



ZINCOX RESOURCES PLC
TERMS OF REFERENCE FOR NOMINATION COMMITTEE

References to "the Committee" shall mean the Nomination Committee. References to "the board" shall mean the Board of Directors.

1. Membership

- 1.1 The Committee shall comprise of a chairman and at least two other members each of whom shall be appointed by the Board.
- 1.2 A majority of members of the Committee shall be non-executive directors.
- 1.3 The Board shall appoint the Committee Chairman who should be a non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
- 1.4 The Company Secretary or his or her nominee shall act as the Secretary of the Committee.

2. Meetings

- 2.1 The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee shall require. Meetings should be organised so that attendance is maximised (e.g. by time-tabling them to coincide with Board Meetings).
- 2.2 A meeting of the Committee may be called by any member of the Committee or by the Secretary.
- 2.3 Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee not fewer than five working days prior to the date of the meeting.
- 2.4 The quorum for meetings shall be two of whom at least one must be a non-executive director.
- 2.5 The Secretary shall minute the proceedings and resolutions of all meetings as well as keep appropriate records.
- 2.6 Copies of the minutes of the meetings shall be circulated to all members of the committee and to the chairman of the Board; any director may, upon request to the Secretary of the Committee, provided that there is no conflict of interests, obtain copies of the Committee's agenda and minutes.
- 2.7 The chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

3. Duties

The Committee shall:

- 3.1 review regularly the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- 3.2 be responsible for identifying and nominating candidates for the approval of the Board, to fill Board vacancies and when they arise as well as put in place plans for succession, in particular, of the Chairman and the Managing Director;
- 3.3 review annually the time required from a non-executive director and assess whether the non-executive director is spending enough time to fulfil their duties;
- 3.4 consider candidates from a wide range of backgrounds;
- 3.5 give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and the skills and expertise therefore needed on the board, reporting to the board regularly;
- 3.6 regularly review the structure, size and composition (including the skills, knowledge and experience) of the board and make recommendations to the board with regard to any changes;
- 3.7 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 3.8 make a statement in the annual report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the committee, number of committee meetings and attendance over the course of the year;
- 3.9 ensure that on appointment to the board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings;
- 3.10 consider and make recommendations to the board about the re-appointment of any non-executive director at the conclusion of their specified term of office or retiring in accordance with the Company's Articles of Association.
- 3.11 consider and make recommendations to the board on any matter relating to the continuation in office of any director at any time.

4 Authority

The Committee shall have the power to employ the services of such advisers as it deems necessary to fulfil its responsibilities.