

Nomination And Committee Charter

Introduction

This is the Nomination Committee charter for Northern Minerals Limited (“Company”). This charter governs the procedures of the Nomination Committee (“Committee”).

Nomination Committee

(a) Primary functions

The primary functions of the Committee are to:

- assess the skills and competencies required on the Board;
- from time to time assess the extent to which the required skills are represented on the Board;
- establish processes for the review of the performance of individual directors and the Board as a whole;
- establish processes for the identification of suitable candidates for appointment to the Board; and
- recommend the appointment and removal of directors.

(b) Composition

(i) Committee may invite

The Committee, if considered appropriate, may invite any executive management team members or other individuals to attend meetings of the Committee.

(ii) Secretary

The company secretary will be the secretary of the Committee.

Duties and Responsibilities

(a) Current Board

(i) Skill requirements

The Committee will periodically assess the skills required to discharge the Board’s duties, having regard to the strategic direction of the Company, and report the outcome of that assessment to the Board. The Committee will, as and when it considers appropriate, but in any event whenever an existing non-executive director retires, assess the skills represented on the Board by the non-executive directors and determine whether those skills meet the required skills as identified.

(ii) Skill enhancement

The Committee will make recommendations to the Chairman of the Board on means by which skill levels of existing non-executive directors can be enhanced.

(b) New candidates

(i) Candidate identification

Having regard to the skills required and the skills represented, the Committee will implement a process for the identification of suitable candidates for appointment to the Board of non-executive directors.

In determining the process for the identification of suitable candidates, the Committee will ordinarily ensure that a search is undertaken by an appropriately qualified independent third party acting on a brief prepared by the Committee which identifies the skills sought.

The Committee will make recommendations to the Board on candidates it considers appropriate for appointment.

(ii) Re-nomination of retiring non-executive directors

The Committee will inform the Board of the names of non-executive directors who are retiring in accordance with the provisions of the constitution and will make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director.

In order to make these recommendations, the Committee will review the retiring non-executive director's performance during the period in which the non-executive director has been a member of the Board. The Committee will conduct that review by whatever means it considers appropriate.

A member of the Committee will not participate in the review of his or her own performance.

(c) Appointment of directors

Once the Board, after reviewing the recommendations provided by the Committee, has decided to appoint a new candidate to non-executive director, the Company will provide the letter of appointment and relevant documents to the new non-executive director.

(d) Induction procedure

There are many issues, procedures and policies that a new non-executive director of the Company will need to be aware of and understand. Therefore, it is important for the Company to have an induction procedure.

(e) Disclosure

In order to maintain transparency, the role of the Committee is to be fully and fairly reported. Consistent with the disclosure policy, the Committee will review all public disclosures and statements concerning the matter the subject of this policy including disclosures in:

- ASX filings;
- the annual report; and
- press releases.

The Committee will ensure that any notice of meeting containing a resolution for the election of a director is appropriately framed and includes information that investors might reasonably need in order to make an informed decision about the relevant candidates.

3.4 Evaluation Process

A performance evaluation process applies to:

- the Board;
- Board committees; and
- individual directors.

The objective of this process is to add value to the contribution made by each director and the Board, rather than to merely implement a checklist approach.