

## **CORPORATE GOVERNANCE POLICY**

### **NOMINATION COMMITTEE CHARTER**

#### **1. Role**

The role of the Nomination Committee is to make recommendations to the Board in relation to the recruitment, retention, termination arrangements, and relevant policies and procedures for the Executive Directors and the Non-executive Directors.

The Nomination Committee makes recommendations to the Board in relation to the necessary and desirable competencies of directors, reviews Board succession plans, and recommends appointment and re-election of Directors and the Company Secretary.

#### **2. Composition**

The Nomination Committee will be appointed by the Board and will consist of not less than three members. A majority of the appointees will be independent Directors where considered appropriate and possible. An independent Director will be appointed as Chairman of the Nomination Committee.

#### **3. Responsibilities**

The responsibilities of the Nomination Committee are:

- to implement processes to assess the necessary and desirable competencies of Board members including, experience, expertise, skills and performance of the Board and its committees;
- to provide new Directors with an induction to the Company;
- without detracting from the obligation of all directors to remain abreast of matters that enable them to properly discharge their duties as directors, to provide all Directors with access to ongoing education relevant to their position in the Company;
- advise on new appointments and assist with selection of new Board members;
- provide a succession plan for Directors and Executive Chairman;
- evaluate on the performance of the Executive Chairman;
- annually evaluate the effectiveness of the Board to facilitate Directors fulfilling their responsibilities in a manner that serves the interests of shareholders;
- annually prepare a list of individuals recommended for nomination for election or re-election to the Board at the annual meeting of shareholders;
- before recommending an incumbent, replacement or additional Director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors, matching to the requirements highlighted in the board skills matrix;
- assist in identifying, interviewing and recruiting candidates for the Board;

**3. Responsibilities (continued)**

- annually review the composition and performance of each committee and present recommendations for committee memberships to the Board as needed;

**4. Authority of the Committee**

The Committee has the authority to:

- (a) obtain independent professional or other advice in the fulfilment of its duties at the Company's cost; and
- (b) obtain such resources and information from the Company in the fulfilment of its duties as it may reasonably require.

**5. Review of Committee Performance**

The Committee will annually revisit its objectives and duties and evaluate the effectiveness of its performance