairs | X | X | X | | X | X | | |
| Human Resources | X | X | X | X | X | X | | |

d) **RESOLUTION 11 - Re-approval of the Omnibus Plan**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That:*

*(a) for the purposes of Exception 13(b) of ASX Listing Rule 7.2 and for all other purposes, the Shareholders hereby re-approve the Omnibus Plan of the Company entitled "Omnibus Incentive Plan" (the "**Omnibus Plan**") and the issue of securities under the Omnibus Plan;*

*(b) subject to receipt of approval of the Toronto Stock Exchange, the Omnibus Plan, and any unallocated options or other entitlements thereunder, be and they are hereby reconfirmed, authorized, ratified and approved in entirety, subject to such amendments as may be required by the Toronto Stock Exchange, if any;*

*(c) the Company is authorized to grant entitlements in accordance with the terms and conditions of the Omnibus Plan until 28 August 2027 in Montréal and 29 August 2027 in Sydney, being the date that is three (3) years from the date on which Shareholder approval is obtained; and*

*(d) any director or officer of the Company is authorized to execute and deliver all other documents and do all other acts and things as may be necessary or desirable to give effect to this Resolution.*"

ASX Listing Rule 7.1 provides that a company must not, without shareholder approval, issue during any 12-month period equity securities or other securities with rights of conversion to equity (such as an option), if the number of those securities would exceed 15% of the total shares on issue at the commencement of that period, unless an exception applies. One exception to the '15% rule' in ASX Listing Rule 7.1 is Exception 13(b) of ASX Listing Rule 7.2, which allows the Company to issue securities under an employee incentive scheme without shareholder approval



For personal use only

and without reducing the 15% capacity available under ASX Listing Rule 7.1, provided that shareholders have approved the employee incentive scheme within three years of the date of issue of the securities. Exception 13(b) is only available if and to the extent that the number of securities issued under the Omnibus Plan does not exceed the maximum number set out in this Circular in respect of which Shareholder approval is sought pursuant to Listing Rule 7.2. Exception 13(b) also ceases to be available if there is a material change to the terms of the Omnibus Plan from those set out in this Circular.

The Company first adopted the Omnibus Plan following Shareholder approval at the annual general meeting held on 17 August 2018. The Shareholders re-approved the Omnibus Plan at the annual general meeting held on 26 August 2021. Thus, this is the third Shareholder approval sought under Listing Rule 7.2 Exception 13(b) with respect to the issue of securities under the Omnibus Plan.

Additionally, in accordance with the requirements of the TSX, every three years after institution, all unallocated stock options, rights and other entitlements under a security-based compensation arrangement which does not have a fixed maximum number of securities issuable (commonly referred to as a "rolling plan") must be approved by a majority of the issuer's directors and the issuer's securityholders. As the Omnibus Plan does not have a fixed maximum number of securities issuable thereunder, the Shareholders are required to approve all unallocated options and other entitlements issuable pursuant to the Omnibus Plan.

The purpose of the Omnibus Plan is to provide eligible employees with an opportunity to share in the growth in value of the Company and to encourage the participation in the longer-term performance of the Company and its returns to Shareholders. The Omnibus Plan also assists the Company in attracting and retaining skilled and experienced Directors and employees by providing them with an opportunity to have a greater involvement with, and to focus on the longer term goals of, the Company. A summary of the material terms of the Omnibus Plan is set out in Schedule "D" to this Circular. Accordingly, the Board seeks further Shareholder approval of the Omnibus Plan for the purposes of Listing Rule 7.2 Exception 13(b) and the requirements of the TSX.

In accordance with Exception 13(b) of ASX Listing Rule 7.2, the Company discloses that it has not issued any options (leaving a balance of 150,000 options currently outstanding), has issued 269,002 DSUs, 3,105,986 PSUs and 2,148,656 RSUs under the Omnibus Plan since the Omnibus Plan was re-approved on August 25, 2021 (Montréal)/August 26, 2021 (Sydney). Under the Omnibus Plan, the aggregate number of Ordinary Shares that may be reserved for issuance pursuant to equity securities granted or issued under the Omnibus Plan (and its predecessor) cannot exceed 10% of the Ordinary Shares issued and outstanding from time to time. Accordingly, the Company cannot issue more equity securities under the Omnibus Plan than will result (upon the exercise and settlement of those equity securities) in the issue of Ordinary Shares representing more than 10% of the issued and outstanding Ordinary Shares from time to time, representing 51,810,100 Ordinary Shares as of the date of this Circular. The maximum number of equity securities issuable at the date of this Circular under the Omnibus Plan following the approval is therefore that number as will represent 51,810,100 Ordinary Shares upon the exercise and settlement of those equity securities.

If approved, Resolution 11 will enable the Company to issue securities under the Omnibus Plan to eligible employees over the next three years without reducing the 15% capacity under ASX Listing Rule 7.1. For the avoidance of doubt, the Company must still seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Ordinary Shares under the Omnibus Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained. If Resolution 11 is not approved by Shareholders, all unallocated options, rights or other entitlements under the Omnibus Plan will be cancelled and the Company will not be permitted to make further grants under the Omnibus Plan until security holder approval is obtained.

**Voting Exclusions**

The Company will disregard any votes cast on Resolution 11 by any person eligible to participate in the Omnibus Plan or any associate of that person or persons. However, the Company will not disregard a vote on Resolution 11 if it is cast by:

(a) a person appointed as a proxy for a person who is entitled to vote, in accordance with the directions on the form of proxy; or

(b) the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the form of proxy to vote on Resolution 11 as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For personal use only

In addition, in accordance with section 250 BD of the Corporations Act, the Company will also disregard any votes on Resolution 11 by any member of the Company's KMP (or their closely related parties) as a proxy, unless the vote is cast:

(a) for a person who is entitled to vote and in accordance with the directions on the form of proxy; or

(b) by the Chair of the Meeting for a person entitled to vote where the Chair has received express authority in the form of proxy to vote the undirected proxy as the Chair sees fit on Resolution 11, even though that resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

**Directors' Recommendation**

Acknowledging that all Directors have an interest in the outcome of this item of business, the Directors recommend voting in favour of Resolution 11.

**Shareholder Approval**

At the Meeting, Shareholders will be asked to approve Resolution 11. Resolution 11 must be approved by a majority vote of the Shareholders entitled to vote on Resolution 11. Failure to obtain Shareholder approval will result in all unallocated options, rights or other entitlements being cancelled and the Company will not be permitted to make further grants until Shareholder approval is obtained.

e) **RESOLUTION 12 – Appointment of additional auditor of the Company**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"*That Ernst & Young LLP, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the Company's additional auditor in accordance with the Corporations Act, effective from the date of the Meeting and the Directors be authorised to agree the remuneration of the auditor.*"

**Background**

The Company, being a dual listed entity in Australia through the facilities of the ASX and in Canada through the facilities of the TSX is required to comply with the requirements of both facilities and the respective laws of each region.

The Company is an Australian incorporated company and complies with the Corporations Act, including compliance with:

- the financial reporting requirements under section 292 of the Corporations Act;
- the requirement for the auditor to form an opinion as to whether the financial report is prepared in accordance with the Corporations Act; and
- the requirement for the auditor, if a firm, to have at least one member that is a registered company auditor ordinarily resident in Australia or New Zealand under section 324BB(5) of the Corporations Act.

