



25 June 2021

Nomination and Governance Committee Charter

Deterra Royalties Limited

ACN 641 743 348

Adopted by the Board on 25 June 2021

1 Introduction

- (a) The Board of Directors (**Board**) of Deterra Royalties Limited (**the Company**) has established a Nomination and Governance Committee (**the Committee**).
- (b) This Charter sets out the specific responsibilities delegated by the Board to the Committee and the Committee's objectives, authority, responsibilities, composition and operation.

2 Standing Rules

The Board Committee Standing Rules apply to the Nomination and Governance Committee and are incorporated into this Charter, save as expressly varied by this Charter.

3 Role and Responsibilities

3.1 Overview

The purpose of the Committee is to:

- (a) assist the Board in establishing and reviewing its capability and performance to ensure effective decision making and oversight, including in relation to its composition: and
- (b) advise the Board on the most suitable governance practices and processes to enable the Company to operate to a high standard and in an efficient way.

3.2 Board Composition and Evaluation

In relation to Board composition and evaluation the responsibilities of the Committee include:

- (a) assisting the Board to develop and review a Board skills matrix setting out the mix of knowledge, experience, qualifications, backgrounds, diversity and other dimensions that are necessary for effective company governance and leadership;
- (b) reviewing existing directors' backgrounds against this matrix for the purposes of development and succession;
- (c) assisting the Board to review the independence of each non-executive director in light of information relevant to this assessment as disclosed by each non-executive director to the Board and the associated disclosures:
 - (1) in doing so, consider the materiality of the directors' interests, position or relationship for the purposes of determining 'independence' on a case by case basis, having regard to both quantitative and qualitative principles.
- (d) reviewing and recommending to the Board the size and composition of the Board and potential director appointments, including:

- (1) reviewing Board succession plans and the succession of the Chair having regard to the objective that the Board comprise directors from a broad range of backgrounds with diverse skills, expertise, experience and gender;
 - (2) making recommendations for the re-election of directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves;
 - (4) assisting the Board as required to identify individuals who are qualified to become Board members, undertaking appropriate checks before appointing a director or putting forward to shareholders a candidate for election as a director, including checks as to the person's character, experience, education, criminal record and bankruptcy history: and
 - (5) selecting and removing of any members to any Advisory Panel determined as required by the Board
- (e) assisting the Board as required in relation to the performance evaluation of:
- (1) the Board;
 - (2) each Committee; and
 - (3) each Director, including the Chair of the Board but excluding the Managing Director; and
- (f) overseeing the regular assessment of, and making recommendations to the Board as to, the independence of each director and associated disclosures.

3.3 Governance

In relation to Governance the responsibilities of the Committee include:

- (a) reviewing the Company's Corporate Governance Statement and recommending it to the Board for approval;
- (b) monitoring significant legal and regulatory developments related to corporate governance and making recommendations to the Board regarding the Company's corporate governance framework, practices and processes; and
- (c) ensuring that the governance framework is 'fit for purpose' and continues to support and facilitate good practice.