

NOMINATION COMMITTEE CHARTER

1. Terms of reference

1.1 Remit

The primary purpose of the Nomination Committee is to act as a forum of the Board in connection with identification, succession planning, evaluation/review, induction and professional development in relation to Directors, the Chair, Committee membership, Committee chairs and the CEO.

1.2 Scope

The scope of the Nomination Committee remit will include, but not be limited to, the following matters.

(a) Board membership

- (i) Board and Committee membership, succession planning and performance including through the development and use of a board skills matrix (or similar tool):
 - (A) assessing the mix of skills, experience and diversity that the Board is looking to achieve in the Board’s membership;
 - (B) assessing the mix of skills, experience and diversity currently represented on the Board;
 - (C) establishing processes for the identification and recruiting of suitable candidates for appointment to the Board and for re-election of existing Directors (as applicable);
 - (D) assessing the “independence” of each non-executive Director, at least annually, including at or around the time of consideration of Director elections, and as soon as practicable after any material change in relevant circumstances; and
 - (E) reporting to the Board with a view to the Board regularly assessing whether the “independence” of a Director, including any Director who has served as a Director for more than 10 years, has been compromised;
- (ii) Committee terms of reference review and recommendations including with respect to appointment to Committees;
- (iii) development and implementation of a process for evaluation of Board, Committee and Director performance; and
- (iv) Director induction and professional development including:
 - (A) regularly reviewing whether the Directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to adequately fulfil their role on the Board and Committees effectively;
 - (B) where gaps are identified, consider what training or development could be undertaken to fill the gaps;
 - (C) where necessary, providing resources to help develop and maintain Directors’ skills and knowledge (including accounting skill and

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knowledge development for Directors without specialist accounting skills or knowledge to ensure their sufficient understanding of accounting and financial matters to fulfil their responsibilities with respect to the Company's financial statements); and

- (D) regularly reviewing the time and commitment required of a non-executive Director and whether Directors are meeting that requirement.
- (b) **CEO and executives**
- (i) periodic review of the job description and performance of the CEO according to agreed performance parameters;
 - (ii) plans for succession planning for the CEO position; and
 - (iii) involvement in complaints, grievance and disciplinary processes involving the CEO.
- (c) **Non-Executive Directors**
- (i) reviewing and recommending to the Board, an appropriate remuneration framework including the remuneration levels for the Chair, and non-executive Directors, and any supplements to those remuneration levels for Committee participation including for the chairs of Committees; and
 - (iii) recommending any occasions where extra remuneration for extra services or special exertion is appropriate.
- (d) **Generally**
- (i) reporting on the above matters to the Board, with recommendations as appropriate;
 - (ii) the Nomination Committee has the authority to access information and to consult with and interview Personnel and to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit; and
 - (iii) the Nomination Committee may be requested by the Board to perform other related tasks.

2. Governance

2.1 Membership of the Nomination Committee

- (a) It is desirable that the Nomination Committee members have some experience in human resources and governance.
- (b) When dealing with Chair succession, the Chair should not be the chair of that meeting of the Nomination Committee.
- (c) The CEO will generally be available to attend Nomination Committee meetings at the discretion of the Nomination Committee.

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3. Definitions

Board means the board of directors of the Company.

CEO means the chief executive officer of the Company.

Chair means the chair of the Board.

Committee means a committee of the Board.

Constitution means the Memorandum of Association and Articles of Association of the Company.

Company means Consolidated Copper Corp (IBC 234418).

Director means a director of the Company.

Employee means an employee of, or consultant to, the Company and its subsidiaries.

Nomination Committee means Company's nomination committee as described in section 1.1 of this Charter.

Personnel means all Directors and Employees.

4. Related documents

- (a) Board Charter.
- (b) Constitution.
- (c) Remuneration Committee Charter.

5. Approval and review

This document is to be reviewed annually by the Nomination Committee and the Board.

Version	Document Category	Date	Status	Document Owner	Reviewer	Approver	Approval Date
1.0	Board	10.05.23	Approved and Adopted	Chief Legal Officer	Board	Board	10.05.23