

NOMINATION COMMITTEE CHARTER

1. **Composition of the Nomination Committee ("Committee" or "Nomination Committee") of Carpentaria Resources Limited ("CAP" or "Company")**

- 1.1 The Committee as it currently stands was constituted at a meeting of the board of directors held on 12 December 2019 in accordance with the constitution of the Company.
- 1.2 The Committee's current members are Mr Parker, Mr Anderson and Mr Cholakos. Mr Parker is chairman of the Committee.
- 1.4 From time to time, non-Committee members may be invited by the Committee to attend meetings of the Committee, if it is considered appropriate. At least one company secretary is to attend meetings of the Committee unless the Committee determines otherwise.

2. **Role of the Nomination Committee**

- 2.1 The primary role of the Committee is to provide recommendations to assist the board with respect to: ensuring the filling of any vacancies on the board with the best possible candidate through the use of executive search firms and/or by direct approach; considering the appointment of additional directors to provide the expertise to achieve the strategic and economic goals of the Company.
- 2.2 Specifically, the Committee is to make recommendations to the full board on the following matters:
 - (a) The composition of the board – this is reviewed by the Committee on an on-going basis to ensure it is comprised of members who provide the required breadth and depth of experience and knowledge to achieve the objectives of the Board;
 - (b) Ensuring the filling of any vacancies on the board with the best possible candidate through the use of executive search firms and/or by direct approach; and
 - (c) considering the appointment of additional directors to provide the expertise to achieve the strategic and economic goals of the Company.
- 2.3 Additionally, it is the role of Committee to ensure that an effective induction process is implemented for new board appointees and key executives.
- 2.4 It is the Company's practice that every new director receives a letter of appointment accompanied by: a director's deed of access and indemnity; information on CAP's policies and charters; and an induction meeting. The board considers training to develop skills and experience of individual board members in conjunction with its review of the skills matrix.
- 2.5 The Nomination Committee will adopt a formal process for evaluating the board members and the Company's senior executives. The board will assess the results of this process on an annual basis as part of the process for periodically evaluating the performance of its members and senior executives.

2.6 The Managing Director will make available to the Committee necessary staff resources to complete its mandate, as prescribed through board policy and direction. Other resources as assigned to the Committee by the board.