

Dominion Minerals Limited ACN 101 955 088

Nomination Committee Charter

Adoption Date: 9 June 2017

1 Objective, Authority, Responsibilities

- 1.1 The objective of the Nomination Committee is to assist the Board of Dominion Minerals Limited in fulfilling its duties and responsibilities by reviewing, advising and making recommendations to the Board on areas of Nomination.
- 1.2 The Committee has the authority of the Board to exercise the responsibilities set out in this Charter. This includes authority to seek, from an employee or director, information that may be required in order for the Committee to fulfil its responsibilities.
- 1.3 Specific responsibilities of the Committee include:
- (a) making recommendations to the Board in relation to Board composition, taking into account diversity objectives and the required mix of skills and experience;
 - (b) recommending to the Board a process for succession planning;
 - (c) recommending to the Board an induction process for new directors;
 - (d) recommending and implementing a process for evaluating the performance of the Board, taking into account diversity objectives and the required mix of skills and experience;
 - (e) developing and overseeing the implementation of policies relating to corporate governance issues, including an appropriate diversity policy;
 - (f) evaluating the performance of the CEO and other Key Management Personnel; and
 - (g) monitoring the implementation by management of the strategic objectives and policies listed above.

2 Membership

- (a) The Committee is appointed by the Board in accordance with the Constitution.
- (b) The Committee is to consist of:
 - (i) only Non-Executive Directors;
 - (ii) at least three members;
 - (iii) a majority of Independent Directors
- (c) The Chair of the Committee shall be an independent non-executive director, appointed by the Board.
- (d) The Committee may engage external advisors or seek market data to provide expert advice as appropriate in accordance with the Company's operating budget.

3 Meetings

- (a) The Committee will meet at least annually, but as frequently as required.
- (b) A quorum shall be two members.
- (c) The Company Secretary will act as Secretary to the Committee.
- (d) Meeting agendas, papers and minutes will be issued, kept and circulated in accordance with the standard operating processes of the Board.
- (e) Minutes shall be approved by circular by members in attendance, and signed by the Committee Chair.
- (f) Minutes of Meetings shall be provided to the Board at its next meeting.

4 Conflicts of Interest

- (a) Except for deliberations of Board remuneration, a Committee member shall not be present when his or her salary, incentives or performance is being discussed.

5 Committee Performance

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