



Nomination & Remuneration Committee Charter

Flynn Gold Limited

Adopted by the Board on 15 February 2021 to come into effect upon the Company's admission to the Australian Securities Exchange.

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1. Standing

The Nomination & Remuneration Committee (**Committee**) is a committee of the board of directors (**Board**) of Flynn Gold Limited ACN 644 122 216 (**Company**).

The Committee will also undertake the role of the nomination and remuneration committee for the board of directors of each subsidiary of the Company (**Subsidiary**) where required. In making decisions in relation to a Subsidiary, the Committee is acting as a committee of the board of that Subsidiary.

2. Membership

- (a) It is intended that the Committee consist of:
 - (i) a minimum of 3 members a majority of whom are independent directors; and
 - (ii) an independent Director of the Company as Chair.
- (b) The Board may appoint additional Directors to the Committee or remove or replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.
- (c) Non-Committee members may attend all or part of a meeting at the invitation of the Committee Chair.
- (d) The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

3. Role and responsibilities: Nomination

The responsibilities of the Committee are as follows:

- (a) assist the Board to develop and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;
- (b) assist the Board in regularly reviewing its Board skills matrix to ensure it covers the skills required to address existing and emerging business and governance issues of the Company;
- (c) review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chair of the Board, CEO and other senior executives, having regard to the skills matrix and the objective that the Board comprise Directors with a broad range of skills, expertise and experience from a broad range of background, including gender;
- (d) review and recommend to the Board the composition and membership of the Board, including:
 - (i) making recommendations for the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves;
 - (ii) assisting the Board to identify qualified individuals for nomination to the Board in accordance with the policy outlined in section 4;

- (e) assist the Board with the development and implementation of a process for evaluating the performance of the board, its committees and directors;
- (f) assist the Board as required in relation to the performance evaluation of the Board, its committees and individual Directors;
- (g) review and make recommendations in relation to any corporate governance issues as requested by the Board from time to time;
- (h) review the Board Charter on a periodic basis and recommend any amendments for Board consideration;
- (i) ensure that processes are in place to support Director induction programs and provide continuing professional development opportunities for Directors and regularly review the effectiveness of these processes;
- (j) regularly assess whether the directors of the Company as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues and recommend professional development opportunities to address such gaps;
- (k) ensure directors receive briefings on material developments in laws, regulations and accounting standards relevant to the Company;
- (l) in accordance with the Company's Diversity Policy, review the Company's progress towards the achievement of Company Diversity (where applicable) and develop and recommend to the Board measurable objectives for achieving gender diversity and, on an annual basis, review them and recommend any changes to the Board.

4. Selection and appointment: New Directors or Senior Executives

4.1 Policy

Factors to be considered when reviewing a potential candidate for Board appointment include:

- (a) the skills, experience, expertise and personal qualities that will best complement Board effectiveness (including having regard to the Board skills matrix);
- (b) the existing composition of the Board, having regard to the factors outlined in the Company's Diversity Policy and the objectives of achieving a Board comprising Directors from a diverse range of backgrounds;
- (c) the capability of a candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments); and
- (d) potential conflicts of interest and independence.

4.2 Procedure

- (a) Detailed background information in relation to a potential candidate should be provided to all Directors.
- (b) The identification of potential candidates may be assisted by the use of external search organisations if considered appropriate.

- (c) Appropriate checks should be undertaken before appointing a person or putting forward to shareholders a candidate for election as a Director. This process may be assisted by the use of external organisations if considered appropriate.
- (d) An offer of a Board appointment must be made by the Chair only after having consulted with all Directors, with any recommendations from the Committee having been circulated to all Directors.
- (e) All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

5. Re-election of Directors

Each year, the Committee will review each of the Directors who are seeking re-election having regard to;

- (a) their independence;
- (b) the results of their performance review;
- (c) the time required from a non-executive director to undertake the role and whether they are meeting such requirement;
- (d) the Company's succession plan;
- (e) their skill set relative to the Company's strategy; and
- (f) any other factor considered relevant to the Director's contribution to the Board.

On the basis of its review, the Committee will make recommendations to the Board regarding whether to support the Director's re-election and a summary of the reason why the Board makes such recommendations. This Committee's review should ensure that the Company can provide its shareholders with all material information in its possession to assist in making a decision on whether or not to re-elect a director.

