



Remuneration Policy

1. Purpose

Kemar Minerals Inc. ("Kemar Minerals" or "the Corporation") is committed to providing a fair, transparent, and competitive remuneration framework to attract, retain, and motivate high-caliber employees, executives, and board members. This Remuneration Policy ("Policy") establishes the principles governing the compensation structure of the Corporation.

2. Scope

This Policy applies to:

- All employees, including executive and non-executive personnel.
- The Board of Directors, including independent and non-independent directors.
- Senior management, including officers and key decision-makers.

3. Definition of Whistleblowing

The Company's remuneration framework aims to:

- Align remuneration with the Company's strategic goals, financial performance, and long-term shareholder value creation.
- Reward employees based on performance, industry benchmarks, and role responsibilities.
- Ensure transparency, accountability, and compliance with regulatory and governance standards.
- Maintain market competitiveness to attract and retain top talent.

4. Components of Remuneration

The remuneration framework comprises fixed and variable components, designed to balance short-term performance incentives with long-term value creation.

4.1 Fixed Remuneration

Fixed remuneration includes:

- **Base Salary:** Determined based on market benchmarks, job responsibilities, and individual competencies.
- **Benefits and Allowances:** Including health insurance, retirement contributions, and other employment-related benefits.

4.2 Variable Remuneration

Variable remuneration is performance-linked and designed to reward outstanding contributions.

- **Short-Term Incentives (STIs):** Annual performance-based bonuses tied to individual and company-wide KPIs.
- **Long-Term Incentives (LTIs):** Stock options, restricted stock units (RSUs), or performance shares to promote long-term value creation.
- **Profit-Sharing Plans:** Participation in profit-sharing schemes for eligible employees.

4.3 Non-Monetary Rewards

To enhance employee engagement and retention, non-monetary incentives may include:

- Career development opportunities.
- Learning and training programs.
- Recognition and awards for outstanding performance.

5. Executive Remuneration

The remuneration structure for executives is designed to drive sustainable growth and ensure accountability.

- **CEO and Senior Executives:** Compensation is determined by the Board's Remuneration Committee, based on company performance, shareholder interests, and market practices.
- **Performance Metrics:** Executive pay is linked to key performance indicators (KPIs) such as revenue growth, operational efficiency, sustainability targets, and risk management.
- **Clawback Provisions:** In cases of financial misstatement, fraud, or misconduct, the Company reserves the right to recover incentive payments.

6. Board of Directors Remuneration

- **Independent Directors:** Receive fixed fees and committee-based remuneration without performance incentives to ensure independent decision-making.
- **Non-Executive Directors:** Compensation includes fixed fees and may include equity-based incentives.
- **Review Process:** Board remuneration is reviewed annually by the Remuneration Committee to ensure alignment with industry standards and shareholder interests.

7. Performance Evaluation

- Performance-based remuneration is reviewed annually based on individual and corporate performance assessments.
- The Remuneration Committee conducts periodic market benchmarking to maintain competitiveness.
- Salary adjustments, bonuses, and incentives are recommended based on performance appraisals and financial outcomes.

8. Governance and Compliance

- The Remuneration Committee oversees the design, implementation, and administration of this Policy.
- The Company ensures compliance with all applicable labor laws, tax regulations, and governance frameworks.
- Disclosure of remuneration details is made in accordance with regulatory requirements and corporate governance best practices.

9. Clawback and Malus Provisions

- The Company retains the right to adjust or reclaim incentive-based compensation in cases of:
 - a) Misconduct or gross negligence.
 - b) Financial restatements due to material errors.
 - c) Breach of fiduciary duties.

10. Review and Amendments

- This Policy will be reviewed annually to reflect evolving business needs, regulatory changes, and best practices.
- Amendments to the Policy require approval from the Board of Directors and the Remuneration Committee.

Approved by:



Miles H. Auteberry
Chief Executive Officer
Kemar Minerals Inc.

