

# NOMINATION & REMUNERATION COMMITTEE CHARTER



## ROLE

1. The Board of Directors (**Board**) is responsible for overseeing:
  - (a) the remuneration policy and practices of Minara Resources Limited (**Company**) and its subsidiaries (**Group**); and
  - (b) the selection and appointment of directors and senior management.
2. The role of the Nomination & Remuneration Committee (**Committee**) is to make recommendations to the Board in relation to:
  - (a) the Group's overall remuneration strategy;
  - (b) the remuneration, superannuation, recruitment, retention and termination arrangements, policies and procedures for the Chief Executive Officer, non-executive directors and senior management;
  - (c) the necessary and desirable competencies of directors;
  - (d) review of Board succession plans;
  - (e) the development of a process for evaluation of the performance of the Board, its committees and directors;
  - (f) the appointment and re-election directors; and
  - (g) the appointment of the Company Secretary and the Chief Financial Officer.

## MEMBERSHIP

3. The Committee will comprise at least three members, all of whom must be non-executive directors. The Chairman of the Committee shall be an independent director.
4. A majority of the Committee's members will consist of independent directors.
5. Members of the Committee shall be appointed for an initial three-year term of office after which their appointment may be subject to annual rotation.

## RESPONSIBILITIES

6. The Committee shall:
  - (a) ensure that the Group's remuneration and policies are consistent with the Group's strategic objectives;
  - (b) review the Group's policies in relation to fixed remuneration, variable remuneration and equity based remuneration and benchmark such remuneration;
  - (c) seek annual advice in relation to, and review, non-executive directors' remuneration and benefits;
  - (d) seek annual advice in relation to, and review, the Chief Executive Officer's remuneration and benefits;
  - (e) seek annual advice in relation to, and review, senior management remuneration and benefits;
  - (f) ensure that the required disclosures are made to stakeholders in relation to director and senior management remuneration in accordance with regulatory requirements and good governance principles and practice;
  - (g) recommend to the Board for approval the remuneration report included in the directors' report to be released through the Australian Securities Exchange to shareholders;
  - (h) assess the expertise required by directors to adequately discharge the Board's duties having regard to the Group's business and financial objectives;

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- (i) assess the composition of the Board having regard to the above; and
- (j) develop and implement a process for the identification of suitable candidates for Board positions and the positions of Company Secretary and Chief Financial Officer.

## COMMITTEE PROCEDURES

7. The Company Secretary shall be appointed Secretary of the Committee.
8. Meetings shall be held frequently as required but at least twice a year.
9. Any Committee member or the Secretary may call a meeting of the Committee.
10. Any person may be invited to attend meetings of the Committee. All directors of the Company have a standing invitation to attend meetings of the Committee.
11. All meetings of the Committee shall be governed by the provisions of the Company's Constitution.
12. A quorum of the Committee shall be two members.
13. The Committee is authorised by the Board to investigate any matter within the scope of its responsibility and will provide recommendations to the Board based on the outcome of its investigations.
14. The Committee shall have the authority to seek any information it requires from any office or employee of the Group and such officers or employees shall be instructed by the Board to respond to such enquiries.
15. The Committee is authorised to take such independent professional advice as it considers the necessary, at the Group's cost, to assist the Committee in undertaking its duties.
16. The Chairman of the Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting.
17. The minutes of all Committee meetings shall be circulated to the Board.
18. The Chairman shall submit an annual report to the Board summarising the Committee's activities during the year and the related significant results and findings. The report shall address all matters relevant to the Committee's role and responsibilities.

This Charter was approved by the Board of Directors on 21 November 2007 and reviewed and amended by the Board on 2 December 2008.