



Relentless Resources Limited (ACN 160 863 892)

Standing Rules of Committees

(As approved by the Board of Directors 22 August 2018)

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Standing Rules of Committees

1. General

These Standing Rules apply to, and are deemed to be incorporated into the Charter of each Committee, except where the terms of these Standing Rules conflict with those of the relevant Charter.

2. Composition

- (a) The composition of each Committee will be determined in accordance with the following principles:
 - (1) each Committee will aim to have membership which comprises only non-executive Directors, save where there is not a sufficient number of non-executive Directors or the Board considers that to do so for a particular Committee would be unnecessary or undesirable, in which case, the Board may appoint one or more executive Directors to the Committee;
 - (2) each Committee will aim to have a majority of its members being Independent Directors (where appropriate, given the size of the Company and the Board);
 - (3) provided the Committee includes at least one Independent Director, the chairperson of the Committee will be an Independent Director; and
 - (4) the Committee will comprise at least three members.
- (b) Committee members are appointed by the Board.
- (c) Each Director may attend meetings but will have no voting rights unless he or she is a member of the relevant Committee.

3. Chairperson

- (a) The chairperson of each Committee is selected by the Board.
- (b) Should the chairperson be absent from a meeting and no acting chairperson has been appointed, the members of the relevant Committee present at the meeting have authority to choose one of their number to be chairperson for that particular meeting.

4. Meetings

- (a) Each Committee will meet at such intervals as required to fulfil its obligations but must meet at least annually, unless otherwise specified in the Charter applicable to that Committee.
- (b) In addition, the chairperson of a Committee is required to call a meeting of that Committee if requested to do so by any member of that Committee, the external auditors, the internal auditors, the Chairperson of the Board or another Board member.

- (c) The chairperson of each Committee will appoint an executive or the Company Secretary to act as secretary to that Committee who will be responsible:
 - (1) in conjunction with the chairperson, for drawing up the agenda, supported by explanatory documentation, and circulating it to the relevant Committee members prior to each meeting; and
 - (2) for keeping the minutes of each meeting of that Committee and circulating them to Committee members and to the other members of the Board.
- (d) A quorum will consist of two members.
- (e) Meetings may be held in any location and may be held by means of teleconference or videoconference.

5. Review of Charter

Changes to the Charter must be recommended by the relevant Committee and approved by the Board.

6. Duties and responsibilities

The duties and responsibilities of a member of each Committee are in addition to those duties set out for a Director of the Board.