EY Australia has been the Company's auditor since 2013.

For the financial year ended March 31, 2023, and since its appointment, EY Australia has audited and reported in accordance with Australian Auditing Standards on whether the Company's annual financial report is prepared in accordance with the Corporations Act, including complying with Australian Accounting Standards and the Corporations Regulations. EY Australia has also audited and reported in accordance with Canadian generally accepted auditing standards on whether the Company's consolidated financial statements are prepared in accordance with IFRS.

Effective May 15, 2024, the Company appointed EY Canada as an additional auditor to audit and report in accordance with Canadian generally accepted auditing standards on whether the Company's consolidated financial statements are prepared in accordance with IFRS. On May 10, 2024, EY Canada consented to the appointment.

EY Australia shall continue in its appointment as auditor pursuant to the Corporations Act to audit and report in accordance with Australian Auditing Standards on whether the Company's annual financial report is prepared in accordance with the Corporations Act, including complying with Australian Accounting Standards and the Corporations Regulations.



For personal use only

The appointment of EY Canada as an additional auditor to audit and report in accordance with Canadian generally accepted auditing standards on whether the Company's consolidated financial statements are prepared in accordance with IFRS was initiated by EY Australia.

Pursuant to section 327C of the Corporations Act, the Board appointed EY Canada on May 16, 2024 (Sydney time) / May 15, 2024 (Montréal time). Under section 327B(1)(b) of the Corporations Act, Shareholders are required to approve the appointment of the auditor.

EY Canada has provided its consent to be appointed as auditor.

A nomination from a Shareholder to appoint EY Canada has been received and is incorporated in the Notice of Meeting.

**Directors' Recommendation**

The Board recommends that Shareholders vote in favour of the appointment of EY Canada as an additional auditor of the Company.

## OTHER BUSINESS

While management of the Company is not aware of any business other than that mentioned in the Notice of Meeting to be brought before the Meeting for action by the Shareholders, it is intended that the proxies hereby solicited will be exercised upon any other matter or proposal that may properly come before the Meeting, or any adjournments thereof, in accordance with the judgment of the persons authorized to act thereunder.

## ADDITIONAL INFORMATION

Additional information relating to the Company may be obtained from the Company, under the Company's SEDAR+ profile at www.sedarplus.ca or by searching for historical announcements released by the Company on ASX at www.asx.com.au. Securityholders may contact the Corporate Secretary of the Company, Steve Boucratie, by phone at (514) 316-4858 or by mail at 1155 René-Lévesque Blvd. West, Suite 3300, Montréal, Québec, H3B 3X7 Canada, to request copies of the Company's financial statements and management's discussion and analysis.

Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed financial year.

For personal use only

## BOARD APPROVAL

The contents and the sending of this Circular have been approved by the Board of Directors of the Company.

DATED at Montréal, Québec, this 22nd day of July, 2024.

By Order of the Board of Directors

(signed) *"Steve Boucratie"*
Steve Boucratie
Senior Vice-President -
General Counsel and Corporate Secretary

For personal use only

For personal use only

## SCHEDULE "A"

**CHAMPION IRON LIMITED**
(the "**Company**")

## STATEMENT OF CORPORATE GOVERNANCE PRACTICES

1. **Board of Directors**

(a) *Disclose the identity of directors who are independent.*

The board of directors of the Company (the "**Board**") is currently comprised of eight directors, of whom six are independent within the meaning of Section 1.4 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). The independent directors are Gary Lawler, Michelle Cormier, Louise Grondin, Jessica McDonald, Jyothish George and Ronnie Beevor.

(b) *Disclose the identity of directors who are not independent and describe the basis for that determination.*

Michael O'Keeffe is currently the Executive Chairman of the Company and David Cataford is currently the Chief Executive Officer ("**CEO**") of the Company, and they are, therefore, not independent. The Board believes that the current combination of independent and non-independent directors is an acceptable balance, for an issuer of the size and nature of the Company, between the objective of independent supervision of management, the insight drawn from outside members of the business and professional community, and the in-depth knowledge of the operations of the Company afforded by the participation of its current executive officers on the Board.

(c) *Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors does to facilitate its exercise of independent judgment in carrying out its responsibilities.*

The current Board consists of eight members, a majority of whom, six members, are independent within the meaning of Section 1.4 of NI 52-110 and Recommendation 2.3 of the ASX Corporate Governance Principles and Recommendations 4ed. Following the Meeting, if management's nominees are elected to the Board, a majority of the directors will continue to be independent.

(d) *If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the issuer.*

The following current directors and proposed nominees are also directors or trustees of other reporting issuers.

| Name of Director | Reporting Issuer |
|---|---|
| Michael O'Keeffe | Burgundy Diamond Mines Limited |
| David Cataford | N/A |
| Gary Lawler | Mont Royal Resources Limited |
| Michelle Cormier | Cascades Inc. |
| Louise Grondin | Wesdome Gold Mines Ltd. |
| Jessica McDonald | GFL Environmental Inc. and Foran Mining Corporation |
| Jyothish George | N/A |
| Ronnie Beevor | Mont Royal Resources Limited, Felix Gold Limited and Lucapa Diamond Company Limited |

(e) *Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently*

*completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.*

The independent directors are entitled to hold meetings at which management and non-independent directors are not present, as and when deemed necessary, in order to facilitate candid discussion among the independent directors. The independent directors are encouraged to ask questions and to review all relevant matters. In addition, any item that involves an actual or potential conflict is voted on by those directors that are not related to the conflict in question.

The Company takes steps to ensure that adequate structures and processes are in place to permit the Board to function independently of management of the Company. Where matters arise at meetings of the Board which require decision making and evaluation that is independent of management and interested directors, the Board will hold an "*in-camera*" session among the independent and disinterested directors, without management present at such meeting.

The Executive Chairman of the Board has over 30 years of experience in the public companies sector as a shareholder, director and chief executive officer, and he provides strong leadership and counsel to the Board. The independent directors regularly attend Board and committee meetings in person or by teleconference, which encourages open, candid discussion. The Audit Committee holds meetings with the external auditors, which also encourages open, candid discussion. The Board as a whole and each director have the resources to engage outside consultants to review matters on which they feel they require independent professional advice.

(f) *Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director and describe his or her role and responsibilities. If the board has neither a chair nor a lead director who is independent, describe what the board does to provide leadership for its independent directors.*

Michael O'Keeffe is Executive Chairman of the Board and is therefore not independent within the meaning of Section 1.4 of NI 52-110 or Recommendation 2.3 of the ASX Corporate Governance Principles and Recommendations 4ed. Mr. O'Keeffe also served as Chief Executive Officer until the appointment of David Cataford as Chief Executive Officer on April 1, 2019.

Gary Lawler is currently Lead Director, and he is independent within the meaning of Section 1.4 of NI 52-110 and Recommendation 2.3 of the ASX Corporate Governance Principles and Recommendations 4ed.

The Lead Director is responsible for the following:

- serving as a principal liaison between the independent directors and the Chair and between the independent directors and senior management;
- reviewing Board agendas and giving input to the Chair in advance of Board meetings;
- presiding over meetings of the independent directors and communicating the results of these meetings to the Chair, when appropriate; and
- performing the duties of the Chair when there is an actual or potential conflict of interest or when the Chair is absent.

