

TIMAH RESOURCES LIMITED

REMUNERATION AND NOMINATION COMMITTEE

PURPOSE

The remuneration and nomination committee ("Committee") is a committee of the board of directors ("Board") of Timah Resources Limited Limited ("Company").

The Committee's purpose is to:

- a. Develop criteria for Board membership and identify specific individuals for nomination;
- b. Establish processes for the review of the performance of individual Directors, Board Committees and the Board as a whole and implementation of such processes;
- c. Review and make recommendations to the Board on board succession planning generally;
- d. Review and make recommendations to the Board on the process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board;
- e. Review and make recommendations to the Board on the Company's remuneration framework, remuneration packages and policies applicable to the members of the executive management of the Company ("Senior Management") and Directors;
- f. Review and make recommendations to the Board on equity-based remuneration plans for senior executives and other employees;
- g. Define levels at which the Chief Executive Officer must make recommendations to the Committee on proposed changes to remuneration and employee benefit policies;
- h. Ensure that remuneration packages and policies attract, retain and motivate high calibre executives; and
- i. Ensure that remuneration policies demonstrate a clear relationship between key executive performance and remuneration.

DUTIES

The Committee is expected, in the area of nomination, to develop criteria for Board membership, to identify suitably skilled, qualified and experienced individuals for nomination and to establish processes for the review of the performance of Directors. In this regard, the Committee must:

- a. Prepare (and update as and when required) a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;
- b. Regularly review the composition of the Board and the succession plans for Directors; and

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- c. Regularly assess the independence of each non-executive Director.

In the area of remuneration, the Committee is expected, to review and make recommendations to the Board on remuneration packages and policies applicable to senior executives and Directors. The Committee must be guided by the Company's policies regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives

The specific matters the Committee should consider include:

- a. The appropriate size, composition and skills of the Board;
- b. Developing criteria for Board membership and assessing the skills required on the Board;
- c. Reviewing the skills represented on the Board and determining whether those skills meet the required skills as identified;
- d. Review the time required from a non-executive Director and whether Directors are meeting that requirement;
- e. Induction and continuing professional development programs for Directors to develop and maintain the skills and knowledge needed to perform their role effectively;
- f. Revising the membership of the Board;
- g. Making recommendations to the Board on candidates it considers appropriate for appointment and reappointment;
- h. Reviewing the retiring non-executive Director's performance and making recommendations to the Board as to whether the Board should support the nomination of a retiring non-executive Director;
- i. Policies for Senior Management and Directors' remuneration annually, including the link between Company and individual performance;
- j. Whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees;
- k. Recruitment, retention and termination policies and procedures for Senior Management;
- l. Current industry codes and best practice;
- m. Different methods for remunerating senior executives and Directors;
- n. Existing or proposed share option schemes or other incentive schemes;

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- o. Superannuation arrangements for Directors, senior executives and other employees;
- p. Retirement and termination benefits and payments; and
- q. Professional indemnity and liability insurance policies.

The Committee must oversee and comply with any diversity policy of the Company.

MEMBERSHIP AND STRUCTURE

The Board shall appoint the Committee from time to time and review the composition of the Committee annually.

The Committee shall be of an appropriate size, composition and skills to enable it to discharge its duties effectively.

The Board will appoint one of the members of the Committee as chair of the Committee. It is the responsibility of the chair of the Committee to schedule all meetings of the Committee and, to provide the Committee with a written agenda.

The Company Secretary, or his or her appointee, will act as secretary of the Committee and will circulate minutes of the meetings.

If a member ceases to be a director of the Board of the Company, that member ceases to be a member of the Committee.

MEETING

1. Any member of the Committee may call a meeting of the Committee.
2. As a minimum, the Committee shall meet annually in order to facilitate a board performance assessment and review and make recommendations to the Board on remuneration packages and policies applicable to Senior Management and Directors.
3. In addition, the Committee shall meet as early as practicable prior to the expiration of the term of office of a Director to consider suitably skilled and experienced individuals for nomination as Directors of the Company.
4. The Committee shall make an initial assessment of the necessary and desirable competencies for any new Director. The Committee will review potential candidates for directorship and make a recommendation to the Board.
5. Committee meetings may be held or participated in by conference or video call or similar means, and decisions may be made by circular or written resolution. A circular or written

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resolution signed by a majority of all members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each signed by one or more members. The expression "written" includes fax or other electronic means.

6. All Directors who are not members of the Committee are entitled to attend any meeting of the Committee.
7. The Committee may invite any Directors, member of Senior Management or other individuals to attend meetings of the Committee as they consider appropriate.
8. The chair of the Committee, or delegate, shall report to the Board following each meeting.
9. The Committee shall have direct access to the Company's officers and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice it requires in order to assist it in meeting its responsibilities from outside the Company at the expense of the Company, in appropriate circumstances, with the approval of the Chair or by resolution of the Board.
10. Minutes of Committee meetings will be prepared by the Secretary, approved by the chair of the Committee in draft and circulated to all members.

REVIEW OF CHARTER

The Charter will be reviewed periodically and updated in accordance with the needs of the Company and any new regulation that may have an impact on the discharge of the Board's responsibilities.

The Charter is made available for reference in the Company's website at www.timahresources.com.au

Approved by the Board - 27 September 2016

Reviewed by the Board - 17 November 2016