6. Role and responsibilities: Remuneration

The responsibilities of the Committee are as follows:

- (a) review the recommended arrangements for the executive Directors (including the Executive Director/CEO (or equivalent) and the executives reporting to the Executive Director/CEO (or equivalent)), including contract terms, annual remuneration, participation in the Company's short and long term incentive plans and the process by which any pool of directors' fees approved by security holders is allocated;
- (b) review annually make recommendations to the Board in relation to individual non-executive director remuneration;
- (c) review and approve short term incentive strategy, performance targets and bonus payments for the Executive Director/CEO (or equivalent), the CFO, and COO (where applicable);
- (d) review and recommend to the Board major changes and developments in the Company's remuneration, recruitment, retention and termination policies and procedures for senior management;

- (e) review and recommend to the Board major changes and developments in the remuneration policies, superannuation arrangements, personal practices and industrial relations strategies for the Group;
- (f) review and recommend to the Board the senior management performance assessment processes and results as they reflect the capability of management to realise the business strategy;
- (g) review and recommend to the Board major changes and developments to the Company's employee equity incentive plans;
- (h) recommend to the Board whether offers are to be made under any or all of the Company's employee equity incentive plans in respect of a financial year;
- (i) oversee the operation of the Company's employee equity incentive plans in place from time to time;
- (j) review and make recommendations to the Board on remuneration by gender;
- (k) review and recommend to the Board remuneration arrangements for the Chair of the Board and the non-executive Directors of the Board, including fees, travel and other benefits;
- (l) approving the appointment of remuneration consultants for the purposes of the *Corporations Act 2001* (Cth);
- (m) be satisfied that the Board, the Committee and management have available to them sufficient information and external advice to ensure informed decision-making regarding remuneration;
- (n) review and recommend to the Board the remuneration report prepared in accordance with the *Corporations Act 2001* (Cth) for inclusion in the annual Directors' Report; and
- (o) review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.

7. Remuneration policy

- (a) In discharging its responsibilities, the Committee must have regard to the following policy objectives:
 - (i) to ensure the Company's remuneration structures are equitable and aligned with the long term interests of the Company and its shareholders and having regard to relevant Company policies without rewarding conduct that is contrary to the entity's values or risk appetite;
 - (ii) to attract and retain skilled executives;
 - (iii) to ensure the remuneration structure is consistent with and promotes the achievement of strategic objectives and adherence to the Group's values, policies and procedures;
 - (iv) to ensure employees are remunerated fairly for the work undertaken having regard to the remuneration of employees in comparable positions in comparable organisations in comparable geographic locations;

- (v) to structure short and long term incentives that are challenging and linked to the creation of sustainable shareholder returns; and
 - (vi) to ensure any termination benefits are justified and appropriate.
- (b) In the discharge of the Committee's responsibilities, no executive should be directly involved in determining their own remuneration and be alive to the potential conflict of interest in an executive being involved in setting the remuneration for other executives that may indirectly affect their own.
- (c) The Committee must at all times have regard to, and notify the Board as appropriate, of all legal and regulatory requirements, including shareholder approvals which are necessary to obtain.

8. Disclosure

The Board will make available on the Company's website:

- (a) the Nomination and Remuneration Committee Charter;
- (b) the members of the Committee; and
- (c) at the end of each reporting period, the number of times the Committee met throughout that year and the individual attendances of the members at those meetings.

9. Review

The Board will, at least once each year, review the performance, membership and charter of the Committee to determine its adequacy for the Company's current circumstances, and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

10. Approved and Adopted

This policy was approved and adopted by the Board on 15 February 2021.

11. Administrative matters

The proceedings of the Committee will be conducted in accordance with the provisions set out in Annexure 1.

Annexure 1 – Administrative matters and procedure

1. Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet quarterly.

2. Quorum

The quorum is at least 2 members present, either in person or by using technology.

3. Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.

Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

The Company Secretary will distribute in advance of the meeting of the Committee the agenda and related papers to each of the Committee members or any other persons determined by the Committee.

4. Voting at meetings

The Committee should pursue collective decision-making and seek consensus where possible. The Committee Chair should test consensus and, if a unanimous view cannot be reached, decisions will be based on a majority view.

Each Committee member will have one vote. If any equal number of votes is cast for and against a resolution, the Committee Chair does not have a casting vote in addition to their vote as a Committee member and the resolution is not passed.

5. Independent advice

The Committee may seek the advice of the auditors, solicitors or other independent advisors, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee.

6. Minutes

Minutes of the meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee chair, be presented at the next relevant Board meeting.

All minutes of the Committee must be entered in a minute book maintained for the purpose and will be open at all times for inspection by any Director.

7. Reporting

It is intended that the Committee chair will prepare a report of the actions of the Committee to be included in the Board papers for the Board meeting next following a meeting of the Company. The report may include provision of meeting agendas, papers and minutes of the Committee.

The Committee Chair will also, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All Directors will be permitted, within the

Board meeting, to request information of the Committee Chair or members of the Committee.