



Nomination Committee Charter

Purpose

To evaluate a firm's board of directors and examines the skills and characteristics required of board candidates. The role of the Nomination Committee (the Committee) is to support and advise the Cyprium Metals Limited (the Company) Board of Directors (the Board) in exercising its authority in relation to the matters set out in these terms of reference. The Committee is accountable to the Board for its performance.

Membership

The Board may appoint, remove or replace the members of the Committee.

The Committee shall comprise at least three directors. A majority of the members of the Committee shall be independent non-executive directors.

Only members of the Committee have the right to attend and vote at the Committee meetings. The Committee may invite members of management or others to attend meetings from time to time. The Managing Director (if not a member of the Committee) has a standing invitation to attend the Committee for general items. External advisers may be invited to attend for all or part of any Committee meeting, as and when appropriate and necessary.

The Board shall appoint the Committee Chair, who is an independent non-executive director, which may be the Chair of the Board. In the absence of the Committee Chair, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not chair the Committee when it is dealing with the matters relating to, or the succession of the Chair.

A non-executive director should inform the Chair of the Board and the Chair of the Nomination Committee, before accepting any new appointment as a director of another listed entity, any other material directorship or any other position with a significant time commitment attached.

Secretary

The Company Secretary shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

Quorum

The quorum necessary for the transaction of business shall be two directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Committee members may attend meetings in person or by electronic means.

The Committee may deal with matters requiring a decision by way of written resolution. Such resolutions will be deemed to have been passed where all of the members eligible to vote have signed the written resolution and on the day on which the written resolution was last signed by a Committee member who is eligible to vote.

Casting Votes

In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote, but the chairman shall have no casting vote where only 2 Directors are able to vote.

Frequency of Meetings

The Committee shall meet not less than once a year and otherwise as required. Meetings should be organised so that attendance is maximised.

Notice of Meetings

Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair or any of its members.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, usually no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Minutes of Meetings

The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

Duties

The Committee shall:

- regularly review the structure, size and composition (including the skills, knowledge, experience, independence and diversity) of the Board compared to its position at the time and make recommendations to the Board with regard to any changes;
- reviewing the process for selecting and removal of directors and assessing its effectiveness;
- ensure plans are in place for orderly succession planning for directors and other senior executives in the course of its work and oversee succession;
- keep under review the leadership needs of the organisation, both executive and non-executive;
- be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, determine the capabilities required for the appointment and the time commitment expected;

In identifying suitable candidates the Committee can:

- use the services of external advisers to facilitate the search;
 - consider candidates from a wide range of backgrounds; and
 - consider candidates on merit and against objective criteria, and with due regard for the benefits of diversity on the Board, availability of time for the position.
- ensure that, on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings;
 - reviewing the ongoing independence of non- executive directors;
 - review annually the time required from non-executive directors to fulfil their duties.

The Committee shall also make recommendations to the Board concerning:

- suitable candidates as new directors and succession for existing directors;
- the candidate recommended for the Chair is to be endorsed by the Managing Director, so that the proposed Chair complements the skills and requirements of the Managing Director and will be available for regular consultation with the Managing Director;
- the Committee shall inform the Board of the names of non-executive directors who are retiring in accordance with the provisions of the Company Constitution. The Committee will make recommendations to the Board as to whether the Board should support the re-nomination of a director retiring in accordance with the provisions of the Constitution, taking into consideration their performance during the period they have been a member of the Board. A retiring member of the Committee shall not participate in their performance review;
- any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company, subject to the provisions of the law and their service agreement;
- membership of the Audit and Remuneration Committees and any other Board Committees as appropriate, in consultation with the Chairs of those committees; and
- the appointment of any non-executive director to executive or other office.

Reporting

The Committee Chair shall make recommendations and report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

Authority

The Committee is authorised to seek any information it requires from the Management of the Company to perform its duties.

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

This Charter may be amended by the Board of Directors.

Fees

No fees will be payable to members of the Committee for involvement in the Committee.

Other Matters

The Committee shall:

- have access to sufficient resources in order to carry out its duties;
- ensure induction and professional development programs are available for directors;
- proceedings and meetings of the Committee will be governed by the provisions of the Constitution, so they are applicable and not inconsistent with these terms of reference;
- give due consideration to applicable laws and regulations. This shall include the rules and regulations arising from the Corporations Act, ASX Listing Rules, and the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations;
- review requests from directors of situations of actual or potential conflict, and any updates to previous situations of actual or potential conflict (and any conditions attached), and make recommendations to the Board in accordance with the Constitution; and
- the Committee will annually assess its performance in accordance with its terms of reference.