



# Nomination Committee Charter

## 1. Introduction

- 1.1 The Nomination Committee is a committee of the Board of Directors of Havilah Resources Limited (ACN 077 435 520) (**Company**).
- 1.2 The Board established the Nomination Committee under the Company's constitution.
- 1.3 This charter sets out the scope of the Nomination Committee's responsibilities in relation to the Company.
- 1.4 The role of the Nomination Committee is not an executive role.

## 2. Objective

The objectives of the Nomination Committee are to support and advise the Board of Directors on:

- (a) Matters relating to the composition, selection, appointment, re-election, and removal of directors to the Board; and
- (b) The process for evaluating the performance of the Board, its committees and directors.

## 3. Responsibilities

To review and make recommendations to the Board on:

- (a) The size and composition of the Board, including the CEO;
- (b) The necessary and desirable competencies and characteristics for board membership (skills matrix) and regularly assessing the extent to which these competencies and characteristics are represented on the board;
- (c) The appointment, re-election, and removal of directors.
- (d) Ensuring succession plans for directors and executives are in place. A report on these plans is to be prepared and submitted to the board at least once per year;
- (e) The policies and practices for evaluating the performance of the Board, its committees and directors;

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1	July 2019		C Redman/ S Gray

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- (f) Director's education and skills enhancement program; and
- (g) Processes for the identification of suitable candidates for appointment to the board to ensure an appropriate mix of expertise, experience, and succession.

## 4. Nomination Committee composition

- 4.1 The Nomination Committee must comprise:
  - (a) at least 3 members;
  - (b) the majority of which should be independent non-executive directors.
- 4.2 The Nomination Committee will appoint its chair. The Chair must be an independent non-executive director.
- 4.3 The Company Secretary shall be the secretary of the Nomination Committee and shall be entitled to attend all meetings of the committee.

## 5. Nomination Committee meetings

- 5.1 A quorum will comprise of 2 of the members. In the absence of the Chair of the Nomination Committee, the members shall elect one of their number as Chair of that meeting.
- 5.2 The Nomination Committee may invite any other person, including any executive or senior manager of the Company, to attend any meeting of the committee, as it considers appropriate.
- 5.3 The Board will decide appointments, rotations and resignations within the Nomination Committee having regard to the ASX Listing Rules and the *Corporations Act 2001 (Cth)*.
- 5.4 The Nomination Committee shall meet at least twice per year.
- 5.5 The Nomination Committee may pass or approve a resolution without holding a meeting in accordance with the procedures (so far as they are appropriate) in section 248A of the *Corporations Act 2001 (Cth)*.

## 6. Minutes of Nomination Committee meetings

- 6.1 The Nomination Committee must keep minutes of its meetings.
- 6.2 Minutes of each Nomination Committee meeting must be included in the papers for the next full board meeting after each meeting of the committee, except if there is a conflict of interest.
- 6.3 Minutes must be distributed to all Nomination Committee members, after the Chair has approved them.
- 6.4 The agenda and supporting papers are available to directors upon request to the Nomination Committee secretary, except if there is a conflict of interest.

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## 7. Reporting to the Board

- 7.1 The Chair of the Nomination Committee shall report regularly to the Board. The report should contain all matters relevant to the committee's role and responsibilities.

## 8. Access to information and independent advice

- 8.1 The Chair shall ensure that internal and external resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently.
- 8.2 The Nomination Committee has the ability to direct any special investigations it deems necessary and to obtain professional advice from appropriate external advisers. Costs of obtaining external advice shall be borne by the Company.

## 9. Review and changes to this charter

- 9.1 The Nomination Committee will review this charter annually or as often as it considers necessary.
- 9.2 The Board may change this charter from time to time by resolution.
- 9.3 The performance of the Nomination Committee shall be measured against this Charter and any other relevant criteria approved by the Board annually.
- 9.4 The Board will conduct an annual review of the operation and performance of the Nomination Committee.

## 10. Approved and adopted

This charter was approved by the Board on 10 July 2019

10 July 2019

Date

Signed by the Chairman of the Board of Directors of Havilah Resources Limited

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