For personal use only

(g) *Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.*

| Name | Board of Directors Meetings | Audit Committee Meetings | Remuneration, People and Governance Committee Meetings | Sustainability and Indigenous Affairs Committee Meetings |
|---|---|---|---|---|
| Michael O'Keeffe | 9 of 9 | N/A | N/A | N/A |
| David Cataford | 9 of 9 | N/A | N/A | N/A |
| Gary Lawler | 9 of 9 | 7 of 7 | 7 of 7 | N/A |
| Michelle Cormier | 9 of 9 | 7 of 7 | 7 of 7 | 5 of 5 |
| Louise Grondin | 9 of 9 | N/A | 7 of 7 | 5 of 5 |
| Jessica McDonald[(1)] | 5 of 5 | 4 of 4 | N/A | 3 of 3 |
| Jyothish George | 9 of 9 | N/A | N/A | N/A |
| Ronnie Beevor[(2)] | 2 of 3 | N/A | N/A | N/A |
| Andrew Love[(3)] | 4 of 4 | 3 of 3 | N/A | N/A |
| Wayne Wouters[(3)] | 4 of 4 | N/A | N/A | 2 of 2 |

Notes:

(1) Ms. McDonald was appointed on the Board of directors, as a member of the Audit Committee and as a member of the Sustainability and Indigenous Affairs Committee on August 30, 2023.

(2) Mr. Beevor was appointed on the Board of directors on March 3, 2024.

(3) Each of Mr. Love and Mr. Wouters did not stand for re-election at the last annual general meeting of the Company held on August 30, 2023, and ceased to be directors of the Company on that date.

2. **Board Mandate**

(a) *Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its roles and responsibilities.*

The text of the Board's charter is attached as Schedule "B" to this Circular.

3. **Position Descriptions**

(a) *Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.*

The written roles and responsibilities of the Chairman of the Board is set out in the Board's charter which is available on the Company's website and is attached as Schedule "B" to this Circular. The charters of the Company's committees include the written role and responsibilities of the chairs of each committee of the Board. These policies are available on the Company's website.

The Chairman of the Board is responsible for providing the necessary direction required for an effective Board, ensuring that all the directors receive timely and accurate information so that they can make informed decisions, ensuring that the Board collectively and individual directors' performance is assessed annually and encouraging active engagement from all members of the Board.

The Chairman of the Board, and the Board as a whole, encourage the chairs of each committee to act in accordance with best practices of corporate governance, with measures ranging from informal advice to more formal governance training.

For personal use only

(b) *Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.*

The Board has developed a mandate for the CEO, which is available on the Company's website. The CEO is familiar with the role and responsibilities of a CEO of a mineral resource company such as the Company, and the Board is willing and able to, and does, provide advice and guidance as required.

4. **Orientation and Continuing Education**

(a) *Briefly describe what measures the board takes to orient new directors regarding the role of the board, its committees and its directors; and the nature and operation of the issuer's business.*

New members to the Board receive an induction package which includes the Company's policies and certain public disclosure filings by the Company. Where possible, meetings are held at the Company's facilities, in combination with tours of the premises and presentations by the Company's management and employees to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all members of the Board.

*Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.*

The Board does not have a formal continuing education program. However, all directors are encouraged to undergo continuing professional development and are provided with the resources and training to address skills gaps where they are identified and to receive continuing education concerning the industry and environment within which the Company operates. In addition, the current members of the Board are experienced directors. Finally, members of the Board may also engage outside consultants at the expense of the Company to review matters on which they feel they require independent professional advice.

5. **Ethical Business Conduct**

(a) *Describe whether or not the board has adopted a written code for the directors, officers and employees.*

The Board has adopted a written Code of Conduct for directors, officers and employees of the Company and its subsidiaries.

*If the board has adopted a written code:*

*disclose how a person or company may obtain a copy of the code:*

A copy of the Company's Code of Conduct is available on the Company's website and on SEDAR+ at www.sedarplus.ca and may also be obtained from the Company's Secretary at the Company's Montréal office, at 1155 René-Lévesque Blvd. West, Suite 3300, Montréal, Québec, H3B 3X7 Canada.

*describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code:*

The Board expects management to report to the Board regarding any breaches or concerns with respect to compliance with the Code of Conduct and the Company's policies which are of a material nature, whether or not a satisfactory resolution was already implemented by management, or of which management is aware that are reasonably likely to arise in the foreseeable future and which would be of a material nature. Breaches to the Code of Conduct can also be reported directly to the Board.

*provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code:*

N/A



For personal use only

(b) *Describe any steps the board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.*

Pursuant to the Code of Conduct, the Board ensures that all directors, officers and employees of the Company conduct themselves in a professional and ethical manner. Each director is required to fully disclose his or her actual or potential conflict of interest with the Company. Once such interest has been disclosed, the Board of Directors can request the director to take reasonable steps to remove the conflict of interest, failing which such director must absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates unless the Board is satisfied that the interest should not disqualify the director from discussion or voting on the matter

In addition, the *Corporations Act 2001* (Cth) provides that every director of the Company who has a material personal interest in a matter that relates to the affairs of the Company (which may include a contract or a proposed contract with the Company) shall (unless a specified exemption applies) declare his or her interest at a meeting of the directors of the Company. The Board would expect such a declaration to be made at the first meeting of the directors after the acquisition of the interest, and that such director would not be present while the matter is being considered at a meeting of the directors and not vote as a director in respect of the matter in which he or she has a material personal interest as aforesaid and, if he or she does so vote, his or her vote shall not be counted.

(c) *Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.*

The Board expects the directors, management and employees of the Company to comply with all statutes, regulations and administrative policies applicable to the Company and expects the management to supervise employees and consultants in such a manner as to be informed of their activities and to promote the free flow of information. Corporate policies include, but are not limited to, matters of corporate disclosure on a timely basis, confidentiality and insider trading restrictions.

The Board of Directors adopted the Share Trading Policy that imposes basic trading restrictions on all employees of the Company and its related companies who possess unpublished price-sensitive information. The Company also observes blackout periods during which the Company's KMP are prohibited from trading in the securities of the Company.

The Board of Directors has also adopted a Whistleblower policy in order to establish procedures for the receipt, retention and treatment of complaints received by the Company regarding, among other things, accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of the Company and its subsidiaries and any other eligible whistleblowers under the policy of any complaint or concern regarding such matters. This policy is available on the Company's website.

6. **Nomination of Directors**

(a) *Describe the process by which the board identifies new candidates for board nomination.*

The Board of Directors considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to effectively carry out the duties of the Board of Directors, to maintain a diversity of views and experience and allow a mix of qualifications, skills and expertise.

The Board, with the assistance of the Remuneration, People and Governance Committee, is also responsible for recruiting and recommending candidates for election as directors when necessary. Whenever possible, candidates are interviewed by members of the Board individually and in small groups prior to their nomination for election as directors.

(b) *Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.*

Board nomination and performance fall under the scope of duties of the Remuneration, People and Governance Committee. The Remuneration, People and Governance Committee is currently composed



For personal use only

of three independent non-executive Board members: Gary Lawler (Chair), Louise Grondin and Michelle Cormier. Mr. Lawler is Chair of the Remuneration, People and Governance Committee.

