
Bathurst Resources Limited
CN 4382538

**3.7 Remuneration and Nomination
Committee Charter**



Bathurst Resources Limited (the 'Company')

Remuneration & Nominations Committee Charter

Objectives

1. The objective of the Remuneration and Nominations Committee is to assist the Board in fulfilling its corporate governance responsibilities in regard to: -
 - (a) Board succession planning, appointments, renewal, re-election, and performance
 - (b) Directors' induction and continuous professional development programs
 - (c) Committee membership
 - (d) Executive directors and Senior Leadership team (SLT) succession planning, remuneration policies, appointments and terminations;
 - (e) Remuneration policies for Non-Executive Directors
 - (f) Diversity targets and objectives;
 - (g) Human resources policies; and
 - (h) Other matters referred to the Committee by the Board.
2. In particular, the Committee is to undertake the functions of the nomination and remuneration committees set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

Membership

3. The Committee is appointed by the Board in accordance with Rule 32.3 of the Company's constitution.
4. Where the composition of the Board allows, the Committee is to consist of:
 - (a) only independent directors;
 - (b) at least 3 members; and
 - (c) a chair who is an independent director.

Where the composition of the Board does not allow the Committee to consist of all of the above, the Board is to establish the Committee with those directors who are considered to be the best qualified to serve on the Committee given their background and experience.

5. The Company Secretary is to attend Committee meetings, or to otherwise receive an update from the Chairman on proceedings of Committee meetings, to ensure minutes are taken of each meeting.
6. Directors who are not Committee members may attend meetings.

Meetings

7. The Committee is to meet as requested by the Chairman and must meet at least twice per year.

8. As required by the Company's Constitution, a quorum for a Committee meeting is two members.
9. Meetings of the Committee may be held using any means of audio or audio visual communication by which each Committee member can hear and be heard by each other Committee member participating.
10. The Chief Executive Officer is to attend such portion of each meeting as requested by the Chairman.
11. The Committee may approve fixed annual remuneration (including superannuation) for the CEO's direct reports. All other recommendations of the Committee are to be referred to the Board for approval.

Access to information and independence advice.

12. The Committee has the authority to seek any information it requires from any employee of the Company and all employees must comply with such requests.
13. The Committee may take such independent legal, financial, remuneration, recruitment or other advice as it considers necessary.
14. The Committee may seek input from individuals on remuneration policies, but no individual should be directly involved in deciding his/her own remuneration.

Duties and Responsibilities

Board Appointments and Performance

15. In assisting the Board, the Committee will:
 - (a) Assess the necessary and desirable competencies of Directors;
 - (b) Ensure the Directors have the appropriate mix of competencies to enable the Board to discharge its responsibilities effectively;
 - (c) Ensure that directors have access to appropriate continuing education to update and enhance their skills and knowledge (including key developments in the Company and the industry);
 - (d) Develop Board succession plans to ensure an appropriate balance of skills, experience and expertise is maintained;
 - (e) Make recommendations to the Board relating to the appointment, re-election and retirement of Directors;
 - (f) Appointment of the Chair
 - (g) Review the time commitment required from Non-executive directors and whether directors are meeting that commitment; and
 - (h) Ensure there is a regular board performance review.
16. In reviewing the composition and performance of the Board, the Committee will consider the term served by Non-Executive Directors to ensure that, over time, new

directors are appointed to challenge existing approaches and to incorporate new ideas and energy.

17. In selecting and recommending the appointment of new directors, the Committee will ensure that the candidate has the appropriate range of skills, experience and expertise that will best complement Board effectiveness.

Remuneration Policies for Non-Executive Directors

18. In assisting the Board, the Committee will review and make recommendations to the Board on remuneration policies for Non-Executive Directors (including fees, travel and other benefits). In making its recommendations, the Committee should take into account the following guidelines:
 - (a) Non-Executive Directors should be remunerated by way of fees – in the form of cash, non-cash benefits or superannuation contributions;
 - (b) Non-executive directors should not participate in schemes designed for remuneration of executives;
 - (c) Non-Executive directors should not receive options or bonus payments;
 - (d) Non-Executive directors should not be provided with retirement benefits other than statutory superannuation; and
 - (e) The maximum aggregate annual remuneration is approved by shareholders.

Remuneration Policies for Executive Directors and Senior Leadership Team

19. In assisting the Board, the Committee will review and make recommendations to the Board on the remuneration of Executive Directors and the SLT, including:
 - (a) Fixed annual remuneration (including superannuation) (for Executive Directors) and Short term and long term incentive awards (including performance targets) (for the SLT);
 - (b) Any termination payments (which are to be agreed in advance and include provisions in case of early termination); and
 - (c) Offers of equity under Board approved employee equity plans. Any issue of Company shares or options (if any) made to Executive Directors are to be placed before shareholders for approval.
20. In making its recommendations, the Committee's objectives are that the remuneration policies: -
 - (a) Motivate Executive Directors and the SLT to pursue the long-term growth and success of the Company;
 - (b) Demonstrate a clear relationship between performance and remuneration; and
 - (c) Involve an appropriate balance between fixed and incentive remuneration, reflecting the short and long-term performance objectives appropriate to the Company's circumstances and goals.

Directors' Induction Program

21. The Committee should encourage each new Director to undertake an induction and continuing professional development program which enables them to gain an understanding of: -
- (a) The Company's operations;
 - (b) The Company's financial, strategic, operational and risk management position;
 - (c) Changes in the business and industry
 - (d) Their rights, duties and responsibilities; and
 - (e) The role of Board Committees.

Human Resources policies

22. The Committee will review human resource policies and practices for the SLT.

Committee Membership

23. When it is considered appropriate, the Committee is to review the composition of Committees and submit recommendations to the Board for changes to those Committees.

Executive Directors and SLT Succession Planning, Appointments and Terminations

24. In respect of all Executive Management, the Committee is to review and recommend to the Board: -
- (a) Succession planning; and
 - (b) Recommendations made by the Chief Executive Officer for appointments and terminations.

Other

25. The Committee will consider any other matters referred to the Committee by the Board

Reporting

26. The Committee will report on its meetings to the Board.

Committee Performance

27. To determine whether it is functioning effectively, once each year the Committee shall:
- (a) review this Charter;
 - (b) undertake an evaluation of its performance

Adopted: October 2017

Reviewed: September 2017