

AMERISUR RESOURCES PLC

NOMINATION COMMITTEE

TERMS OF REFERENCE

(Adopted by the Board on 28 February 2017)

1. STRUCTURE

- 1.1 There shall be a Committee of the Board to be known as "The Nomination Committee". The Nomination Committee is responsible for ensuring that the Board has the appropriate structure, competencies, experience, skills and independence of oversight to ensure effective functioning.
- 1.2 The objectives of the Nomination Committee shall be to ensure that the Company:
- a) Has a formal and transparent procedure for the appointment of new executive and non-executive directors to the Board;
 - b) Has in place appropriate succession planning for key individuals; and
 - c) Reviews the membership and balance of the Board, identifying the skills needed and those individuals who might best provide them, in accordance with the UK Corporate Governance Code (the 'Code').
- 1.3 The Committee shall comprise the Chairman and all the other Non-Executive Directors. Executive Directors may be invited to meetings at the discretion of the Committee Chairman.
- 1.4 The Chairman of the Board can be the Chairman of the Committee, save when the Committee is considering succession to the role of Chairman, in which case the Senior Independent Director will chair the Committee.

2. SECRETARY

The Company Secretary or his or her nominee shall act as the secretary of the Committee and shall keep an appropriate record of its proceedings. The secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

3. QUORUM

A quorum shall be two members.

4. FREQUENCY OF MEETINGS

Meetings shall be held not less than once a year.

5. NOTICE OF MEETINGS

- 5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members.
- 5.2 Unless otherwise agreed, 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, any other person required to attend and all other non-executive directors, no later than five days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. MINUTES OF MEETINGS

- 6.1 The secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.

7. DUTIES

- 7.1 The Committee will review its own performance annually.
- 7.2 The Committee shall be responsible for:
- 7.2.1 Making recommendations to the Board on all new appointments to the Board and to Senior Executive positions;
 - 7.2.2 Reviewing regularly the Board structure, size and composition (including its skills, knowledge, experience and diversity) and making recommendations to the Board with regard to any adjustments that are deemed necessary;
 - 7.2.3 Identifying and nominating candidates for the approval of the Board, to fill vacancies as and when they arise;
 - 7.2.4 Giving full consideration to succession planning for Directors and other Senior Executives generally and putting in place specific plans for succession in relation to, in particular, the Chief Executive and Finance Director (where the process will be chaired by the Chairman) and the Chairman (where the process will normally be chaired by the Senior Independent Director);
 - 7.2.5 Before any appointment is made by the Board, evaluating the balance of skills, knowledge, experience and diversity of members of the Board, and, in the light of this evaluation preparing a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:-
 - a) where appropriate in the view of the Committee, use open advertising or the services of external advisers to facilitate the search;
 - b) consider candidates from a wide range of backgrounds; and
 - c) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;
 - 7.2.6 Reviewing 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;
 - 7.2.7 Reviewing annually the time required from Non-Executive Directors, including using performance evaluation to assess whether the Non-Executive Directors are spending enough time to fulfil their duties;
 - 7.2.8 Making recommendations to the Board for the appointment and continuation (or not) in service of a Non-Executive Director;
 - 7.2.9 Making recommendations to the Board as to the membership of the Audit and Remuneration Committees in consultation with the chairmen of those Committees;
 - 7.2.10 Making recommendations as to whether Directors who are retiring by rotation should be put forward for re-election having given regard to their performance and their ability to continue to contribute to the Board in light of the knowledge, skills and experience required.
 - 7.2.11 Making recommendations to the Board concerning suitable candidates for the role of Senior Independent Director;
 - 7.2.12 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of

an Executive Director as an employee of the Company subject to the provisions of the law and their service contract;

7.2.13 Reviewing the results of the Board performance evaluation process that relate to the composition of the Board; and

7.2.14 Ensuring that, prior to the appointment of a Director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest.

8. REPORTING RESPONSIBILITIES

8.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

8.2 The Committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if any external advice or open advertising has been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company.

8.3 The Committee Chairman should attend the Annual General Meeting to answer shareholder questions on the Committee's activities.

9. OTHER MATTERS

The Committee shall:

9.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required.

10. AUTHORITY

The Committee is authorised to:

10.1 Obtain outside independent professional advice relevant to its duties.