



AVESORO RESOURCES INC

(the “Company”)

REMUNERATION AND NOMINATION COMMITTEE CHARTER

(Approved by the Board of Directors on December 9, 2014)

The remuneration and nomination committee (the “**Remuneration and Nomination Committee**”) was established as a board committee (a) to ensure that the executive and non-executive directors and officers are fairly rewarded for their individual contributions to the overall performance of the Company, (b) to determine all elements of the compensation of the executive and non-executive directors and officers, (c) to demonstrate to the Company’s shareholders that the compensation of the executive and non-executive directors and officers is set by a Board committee, who will have appropriate regard to the interests of the shareholders, (d) to review the composition of the Board and ensure that the Board has an appropriate mix of skills, diversity and experience to properly fulfil its responsibilities; and (e) to consider nominations for potential candidates to act as directors of the Company.

1 MEMBERSHIP

- 1.1 The members of the Remuneration and Nomination Committee shall be appointed by the Board from amongst the non-executive directors.
- 1.2 The Remuneration and Nomination Committee shall have at least two members. The majority of the members shall be independent non-executive directors, that is independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement. A quorum shall be two members.
- 1.3 The Remuneration and Nomination Committee’s chairman (the “**Chairman**”) shall be appointed by the Board, who determine how long the Chairman shall hold office.
- 1.4 Appointments to the Remuneration and Nomination Committee shall be for a period of up to three years, which may be extended for two further three year periods, provided the director remains independent.
- 1.5 If a member is unable to act for any reason, the Chairman may appoint another non-executive director as an additional member, provided always that the majority of members of the Remuneration and Nomination Committee shall be independent, as described in paragraph 1.2 above.

2 **SECRETARY**

The secretary of the Remuneration and Nomination Committee shall be the Chairman or such other person as the Remuneration and Nomination Committee may appoint.

3 **ATTENDANCE AT MEETINGS**

3.1 The Remuneration and Nomination Committee may invite any person it thinks appropriate to join the members of the Remuneration and Nomination Committee at its meetings.

3.2 The Chairman shall attend the Company's annual general meeting, prepared to respond to any shareholder questions on the Remuneration and Nomination Committee and its activities and responsibilities.

4 **FREQUENCY OF MEETINGS**

4.1 At least one meeting shall be held each year. Meetings shall be convened by and at the request of the Chairman.

4.2 At least 21 days' notice of any meeting of the Remuneration and Nomination Committee shall be given, although such notice period may be waived or shortened with the written consent of all of the members of the Remuneration and Nomination Committee for the time being. Notice of the meeting shall confirm the venue, time and date, together with an agenda of items to be discussed. Notice shall be sent to each member of the Remuneration and Nomination Committee, any other person required to attend and all other non-executive directors. Supporting papers shall be sent to Remuneration and Nomination Committee members and to other attendees, as appropriate, at the same time.

5 **VOTING ARRANGEMENTS**

5.1 Each member of the Remuneration and Nomination Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Remuneration and Nomination Committee.

5.2 If a matter that is considered by the Remuneration and Nomination Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting on that matter.

5.3 Save where he has a personal interest, the Chairman will have a casting vote.

5.4 All decisions of the Remuneration and Nomination Committee shall be formally reported to the Board by the Chairman. The Remuneration and Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed and shall compile a report on its activities to be included in the Company's annual report.

6 AUTHORITY

The Remuneration and Nomination Committee is authorised by the Board:

- 6.1 to investigate any activity within its terms of reference;
- 6.2 to obtain any information it requires from any employee of the Company, in order to perform its duties;
- 6.3 to obtain, at the Company's expense, outside legal or other independent professional advice on any matter within its terms of reference; and
- 6.4 within any budgetary restraints imposed by the Board, to appoint compensation consultants and to commission or purchase any relevant reports, surveys or information which it deems necessary to help fulfil its duties.

