



VULCAN ENERGY
ZERO CARBON LITHIUM™

NOMINATION COMMITTEE CHARTER

This Charter was approved by the Board of Vulcan Energy Resources Limited
on 28 March 2023

1. Role

- 1.1. The role of the nomination committee is to assist the Board in monitoring and reviewing any matters of significance affecting the composition of the Board and the team of executives as appointed by the Company, being the Executive Team. This charter defines the nomination committee's function, composition, mode of operation, authority and responsibilities.

2. Composition

- 2.1. The Board will strive to adhere to the following composition requirements for the committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.
- 2.2. The committee shall comprise of at least three non-executive Directors, one of whom will be appointed as the Chair of the committee, whom must also be an independent director.
- 2.3. The Board may appoint additional non-executive Directors to the committee or remove and replace members of the committee by resolution.

3. Purpose

- 3.1. The primary purpose of the committee is to support and advise the Board in:
 - (a) maintaining a Board that has an appropriate mix of skills, appropriate knowledge of the Company and the industry in which it operates and appropriate experience to be an effective decision-making body; and
 - (b) ensuring that the Board is comprised of Directors who will successfully contribute to an effective management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

4. Duties and Responsibilities of the Committee

- 4.1. Periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors.
- 4.2. Make recommendations to the Board on the appropriate size and composition of the Board.
- 4.3. Identify and recommend candidates to the Board after considering the necessary and desirable competencies of new Board members to ensure an appropriate mix of skills and experience and after an assessment of how the candidates can contribute to the strategic direction of the Company.
- 4.4. Undertake appropriate checks before appointing a Director or senior executive or putting forward to security holders a candidate for election, as a Director, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate).

- 4.5. Ensure that all material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director, including:
 - (a) biographical details (including relevant qualifications and experience and skills);
 - (b) details of any other material directorships currently held by the candidate;
 - (c) where standing as a Director for the first time, confirmation that the entity has:
 - (i) conducted appropriate checks into the candidate's background and experience;
 - (ii) considered any material adverse information revealed by those checks, including the details of any interest, position or relationship that may materially influence their capacity to be independent and act in the best interests of the Company as a whole, rather than in the interests of individual shareholders or other parties; and
 - (iii) considered whether the Board considers that the candidate is independent;
 - (d) where standing for re-election as a Director, the term of office served by the Director and a statement whether the Board considers the candidate to be independent; and
 - (e) a statement by the Board whether it supports the election or re-election of the candidate and a summary their reasons for making this decision.
- 4.6. Ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. For these purposes, a senior executive is a member of key management personnel (as defined in the Corporations Act 2001 (Cth)), other than a Director. Where the Company engages a bona fide professional services firm to provide a Chief Financial Officer, Company Secretary or other senior executive on an outsourced basis, the agreement may be between the entity and the professional services firm.
- 4.7. Ensure that Directors or senior executives who are provisionally appointed give an unequivocal undertaking to resign should the Company receive an outstanding check that it considers unsatisfactory.
- 4.8. Prepare and maintain a Board skills matrix setting out the measurable mix of skills and diversity that the Board currently has (or is looking to achieve) to ensure the Board has the skills to discharge its obligations effectively and to add value, and to ensure the Board has the ability to deal with new and emerging business and governance issues. The Company must disclose this matrix in, or in conjunction with, its Annual Report.
- 4.9. Approve and review induction and continuing professional development programs and procedures for Directors to ensure that they are able to effectively discharge their responsibilities.
- 4.10. Assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board.
- 4.11. Consider and recommend to the Board, candidates for election or re-election to the Board at each annual shareholders' meeting.

- 4.12. Review directorships held by or offered to Directors and senior executives of the Company in other public companies .
- 4.13. Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.
- 4.14. Arrange an annual performance evaluation of the Board, its committee, individual Directors and senior executives as appropriate. Such review will include a consideration of the currency of each Director's knowledge and skills and whether the Director's performance has been impacted by any other commitments.

5. Meetings

- 5.1. The committee will meet at least once in each financial year and additionally as circumstances may require.
- 5.2. Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the committee.
- 5.3. Where deemed appropriate by the Chair of the committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.
- 5.4. A quorum shall consist of two members of the committee. In the absence of the Chair of the committee or appointed delegate, the members shall elect one of their number as Chair of the committee.
- 5.5. Decisions will be based on a majority of votes with the Chair of the committee having a casting vote.
- 5.6. The committee may invite executive management team members or other individuals, including external third parties to attend meetings of the committee, as they consider appropriate.

6. Secretary

- 6.1. The Company Secretary or their nominee shall be the Secretary of the committee and shall attend meetings of the committee as required.
- 6.2. The Secretary will be responsible for keeping the minutes of meetings of the committee, circulating them to committee members and to other members of the Board.
- 6.3. The Secretary shall distribute supporting papers for each meeting of the committee as far in advance as possible.

7. Reliance on Information or Professional or Expert Advice

- 7.1. Each member of the committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:
 - (a) an employee of the Company and its subsidiaries (if any) (Group) whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. Access to Advice

- 8.1. Members of the committee will have rights of access to management and to the books and records of the Company to enable them to discharge their duties as committee members, except where the Board determines that such access would be adverse to the Company's interests.
- 8.2. Members of the committee may meet with the auditors, both internal and external, without management being present.
- 8.3. Members of the committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chair of the committee. Any costs incurred as a result of the committee consulting an independent expert will be borne by the Company.

9. Review of Charter

- 9.1. The Board will conduct an annual review of the membership to ensure that the committee has carried out its functions in an effective manner and will update this charter as required or as a result of new laws or regulations.
- 9.2. This charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

10. Report to the Board

- 10.1. The committee must formally report to the Board at the next Board meeting following from the last committee meeting on matters relevant to the committee's role and responsibilities.
- 10.2. The committee must brief the Board promptly on all urgent and significant matters.