
Nominations Committee Charter

Sandfire Resources Limited (ACN 105 154 185)

Last updated: 22 June 2023

This Charter has been approved by the Board of Sandfire Resources Ltd.

Sandfire Resources Limited - Nominations Committee Charter

The Board of Directors (**Board**) of Sandfire Resources Limited (**Sandfire** or the **Company**) is committed to fostering a culture of compliance, ethical behaviour and good corporate governance.

The Nominations Committee is devoted to ensuring all outcomes and decisions align with the Sandfire's vision, mission and values.

1 Role of the Nominations Committee and authority

- (a) The Nominations Committee (**Committee**) assists the Board of Sandfire in fulfilling its responsibilities for oversight of Sandfire's nomination process for members of the Sandfire Board and the Chief Executive Officer (**CEO**) and succession planning.
 - (b) The Committee is empowered to investigate any matter, with full access to all books, records, company operations, and people of Sandfire and the authority to engage external consultants or other professional advisers as it determines necessary to carry out its duties.
 - (c) The Committee is a committee of the Board established in accordance with Sandfire's constitution (**Constitution**) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.
-

2 Membership

- (a) The Committee should to the extent practicable given the size and composition of the Board and/or nature and scope of the operations of the Company from time to time, comprise of:
 - (i) at least three members;
 - (ii) non-executive directors; and
 - (iii) a majority of directors who are independent (and must satisfy this description to the extent required by statute or regulation).
- (b) All Committee members should have a reasonable understanding of Sandfire's business and the industry in which it participates.
- (c) The Chair of the Committee (**Committee Chair**) will be Sandfire's Board Chair. A separate Committee Chair will be appointed at any time when the Committee is dealing with the appointment of a successor to the Board Chair.
- (d) Committee members will be appointed by the Board.
- (e) The Board will, at least once in each year, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership.
- (f) The appointment and removal of Committee members is the responsibility of the Board.
- (g) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.

- (h) If a Committee member ceases to be a director of the Board their appointment as a member of the Committee is automatically terminated with immediate effect.
 - (i) The Company Secretary of Sandfire or their designate is secretary to the Committee (**Committee Secretary**).
 - (j) Sandfire's Managing Director and CEO will be the primary contact between the Committee and Sandfire's operations and business.
-

3 Meetings

- (a) The Committee will meet at least two times annually or as frequently as is required to undertake its role effectively.
 - (b) Any Committee member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.
 - (c) The Committee Chair may invite any director, manager, other staff member, external auditor or external advisor to attend all or part of a meeting of the Committee.
 - (d) The Managing Director will have a standing invite to all meetings of the Committee, unless otherwise advised by the Committee Chair.
 - (e) The Committee may, with the approval of the Committee Chair, seek independent advice from external consultants to enable the Committee to properly carry out its functions and meet its objectives.
 - (f) The proceedings of all meetings will be minuted by the Committee Secretary. All minutes of the Committee are available for inspection by any director of the Board.
 - (g) A quorum for any meeting will be at least two Committee members.
 - (h) The Committee may request senior management to provide any information or carry out any task that may be necessary to enable the Committee properly to carry out its functions and meet its objectives.
 - (i) The Committee will develop an Annual Program to meet its responsibilities.
-

4 Duties and Responsibilities

- (a) The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities in relation to:
 - (i) recruitment of directors, including:
 - (A) undertaking appropriate checks (including as to the person's character, experience, education, criminal record and bankruptcy history) before appointing a director or putting forward to shareholders a candidate for election as a director;
 - (B) ensuring Sandfire enters into a written agreement that sets out the appointment terms and reflects the service arrangements;
 - (C) recommendations for the appointment, composition, re-election and removal of directors, including the chair of the Board; and

- (D) the selection, appointment and re-election of directors, including the chair of the Board (and replacement of the chair of the Board, as appropriate);
 - (ii) Board composition and performance, including:
 - (A) the appropriate size, composition and diversity of the Board;
 - (B) the appropriate criteria (necessary and desirable skills and experience) for appointment of directors;
 - (C) the terms and conditions of appointment to and retirement from the Board;
 - (D) regularly assessing whether the directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues;
 - (E) evaluation of the Board's performance, its committees and directors;
 - (F) regularly assessing the independence of each non-executive director; and
 - (G) review of development and succession plans for directors;
 - (iii) CEO appointment, including:
 - (A) the selection and appointment of the CEO;
 - (B) the appropriate criteria (necessary and desirable skills and experience) for the CEO;
 - (C) recommendations for the appointment of the CEO;
 - (D) the terms and conditions of appointment of the CEO; and
 - (E) review of succession plans for the CEO.
 - (iv) ensuring that an effective induction process is in place for newly appointed directors and the CEO (including, where appropriate, training on key accounting matters and on the responsibilities of directors in relation to Sandfire's financial statements) and review of those induction procedures; and
 - (v) working with the People and Performance Committee as required with respect to the above duties, and providing reasonable assistance to the People and Performance Committee as required for that committee to fulfil its duties.
 - (b) The Committee shall perform other duties and activities that it or the Board considers appropriate in the context of this Charter.
-

5 Reporting

- (a) The Committee will:
 - (i) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;
 - (ii) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and

- (iii) as and when appropriate, seek direction and guidance from the Board on compliance matters.
-

6 Selection and appointment process

- (a) In searching for and selecting new directors for the Board, the Committee may adopt certain criteria to make recommendations to the Board, including the candidate's background, experience, professional skills, personal qualities, gender, capability of the candidate to devote the necessary time and commitment to the role, potential conflicts of interest and independence and whether their skills and experience will complement the existing Board.
- (b) With respect to the selection of candidates for the Board:
 - (i) the Committee will develop a Board Skills Matrix (**BSM**) that is reflective of Sandfire's strategy, which will be updated as necessary and disclosed within Sandfire's annual reporting suite;
 - (ii) the BSM will be utilised in succession planning to ensure, as far as practicable:
 - (A) there is appropriate skill levels; and
 - (B) knowledge and experience is appropriate in all areas as required;
 - (iii) the Committee will take into consideration Sandfire's Diversity and Inclusion Policy in selecting new directors for the Board;
 - (iv) the Committee will obtain assistance from professional intermediaries to identify and assess the suitability of Board candidates;
 - (v) the Committee will undertake appropriate checks in respect of each candidate;
 - (vi) the names of candidates submitted for election or re-election as directors at a shareholder meeting should be accompanied in the notice of meeting by all material information in its possession relevant to a decision on whether or not to elect or re-elect a director, including:
 - (A) biographical details, including skills, experience, competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate;
 - (B) a statement by the Board as to whether it supports the nomination of the proposed candidate and a summary of the reasons why;
 - (C) details of relationships between:
 - 1 the candidate and Sandfire; and
 - 2 the candidate and directors of Sandfire;
 - (D) directorships held;
 - (E) particulars of other positions which involve significant time commitments;
 - (F) any interests, positions, associations or relationships that might influence, or reasonably be perceived to influence, in a material respect that

candidate's capacity to bring independent judgement on matters before the Board;

(G) the term of office currently served by any director subject to re-election; and

(H) any other particulars required by law.

7 Committee Performance

- (a) The Board will, at least once in each year, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.
 - (b) The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.
-

8 Review

- (a) The Committee will review this Charter annually or as often as it considers necessary.
- (b) The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.
- (c) The Company Secretary (and, so long as there are two, either one of them) is authorised to make administrative and non-material amendments to this policy provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.