



REMUNERATION AND NOMINATION COMMITTEE CHARTER

REMUNERATION COMMITTEE

The Remuneration and Nomination Committee (hereinafter referred to as the “Committee”) of Heron Resources Ltd (“the Company”) shall assist the Company’s Board of Directors (the “Board of Directors” or “Board”) in its oversight role with respect to (i) the Company’s global human resource strategy, policies and programs, and (ii) all matters relating to the proper utilization of human resources within the Company, with special focus on management succession, development and compensation.

STRUCTURE AND OPERATIONS

The Committee shall be composed of not less than three Directors, all of whom shall satisfy the applicable independence and experience requirements of the laws governing the Company, the applicable stock exchanges on which the Company’s securities are listed and applicable securities regulatory authorities.

Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a Director. The Board of Directors may fill a vacancy that occurs in the Committee at any time.

The Board of Directors or, in the event of its failure to do so, the members of the Committee, shall appoint or reappoint, at the annual meeting of the Company a Chair among their number. The Chair shall not be a former officer of the Company. Such Chair shall serve as a liaison between members and senior management.

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members therefore provided that:

- a) a quorum for meetings shall be at least **two** members;
- b) the Committee shall meet regularly but not less than once a year;
- c) notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee at least 5 days in advance of such meeting;
- d) a resolution in writing signed by all Directors entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee.

SPECIFIC DUTIES

The Committee responsibilities shall include reviewing succession and leadership plans and making appropriate recommendations to the Board of Directors at least annually regarding the appointment, succession and remuneration of the Company’s senior officers and non-executive Directors. The Committee shall review as necessary any recommendations of officer appointments or terminations. The Committee shall also review at least annually the assessment of the performance of the senior executives.

The Committee shall:

- a) review and make recommendations to the Board of Directors at least annually regarding the Company’s remuneration and compensation policies, including short and long-term incentive compensation plans and equity-based plans, bonus plans, superannuation/pension plans (if any), executive stock option plans and grants and benefit plans;



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- b) have sole authority to retain and terminate any compensation consultant to assist in the evaluation of Director compensation, including sole authority to approve fees and other terms of the retention;
 - c) review and approve at least annually all compensation arrangements with the senior executives of the Company;
 - d) review and approve at least annually all compensation arrangements with the Directors of the Company; and
 - e) review the executive compensation sections disclosed in the management information circular distributed to the shareholders, including the Report on Executive Compensation, the Statement of Officers Compensation, Employment Agreements, Stock Option Plans, and Options granted during the most recently completed financial year.
2. The Committee is responsible for all matters relating to Director recruitment, Director orientation and continuing education, and for the regular evaluation of the Board of Directors. Without limiting the generality of the foregoing, the Committee shall have the following duties:
- a) Regarding Director recruitment the Committee should, in the discharge of its duties:
 - i. review each year the composition of the Board and general and specific criteria applicable to candidates to be considered for nomination to the Board. The objective of this review will be to maintain the composition of the Board in a way which provides the best mix of diversity, skills and experience to guide the long term strategy and ongoing business operations of the Company. This review will also take into account the desirability of maintaining a reasonable diversity of personal characteristics such as age, gender, geographic origin, etc. among the Directors, while at the same time maintaining common characteristics such as personal integrity, good judgment, high ethics and standards, outstanding ability in their individual fields of expertise and a willingness to devote necessary time to Board matters;
 - ii. in consultation with the Board of Directors and the CEO and, on an ongoing basis, maintain a database of potential candidates. All Directors are actively encouraged to identify potential candidates and provide their names and such supporting material as appropriate to the Board Chair or Chair of the Remuneration and Nomination Committee;
 - iii. implement a procedure to identify, with as much advance notice as practicable, impending vacancies on the Board of Directors, so as to allow sufficient time for recruitment and for introduction of proposed nominees to the existing Board of Directors;
 - iv. develop a list of qualified candidates and arrange for each candidate to meet with the Committee, the Chair of the Board of Directors and the CEO;
 - v. recommend to the Board of Directors as a whole proposed nominee(s) for the next annual meeting of the shareholders and arrange for their introduction to as many members of the Board of Directors as practicable;
 - vi. ensure that prospective candidates are informed of the degree of energy and commitment the Company expects of its Directors; and
 - vii. encourage diversity in the composition of the Board of Directors.



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- b) Exercise oversight of the policies and processes adopted by it or the Board of Directors relating to Director orientation and continuing education.
 - c) Exercise oversight of the processes adopted by the Board of Directors for evaluating (i) the overall performance and workings of the Board of Directors as a whole; (ii) and the performances of individual Directors.
3. The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time.
 4. The Committee may delegate from time to time any of its responsibilities to a subcommittee comprised of one or more members of the Committee.
 5. In the discharge of its duties the Committee has sole authority to retain and terminate any outside advisors. Without limiting the generality of the foregoing, the Committee has sole authority to retain and terminate any search firm used to identify Director candidates, including sole authority to approve the search firm's fees and other retention terms.

INDEPENDENT ADVISORS

The Committee shall have the authority to retain such independent advisors as it may deem necessary or advisable for its purposes. To eliminate any conflict of interest, review of the remuneration of non-executive Board members should be performed by independent advisors. The expenses related to such engagement shall be funded by the Company.

CHARTER REVIEW

The Committee will annually review and reassess the adequacy of this policy and submit any recommended changes to the Board for approval.

ADOPTION

This Policy was adopted by the Board on 28 August 2015.