(c) *If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.*

The nomination responsibilities of the Remuneration, People and Governance Committee include, among other things: ensuring an appropriate Board selection process takes place in searching for and selecting new directors; developing criteria for Board membership and identifying the factors taken into account in the selection process; identifying and screening candidates for nomination to the Board having regard to any gaps in the skills and experience of the directors on the Board and ensuring that a diverse range of candidates is considered; making recommendations to the Board for committee membership; and ensuring there is an appropriate Board succession plan in place to maintain an appropriate mix of skills, experience, expertise and diversity on the Board.

The Remuneration, People and Governance Committee meetings are held regularly but not less than once a year.

7. **Compensation**

(a) *Describe the process by which the board determines the compensation for the issuer's directors and officers.*

The Board is responsible for reviewing the compensation of the officers and directors of the Company annually. The total compensation from all sources, including fees, salary, annual performance bonus awards, short-term incentives and longer-term equity-based incentives, is considered in comparison to current market rates offered by companies in similar stages of development, operations, regional geography and of similar size in terms of market capitalization and is intended to remain competitive in order to attract and retain talented and motivated individuals. In making such determinations, the Board gives due consideration to the recommendations of the Company's Remuneration, People and Governance Committee.

(b) *Disclose whether or not the board has a compensation committee comprised entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.*

Remuneration considerations fall under the scope of duties of the Remuneration, People and Governance Committee. The Remuneration, People and Governance Committee is currently composed of three independent non-executive Board members: Gary Lawler (Chair), Louise Grondin and Michelle Cormier.

(c) *If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.*

The compensation responsibilities of the Remuneration, People and Governance Committee include, among other things: assisting the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for directors and senior executives; assessing the market and benchmarking against comparative groups to ensure that senior executives are being rewarded commensurate with their responsibilities; retaining the services of compensation consultants or advisors to assist the Board and the Remuneration, People and Governance Committee in benchmarking and determining executive compensation; setting policies for senior executives' remuneration; reviewing the salary levels of senior executives and making recommendations to the Board on any proposed increases; reviewing the Company's recruitment, retention and termination policies and procedures for senior management; reviewing and making recommendations to the Board on the Company's annual and long-term incentive plans; and reviewing and making recommendations to the Board on the Company's pension or superannuation arrangements.

The Remuneration, People and Governance Committee meetings are held regularly but not less than once every quarter.

For personal use only

For personal use only

8. **Other Board Committees**

*If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.*

***Sustainability and Indigenous Affairs Committee***

The Company's Sustainability and Indigenous Affairs Committee is currently composed of three independent non-executive Board members: Louise Grondin (Chair), Michelle Cormier and Jessica McDonald.

The Sustainability and Indigenous Affairs Committee assists the Board of Directors in connection with the monitoring and reviewing of environment, health and safety, community and social risks and supporting the Company's commitment to sustainable and socially responsible resource development, including the Company's relationships and engagement with Indigenous Peoples communities. A copy of the Company's Sustainability and Indigenous Affairs Committee Charter is available on the Company's website.

9. **Assessments**

*Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessment are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees and its individual directors are performing effectively.*

The Company disclosed its evaluation process for the performance of the Board in its Corporate Governance statement which is available on the Company's website at https://www.championiron.com/corporate-profile/corporate-governance-statement/. The Board as a whole also discusses and analyses its own performance during the year, including suggestions for change or improvement. Finally, the Board annually reviews the Company's strategy and sets Company and individual performance objectives and will review the necessity of establishing committees and delegating certain of its responsibilities to the committees.

Each of the committees of the Board regularly reports to the Board with respect to its activities and makes its minutes of meetings and supporting information available to the Board. This is intended to allow the Board to evaluate the effectiveness of its committees on an ongoing basis. In addition, the Board reviews, on an annual basis, the necessity of establishing any committees and delegating certain of its responsibilities to the committee and the committees' achievements during the year based on their duties.

10. **Director Term Limits and Other Mechanisms of Board Renewal**

*Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.*

The Board has not adopted term limits for directors or other mechanisms of board renewal as it believes that the imposition of director term limits or other mechanisms of board renewal on a board implicitly discounts the value of experience and continuity amongst the board members and runs the risk of excluding experienced and potentially valuable board members as a result of arbitrary determination. The Board believes that it can best strike a balance between continuity and fresh perspectives without mandated term limits or other mechanisms of board renewal.

For personal use only

11. **Policies Regarding the Representation of Women on the Board**

*Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.*

*If an issuer has adopted a policy, disclose the following in respect of the policy:*

(a) *a short summary of its objectives and key provisions,*

(b) *the measures taken to ensure that the policy has been effectively implemented,*

(c) *annual and cumulative progress by the issuer in achieving the objectives of the policy, and*

(d) *whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.*

The Company adopted a Diversity Policy which outlines the Company's commitment to promoting a culture that is supportive of diversity.

However, at the Company's current stage of operations, while diversity is taken into account, the primary focus of the Company's Remuneration, People and Governance Committee is the identification and selection of directors who have the expertise and skills necessary to assist in the fulfilment of the Company's potential as an expanding high-grade iron ore producer and an exploration and development company.

The Company recognizes that gender diversity is a significant aspect of diversity and acknowledges the important role that women with appropriate and relevant skills and experience can play in contributing to the diversity of perspective on the Board and understands that the ability to draw on a wide range of viewpoints, backgrounds, skills and experience is critical to its success. While the Company has not adopted formal policies regarding the representation of women on the Board, the Company considers diversity to be an important consideration for the selection process.

The Company also recognizes that racial or ethnic diversity is an important aspect of diversity and the board composition currently includes one member that belongs to a racially diverse group.

As the size and scale of the Company continue to grow, the Board expects to adopt policies to ensure diversity, including with respect to the representation of women, as director positions become vacant and appropriately qualified candidates become available.

12. **Consideration of Representation of Women in the Director Identification and Selection Process**

*Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.*

While the Company's Remuneration, People and Governance Committee monitors the level of female representation on the Board and, where appropriate, recruits qualified female candidates as part of the Company's overall recruitment and selection process to fill Board positions as the need arises, through vacancies, growth or otherwise, the primary focus of the Remuneration, People and Governance Committee is the identification and selection of directors who have the expertise and skills necessary for a high-grade iron ore producer and exploration and development company.

13. **Consideration Given to the Representation of Women in Executive Officer Appointment**

*Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.*

While the Company's Remuneration, People and Governance Committee monitors the level of female representation in management positions and, where appropriate, recruits qualified female candidates as part of the Company's overall recruitment and selection process to fill management positions as the need arises, through

vacancies, growth or otherwise, the primary focus of the Remuneration, People and Governance Committee is the identification and selection of executives who have the expertise and skills necessary for a high-grade iron ore producer and exploration and development company.

14. **Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions**

*Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.*

*Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.*

*If the issuer has adopted a target, disclose: (i) the target, and (ii) the annual and cumulative progress of the issuer in achieving the target.*

The Company has not adopted targets for women on the Board and in executive officer positions. The Board does not foresee the adoption of targets in the immediate future but the Company's diversity policy provides that its strategies include recruiting from a diverse range of candidates for all positions, including senior executive roles and Board positions, encouraging female participation across a range of roles, and reviewing and reporting on the relative proportion of women and men in the workforce at all levels of the Company.

