

1. ROLE

To assist the Board in fulfilling its oversight, monitoring and review of the Company's practices and governance in the following areas:

- The appropriate Board composition, size, skills and diversity to adequately discharge its responsibilities.
- Succession planning for the Chair of the Board, the Directors, the Managing Director and CEO, and the Executive Leadership Team.
- Induction programs and continuing development for Directors.
- A process for evaluating the performance and effectiveness of the Board, the sub-committees of the Board and individual Directors.
- Reviewing and approving publicly disclosed Company standards.
- Other functions as assigned by the Board.

2. COMPOSITION

The Committee will be appointed by the Board and will consist of at least three Board members. The appointees must be Non-executive Directors and the majority will be independent Non-executive Directors. An independent Director will be appointed as Chair of the Committee.

A quorum will comprise any two Committee members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair for that meeting.

3. OPERATION

The Committee will meet at least twice a year, with other meetings on an as required basis.

Committee meetings will be governed by the same rules in the Company's constitution, with the rules for Board meetings applying to Committee meetings.

The Company Secretary shall be the Secretary of the Committee.

At the discretion of the Chair, having regard to the nature of the agenda, any relevant Executive Director or members of management may be invited to attend meetings or parts of meetings.

The Chair of the Committee updates the Board about matters considered, discussed and resolved at Committee meetings, and other matters relevant to the Committee's role, responsibilities and activities.

4. RESPONSIBILITIES

The Committee will be charged with the following responsibilities:

4.1 Board Composition, Independence and Competencies

- (a) Monitoring, reviewing and making recommendations to the Board on matters relating to the size and composition of the Board, and independence of each Director.

- (b) Formally and periodically assessing and making recommendations to the Board in relation to the appropriate mix of skills, experience, expertise, independence and diversity on the Board and assessing the extent to which the required skills are represented on the Board through a Board skill matrix, required to competently discharge the Board's duties and having regard to the strategic direction of the Company and the diversity aspirations of the Board.
- (c) Making recommendations to the Board in relation to Board succession, including the succession of the Chair of the Board, to maintain an appropriate mix of skills, experience, expertise, independence, and diversity.
- (d) Review and make recommendations to the Board on the diversity and measurable objectives for achieving diversity in the composition of the Board and, at least annually, will review the progress in achieving those measurable objectives.

4.2 Appointment, Election and Re-Election of Directors

- (a) Establishing processes for the selection of suitable candidates for appointment to the Board and the reappointment of incumbent Directors.
- (b) Making recommendations to the Board regarding the appointment and reappointment of Directors.
- (c) Reviewing and making recommendations regarding the terms of appointment of Non-executive Directors.
- (d) Ensuring that an appropriate program is in place for inducting all new Directors and providing appropriate professional development opportunities for Directors and maintain the skills and knowledge needed to perform their role effectively.

4.3 Board and Director Performance

Ensuring that there is a robust and effective process for evaluating the performance of the Board, the sub-committees and individual Directors, on an annual basis.

4.4 Management Succession, Capability and Talent Development

Reviewing the Managing Director and CEO's recommendations, and making recommendations to the Board, on:

- (a) the structure of the Executive Leadership Team;
- (b) succession plans for ELT members;
- (c) the capability and performance of the ELT member; and
- (d) talent development plans for ELT members.

5. 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.

6. REVIEW OF COMMITTEE PERFORMANCE

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

7. DEFINITIONS

Board means the Board of Directors of Gold Road Resources Limited.

Committee means the Nomination sub-committee of the Board.

Company Secretary means the Company Secretary of Gold Road Resources Limited.

Company means Gold Road Resources Limited.

Director means a director of Gold Road Resources Limited.

Executive Leadership Team (ELT) means the team of executives of the Company reporting directly to the Managing Director and CEO of the Company, and including the Managing Director and CEO.

8. CHARTER REVIEW

This Charter is to be reviewed on a biennial basis by the Company Secretary in consultation with the Chair of the Committee for the purpose of assessing its continued relevance to the needs of the Board and identifying enhancements required. Proposed enhancements shall be submitted to the Board for approval.

9. DOCUMENT CONTROL

Version Number	Revision Date	Document Owner	Document Approver
Version 5.0		Company Secretary	Board of Directors