



Resolute

Nomination Committee Charter

1. Terms of reference

1.1 Remit

The primary purpose of the Nomination Committee is to act as a forum of the Board in connection with:

- identification, succession planning, evaluation/review, induction and professional development in relation to Directors, the Chair, Committee membership, Committee chairs and the CEO; and
- application of the Diversity and Inclusion Policy.

1.2 Scope

The scope of the Nomination Committee remit will include, but not be limited to, the following matters.

Board membership

- Board and Committee membership, succession planning and performance including through the development and use of a board skills matrix (or similar tool):
 - assessing the mix of skills, experience and diversity that the Board is looking to achieve in the Board's membership;
 - assessing the mix of skills, experience and diversity currently represented on the Board;
 - establishing processes for the identification and recruiting of suitable candidates for appointment to the Board and for re-election of existing Directors (as applicable);
 - assessing the "independence" of each non-executive Director, at least annually, including at or around the time of consideration of Director elections, and as soon as practicable after any material change in relevant circumstances; and
 - reporting to the Board with a view to the Board regularly assessing whether the "independence" of a Director, including any Director who has served as a Director for more than 10 years, has been compromised;
- Committee terms of reference review and recommendations including with respect to appointment to Committees;
- development and implementation of a process for evaluation of Board, Committee and Director performance; and
- Director induction and professional development including:
 - regularly reviewing whether the Directors as a group have the skills, knowledge and familiarity with Resolute and its operating environment required to adequately fulfil their role on the Board and Committees effectively;
 - where gaps are identified, consider what training or development could be undertaken to fill the gaps;
 - where necessary, providing resources to help develop and maintain Directors' skills and knowledge (including accounting skill and knowledge development for Directors without specialist accounting skills or knowledge to ensure their sufficient understanding of accounting and financial matters to fulfil their responsibilities with respect to the Resolute's financial statements); and
 - regularly reviewing the time and commitment required of a non-executive Director and whether Directors are meeting that requirement.

CEO and executives

- Periodic review of the job description and performance of the CEO according to agreed performance parameters;

- plans for succession planning for the CEO position; and
- involvement in complaints, grievance and disciplinary processes involving the CEO.

Diversity and Inclusion Policy

- Diversity and Inclusion Policy development, monitoring and review, including:
 - setting measurable objectives for achieving gender diversity in the composition of the Board, RSG's senior executives and Resolute's workforce generally;
 - development, monitoring and review of strategies and programs to promote diversity in Resolute consistent with such diversity and inclusion policy; and
 - monitoring the implementation by Resolute of such diversity strategies and programs consistent with such diversity and inclusion policy.

Generally

- Reporting on the above matters to the Board, with recommendations as appropriate;
- the Nomination Committee has the authority to access information and to consult with and interview Personnel and to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit; and
- the Nomination Committee may be requested by the Board to perform other related tasks.

2. Governance

2.1 Membership of the Nomination Committee

It is desirable that Nomination Committee members will have some experience in human resources and governance.

The CFO and Resolute's People and Culture manager may be invited to Nomination Committee meetings.

When dealing with Chair succession, the Chair should not be the chair of that meeting of the Nomination Committee.

The CEO will generally be available to attend Nomination Committee meetings at the discretion of the Nomination Committee.

2.2 Other special provisions

The Board skills matrix developed is to be disclosed on Resolute's website or in Resolute's annual report (without attribution to particular Directors), although commercially sensitive information need not be disclosed.

The Nomination Committee should regularly review the time required of a non-executive Director and whether Directors are meeting that requirement.

3. Definitions

Board means the board of directors of RSG.

CEO means the chief executive officer of RSG.

CFO means the chief financial officer of RSG.

Chair means the chair of the Board.

Committee means a committee of the Board.

Constitution means the constitution of RSG.

Director means a director of RSG.

Employee means an employee of, or consultant to, Resolute.

Nomination Committee means RSG’s nomination committee as described in section 1.1 of this Charter.

Personnel means all Directors and Employees.

Resolute means RSG and its subsidiaries and related entities.

RSG means Resolute Mining Limited ACN 097 088 689.

4. Related documents

- Board Charter.
- Constitution.
- Procedure for Appointment of New Directors.
- Remuneration Committee Charter.

5. Approval and review

This document is to be reviewed annually by the Nomination Committee and the Board.

Version	RIGS Document Category	Date	Status	RIGS Document Owner	Reviewer	Approver	Approval Date
1.0	Board	23/08/2018	Reviewed	Amber Stanton <i>General Counsel & Company Secretary</i>	John Welborn <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	23/08/2018
2.0	Board	21/02/2019	Reviewed	Amber Stanton <i>General Counsel & Company Secretary</i>	John Welborn <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	21/02/2019
3.0	Board	31/10/2019	Amended	Amber Stanton <i>General Counsel & Company Secretary</i>	John Welborn <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	31/10/2019