

Nominating & Governance Committee Mandate

The role of the Nominating & Governance Committee is to seek out candidates to fill a variety of important roles in the Company including its board of directors as well as senior management roles as well as review and change policies to balance the changing interests of our shareholders, suppliers, financiers, government, and our stakeholders. The Committee shall manage the Board of Directors and succession planning. This includes developing a long-term plan annually that takes into consideration the competencies, diversity, and skills the Board should have to be effective in its role as well as an inventory of the contemporary experience, skills and strengths represented by each director. The long-term plan will also consider retirement dates, the size of the Board of Directors in relation to the state of the business. The Committee will also review, monitor, and make recommendations regarding the ongoing education of Board of Directors as a mechanism to meet evolving governance requirements and or business knowledge gaps. The Committee will recommend to the Board of Directors corporate governance policies and ethics principles. The Committee will also monitor Australian legislation and regulations as well as industry best practices with respect to corporate governance and propose suggested changes from time to time to the Board for consideration. The Committee will make annual recommendations with respect to Committee assignments including chairpersons, adequacy of all Committee Charters, and a review of the Committee function, duties, and size. The Committee shall develop an induction program for new Board of Directors with advice desirable upon commencement of their appointment. The Committee shall monitor communications with shareholders regarding all matters of corporate governance.

The Nominating & Governance Committee shall consist of three board directors with at least one of them having a professional background which results in the individual's board governance sophistication, including but not limited to past director experience in a publicly traded mining company or similar industry and familiarity with corporate human resources. The Committee shall keep minutes of its meetings and any other records and will act on the basis of consensus, but an affirmative vote of the majority of members will be sufficient for the adoption of any resolution. The Committee will report quarterly to the Board of Directors and annually review and reassess the adequacy of the mandate and

recommend any proposed changes to the Board of Directors for approval. The Committee shall have the authority to authorize or conduct investigations into any matters within its responsibilities as it deems necessary, including the authority to request any employee or other person to meet with the Committee.