

DISCLOSURE ON COMPANY WEBSITE CORPORATE GOVERNANCE

NOMINATION COMMITTEE CHARTER

1. Composition

The Nomination Committee shall comprise the full Board.

2. Role

The role of the Nomination Committee is to determine the state of director nominees for election to the Board and to identify and recommend candidates to fill casual vacancies.

3. Operations

The full Board shall convene as the committee at least once a year and otherwise as required. Minutes of all meetings of the committee are to be kept. 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.

4. Responsibilities

The responsibilities of the Nomination Committee are:

- to implement processes to assess the necessary and desirable competencies of Board members including experience, expertise, skills and performance of the Board and its Committees;
- to provide new directors with an induction to the Company;
- to provide all directors with access to ongoing education relevant to their position in the Company;
- advise the Board on new appointments and assist with selection of new Board members;
- provide a succession plan for directors and chief executive officer;
- evaluate the performance of the chief executive officer;
- review time required for non-executive directors to perform their duties;
- evaluate the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of shareholders;

- prepare a list of individuals to be recommended for nomination for election to the Board at the annual meeting of shareholders (this includes identifying directors who are eligible for re-election);
- before recommending an incumbent, replacement or additional director, review his or her qualifications including capability, availability to serve, conflicts of interest and other relevant factors;
- assist in identifying, interviewing and recruiting candidates for the Board;
- review the composition of each Committee and present recommendations for Committee memberships to the Board as needed; and
- periodically review the compensation paid to non-employee directors for annual retainers (including Board and committee chairs) and meeting fees, if any, and make any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such.