15. **Number of Women on the Board and in Executive Positions**

*Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.*

As at the date hereof, there are three women on the Company's Board, which equates to a 38% representation.

*Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.*

As at the date hereof, there is one woman (14%) in an executive officer position.

For personal use only

For personal use only

# SCHEDULE "B"

## CHAMPION IRON LIMITED

## BOARD CHARTER

This charter sets out the role and responsibilities of the Board of Directors (the "Board") of Champion Iron Limited (the "Company"), taking into account the ASX Corporate Governance Principles and Recommendations and National Policy 58-201 - Corporate Governance Guidelines and in compliance with applicable laws and regulations and the Constitution of the Company.

**Composition**

The composition of the Board is determined using the following principles:

- A majority of the directors must be independent, and must possess a broad range of business expertise; and
- Directors should bring characteristics which allow a mix of qualifications, skills, experience, expertise and diversity on the Board.

Membership of the Board shall be disclosed in the Company's annual report and management proxy circular, including whether a director is independent or not independent. Loss or gain of independence shall be disclosed as applicable.

In determining whether a director is independent, the Board shall consider whether the director has a direct or indirect relationship with the Company which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgement and whether the director complies with the other independence requirements set forth in the ASX Corporate Governance Principles and Recommendations and National Instrument 52-110 - Audit Committees.

The Board has developed a Board skills matrix to assist in the assessment of the skills of the Board and the identification of any gaps in the skill set of the Board that is required to be filled. The Board skills matrix shall be reviewed and updated periodically as deemed necessary by the Board.

**Role of the Board**

The Board's primary role is to manage or supervise management of the business and affairs of the Company. To fulfil this role, the Board is responsible for the stewardship of the Company, oversight of the management and the overall corporate governance of the Company including its strategic direction, establishing goals for management and monitoring the achievement of these goals.

The Board operates within the broad principles and responsibilities described in the following:

- Setting the strategic aims of the Company and overseeing management's performance and the progress and development of the Company's strategic plan.
- Making sure that the necessary resources (financial and human) are available to the Company and its senior executives to meet its objectives.
- Selecting and appointing suitable directors with the appropriate skills to help the Company in the pursuit of its objectives.
- Succession planning, including appointing, training and monitoring senior management.
- Determining the remuneration policy for the Board members and senior management.
- Overseeing the financial reporting, capital structures and material contracts matters and approving all financial statements and related reports to be filed with securities regulators and/or stock exchanges.

- Maintaining general oversight of the principal risks and opportunities of the Company's business, including those that relate to sustainability matters, and ensuring that sound and effective risk management system and internal controls are in place.

- Setting the Company's mission, vision, values and standards.

- Satisfying itself as to the integrity of senior management and that senior management creates a culture of integrity throughout the Company.

- Undertaking a formal and rigorous review of the corporate governance policies to ensure adherence to the ASX Corporate Governance Council.

- Ensuring that the Company's obligations to shareholders are understood and met.

- Overseeing the Company's commitment to sustainable and socially responsible resource development.

- Ensuring the health, safety and well-being of employees in conjunction with the senior management team, including developing, overseeing and reviewing the effectiveness of the Company's occupational health and safety systems to assure the well-being of all employees.

- Ensuring an adequate system is in place for the proper delegation of duties for the effective operative day to day running of the Company without the Board losing sight of the direction that the Company is taking.

- Any other matter considered desirable and in the interest of the Company.

**Roles of Chair and Lead Director**

The Chair is responsible for the following:

- Providing the necessary direction required for an effective Board.

- Overseeing the preparation of Board agendas and briefing papers and ensuring that all required matters are brought before the Board and that all the directors receive timely and accurate information so that they can make informed decisions on matters of the Company.

- Encouraging active engagement from all members of the Board.

- Perform such executive functions as shall be conferred upon him by the Board.

To the extent that the Chair is not independent, a Lead Director who is an independent director should be appointed by the Board and be responsible for the following:

- Serving as a principal liaison between the independent directors and the Chair and between the independent directors and senior management.

- Reviewing Board agendas and giving input to the Chair in advance of Board meetings.

- Presiding over meetings of the independent directors and communicating the results of these meetings to the Chair, when appropriate.

- Performing the duties of the Chair when there is an actual or potential conflict of interest or when the Chair is absent.

**Role of Corporate Secretary**

The Corporate Secretary (also referred to as the Company Secretary) supports the effectiveness of the Board by:

- Conducting and reporting matters of the Board, including the despatch of Board agendas, briefing papers and minutes.



For personal use only

- Ensuring that compliance systems relating ASX Listing Rules are maintained and the Company and Board adhere to those.

- Monitoring policies and procedures of the Board.

- Providing support and advice to senior management, individual directors, Board committees and the Board in general.

The Corporate Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

The appointment and removal of the Corporate Secretary is a matter of the Board. If deemed appropriate, the responsibilities of the Corporate Secretary may be shared by two Corporate Secretaries or Company Secretaries appointed by the Board.

**Board Meetings**

The Board may meet as often as required to fulfil their responsibilities.

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

To assist the smooth running of Board processes, Board papers are to be provided to the Board and invitees, where possible, at least 3 days prior to the meeting.

**Board Committees**

The Board from time to time establishes committees to assist in carrying out its responsibilities and adopts charters setting out matters relevant to the composition, responsibilities and administration of such committees, and other matters that the Board may consider appropriate.

The standing committees of the Board currently are the Audit Committee, the Remuneration, People and Governance Committee and the Sustainability and Indigenous Affairs Committee, and the Board has adopted a charter for each such committee.

**Induction and Education**

It is the policy of the Company, that new directors undergo an induction process in which they are given a full briefing on the Company. Where possible this includes meetings with key executives, tours of the mine site and premises, an induction package and presentations. Information conveyed to new directors includes access to a copy of the Company's corporate governance policies, including this charter, and to a copy of the Constitution of the Company, details of Board meeting arrangements and contact information for the Chair, any Lead Director and the Corporate Secretary.

New directors are also provided with letters of appointment to the Board, setting out the key terms and conditions relative to the appointment.

In order to achieve continuing improvement in Board performance, all directors are encouraged to undergo continual professional development. Specifically, directors are provided with the resources and training to address skills gaps where they are identified and to receive continuing education concerning key developments in the Company and in the industry and environment within which the Company operates.

**Performance Evaluation**

Each year, the Board shall undertake an annual performance evaluation in order, among other things:

- To examine the impact of the effectiveness of its directors, Board, and Board committees.

- To review and improve on the quality and performance of the entire Board and committee structure.



For personal use only

The annual performance evaluation shall be led by the Chair or Lead Director, with the assistance of the Remuneration, People and Governance Committee, and shall be conducted in such manner as they deem appropriate.

**Independent Professional Advice**

The Board collectively and each director has the right to seek independent professional advice at the Company's expense, up to specified limits, to assist them to carry out their responsibilities, subject to the prior approval of the Chair whose approval shall not be unreasonably withheld. If permission is withheld, the matter may be referred to the whole Board.

**Board Review and Approval**

This charter shall be reviewed annually by the Board. The current version of this charter was approved by the Board on April 23, 2024 (Montréal) / April 24, 2024 (Sydney).

