

Nomination and Compensation Charter

Revision history

Rev.	Issued	Description	Prepared	Approved by Board
1.6	29/7/24	Annual Review	Fitzgerald	15/8/24
1.5	18/8/23	Annual Review	Fitzgerald	24/8/23
1.4	1/8/22	Annual Review	Donovan	15/8/22
1.3	15/05/2020	Annual Review	Darvall	3/06/2020
1.2	25/7/19	Annual Review	Robson	25/6/19
1.1	23/7/18	Annual Review	Robson	23/7/18
1.0	21/12/17	Review	Robson	14/12/17
0	30/4/15	Policy created	Robson	30/4/15

1 Purpose

The Nomination & Compensation Committee (“the Committee”) is a committee of the Sipa Resources Limited (“Sipa”) Board (“the Board”). The Nomination and Compensation charter sets out the role, composition and responsibilities of the Committee. The Board will review this charter annually to ensure it remains consistent with the Board’s objectives and responsibilities.

The Board recognizes that corporate performance is enhanced when there is a Board with the appropriate competencies to enable it to discharge its mandate effectively. The Committee’s primary functions are to:

- (a) Identify and evaluate the particular skills, experience and expertise that will best complement the Board’s effectiveness given the current activities of Sipa;
- (b) Review Board succession plans;
- (c) Evaluate the Board’s performance;
- (d) Make recommendations for the appointment and removal of directors to the Board;
- (e) Make recommendations to the Board on:
 - (i) executive compensation framework and incentive policies;
 - (ii) the compensation packages of senior management;
 - (iii) the compensation framework for directors.

2 Composition and Term

- The Board has determined that the role of the Nomination and Compensation Committee will be undertaken by the Board as a whole, as the size of the Board is not sufficient to warrant the existence of a separate Nomination and Compensation Committee.
- The Committee shall consist of a minimum of 2 non-executive directors, with the majority as independent.
- Appointment to the Committee will be for 2 years or as determined by the Board.
- A quorum shall consist of the greater of half the members and two members.
- The Chairman should be an independent director. Should the Chairman be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to Chair that particular meeting.
- The Committee shall meet at least once a year.
- The Committee may invite other people to attend as it sees fit, and consult with advisors or seek any information it considers necessary to fulfil its responsibilities.
- The Company Secretary or another delegated person will undertake the duties of secretariat including that proceedings of all meetings are minuted, ratified by the members in attendance and signed by the Committee Chairman.

3 Nomination Responsibilities

The duties of the Committee in relation to nomination matters include:

- Determining the appropriate size and composition of the Board in relation to the activities and the financial circumstances of the Company, which may vary from time to time;
- Developing criteria for selection of candidates for the Board in the context of the Board's existing composition and structure including the evaluation of the skills, knowledge, experience, independence and diversity on the Board as is relevant to Sipa's current activities
- Ensuring appropriate checks are undertaken on prospective Board candidates;
- Making recommendations to the Board on the appointment, re-election and removal of directors;
- Developing a succession plan for the Board and regularly reviewing the plan;
- Reviewing the expectations of a non-executive director and whether directors of the Board are meeting this requirement;
- Identifying, assessing, and enhancing director competencies;
- Evaluating the performance of the Board and key executives;
- Reviewing induction and continuing professional development programs for Directors

4 Compensation Responsibilities

The duties of the Committee in relation to compensation matters include:

- Determining compensation policies and compensation of directors;
- Evaluating the performance of the chief executive officer and senior executives
- Determining compensation and incentive policies and packages of key executives;
- Ensuring professional indemnity and liability insurance for directors and senior management is in place;
- Reviewing succession plans for senior management and the Board.