

NOMINATION AND REVIEW COMMITTEE CHARTER

CGA Mining Limited

1. Introduction

This Nomination and Review Committee Charter (**Charter**) sets out the purpose, membership and powers of the Nomination Committee.

The Committee is appointed by the Board for the purpose of reviewing the existing composition of the Board and conducting a detailed examination of the selection and appointment of new Board members.

2. Membership of the Committee

The Committee must consist of a minimum of three members, and the majority of the members must be independent non-executive directors. Independence for these purposes will be assessed by reference to criteria approved by the Board from time to time.

The Board may appoint such additional directors to the Committee or remove and replace members of the Committee.

3. The Chairman

The Chairman of the Committee will be appointed annually by the Board and must be an independent non-executive director.

Should the Chairman be absent from a meeting and no acting Chairman has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chairman for that particular meeting.

4. Minute Secretary

The Committee may appoint, remove or replace a minute secretary (**Secretary**). The Secretary has the powers and duties specified in this Charter or determined by the Committee from time to time. The Secretary must exercise their powers in accordance with any directives of the Committee.

5. Frequency of Meetings

The Committee will meet as often as required.

6. Advice

The Committee may, upon notifying the Board or the Chairman, seek the advice of the Company's auditors, solicitors or other independent experts (such as recruitment consultants) as to any matter pertaining to the powers or duties of the Committee.

7. Minute Book

All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

8. Reporting

The Chairman of the Committee will prepare a report of the actions of the Committee to be included in the Board papers for the Board meeting next following a meeting of the Committee. The Chairman of the Committee will also, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors will be permitted, within the Board meeting, to request information of the Chairman or members of the Committee.

9. Responsibilities and Functions

The Committee will be responsible for:

- assessing and enhancing the necessary and desirable competencies of Board members to ensure that the Board members have an appropriate balance of skills, experience and expertise;
- reviewing the current Board size and composition to ensure it consists of members with appropriate qualifications and a broad range of experience that support the Company's wider objectives and strategies;
- reviewing the Board's succession plans;
- evaluating the Board's performance and the performance of individual directors, and make recommendations to the Board in this regard;
- identifying candidates for new directorships and make recommendations for the appointment of new directors and the removal of current directors; and
- any other matters which have been delegated to the Committee by the Board.

10. Selection Process and Criteria

In identifying and recommending candidates for new directorships, the Committee should consider the following issues:

- whether the skills, expertise and experience of a potential candidate are adequate for him or her to carry out the role of a director of the Company effectively and efficiently;
- whether the skills, expertise and experience of a potential candidate complement the skills, expertise and experience of the existing directors;
- whether the candidate will have adequate time to devote to his or her duties as director of the Company in light of his or her other commitments;
- the other directorships held by the candidate and whether they complement a directorship of the Company;
- the relationship between the candidate and the Company and between the candidate and the existing directors of the Company; and
- any other matters which have been determined by the Board.

11. Review

The Board will, at least once in each year, review this Charter and this membership of that Committee and, where necessary, by resolution alter the responsibilities, functions or membership of the Committee as it thinks fit.