For personal use only

**SCHEDULE "C"**

**AUDITOR REPORTING PACKAGE**

For personal use only

For personal use only

**CHAMPION IRON LIMITED**
(the "**Corporation**")

**NOTICE OF CHANGE OF AUDITOR**

**TO**: Autorité des marchés financiers
Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Financial and Consumer Services Commission, New Brunswick
Financial and Consumer Services Division, Prince Edward Island
Manitoba Securities Commission
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Service Newfoundland and Labrador
Ontario Securities Commission

**AND TO**: Ernst & Young LLP ("**EY Canada**")
Ernst & Young ("**EY Australia**")

---

Pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**"), the Corporation hereby gives notice as follows:

1. The Corporation is an Australian incorporated company and complies with the *Corporations Act 2001* (Cth) (the "**Corporations Act**"), including compliance with:

   (a) the financial reporting requirements under section 292 of the Corporations Act;

   (b) the requirement for the auditor to form an opinion as to whether the financial report is prepared in accordance with the Corporations Act; and

   (c) the requirement for the auditor, if a firm, to have at least one member that is a registered company auditor ordinarily resident in Australia or New Zealand under section 324BB(5) of the Corporations Act.

2. EY Australia has been the Corporation's auditor since 2013.

3. For the financial year ended March 31, 2023, and since its appointment, EY Australia has audited and reported in accordance with Australian Auditing Standards on whether the Corporation's annual financial report is prepared in accordance with the Corporations Act, including complying with Australian Accounting Standards and the *Corporations Regulations 2001*. EY Australia has also audited and reported in accordance with Canadian generally accepted auditing standards on whether the Corporation's consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("**IFRS**").

4. Effective May 15, 2024, the Corporation appointed EY Canada as an additional auditor to audit and report in accordance with Canadian generally accepted auditing standards on whether the Corporation's consolidated financial statements are prepared in accordance with IFRS. On May 10, 2024, EY Canada consented to the appointment.

5. EY Australia shall continue in its appointment as auditor pursuant to the Corporations Act to audit and report in accordance with Australian Auditing Standards on whether the Corporation's annual financial report is prepared in accordance with the Corporations Act, including complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

6. The appointment of EY Canada as an additional auditor to audit and report in accordance with Canadian generally accepted auditing standards on whether the Corporation's consolidated financial statements are prepared in accordance with IFRS was initiated by EY Australia.

7. The appointment of EY Canada has been reviewed and approved by the board of directors of the Corporation (the "**Board**"), and the contents and filing of this notice have been approved by the Board.

8. There were no reservations or modified opinions contained in EY Australia's audit reports on the financial statements of the Corporation or its predecessor for the financial years ended March 31, 2023 or March 31, 2022.

9. In the opinion of the Board, there have been no "reportable events", as such term is defined in NI 51-102, between the Corporation and EY Australia.

Dated this 15th day of May, 2024.

**CHAMPION IRON LIMITED**

Per: *(Signed)* Steve Boucratie

Name: Steve Boucratie
Title: Senior Vice President, General Counsel and Corporate Secretary

For personal use only

Ernst & Young
200 George Street
Sydney NSW 2000 Australia
GPO Box 2646 Sydney NSW 2001

Tel: +61 2 9248 5555
Fax: +61 2 9248 5959
ey.com/au

Building a better working world

For personal use only

May 16, 2024

Autorité des marchés financiers
Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Financial and Consumer Services Commission, New Brunswick
Financial and Consumer Services Division, Prince Edward Island
Manitoba Securities Commission
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Service Newfoundland and Labrador
Ontario Securities Commission

Dear Sirs/Mesdames:

**Re: Champion Iron Limited - Change of Auditor Notice dated May 16, 2024**

Pursuant to National Instrument 51-102 (Part 4.11), we have read the above-noted Change of Auditor Notice and confirm our agreement with the information contained in the Notice pertaining to our firm.

Yours sincerely,

Ernst + Young

Cc: The Board of Directors, Champion Iron Limited

A member firm of Ernst & Young Global Limited
Liability limited by a scheme approved under Professional Standards Legislation

Ernst & Young s.r.l./S.E.N.C.R.L.
Ernst & Young LLP
900, boul. De Maisonneuve Ouest
Bureau 2300
Montréal (Québec) H3A 0A8

Tél./Tel: +1 514 875 6060
Téléc./Fax: +1 514 879 2600
ey.com

For personal use only

May 16, 2024

Autorité des marchés financiers
Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Financial and Consumer Services Commission, New Brunswick
Financial and Consumer Services Division, Prince Edward Island
Manitoba Securities Commission
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Service Newfoundland and Labrador
Ontario Securities Commission

Dear Sirs/Mesdames:

**Re: Champion Iron Limited – Notice of Change of Auditor dated May 15, 2024**

Pursuant to National Instrument 51-102 (Part 4.11), we have read the above-noted Change of Auditor Notice and confirm our agreement with the information contained in the Notice pertaining to our firm.

Yours sincerely,

Ernst & Young LLP

Chartered Professional Accountants

Cc: The Board of Directors, Champion Iron Limited

Société membre d'Ernst & Young Global Limited / A member firm of Ernst & Young Global Limited

For personal use only

**SCHEDULE "D"**

**A SUMMARY OF THE MATERIAL TERMS OF CHAMPION IRON LIMITED'S OMNIBUS INCENTIVE PLAN ("PLAN")**

The following is a summary of the material provisions of the Plan.

*Purpose*

The purpose of the Plan is to provide Eligible Persons (as defined below) with an opportunity to share in the growth in value of the Company and to encourage them to improve the longer-term performance of the Company and its returns to Shareholders. It is intended that the Plan will assist the Company in attracting and retaining skilled and experienced employees and provide them with greater incentive to have a greater involvement with, and to focus on the longer term goals of, the Company.

*Participation*

The Board may invite "Eligible Persons" to participate in the Plan. Eligible Persons include directors, full-time or permanent part-time employees of the Company or any of its affiliates or other persons determined by the Board of Directors of the Company (the "**Board**") in its absolute discretion.

*Type of Awards*

The following types of awards may be made under the Plan: options, restricted share units, performance share units, deferred share units and other share-based awards (collectively, the "**Awards**"). All of the Awards described below are subject to the conditions, limitations, restrictions, exercise price, vesting and forfeiture provisions determined by the Board in its sole discretion, and subject to the limitations provided in the Plan, and will be evidenced by an award agreement. In addition, subject to the limitations provided in the Plan and in accordance with applicable law, the Board may accelerate or defer the vesting or payment of Awards, cancel or modify outstanding Awards and waive any condition imposed with respect to Awards or ordinary shares of the Company (the "**Ordinary Shares**") issued pursuant to Awards.

Options

An option is a right to purchase Ordinary Shares upon the payment of a specified exercise price as determined by the Board at the time the option is granted. The exercise price shall not be less than the "Market Price" of an Ordinary Share at the time the option is issued, determined as the VWAP per Ordinary Share on the ASX if the Eligible Person is resident in Australia and otherwise the VWAP per Ordinary Share on the TSX, calculated by dividing the total value by the total volume of securities traded during the period of five trading days immediately prior to the date of grant.

Options may be subject to vesting conditions as determined by the Board. The Board will establish the expiry date for each option, provided that in no event will the expiry date be later than the date which is 10 years following the grant date.

