

Nominations Committee Charter

OUR VISION

To be a responsible uranium producer, building strong local communities, a safe and healthy work environment, and making a positive contribution to a carbon-free future.

1. Purpose

The Nominations Committee (**Committee**) is a committee of the Board.

The Committee's purpose is to support and advise the Board in:

- (a) maintaining a Board that has an appropriate mix of skills, knowledge of the Company and the industry in which it operates and experience to be an effective decision-making body; and
- (b) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

2. Committee Authority

The Committee is a review and advice committee with no decision-making authority and holds no delegated authority from the Board unless otherwise expressed in this Charter.

This Charter details the functions and the manner in which the Committee will operate.

In making decisions and recommendations, the Committee may take into account:

- a) these terms of reference;
- b) legal requirements, including the provisions and recommendations in applicable listing rules and standards of corporate governance applicable in each of the jurisdictions in which the Company operates;
- c) key market trends and the broader external environment;
- d) the activities of the Board's other committees and, where appropriate, co-ordinate with and consider information arising out of those committees that affect the Company's risk management, financial and corporate reporting, and compliance obligations; and
- e) any other factors it deems relevant.

3. Key Responsibilities of the Committee

3.1. Board Structure, Composition, Skills and Succession

Periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors.

Make recommendations to the Board on the appropriate size and composition of the Board.

Identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after an assessment of how the candidates can contribute to the strategic direction of the Company.

Undertake appropriate checks before appointing a Director or senior executive or putting forward to security holders a candidate for election as a Director, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate).

Ensure that all material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director, including:

- a) biographical details (including relevant qualifications and experience, and skills);
- b) details of any other material directorships currently held by the candidate;
- c) where standing as a Director for the first time, confirmation that the entity has conducted appropriate checks into the candidate's background and experience and any material adverse information revealed by those checks, details of any interest, position or relationship that might materially influence their capacity to be independent and act in the best interests of the Company as a whole rather than in the interests of an individual shareholders or another party, and a statement whether the Board considers the candidate is considered to be independent;
- d) where standing for re-election as a Director, the term of office served by the Director and a statement whether the Board considers the candidate is considered to be independent; and

- e) a statement by the Board whether it supports the election or re-election of the candidate and a summary of the reasons why.

Ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. For these purposes, a senior executive is a member of key management personnel (as defined in the *Corporations Act 2001 (Cth)*) other than a Director. Where the Company engages a bona fide professional services firm to provide a chief financial officer, Company Secretary or other senior executive on an outsourced basis, the agreement may be between the entity and the professional services firm.

Ensure that Directors or senior executives who are provisionally appointed give an unequivocal undertaking to resign should the Company receive an outstanding check that it considers unsatisfactory.

Prepare and maintain a Board skills matrix setting out the measurable mix of skills and diversity that the Board currently has (or is looking to achieve) to ensure the Board has the skills to discharge its obligations effectively and add value and to ensure the Board has the ability to deal with new and emerging business and governance issues. The Company must disclose this matrix in, or in conjunction with, its Annual Report.

3.2. Director Induction Program

Approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.

3.3. Board Performance Evaluations and Director Re-election

Assess and consider the time required to be committed by a Non-Executive Director to properly fulfil their duty to the Company and advise the Board.

Consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting.

Review directorships in other public companies held by or offered to Directors and senior executives of the Company.

Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.

Arrange an annual performance evaluation of the Board, its committee, individual Directors and senior executives as appropriate. Such review will include a consideration of the currency of each Director's knowledge and skills and whether Director's performance has been impacted by any other commitments. The review will consider the Board's **Performance Evaluation Policy in Annexure A.**

4. Access to Information and Independent Advice

The Committee shall have unrestricted access to Management, any appointed internal or external auditors, and any information to enable it to fulfil its functions appropriately.

The Committee is authorised to obtain any independent legal advice or other professional advice that it considers necessary to perform its role.

5. Membership

Committee members will be appointed by the Board.

The Committee shall comprise a minimum of three Non-Executive Directors. A majority of members must be Independent.

The Committee shall have a Chairperson appointed by the Board. The Committee Chairperson must be an Independent Non-Executive Director.

Committee members should possess the appropriate skills and experience and understand the industry in which the Company operates to enable the Committee to fulfil its functions appropriately.

6. Meetings

The Committee shall meet as often as required to undertake its role effectively but at least once per year.

Any Committee member may call a meeting of the Committee.

The quorum necessary for the meeting will be a majority of members. In the absence of the Chairperson, the Committee members will elect a member to act as Chairperson for that meeting.

The Committee may meet independently of Management.

All Directors have a standing invitation to attend Committee meetings, receive copies of Committee meeting minutes, and access Committee papers.

The Committee may invite various persons to attend its meetings.

The Committee may delegate to sub-committees of the Committee.

The Company Secretary will be the secretary of the Committee.

The proceedings of all meetings shall have minutes taken by the Company Secretary.

Resolutions in writing by the Committee must be approved by all Committee members.

Management is responsible to the Committee for:

- a) liaising with the Committee Chair in the preparation of the agenda.
- b) making recommendations to the Committee.
- c) implementing the Company's Sustainability Policy.



- d) implementing recommendations of the Committee, which the Board approves.

7. Reporting

The Committee Chairperson, or their nominee, will report to the Board at the next Board meeting on any material matters arising out of the Committee meeting and make recommendations to the Board for decision.

The minutes of the prior Committee meeting will be included in the Board papers for the subsequent Board meeting.

All Directors will be permitted, within the Board meeting, to request information from the Committee Chairperson or members of the Committee.

An annual plan will be developed for the Committee activities, and reporting on progress against the annual plan will be provided to the Board.

Each of the executive and the Company Secretary, and any appointed internal or external auditor, or advisors, will have a separate direct reporting relationship with the Chairperson of the Committee.

8. Reviews

The overall performance of the Committee is to be reviewed at least every two years by:

- a) obtaining feedback on the Committee's performance from the Board, Managing Director/CEO, and the Company Secretary; and
- b) the Chairperson of the Committee assessing the contribution and performance of individual Committee members.

The Committee's Charter will be reviewed at least every two years, and any amendments are to be approved by the Board.

Approved by the Board on 26 October 2022



Annexure A - Board Performance Evaluation Policy

The nomination committee will arrange a performance evaluation of the Board, its committees, individual Directors and senior executives on an annual basis as appropriate. To assist in this process, an independent advisor may be used.

The nomination committee will conduct an annual review of the role of the Board, assess the performance of the Board over the previous 12 months and examine ways of assisting the Board in performing its duties more effectively.

The review will include:

- (a) comparing the performance of the Board with the requirements of its charter;
- (b) examination of the Board's interaction with management;
- (c) the nature of the information provided to the Board by management;
- (d) management's performance in assisting the Board to meet its objectives; and
- (e) an analysis of whether there is a need for existing Directors to undertake professional development.

A similar review may be conducted for each committee by the Board with the aim of assessing the performance of each committee and identifying areas where improvements can be made.

The remuneration committee will oversee the evaluation of the remuneration of the Company's senior executives. This evaluation must be based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

The Company must disclose, in relation to each financial year, whether or not the relevant annual performance evaluations have been conducted in accordance with the above processes.