



RTG Mining Inc.

Remuneration and Nomination Committee Charter

Contents

1	Objective	1
2	Role and Responsibilities	1
3	Reporting	2
4	Membership/Attendance/Removal	3
5	External Advice	3
6	Meeting Procedures	3

Remuneration and Nomination Committee Charter

1 Objective

The objective of the Remuneration and Nomination Committee (**Committee**) is to:

- (a) maintain a board of directors (**Board**) that has an appropriate mix of skills and experience to be an effective decision-making body;
- (b) ensure that the Board is comprised of directors (**Directors**) who contribute to the successful management of RTG Mining Inc. (**Company**) and discharge their duties having regard to the law and the highest standards of corporate governance; and
- (c) review and recommend appropriate remuneration policies which are designed to enhance the Board's, Directors' and executive officers' (**Executives**) performance.

2 Role and responsibilities

The role of the Committee is to:

- (a) review and recommend to the Board remuneration policies and packages and terms of employment contracts for key Executives and Directors;
- (b) review and recommend proposals for share plans and incentive programs;
- (c) review and recommend policy on retirement and termination payments for Directors;
- (d) review any executive compensation disclosure before it is publicly disseminated;
- (e) ensure that remuneration policies and systems that support the Company's wider objectives and strategies are in place and are being adhered to;
- (f) co-ordinate annual reviews of the Company's remuneration policies and practices to ensure they are:
 - (i) relevant to the Company's wider objectives and strategies;
 - (ii) legal and defensible; and
 - (iii) in accordance with the human resource objectives of the Company;

- (g) review the performance of the Chief Executive Officer on an annual basis and ensure there is a process for determining key performance indicators for the ensuing period;
- (h) review executive and non-executive Directors' and senior Executives' remuneration in accordance with approved Board policies and processes.
- (i) identify and recommend to the Board, candidates to become new members of the Board after considering the necessary and desirable competencies of new members of the Board to ensure the appropriate mix of skills and experience and after assessing how the candidates can contribute to the strategic direction of the Company;
- (j) disclose the board skills matrix setting out mix of skills and diversity the board currently has or is looking to achieve in its membership;
- (k) undertake appropriate checks before nominating a person for director (including character, experience, education, criminal record and bankruptcy history).
- (l) approve and review induction procedures for new appointees of the Board to ensure that they can effectively discharge their responsibilities;
- (m) provide appropriate professional development opportunities for directors;
- (n) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;
- (o) provide security holders with all material information relevant to a decision on whether to elect or not to elect or re-elect a director.
- (p) review directorships in other public companies held by or offered to Directors and senior Executives of the Company; and
- (q) review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.

In carrying out its role, the Committee is to have due consideration of regulations regarding Directors and Executives appointments, particularly the relevant provisions of the ASX and TSX listing rules and BVI laws.

3 Reporting

The chairman of the Committee (**Chairman**) is to report to the Board and, as appropriate, make recommendations to the Board after each Committee meeting, concerning matters dealt with by the Committee.

The number of times the Committee met throughout the period and the individual attendances of the members at those meetings must be disclosed at the end of each reporting period.

The Committee must also at the end of each reporting period disclose whether performance evaluations of the Board, directors, committees and senior executives has occurred in line with the Committee's policies.

4 Membership, attendance and removal

- (a) The Board will appoint the members of the Committee. The Committee shall consist of at least three Directors and the majority shall be independent Directors, one of whom will be appointed by the Board as Chairman, who must be an independent director. The members of the Committee should be disclosed at the end of each reporting period.
- (b) The composition of the Committee will be reviewed on an annual basis by the Board. Notwithstanding such annual review, the Board may in its discretion, at any time, terminate the appointment of any member of the Committee, and appoint any such other Director that it chooses.

5 External advice

If the Committee considers it desirable to do so, it may, retain one or more advisors, experts, search firms or consultancies, to provide advice and/or reports to the Committee in discharging its mandate hereunder, including assisting in identifying suitable director nominee candidates.

6 Meeting procedures

- (a) The Committee shall initially meet annually and then as required. A quorum shall consist of two nominated members. Each nominated member shall have one vote. Minutes will be prepared for circulation to the Board. Administrative support will be provided by the Company Secretary.
- (b) The number of times the Committee met throughout the period and the individual attendances of the members at those meetings must be disclosed for each reporting period.
- (c) Associates of the Company may be invited to attend meetings of the Committee as required.