The exercise notice of option must be accompanied by payment in full of the exercise price for the Ordinary Shares underlying the options to be acquired. No Ordinary Shares will be issued or purchased upon the exercise of options in accordance with the terms of the grant until full payment therefor has been received by the Company. The Plan provides for a cashless exercise option.

Restricted Share Units

A restricted share unit ("**RSU**") is a unit equivalent in value to an Ordinary Share credited by means of a bookkeeping entry in the books of the Company, which entitles the holder to receive Ordinary Shares or cash based on the price of the Ordinary Shares at some future date.

An RSU will be subject to time based vesting conditions, timing of settlement and other terms and conditions, not inconsistent with the provisions of the Plan, as the Board shall determine; provided that no RSU granted shall vest and be payable after December 31 of the third calendar year following the year of service for which the RSU was granted.

All vesting conditions shall be such that the RSUs comply with the exception to the definition of "salary deferral arrangement" contained in paragraph (k) of subsection 248(1) of the *Income Tax Act* (Canada) or any successor provision thereto.

For personal use only

Performance Share Units

A performance share unit ("**PSU**") is a unit equivalent in value to an Ordinary Share credited by means of a bookkeeping entry in the books of the Company, which entitles the holder to receive Ordinary Shares or cash based on the price of the Ordinary Shares subject to the achievement of performance goals established by the Board over a period of time.

The Board shall have the authority to determine any vesting and settlement terms applicable to the grant of PSUs, provided that no PSU granted shall vest and be payable after December 31 of the third calendar year following the year of service for which the PSU was granted. PSUs granted under the Plan will be subject to performance-based vesting conditions as the Board shall determine from time to time designed to align the Eligible Person granted an Award under the Plan (the "**Participant**") with the Company's corporate objectives. The Board may modify the performance-based vesting conditions to any PSU as necessary to align them with the Company's corporate objectives if there are subsequent changes in the Company's business, operations or capital or corporate structure.

All vesting conditions shall be such that the PSUs comply with the exception to the definition of "salary deferral arrangement" contained in paragraph (k) of subsection 248(1) of the *Income Tax Act* (Canada) or any successor provision thereto.

Deferred Share Units

A deferred share unit ("**DSU**") is a unit equivalent in value to an Ordinary Share credited by means of a bookkeeping entry in the books of the Company, which entitles the holder to receive Ordinary Shares or cash based on the price of the Ordinary Shares on a future date, provided that in no event shall a DSU be settled prior to the applicable Participant's date of termination of service to the Company. If DSUs are settled in Ordinary Shares, the rules of the Plan require that the Ordinary Shares be purchased on-market.

DSUs will only be issued to directors of the Company or any of its affiliates who are not employees (the "**Directors**"). Subject to the Director participation limits set out under "Participation Limits" below, any Director may, or, in the circumstances set out in the Share Ownership Policy, shall, on an annual basis, elect to receive DSUs in lieu of such Director's annual fees or in lieu of a portion of such Director's annual fees by giving written notice of such election to the Board.

Other Share-Based Awards

The Board may grant to an Eligible Person, subject to the terms of the Plan, such awards, other than those described above, that are denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, Ordinary Shares (including, without limitation, securities convertible into Ordinary Shares) as are deemed by the Board to be consistent with the purpose of the Plan.

*Participation Limits*

The grant of Awards under the Plan is subject to the following limitations: (i) the number of Ordinary Shares that are issuable to insiders (as defined by the TSX from time to time in its rules and regulations governing security-based compensation arrangements) pursuant to Awards under the Plan and any other share-based compensation arrangement adopted by the Company cannot exceed 10% of the issued and outstanding Ordinary Shares; (ii) the number of Ordinary Shares that may be issued to insiders pursuant to Awards under the Plan and any other share-based compensation arrangement adopted by the Company within a one-year period cannot exceed 10% of the issued and outstanding Ordinary Shares; (iii) the number of Ordinary Shares reserved for issuance to all Non-Executive Directors under all Awards shall not exceed 1% of the issued and outstanding Ordinary Shares from time to time; and (iv) the aggregate value of the Market Price of all Ordinary Shares underlying Awards granted to any one Non-Executive Director within a one-year period cannot exceed $150,000, of which value not more than $100,000 in value may be comprised of stock options.

*Aggregate Maximum Number under the Plan*

Subject to the adjustment provisions provided for in the Plan, the total number of Ordinary Shares reserved for issuance pursuant to Awards granted under the Plan and any other share-based compensation arrangement adopted by the Company shall not exceed 10% of the issued and outstanding Ordinary Shares from time to time, representing 51,810,100 Ordinary Shares as of the date hereof.

If an outstanding Award is exercised or settled in full, for any reason expires or is terminated or cancelled without having been exercised or settled in full, or if Ordinary Shares acquired pursuant to an Award subject to forfeiture or repurchase are

forfeited or repurchased by the Company for an amount not greater than the Participant's purchase price, the Ordinary Shares shall again be available for grant and issuance under the Plan.

*Settlement*

Unless otherwise set out in a particular award agreement or in respect of Vested Share-Based Units (as defined below) held by Related Parties or their Associates (as such terms are defined in the ASX Listing Rules), the Board may, in its absolute discretion, elect one or any combination of the following payment methods for the settlement of vested DSUs, vested RSUs, vested PSUs or other vested share-based Awards (each, a "**Vested Share-Based Unit**"):

(a) issuing a number of Ordinary Shares from treasury to the Participant equal to the number of Vested Share-Based Units on the relevant date, less the number of Ordinary Shares that results by dividing the applicable withholding taxes by the Market Price as at the relevant date;

(b) causing a broker to purchase Ordinary Shares on the TSX or the ASX for the account of the Participant using an amount that results by multiplying (a) the relevant number of Vested Share-Based Units being settled by (b) the Market Price on the relevant date, net of applicable withholding taxes. The Company will pay all brokerage fees and commissions arising in connection with the purchase of Ordinary Shares by the broker in accordance with the Plan; or

(c) making a payment in cash to the Participant equal to the product that results by multiplying (a) the number of Vested Share-Based Units to be settled by (b) the Market Price on the relevant date, net of applicable withholding taxes.

Unless the issue of an option, RSU, PSU, DSU or other Award issued under this Plan has been approved by the Shareholders of the Company, all options, RSUs, PSUs, DSUs or other Awards which have been granted to a Related Party of the Company (or their Associates) on or after the date on which such party became a Related Party (or an Associate of a Related Party) which are to be settled with Ordinary Shares must require that they be settled by the Company causing a broker to purchase those Ordinary Shares on-market on the TSX or the ASX for the account of the Participant in accordance with the terms of the Plan, unless the Shareholders of the Company approve otherwise.

*Dividend Equivalents*

Unless otherwise determined by the Board and set forth in the particular award agreement, RSUs, PSUs and DSUs shall be credited with dividend equivalents in the form of additional RSUs, PSUs or DSUs, respectively, as of each dividend payment date in respect of which normal cash dividends are paid on Ordinary Shares. Such dividend equivalents shall be computed by dividing (a) the amount obtained by multiplying the amount of the dividend declared and paid per Ordinary Share by the number of RSUs, PSUs or DSUs, as applicable, held by the Participant on the record date for the payment of such dividend, by (b) the Market Price at the close of the first business day immediately following the dividend record date, with fractions computed to six decimal places.

