

**ALIEN METALS LTD  
(THE "COMPANY")**

**NOMINATION COMMITTEE TERMS OF REFERENCE**

**1. MEMBERSHIP**

- 1.1 Members of the Nomination Committee ("the Committee") may be appointed and/or removed by the Board.
- 1.2 The Committee shall comprise of at least two non-executive directors, at least one of whom shall be deemed by the Board to be independent. The Chairman of the Board may be a member of the Committee.
- 1.3 The Board shall appoint the Committee Chairman, who may be the Chairman of the Board but, if so, may not chair the meeting when it is dealing with the appointment of their successor. In the absence of the Committee Chairman, the remaining members shall elect one of themselves to chair the meeting.
- 1.4 Only the members of the Committee shall be entitled to be present at a meeting of the Committee, although others may be invited to attend.

**2. SECRETARY**

- 2.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.

**3. QUORUM**

- 3.1 The quorum necessary for the transaction of business shall be two members, at least one of whom must be an independent non-executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions vested in or exercisable by the Committee.

**4. MEETINGS**

- 4.1 The Committee shall meet as and when required during the course of the year.

**5. NOTICE OF MEETINGS**

- 5.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of its Chairman or any of its members.
- 5.2. Unless otherwise unanimously agreed, notice of each meeting confirming the venue, time, date and conference call facilities, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than three business days before the date of the meeting.

**6. MINUTES OF MEETINGS**

- 6.1. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed and provided a conflict of interests does not exist, to all members of the Board.

## **7. ANNUAL GENERAL MEETING**

- 7.1. The Committee Chairman shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities or in the unavoidable absence of the Committee Chairman, the Committee Chairman may appoint a member of the Committee his alternate for this purpose.

## **8. DUTIES**

- 8.1 The Committee shall carry out the duties below for the Company, its subsidiary undertakings and the group as a whole (the "Group"), as appropriate:

- 8.1.1. review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and each of its committees;
- 8.1.2. give full consideration to and formulation of succession plans for directors and senior executives, having regard for the challenges and opportunities facing the company, and the skills, knowledge, expertise and diversity needed on the Board in the future;
- 8.1.3. review the leadership needs of the organisation, both executive and non-executive;
- 8.1.4. keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 8.1.5. be responsible for identifying, and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise, having due regard for the skills, knowledge, experience and diversity needs of the Board and the candidate's other business interests;
- 8.1.6. review the results of any board effectiveness review (or similar) that relate to the composition of the Board; and
- 8.1.7. identify suitable candidates (if any) to perform the role of senior independent director.

## **9. REPORTING**

- 9.1. The Committee shall report to the Board, identifying any matter in respect of which it considers that action or improvement is needed and shall make recommendations as to the steps to be taken.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is required.
- 9.3 The Committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company. The report should include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy and progress on achieving the objectives.

## **10. OTHER**

- 10.1. The Committee at all times shall be alert to, and seek to recognise and manage, any potential conflict of interest.

- 10.2. The Board shall be responsible for rectifying any breach of these terms of reference without undue delay.
- 10.3. The Company shall provide such induction and training for Committee members as may from time to time be required.
- 10.4. The Secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 10.5. The Committee shall give due consideration to relevant laws and regulations, which may be applicable to its scope of work.
- 10.6. The Committee shall arrange for a periodic review of its own performance and at least annually review its Terms of Reference to ensure its effectiveness and recommend any changes it considers necessary to the Board for approval.

## **11. AUTHORITY**

11.1. The Committee is authorised:

- 11.1.1. to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference;
- 11.1.2. to set and pay the compensation for any advisors employed by the Committee;
- 11.1.3. to communicate directly with, and to require reports from, executive management;
- 11.1.4. to require or receive reports from any subsidiary company, or the executive management thereof; and
- 11.1.5. to commission any reports or surveys it deems necessary to help it fulfil its obligations.

Approved and adopted at a meeting of the Board of Directors on 14 November 2022.