



5 December 2022

ASX Limited  
Level 40, Central Park  
152-158 St Georges Tce  
Perth WA 6000

### **Unlisted Employee Options**

Pantoro Limited (**PNR:ASX**) (**Pantoro** or the **Company**) refers to an issue of unlisted employee options to be made to senior executives of the Company in accordance with the Company's remuneration policies.

The options are to be issued under an Incentive Awards Plan approved by shareholders at the Company's AGM on 28 November 2022.

The unlisted options are subject to a continuous employment condition, performance testing and the terms and conditions as detailed in the attached schedule.

Further details will follow this announcement in an Appendix 3G.

Yours faithfully

David Okeby  
Company Secretary  
Pantoro Limited

## **SCHEDULE – VESTING CONDITIONS & OPTION TERMS**

The Options will vest and become exercisable subject to the service and performance conditions below being met.

The service condition requires continuous employment by the offeree with the Company or a subsidiary until 30 June 2025.

The performance conditions comprise the following:

- a) Relative Total Shareholder Returns (50%); and
- b) Absolute Share Price Performance (50%).

The Measurement Date is 1 July 2025 unless otherwise determined by the Board and the measurement period is the 3 years before the Measurement Date.

### **Relative Total Shareholder Return Performance Condition**

Total Shareholder Return (**TSR**) is the percentage growth in shareholder value, which takes into account factors such as changes in share price and dividends paid. The Relative TSR performance condition measures Pantoro's ability to deliver superior shareholder returns relative to its peer companies by comparing the TSR performance of Pantoro against the performance of the S&P/All Ordinaries Gold Index.

The vesting schedule for the Relative TSR measure is as follows:

<b>Relative TSR Performance</b>	<b>% Contribution to the Number of Employee Options to Vest</b>
Below Index	0%
Equal to the Index	50%
Above Index and below 15% above the Index	Pro-rata from 50% to 100%
15% above the Index	100%

### **Absolute Share Price Performance Condition**

The Absolute Share Price Performance Condition is the percentage growth in Pantoro's share price over the measurement period. The Absolute Share Price Performance Condition aligns the LTI with our Shareholders' overall interests.

<b>Absolute Share Price Performance</b>	<b>% Contribution to the Number of Employee Options to Vest</b>
Share price appreciation < 10%	0%
Share price appreciation > 10%	50%
Share price appreciation > 10% < 60%	Pro-rata from 50% to 100%
Share price appreciation > 60%	100%

1. The Options are to be issued for no consideration.
2. The Exercise Price of an Option is nil.
4. The Option Exercise Period commences on the Measurement Date (subject to the service condition and the performance conditions having been met) and ends on the earlier of:
  - a. the expiry date, being two years after the Measurement Date; or
  - b. as per the terms of the Plan.
5. The Options will not be transferable other than as per the terms of the Plan.
6. The Options may be exercised wholly or in part by delivering a duly completed written notice of exercise (**Option Exercise Notice**) to the Company during the Option Exercise Period.
7. The number of Options that may be exercised at one time must be exercised so as to result in the allotment of a Marketable Parcel.
8. Upon the valid exercise of the Options, the Company will issue fully paid ordinary Shares ranking pari passu with the then issued ordinary shares.
9. The Company will apply for listing on the ASX of the resultant Shares of the Company issued upon exercise of any Option.
10. As an Option holder the holder will not participate in dividends or bonus issues, with respect to those Options, unless those Options are exercised and the underlying Shares are issued before the relevant record date.
11. As an Option holder, the holder does not have any right to participate in new issues of securities in the Company made to shareholders with respect to those Options. The Company will, where required pursuant to the ASX Listing Rules, provide the holder with notice prior to the record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Options, in accordance with the requirements of the ASX Listing Rules.
12. The Board has the right to vary the entitlements of Participants to take account of the effect of capital reorganisations, bonus issues or rights issues.
13. The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of Shares in the Company approve of such a change. However, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.
14. The Company does not intend to apply for listing of the Options on the ASX.
15. There are no Forfeiture Conditions of Restricted Periods attaching to the Options other than as per the terms of the Plan.
16. Each Option will convert into one ordinary share on exercise.
17. If prior to the Expiry Date the issued capital of the Company is reorganised, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and any requirements with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.