



ANTARES
METALS

Nomination Committee Charter

Antares Metals Limited (ACN 110 599 650)

Nomination Committee Charter

1 General scope and authority

- (a) The Nomination Committee is a Committee of the Board. The Charter may be subject to review by the Board at any time.
- (b) The primary purpose of the Committee is to support and advise the Board in:
 - (i) maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body; and
 - (ii) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

2 Composition

- (a) The Committee shall comprise at least three non-executive Directors, the majority of whom must be independent in accordance with the criteria set out in Attachment 1, one of whom will be appointed the Committee Chairman.
- (b) The Board may appoint additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

3 Secretary

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

4 Meetings

- (a) The Committee will meet at least once a year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.

- (d) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman.
- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (f) The Committee may invite executive management team members or other individuals, including external third parties to attend meetings of the Committee, as they consider appropriate.

5 Access

- (a) A member of the Committee who is also a director of the Company, has rights of access to the books and records of the Company to enable them to discharge their duties as a Committee member in accordance with any Deed of Indemnity, Insurance and Access entered into with the Company. Otherwise, members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as a Committee member, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts where the Committee considers this necessary to carry out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

6 Responsibilities

- (a) The Committee shall periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors. In particular, the Committee is to:
 - (i) identify and recommend to the Board candidates for the Board after:
 - (A) considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills, experience, expertise and diversity; and
 - (B) assessment of how the candidates can contribute to the Company's strategic direction;
 - (ii) approve and review induction procedures for new appointees of the Board to ensure that they can effectively discharge their responsibilities;
 - (iii) assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board.
 - (iv) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;
 - (v) review Directorships in other public companies held by or offered to Directors and senior executives of the Company;
 - (vi) review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;

- (vii) arrange an annual performance evaluation of the Board, its Committee and individual Directors;
 - (viii) make recommendations to the Board on the appropriate size and composition of the Board; and
 - (ix) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board.
- (b) The Committee should maintain and provide to the Board at appropriate times a skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.

Schedule 1 – Definitions

General terms and abbreviations used in this Plan have the meanings set out below.

- (a) **Board** means the board of Directors of the Company.
- (b) **Director** means a director of the Company.
- (c) **Chairman** means the chairman of the Board.
- (d) **Company** or **Group** means Antares Metals Limited (ACN 110 599 650) and its subsidiaries.
- (e) **Company Secretary** means the company secretary of the Company.
- (f) **Officer** has the meaning given to that term in the Corporations Act.

Attachment 1 – Definition of independence

ASX Corporate Governance Council's Corporate Governance Principles and Recommendations

An independent Director is a non-executive Director (i.e. is not a member of management) and:

- holds less than 5% of the voting shares of the Company and is not an officer of, or otherwise associated directly or indirectly with, a shareholder of more than 5% of the voting shares of the Company;
- within the last three years has not been employed in an executive capacity by the Company or another group member, or been a Director after ceasing to hold any such employment;
- within the last three years has not been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
- is not a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- has no material contractual relationship with the Company or another group member other than as a Director of the Company;
- has not served on the board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company; and
- is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

The materiality thresholds are assessed on a case-by-case basis, taking into account the relevant Director's specific circumstances, rather than referring to a general materiality threshold.