
Nomination Committee Charter

Nyota Minerals Limited ABN 98 060 938 552 (Company)

Composition

The Committee must have a minimum of three members, with the majority being independent non-executive directors of the Company. The Chair of the Company must not Chair the Committee when it is dealing with the matter of succession to the chairmanship.

From time to time, non Committee members may be invited to attend meetings of the Committee, if it is considered appropriate.

1 Role

The role of the Nomination Committee is to examine the selection and appointment practices of the Company, including strategies to address Board diversity and compliance with the Company's *Diversity Policy*, although the Board retains ultimate responsibility for these practices.

2 Operations

The Committee shall meet at least once a year and otherwise as required. Minutes of all meetings of the Committee are to be kept and a report of actions taken are to be given at each subsequent meeting of the full Board. Committee meetings will be governed by the same rules as set out in the Company's Constitution, as they apply to meetings of the Board.

3 Responsibilities

3.1 Size and composition of the Board

To ensure that the Board has the appropriate blend of directors with the necessary skills, expertise, relevant industry experience and diversity, the Committee shall:

- (a) regularly review the size and composition of the Board and make recommendations to the Board on any appropriate changes;
- (b) identify and assess necessary and desirable director skills and competencies and provide advice on the skills and competency levels of directors with a view to enhancing the Board;
- (c) make recommendations on the appointment and removal of directors;
- (d) make recommendations on whether any directors whose term of office is due to expire should be nominated for re-election;
- (e) regularly review the time required from non-executive directors and whether non-executive directors are meeting that requirement;
- (f) regularly review the Company's Diversity Policy and make recommendations to the Board as to any strategies required to address Board diversity; and
- (g) regularly review and report to the Board at least annually on the relative proportion of women and men at all levels of the economic group controlled by Company.

3.2 Selection process for new Directors

The Committee shall review the Company's *Policy and Procedure for Selection and (Re)Appointment of Directors* and the Company's *Diversity Policy*. Such procedure should be transparent to promote investor understanding and confidence in the process.

The Committee is empowered to engage external consultants in its search for a new director, particularly as a means to increase the presentation of candidates which meet the requirements and objectives set pursuant to the Company's *Diversity Policy*.

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.

3.3 Performance appraisal competency

The Committee shall:

- (a) develop a process for evaluation of the performance of the Board, Board committees and, when deemed appropriate by the Chair, individual Board members in accordance with the Company's Process for performance evaluations;
- (b) implement ways of enhancing the competency levels of directors;
- (c) consider and articulate the time required by Board members in discharging their duties efficiently;
- (d) undertake continual assessment of directors as to whether they have devoted sufficient time in fulfilling their duties as directors;
- (e) develop a process for and carry out an evaluation of the performance of the Chief Executive Officer in accordance with the Company's Process for performance evaluations;
- (f) develop a process for and carry out an evaluation of the performance of other senior executives in accordance with the Company's Process for performance evaluations;
- (g) review and implement the Company's Induction Program;
- (h) ensure new directors participate in the Induction Program; and
- (i) provide all directors with access to ongoing education relevant to their position in the Company, including education concerning key developments in the Company and in the industry and environment within which it operates.

3.4 Succession plans

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

4 Authority and resources

The Company is to provide the Committee with sufficient resources to undertake its duties. The Committee has the authority, as it deems necessary or appropriate, to access advice from external consultants or specialists.