

## NOMINATIONS COMMITTEE CHARTER

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### Scope and Purpose

The Nominations Committee provides assistance to the Board in relation to:

- Composition of the Board
- Performance management of the Board and the CEO

### Composition

- **Membership:** Minimum of two Directors.
- **Independence:** All members of the Committee to be Non-Executive Directors
- **Chair:** A Non-Executive Director, who may be Chairman of the Board.
- **Secretary:** The Company Secretary.

### Responsibilities

The Nominations Committee reviews and recommends to the Board:

- Succession planning for Board members and senior management.
- Suitable candidates for the Board having regard to the skills desired and skills represented.
- Appointment and evaluation of the Chief Executive Officer.
- Processes for the evaluation of the performance of the CEO and Directors.

### Processes

- The Committee may conduct any special reviews deemed necessary to fulfil its responsibilities.
- Upon notification of the Chairman of the Board, the Committee may engage the services of independent experts to assist in its deliberations.
- The Committee meets at least annually, and more frequently as necessary. A quorum for the Committee meeting is when at least two members are present. Any relevant employees may be invited to attend the Committee meetings.
- Minutes of each meeting are presented to the Board at its next regularly scheduled meeting.