

# Nomination Committee Charter

## 1 Overview

The Board of Realm Resources Limited ACN 008 124 025 (the **Company**) has established a Nomination Committee (the **Committee**) to consider specific matters and make recommendations to the Board in respect of the selection and appointment practices of the Company and its subsidiaries (the **Group**), although the Board retains the ultimate responsibility for these practices. This Nomination Committee Charter (**Charter**) sets out the role and responsibilities of the Committee.

This Charter sets out the role, responsibilities, composition and structure of the Committee.

## 2 Role and responsibilities

### 2.1 Role of the Committee

The primary role of the Committee is to assist to review the following matters for non-executive Directors on the Board:

- (a) process for nomination and selection;
- (b) necessary and desirable competencies and experience;
- (c) performance, and the process to review director contributions;
- (d) succession plans;
- (e) induction programs; and
- (f) gender diversity.

### 2.2 Responsibilities of the Committee

The responsibilities of the Committee are outlined below:

#### (a) Size and composition of the Board

To ensure that the Board has the appropriate blend of Directors with the necessary expertise and relevant industry expertise, the Committee shall:

- regularly review the size and composition of the Board, and make recommendations to the Board on any appropriate changes;
- identify and assess necessary and desirable director competencies and provide advice on the competency levels of Directors with a view to enhancing the Board;
- make recommendations on the appointment and removal of Directors;
- make recommendations on whether any Directors whose term of office is due to expire should be nominated for re-election; and
- regularly review the time required from non-executive Directors and whether non-executive Directors are meeting that requirement.

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### (b) Selection process for new Directors

The Committee shall review the Company's policies and procedures for selecting and reappointing Directors. These procedures should be transparent, in order to promote investors understanding and confidence in the process.

The Committee is empowered to engage external consultants in its search for a new Director.

The initial appointment of a new Director is made by the Board. The new Director will be required to stand for election at the Company's next general meeting.

### (c) Performance appraisal and competency

The Committee shall:

- Develop a process for evaluation of the performance of the Board, Board committees (if any), and when deemed appropriate by the Chair, individual Board members in accordance with the Company's processes for performance evaluation;
- implement ways of enhancing the competency levels of Directors;
- consider and articulate the time commitment required by Board members in discharging their duties efficiently;
- undertake continual assessment of Directors as to whether they have devoted a sufficient amount of time to fulfilling their duties as Directors;
- develop a process for, and carry out an evaluation of, the performance of the Managing Director in accordance with the Company's processes for performance evaluation;
- review and implement the Company's induction program;
- ensure new Directors participate in the Company's induction program; and
- provide all Directors with access to ongoing education relevant to their position in the Company.

### (d) Succession Plans

The Committee shall review the Board's succession plans. Succession plans are to assist in maintaining the appropriate balance of skills, experience and expertise on the Board.

## 3 Committee composition

### 3.1 Membership

The members of the Committee comprise the full Board of the Company, and Committee Chair is appointed by the Board.

The ASX Corporate Governance Council recommends that the Committee be structured as follows:

- (a) have at least three members;
- (b) all members should be non-executive directors;

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- (c) the majority of directors are to be independent; and
- (d) the Committee Chair is to be independent and not the Chair of the Board.

The Committee composition does not currently adhere to the ASX guidelines above. The Board will continue to assess the composition of the Committee with respect to any changes to the composition of the Board.

The secretary of the Committee will be the Company Secretary, or such other person as nominated by the Board or the Committee from time to time.

If a Committee member retires, is removed or resigns from the Board, that member ceases to be a member of the Committee. Any successor will be appointed by Board.

### 3.2 Qualifications

Each Committee member should have appropriate skills, knowledge and experience of the Group's business.

The Committee, as a whole, should have an appropriate mix and balance of relevant skills, knowledge and experience.

### 3.3 Meetings

The Committee will meet as frequently as required in order to undertake its role effectively but must meet, at a minimum, two times a year. The Committee Chair will call a meeting of the Committee if requested by any member of the Committee or the Chairman of the Board. Special meetings may be convened as required.

A quorum shall be any two members or any greater number determined by the Board.

Proceedings of all meetings will be minuted and kept by the Company Secretary. The minutes shall be signed by the Committee Chair, and distributed to all Committee members and tabled at the next Board meeting for noting.

The Committee may invite other persons to its meetings as it deems necessary (e.g. the Chairman and other Board members, Managing Director, and/or other external advisors).

At the end of each reporting period, the Group will report on the number of times the Committee met throughout the period, and the individual attendances of Committee members.

## 4 Access to information

### 4.1 Company information and access to personnel

The Committee is granted unrestricted access to all information of the Group and shall have right of access to:

- all records; and
- all levels of management.

Any Committee member may communicate directly with employees of the Group but such communications are to be conducted with regard to the efficient operation of the Group and the need to preserve and maintain an effective chain of command and confidentiality in respect of the deliberations of the Board.

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### **4.2 Independent professional advice**

The Committee may seek independent, professional or other advice directly, as required to carry out its responsibilities.

### **5 Review**

The Chairman or the Company Secretary, in conjunction with the Committee, will conduct an annual review of the Charter to ensure that it is kept up to date and consistent with the Committee's authority, objectives and responsibilities.

The Board will approve any amendments to this Charter.

### **6 Publication of the Charter**

This Charter is made available to all directors and staff of the Group and published on the Group's website [www.realmresources.com.au](http://www.realmresources.com.au).