



NOMINATION COMMITTEE CHARTER

BELL RESOURCES LIMITED



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Authorised by: Bell Resources Limited Board on 3/01/2019

Maintained by: Company Secretary

Version Number: 3.2

Last Revised Date: 3/01/2019



1. INTRODUCTION

The Board of Bell Resources Limited (the “**Board**”) have established a Nomination Committee (“**Committee**”).

The purpose, members, responsibilities and powers of the Committee are set out in this Charter.

2. PURPOSE

- (a) The function of the Committee is to assist the Board in fulfilling its oversight responsibility to securityholders by ensuring the Board and relevant Bell Resources subsidiary Boards comprise individual Non-Executive Directors best able to discharge the responsibilities of Directors having regard to the law and excellence in governance standards.
- (b) The Committee will primarily fulfil these responsibilities by carrying out the activities outlined in section 3 below.

3. COMMITTEE ROLE AND RESPONSIBILITIES

The key role and responsibilities of the Committee include:

(a) Board size and composition

- i. reviewing and making recommendations to the Board on the size and composition of the Board and Bell Resources subsidiary boards with Non-Executive Director members.
- ii. assessing the skills required to competently discharge the Board’s and Bell Resources subsidiary board’s duties, including specific qualities or skills that the Committee believes are necessary for one or more of the Non-Executive Directors of the Board (Bell Resources Director) and of the boards of Bell Resources subsidiaries (Subsidiary Director) to possess and the mix of skills, experience and diversity that the Board desires to achieve in the memberships of the Board and the boards of Bell Resources subsidiaries.
- iii. developing, reviewing and making recommendations to the Board regarding Bell Resources Directors’ and Bell Resources Subsidiary Directors’ tenure and the composition and size of the Board and the boards of Bell Resources subsidiaries.
- iv. reviewing annually the time required to be committed by Bell Resources Directors and Subsidiary Directors, including reviewing the other commitments and the time involved in those commitments.

(b) Board appointment

- i. reviewing the Bell Resources Director and Subsidiary Director terms of appointment from time to time.
- ii. recommending the appointment of Bell Resources Directors and Subsidiary Directors having regard to the mix of skills, experience and diversity of the Board or the board of a Bell Resources subsidiary and the skills identified to competently discharge that board’s duties.

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- iii. recommending the appointment of the Chair of the Board, the Chairs of any subsidiary Board with Subsidiary Directors and the Chairs of any standing Board Committee.
- iv. following the annual Board performance review, making recommendations on the re-election by Bell Resources securityholders of any Bell Resources Director or the election of any new Bell Resources Director at the next General Meeting.
- v. reviewing a process for the induction of new Bell Resources Directors.

(c) Board performance and education

- i. assessing and reviewing the performance of the Board as whole, each Board Committee and individual Bell Resources Directors of the Board annually.
- ii. developing, implementing and reviewing plans for identifying, assessing and enhancing Bell Resources Directors' skills and competencies.
- iii. reviewing and approving a continuing education program for Bell Resources Directors.

(d) Board succession planning

- i. developing, implementing and reviewing succession planning for the Chair of the Board, Bell Resources Directors, Chairs of Board Committees and Subsidiary Directors, taking into account the strategic priorities and the direction of the Company and what skills and expertise are likely to be needed on the Board or on the boards of Bell Resources subsidiaries in the future.

(e) Non-Executive Director remuneration

- i. reviewing and making recommendations to the Board on the remuneration framework, the Directors' Fee Pool and fee levels for Bell Resources Directors.
- ii. reviewing and making recommendations to the Board on the remuneration framework and fee levels for Subsidiary Directors.

4. COMMITTEE SIZE AND COMPOSITION

- (a) The Committee will be comprised of the chairs of each of the other standing Board Committees, the Chair of the Board and such other members as the Board determines.
- (b) Unless otherwise determined by the Board, the Committee will comprise a minimum of three independent Bell Resources (as set out in the Board Charter).
- (c) The Chair of the Committee will be the Chair of the Board.
- (d) The Board will appoint the Committee members and may remove or replace the Chair of the Committee and Committee members by resolution.

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5. MEETINGS

- (a) The Committee will meet at least half-yearly, or more frequently as necessary.
- (b) Only members of the Committee are entitled to receive copies of Committee papers and to attend Committee meetings unless invited by the Chair to attend and receive papers.
- (c) A quorum for any Committee meeting will be two members.
- (d) The Secretary of the Committee will be the Company Secretary or their appointed delegate.
- (e) The Committee agenda and papers will be circulated to the Committee members within a reasonable period in advance of each Committee meeting. The Secretary of the Committee will circulate the minutes of the Committee meetings to members of the Committee.
- (f) The Committee may pass a resolution without a Committee meeting being held if all of the Committee members who are then in Australia and entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Committee members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Committee member signs.

6. REPORTING

- (a) The Committee will make recommendations to the Board and the Chair of the Committee will provide regular updates to the Board about the Committee's activities.
- (b) Minutes of each Committee meeting will be tabled at the next Board meeting.

7. ACCESS TO INDEPENDENT ADVICE

- (a) The Committee collectively, and each Committee member individually, has the right to seek independent professional advice as they consider necessary to fulfil their responsibilities and permit independent judgment in decision making, subject to the approval of the Chair of the Committee at the Company's expense.
- (b) It is expected that a Committee member will consult the Chair or the CEO & Managing Director before obtaining advice and the policy of the Board is that external advice will be made available to all Directors unless the Chair agrees otherwise.



8. REVIEW

This charter will be reviewed every two years or more frequently as required.

9. APPROVAL

Approved and adopted by the Board on 3 January 2019.