

Corporate Governance and Nomination Committee Charter

1. Objectives

The role of the Corporate Governance and Nomination Committee is to strengthen the governance framework of the business through:

- (i) ensuring the company has appropriate corporate governance policies and practices;
- (ii) an ongoing assessment of the composition and effectiveness of the Board as a whole;
- (iii) the establishment of a formal process for the selection and appointment of non-executive Directors; and
- (iv) issuing an annual corporate governance statement

2. Membership

Membership of the Nomination Committee shall comprise a minimum of three and a maximum of four Directors appointed by the Board. The Chairman of the Board shall be the Chairman of the Committee.

The Managing Director may be invited to attend any meeting of the Committee.

3. Quorum

A quorum for the Committee shall be a minimum of 2 members present.

4. Resources

The Company Secretary will provide support and secretarial services to the Committee as required.

The Committee is empowered, with the prior approval of the Chairman of the Board, to consult independent experts at the expense of the Company where the Committee considers it necessary to carry out its duties.

5. Meetings

The Committee shall meet at least twice a year, with additional meetings as circumstances require.

6. Responsibilities

The responsibilities of the Committee are to:

- consider and make recommendations to the Board concerning Governance policies in light of best practice, regulatory developments and the needs of the company including policies for continuous disclosure and dealings in securities;
- consider and make recommendations to the Board concerning the corporate governance statement for inclusion in the Company's Annual Report in accordance with ASX Listing Rule 4.10.3;
- develop and recommend to the Board effective processes for reviewing and assessing the performance of:
 - the Board as a whole,
 - Board Committees,
 - the Chairman and each of the Directors;
- ensure that the size, composition and skills of the Board are appropriate to meet the needs of the Company;
- advise the Board on succession planning for Board positions and specific nominations for directorship appointments;
- ensure that an effective induction process is in place for new directors, for both company responsibilities and off-balance sheet responsibilities and to regularly review the effectiveness of the induction process;
- ensure that reporting disclosures in relation to nomination and Board performance meet the Board's disclosure objectives and all relevant statutory, regulatory and good corporate governance requirements;
- undertake such other responsibilities as the Board directs;
- the Committee shall review and reassess its Charter on an annual basis; and
- the Committee shall evaluate its own performance on an annual basis.