

# **Nomination Committee Charter**

**Astro Diamond Mines NL**  
ACN 007 090 904

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## **1 Composition**

The Nomination Committee shall comprise the full Board.

From time to time, non Committee members may be invited by the Committee to attend meetings of the Committee, if it is considered appropriate.

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## **2 Role**

The role of the Nomination Committee is to effectively examine the selection and appointment practices of the Company, although the Board retains ultimate responsibility for these practices.

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## **3 Operations**

The full Board shall meet as the Committee as required.

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## **4 Responsibilities**

### **(a) Size and Composition of the Board**

To ensure that the Board has the appropriate blend of directors with the necessary expertise and relevant industry experience, the Committee shall:

- (i) regularly review the size and composition of the Board, and make recommendations to the Board on any appropriate changes;
- (ii) identify and assess necessary and desirable director competencies and provide advice on the competency levels of directors with a view to enhancing the Board;
- (iii) make recommendations on the appointment and removal of directors;
- (iv) make recommendations on whether any directors whose term of office is due to expire should be nominated for re-election; and
- (v) regularly review the time required from non-executive directors and whether non-executive directors are meeting that requirement.

### **(b) Selection Process of new Directors**

The Committee shall review the Company's procedures for Selection and (Re)Appointment of Directors outlined in the Board Charter. Such procedure should be transparent to promote investor understanding and confidence in the process.

The Committee is empowered to engage external consultants in its search for a new director.

The initial appointment of a new Director is made by the Board. The new Director will be required to stand for election at the Company's next general meeting.

(c) Performance Appraisal Competency

The Committee shall:

- (i) develop a process for evaluation of the performance of the Board, Board committees (if any); and when deemed appropriate by the Chair, individual Board members;
- (ii) implement ways of enhancing the competency levels of directors;
- (iii) consider and articulate the time required by Board members in discharging their duties efficiently;
- (iv) undertake continual assessment of directors as to whether they have devoted sufficient time in fulfilling their duties as directors;
- (v) develop a process for and carry out an evaluation of the performance of the Managing Director;
- (vi) review and implement the Company's process of induction of new Directors;
- (vii) ensure new directors undergo an induction; and
- (viii) provide all directors with access to ongoing education relevant to their position in the Company.

(d) Succession Plans

The Committee shall review the Board's succession plans. Succession plans are to assist in maintaining the appropriate balance of skills, experience and expertise on the Board.

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**5 Authority and Resources**

The Company is to provide the Committee with sufficient resources to undertake its duties. The Committee has the authority, as it deems necessary or appropriate, to access advice from external consultants or specialists.