

NOMINATION COMMITTEE CHARTER

1. PURPOSE

The Nomination Committee (“**Committee**”) is a standing Board Committee appointed by, and accountable to, the Board of Renascor Resources Limited (the “**Board**”).

The principal purpose of the Committee is to assist the Board fulfil its governance and oversight responsibilities in relation to Renascor’s nomination and succession practices and policies.

The Committee will oversee selected nomination activities so that the Board comprises individuals who are best able to discharge the responsibilities of Directors having regard to the law and excellence in governance standards.

The Committee will primarily fulfil these responsibilities by carrying out the activities detailed in Appendix 1. For the purposes of this document “**the Company**” refers to all entities and operations controlled by Renascor Resources Limited.

2. COMPOSITION

The Committee shall be appointed by the Board and shall:

- Comprise at least three members and have a majority of independent non-executive members;
- Have between its members sufficient contemporary expertise and understanding of nomination related matters to be able to discharge the Committee’s responsibilities; and
- Be chaired by an independent non-executive Director.

The table below shows the current members:

CURRENT NOMINATION COMMITTEE MEMBERS

Mr Richard Keevers	Independent Non-executive Director	(Committee Chairman and Board Chairman)
Mr Geoffrey McConachy	Independent Non-executive Director	(Committee Member)
Mr Stephen Bizzell	Independent Non-executive Director	(Committee Member)

3. AUTHORITY

- 3.1. The Committee acts as an advisory body to the Board and, unless otherwise determined or delegated by the Board, its power and authority is limited to making **recommendations** to the whole Board.
- 3.2. The Committee is authorised by the Board to review and consider any activity within its charter and any additional matters as requested by the Board and may obtain independent professional advice, including from the external auditor or, in satisfaction of its duties at the Company's cost.
- 3.3. The Committee's Chairman shall have unfettered access to personnel, records and the senior management of the Company, as appropriate, and have direct access to the Company's resources as reasonably required to carry out the Committee's duties.

4. MEETINGS

- 4.1. The Committee shall meet at least twice a year or more frequently as required.
- 4.2. The Committee may consider matters and reach agreement via a circulating written resolution if it is signed by all members.
- 4.3. A quorum for a Committee meeting is two (2) members.
- 4.4. The Company Secretary shall act as Secretary to the Committee and distribute meeting papers prior to each meeting.
- 4.5. A standing invitation to attend meetings shall be extended to other directors and the CEO/MD (unless conflicted), subject to the Chairman's discretion to determine otherwise.
- 4.6. The proceedings and meetings of the Committee will be governed by the Constitution of the Company for regulating the meetings and proceedings of the Board in so far as they are applicable and are not inconsistent with this Charter.

5. REPORTING

- 5.1. The Committee Chairman shall report on the key matters discussed at each meeting at the next regular Board Meeting.
- 5.2. Minutes shall be circulated to all Committee members following the meeting and a copy shall be included in the Board's meeting pack for noting at its next regular meeting.

6. OTHER MATTERS

- 6.1. The Committee shall review its Charter at least once every two years and, if appropriate, recommend changes to the Board.
- 6.2. In order to ensure that the Committee is fulfilling its duties, it will undertake a self-assessment of its performance against the requirements of its Charter and provide that information to the Board at least once every two (2) years.

APPENDIX 1: SPECIFIC RESPONSIBILITIES OF THE NOMINATION COMMITTEE

7.1. CEO and Executive Appointments

- a) Develop recruitment strategies as appropriate.
- b) Co-ordinate search and recruitment and onboarding processes for the CEO/MD.
- c) Ensure that all proposed CEO/MD and CFO appointments meet the good fame and character test as well as any other probity checks required by regulators.
- d) Review and endorse all proposed executive appointments directly reporting to the CEO/MD.

7.2. Termination / Transition to Retirement

- a) Review the quantum and appropriateness of any proposed termination payments to any executive Director or direct reports to the CEO/MD.
- b) Review and oversee any transition to retirement (or out of the business) arrangements for any Director or direct reports to the CEO/MD.

7.3. Statutory Reporting and Shareholder Communication

- a) Review all nomination related resolutions and explanatory materials being put to shareholders.

7.4. External Consultants

- a) Oversee the Group's dealings with external consultants in relation to nomination activities.
- b) Review the policy for engaging and dealing with external consultants in relation to nomination activities.
- c) Review and approve all engagement documents with external consultants in relation to nomination activities.

7.5. Succession Planning

- a) Annually review the succession plans for the CEO/MD and his/her direct reports.
- b) Undertake succession planning for the Renascor Resources Limited Board, taking into account the challenges and opportunities facing the Company and the skills and expertise likely to be required on the Board for the future.

7.6. Board Composition and Review

- a) Identify and assess the necessary and desirable competencies of the Board.
- b) Periodically review the collective skill set of the Board as a whole to assess whether it has the appropriate breadth and level of skills for effective and prudent oversight and stewardship of the Company.

- c) Identify any Board training or development needs.
- d) Review the size and composition of the Board having regard to the optimum number and skill mix of Directors, subject to the limits imposed by the Company's Constitution and the terms served by existing Non-executive Directors.
- e) Assist the Board in recruiting new Directors. Identify, assess and recommend suitable candidates for appointment to the
 - i. Board of Renascor Resources Limited;
 - ii. The Renascor Group's subsidiary company Boards;
 - iii. Renascor's representatives to any joint venture boards or committees or representatives to any external Board in which the Company is entitled to, or has negotiated, Board representation.
- f) Make recommendations to the Board on the appointment, re-election and removal of Directors and the composition of Board Committees.
- g) Oversee the Director appointment process including assessments of required skills, diversity, experience, expertise and independence as well as Director good fame and character and other probity checks as required by regulator.
- h) Oversee the Board induction process and the on-boarding of new Directors. Periodically assess the effectiveness of the induction process.
- i) Review the process for the evaluation of the Board, Directors and Committees and assist the Chairman of the Board to manage the process as requested.
- j) Review policies relating to Director independence, appointment, induction, development, tenure, Board composition and size.
- k) Review the time required from a non-executive director and whether directors are meeting that requirement.

7.7. Other

- a) Undertake any other activities as requested by the Board from time to time.