



TROY RESOURCES NL

ABN 33 006 243 750

All Correspondence to:
PRINCIPAL OFFICE
Ground Floor
44 Ord Street
West Perth 6005
Western Australia
Telephone: (61 8) 9481 1277
Facsimile: (61 8) 9321 8237
Email: troy@troyres.com.au
Web Site: www.troy.com.au

NOMINATION COMMITTEE CHARTER

1. Composition

The Nomination Committee comprises the full Board.

2. Role

The role of the Nomination Committee is to determine the status of director nominees for election to the Board, and to identify and recommend candidates to fill casual vacancies.

3. Operations

The full Board convenes as the committee at least once a year and otherwise as required. Minutes of all meetings of the committee are to be kept. Committee meetings will be governed by the same rules as set out in the Company's constitution as they apply to meetings of the Board.

4. Responsibilities

The responsibilities of the Nomination Committee are:

- to implement processes to assess the necessary and desirable competencies of Board members including, experience, expertise, skills and performance of the Board and its committees;
- to provide new directors with an induction to the Company;
- to provide all directors with access to ongoing education relevant to their position in the Company;
- advise the Board on new appointments and assist with selection of new Board members;
- provide a succession plan for directors, the Chief Executive Officer and Managing Director;
- evaluate and advise the Board on the performance of the Chief Executive Officer and the Managing Director;
- review time required for non-executive directors to perform their duties;



- annually evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of shareholders;
- annually produce a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders;
- before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors;
- assist in identifying, interviewing and recruiting candidates for the Board;
- annually review the composition of each committee and present recommendations for committee memberships to the Board as needed;
- periodically review the compensation paid to non-employee directors for annual retainers (including Board and committee chairs) and meeting fees, if any, and recommend any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such.

5. Policy and procedure for selection and appointments of directors

Directors are selected by reference to their background and experience which is relevant to the business needs of the Company. New directors are invited to join the Board by the Chairperson, who makes the invitation based on recommendations made by the Nomination Committee and approved by the Board.

