

Nomination & Remuneration Committee Charter

Introduction

The Board of Ramelius Resources Limited has established a committee of the Board of Directors to be known as the Nomination & Remuneration Committee (“Committee”).

This Charter sets out the role, composition and responsibilities of the Nomination & Remuneration Committee.

Role of the Nomination & Remuneration Committee

The Nomination & Remuneration Committee’s primary role is to assist the Board in discharging its responsibilities in relation to the selection and appointment of directors, succession planning and remuneration policies.

Composition of the Nomination & Remuneration Committee

The Nomination & Remuneration Committee is appointed by the Board and consists of non - executive directors. The Company Secretary acts as secretary to the Committee.

The term of members appointed to serve on the Committee, is until the earliest date on which the member is replaced by the Board, resigns from the Committee or ceases to be a director of the Company.

The Board has determined that the composition of the Nomination & Remuneration Committee, for the time being, shall consist of three non -executive directors including the Chairman of the Board.

The composition of the Nomination & Remuneration Committee and details of the number of meetings held and attended by each member of the Committee, shall be published in the Company’s Annual Financial Report.

The Board may review the composition of the Committee from time to time to ensure its structure is effective and appropriate for the needs of the Company.

Members of the Committee are entitled to rights of access to, and information held by management. The Committee may request any additional information or explanations where appropriate.

As Directors of the Company, members of the Committee are entitled to take such legal advice as they may require at any time and from time to time on any matter concerning or in relation to their rights, duties and obligations as Directors in relation to the affairs of the Company. Such advice shall be at the expense of the Company.

Members of the Committee are encouraged to attend relevant courses, conferences, seminars and briefings by external advisors.

Responsibilities of the Nomination & Remuneration Committee

The Nomination & Remuneration Committee is generally responsible for reviewing matters relating to remuneration, director nominations and succession planning, The Committee has the right to seek external professional advice at the cost of the Company.

The Nomination & Remuneration Committee’s responsibilities are as follows:

- Evaluating the necessary and desirable competencies for members of the Board of Directors

Document Title: Nomination Remuneration Committee Charter	Version: 1.0	Revision Date: 9/01/2018
Department: Governance	Site: RMS Group	Page 1 of 2

- Assessing skills, experience and expertise and making recommendations to the Board on candidates for appointment and re-appointment as directors on the Board
- Reviewing and making recommendations on processes for evaluating the performance of members of the Board and its Committees and for assessing and enhancing director competencies
- Reviewing and monitoring progress of succession plans and making recommendations to the Board
- Reviewing and making recommendations to the Board on the remuneration of the Managing Director/CEO
- Reviewing and making recommendations to the Board, on advice from the Managing Director/CEO, on remuneration of senior executives of the company (other than the Managing Director/CEO) and in respect of remuneration matters generally
- Evaluating and making recommendations to the Board on the Company's recruitment, retention and termination policies and procedures
- Assessing and making recommendations to the Board on remuneration policies and practices including superannuation arrangements, incentive schemes and performance targets for senior executives and other employees of the Company and
- Reviewing and assessing annually the performance of the Committee and the adequacy of this charter

Meetings of the Nomination & Remuneration Committee

The Nomination & Remuneration Committee nominally meets at least twice per annum and reports to the Board through the Chairman. Any member of the Committee may call a meeting. Two Members of the Committee are required to form a quorum. The Managing Director/Chief Executive Officer of the Company may by invitation attend meetings at the discretion of the Committee.

The Board has determined that for the time being, the Nomination & Remuneration Committee shall be chaired by a non-executive director other than the Chairman of the Board. The Company Secretary shall be the secretary of the Committee.

Proceedings of all Committee meetings shall be minuted. Draft minutes shall be circulated to members of the Committee. Approved minutes shall be signed and dated by the Chairman and a copy circulated to the full Board before or at the following meeting of directors.

Role of the Chairman

The role of Chairman is non-executive and central to the effectiveness of the Nomination & Remuneration Committee and its contribution to the Board's overall responsibility for the Corporate Governance of the Company. The Chairman leads the Committee and its meetings and is instrumental in ensuring effective communications exist between the Committee and the Board of Directors and senior management. The Chairman is also responsible for the following:

- Ensuring the Nomination & Remuneration Committee has appropriate procedures in place to evaluate the performance and effectiveness of the Committee as a whole and its individual members
- Ensuring that meetings of the Nomination & Remuneration Committee are conducted efficiently and effectively and that the quality of agendas and papers properly inform members on matters before the Committee that facilitates effective review, analysis, discussion and decision making by members of the Committee
- Maintaining a close working relationship with the Managing Director/CEO and senior management so as to facilitate an effective flow of relevant and appropriate information to the Committee and
- Ensuring that the Board is kept informed on all matters relating to the activities of the Committee and overseeing any communications concerning its activities with shareholders and other key stakeholders

Reviewed: September 2018