Dividend equivalents credited to a Participant's accounts shall vest in proportion to the RSUs, PSUs and DSUs to which they relate.

*Assignment*

Subject to certain exceptions provided under the Plan (including the assignment of Awards to certain Permitted Assigns (as such term is defined in the Plan)), Awards are not transferable or assignable.

*Blackout Extension*

Where the expiry date for an option occurs during or within nine business days following the end of a period of time when, pursuant to any policies or determinations of the Company, securities of the Company may not be traded by a person, including any period when such person has material undisclosed information pertaining to the Company (the "**Blackout Period**") or the end of a period of time when the Company is unable to issue a notice which complies with section 708A(5)(e) of the Australian *Corporations Act 2001* (Cth) (the "**Exclusion Period**"), the expiry date for such option shall be extended to the date which is 10 business days following the end of such Blackout Period or Exclusion Period, as applicable, subject to the time limits set out in the Plan.

If any settlement of a Vested Share-Based Unit under the terms of the Plan would otherwise occur during a Blackout Period or an Exclusion Period, the settlement date for such Vested Share-Based Unit shall be postponed to a date which is within 10 business days following the end of such Blackout Period or Exclusion Period, as applicable, provided that no such postponement shall apply where the vesting and the settlement of a Share-Based Unit occurs automatically and involves no



For personal use only

discretion of the Participant or the Board and such Share-Based Unit is settled in cash or where the postponement would exceed the time limits specified in the Plan, as applicable.

*Change in Control*

Notwithstanding anything to the contrary set forth in the Plan, upon or in anticipation of any change in control of the Company, the Board may, in its sole and absolute discretion and without the need for the consent of any Participant, take one or more of the following actions contingent upon the occurrence of that change in control: (a) cause any or all outstanding options to become vested and immediately exercisable, in whole or in part; (b) cause any or all outstanding RSUs, PSUs or DSUs to become non-forfeitable, in whole or in part; (c) cause any outstanding option to become fully vested and immediately exercisable for a reasonable period in advance of the change in control and, to the extent not exercised prior to that change in control, cancel that option upon closing of the change in control; (d) cancel any option in exchange for a substitute award; (e) cancel any RSU, PSU or DSU; (f) cancel any RSU, PSU or DSU in exchange for restricted share units, performance share units or deferred share units with respect to the share capital of any successor person or its parent; and/or (g) redeem any RSU, PSU or DSU for cash and/or other substitute consideration with a value equal to the Market Price of an Ordinary Share on the date of the change in control.

*Termination*

The table below sets out the effect that a Participant's termination of employment or service would have on his or her stock options, PSUs or RSUs under the Plan, subject to the terms of the Participant's award agreement or employment agreement:

| Component | Resignation | Retirement | Termination With Cause | Termination Without Cause | Disability or Death |
|---|---|---|---|---|---|
| Options | • unvested options expire and terminate immediately<br>• vested options may be exercised before the expiry date or within 30 days after the resignation date, whichever is earlier | • options continue to vest in accordance with their terms and may be exercised before the expiry date or within 36 months of the retirement date, whichever is earlier | • options, whether vested or not, expire and terminate immediately upon notification of termination being given | • options continue to vest in accordance with their terms and may be exercised before the expiry date or within 30 days of the termination date, whichever is earlier | Disability:<br>• options continue to vest in accordance with their terms and may be exercised before the expiry date<br>Death:<br>• options become fully vested and may be exercised within 12 months after termination or before the expiry date, whichever is earlier |

For personal use only

| Component | Resignation | Retirement | Termination With Cause | Termination Without Cause | Disability or Death |
|---|---|---|---|---|---|
| PSUs | • unvested PSUs are forfeited | With respect to PSUs granted before January 30, 2024:<br>• pro-rata portion of the unvested PSUs will vest upon termination<br>• the balance of the unvested PSUs is forfeited<br>With respect to PSUs granted on or after January 30, 2024:<br>• pro-rata portion of the unvested PSUs will vest as of the original vesting date thereof<br>• the balance of the unvested PSUs is forfeited | • PSUs, whether vested or not, are forfeited | • pro-rata portion of the unvested PSUs will vest<br>• the balance of the unvested PSUs is forfeited | • pro-rata portion of the unvested PSUs will vest<br>• the balance of the unvested PSUs is forfeited |
| RSUs | • unvested RSUs are forfeited | • pro-rata portion of the unvested RSUs will vest<br>• the balance of the unvested RSUs is forfeited | • RSUs, whether vested or not, are forfeited | • pro-rata portion of the unvested RSUs will vest<br>• the balance of the unvested RSUs is forfeited | • pro-rata portion of the unvested RSUs will vest<br>• the balance of the unvested RSUs is forfeited |

DSUs will only be settled upon a Director ceasing to hold office as a Director under any circumstances.

*Financial Assistance*

The Plan does not contain any financial assistance provisions to facilitate the payment of the exercise price for options.

*Adjustments on Reorganizations*

Appropriate adjustments to the Plan and to Awards shall be made, and shall be conclusively determined, by the Board to give effect to adjustments in the number of Ordinary Shares resulting from subdivisions, consolidations, substitutions or reclassifications of the Ordinary Shares, the payment of stock dividends by the Company (other than dividends in the ordinary course) or other reorganisations of the capital of the Company in accordance with the rules of any stock exchange.

For personal use only

*Amendment of the Plan*

The Board may, without Shareholder approval, amend or suspend any provision of the Plan, or terminate the Plan, or amend the provisions of any Award as it, in its discretion, determines appropriate subject to the requirements of any stock exchange, applicable law and the Plan. Such changes include, without limitation: (a) amendments of a "housekeeping" or administrative nature; (b) amendments necessary to comply with the provisions of applicable law; (c) amendments necessary for Awards to qualify for favorable treatment under applicable tax laws; (d) changes to the vesting provisions or other restrictions applicable to any Award, award agreement or the Plan; (e) changes to the provisions of the Plan relating to the expiration of Awards prior to their respective expiration dates upon the occurrence of certain specified events determined by the Board; (f) changes in the exercise price of a stock option granted to a Participant who is not an insider of the Company; (g) the cancellation of an Award; or (h) amendments necessary to suspend or terminate the Plan.

Notwithstanding the above, approval of the holders of the voting shares of the Company shall be required for any amendment that: (a) reduces the exercise price of an Award for the benefit of any insider; (b) extends the term of an Award beyond its original expiry time for the benefit of any insider; (c) removes or exceeds the limits in the Plan on participation by insiders or Directors; (d) increases the maximum number of Ordinary Shares issuable, either as a fixed number or a fixed percentage of the Company's outstanding capital; (e) amends the amendment provisions of the Plan; or (f) allows for the transfer or assignment of Awards other than to a permitted assign, other than for normal estate settlement purposes.

For personal use only

For personal use only

# QUESTIONS? NEED HELP VOTING?

## CONTACT US

**North American Toll Free Number**

**1.866.581.0508**

**Australian Toll Free Number**

**1.800.155.612**

**E-mail:** contactus@kingsdaleadvisors.com

**Fax:** 1.416.867.2339
**Toll Free Facsimile:** 1.866.545.5580

Outside North America, Banks and Brokers
**Call Collect or Text:** 1.437.561.5007

KINGSDALE Advisors