



PENSANA METALS LIMITED
CORPORATE GOVERNANCE POLICIES
NOMINATION COMMITTEE CHARTER

1. NOMINATION COMMITTEE

The Remuneration Committee shall comprise the Nomination Committee.

2. ROLE

The function of the Nomination Committee is to identify and recommend candidates to fill vacancies and to determine the appropriateness of director nominees for election to the Board. The Board recognises the benefits arising from diversity and aims to promote an environment conducive to the appointment of well qualified Board candidates so that there is appropriate diversity to maximise the achievement of corporate goals.

3. OPERATIONS

The committee is to meet at least annually, with further meetings on an as required basis. Minutes of all meetings are to be kept.

4. RESPONSIBILITIES

The responsibilities of the Nomination Committee are:

- 4.1 to implement processes to assess the necessary and desirable competencies of Board members including, experience, expertise, skills and performance of the Board and its committees;
- 4.2 to provide new directors with an induction to the Company;
- 4.3 to provide all directors with access to ongoing education relevant to their position in the Company;

- 4.4 provide a succession plan for directors and managing director in order to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- 4.5 review time required for non-executive directors to perform their duties;
- 4.6 before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors and record that review and recommendation in the minutes;
- 4.7 assist in identifying, interviewing and recruiting candidates for the Board including reviewing whether professional intermediaries should be used to identify candidates; and
 - 4.8 annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.