7 DUTIES

Without limiting its role, the duties of the Remuneration and Nomination Committee shall include:

Remuneration

- 7.1 to determine and agree with the Board the framework or broad policy for the compensation of the Company's chief executive, the chairman of the Board, the executive directors, the officers, the company secretary, members of the executive management and senior management. The compensation of non-executive directors shall be a matter for the chairman and the executive members of the Board. No director or manager shall be involved in any decisions as to their own compensation;
- 7.2 to take into account all factors which the Remuneration and Nomination Committee deems necessary, when determining the Company's compensation policy. The policy's objective shall be to ensure that members of the executive management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company;
- 7.3 to review the ongoing appropriateness and relevance of the compensation policy;
- 7.4 to approve the design of performance-related pay schemes and the targets set for the schemes operated by the Company and approve the total annual payments made under such schemes;
- 7.5 to review the design of all share incentive plans for approval by the Board. For any such plans, determine each year whether awards will be made and, if so, the overall amount of such awards, the individual awards to executive directors and other senior executives and the performance targets to be used;
- 7.6 to determine the policy for, and scope of, pension arrangements for each executive director and other senior executives;

- 7.7 within the terms of the agreed policy and in consultation with the chairman of the Board and/or chief executive (as appropriate), to determine the total individual compensation package of each executive director and other senior executives, including bonuses, incentive payments and share options or other share awards;
- 7.8 in determining such packages and arrangements, to give due regard to any relevant legal requirements, the provisions and recommendations in the UK Corporate Governance Code and the AIM Rules for Companies and associated guidance;
- 7.9 to review and note annually the compensation trends across the Avesoro Resources Inc. group;
- 7.10 to oversee any major changes in employee benefits structures throughout the Avesoro Resources Inc. group;
- 7.11 to agree the policy for authorising claims for expenses from the chief executive and chairman of the Board;
- 7.12 to ensure that all provisions regarding disclosure of compensation, including pensions, are fulfilled;
- 7.13 to be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any compensation consultants who advise the Remuneration and Nomination Committee;
- 7.14 to obtain reliable, up-to-date information about compensation in other companies. The Remuneration and Nomination Committee shall have full authority to commission any reports or surveys which it deems necessary to help fulfil its obligations;
- 7.15 to make whatever recommendations to the Board it deems appropriate on any area within its remit, where action or improvement is needed;
- 7.16 to make a statement in the Company's annual report of the Company's compensation policy and practices;
- 7.17 to annually review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and to recommend any changes it considers necessary to the Board for approval; and
- 7.18 to perform such other functions relating to compensation as the Board determines.

Nominations

- 7.19 to develop and review the criteria for the selection of Board members and to identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills, diversity and experience and after assessment of how the candidates can contribute to the strategic direction of the Company;

- 7.20 assess and consider the time required to be committed by a non-executive director to properly fulfil their duty to the Company and advise the Board;
- 7.21 consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;
- 7.22 review successions plans for the Board with a view to maintaining an appropriate balance of skills and experience to the Board;
- 7.23 make recommendations to the Board on appropriate size and composition of the Board; and
- 7.24 make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from the Board.

Human Resources

- 7.25 take all reasonable measures to ensure that appropriate procedures are in place for succession planning and the development of senior management;
- 7.26 recommend to the Board the nomination of members of senior management in addition to the terms and conditions of their nomination, retirement or termination of employment;
- 7.27 review the evaluation of the efficiency of senior management;
- 7.28 review the annual report on compensation of senior management to be included in the information circular in accordance with the applicable rules and regulations;
- 7.29 review the adequacy of the present mandate at least once a year and recommend any amendments to the Board;
- 7.30 take all necessary measures to ensure that appropriate human resources programs are in place so that the Company can employ, motivate and retain personnel having the qualities required in order that it may reach its business goals;
- 7.31 apply principles of evaluation and compensation, which result in the creation of a return to shareholders;
- 7.32 review strategic and social questions which should be taken into consideration with respect to the management of human resources; and
- 7.33 review the structure of all retirement plans and provide appropriate recommendations.

8 MINUTES

The secretary of the Remuneration and Nomination Committee shall circulate the minutes of each meeting of the Remuneration and Nomination Committee and, once agreed, to all members of the Board (unless a conflict of interest exists).