



# NOMINATION & GOVERNANCE COMMITTEE CHARTER

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## Purpose

The Nomination and Governance Committee (Committee) is a committee of the Board of Directors (Board) of Alkane Resources Limited (Company).

The Committee's purpose is to assist the Board in fulfilling its responsibilities by overseeing:

- the composition of the Board and its committees;
- the identification, nomination, appointment, re-election and succession of directors and the Managing Director and Chief Executive Officer (Managing Director);
- the independence and skills of the Board;
- Board, committee and individual director evaluation processes;
- the Company's corporate governance policies, practices and disclosures; and
- the Company's environmental, social and governance (ESG) and sustainability strategies, performance and disclosures.

## Composition

The Committee will consist of at least three members, all of whom must be non-executive directors.

The Board appoints the members and the Chair of the Committee. Committee members hold office until they are removed by the Board or until they cease to be non-executive directors of the Company.

The Committee Chair is responsible for leading the Committee and overseeing the processes for the Committee's performance of its role in accordance with this Charter.

The Committee members shall, between them, have the required skills and knowledge to allow them to discharge their duties and actively challenge information presented by management.

## Responsibilities

The Committee has the following roles and responsibilities:

### Board Composition and Renewal

- Review and recommend to the Board the appropriate size, composition, skills, experience, independence and diversity of the Board and its committees.
- Maintain a Board skills matrix and regularly assess the collective skills of directors against the Company's strategic needs.
- Ensure succession plans are in place for directors, the Board Chair, Committee Chairs and the Managing Director.



### Director Nomination and Appointment

- Identify and recommend candidates for appointment or re-election to the Board, having regard to:
  - skills, expertise and diversity;
  - independence and conflicts of interest; and
  - time commitments and ability to discharge responsibilities effectively.
- Oversee appropriate background checks before recommending a candidate for appointment.
- Ensure shareholders are provided with relevant information about candidates for election or re-election.

### Director Independence and Performance

- Assess the independence of directors in accordance with ASX and TSX guidelines.
- Oversee processes for evaluating the performance of the Board, Board committees and individual directors.
- Monitor directors' professional development and training opportunities.

### Governance and Culture

- Review and recommend to the Board the Company's corporate governance framework, policies and practices.
- Provide recommendations to the Board in respect of the Company's ESG and broader sustainability related strategies and disclosures, including those relating to safety and health, diversity, environment, climate change and corporate social responsibility, to ensure alignment with the Company's values, stakeholder expectations and governance obligations.
- Review and assess the effectiveness of the Company's programs, policies and standards relating to safety and health, environment, climate change and corporate social responsibility.
- Oversee induction and continuing education programs for directors to ensure ongoing development of skills and knowledge in governance, industry, and regulatory matters.
- Oversee the implementation and monitoring of the Company's Diversity Policy, including measurable objectives and progress reporting in line with relevant regulatory requirements.
- Receive safety and health, environment, climate change and community reports from management that include any issues of a material nature, including details of any material incidents.
- Review financial reserves set aside for environmental remediation obligations.

### Disclosure and Shareholder Engagement

- Review, and make recommendations to the Board to approve, the annual disclosure of the Company's corporate governance practices.
- Review and monitor shareholder engagement practices relating to governance and board renewal.

## **Authority and Resources**

The Company must provide the Committee with sufficient resources to perform its role effectively. The Committee is authorised by the Board to:

- access any information it requires from management and employees;
- meet privately with management and employees, without others present;



- retain, at the Company's expense, relevant external advisors;
- require the attendance of any officer or employee at its meetings; and

## Meetings

The Committee will meet at least twice a year, and otherwise as required.

A quorum for any meeting will be two members of the Committee.

All directors will receive Committee papers and have a standing invitation to attend Committee meetings. Any other person may be invited to attend the whole or any part of a meeting, at the discretion of the Committee.

The Managing Director and Chief Financial Officer will ordinarily attend Committee meetings, except where matters being considered relate to them.

The Company Secretary (or delegate) will act as secretary of the Committee.

## Reporting

The Committee Chair will report to the Board at the next scheduled Board meeting on the Committee's activities, findings, and recommendations.

The Committee will ensure governance disclosures required by law and exchange rules are prepared for inclusion in publicly filed documents.

## Annual Review

At least annually, the Committee will, in a manner it determines to be appropriate:

- conduct a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter; and
- review and assess the adequacy of its Charter and recommend to the Board any improvements to this Charter that the Committee determines to be appropriate, except for minor technical amendments to this Charter, authority for which is delegated to the Managing Director, who will report any such amendments to the Board at its next regular meeting.