



Nomination Committee Charter

1. Introduction

The Board of Directors of Roc Oil Company Limited ("Board") has established a Nomination Committee and adopted this Nomination Committee Charter to set out the role and responsibilities of the Nomination Committee.

2. Role of the Nomination Committee

The role of the Nomination Committee is to assist the Board in meeting its responsibilities in relation to the selection and appointment of directors and the ongoing competencies and performance of the Board.

The ultimate responsibility for company decisions remains with the full Board.

3. Composition of the Nomination Committee

The Nomination Committee will comprise at least three directors appointed by the Board of which a majority must be independent directors. The Board will appoint a chairman of the Committee who must be an independent director.

4. Meetings of the Nomination Committee

The Nomination Committee will meet at the direction of the Board or as the Committee or its chair determine.

A written agenda and supporting information will be provided to Committee members before each meeting.

A secretary will be appointed and will be responsible for taking and keeping minutes of the meeting and circulating the minutes to all Committee members within a reasonable time following the meeting. Minutes of Meeting must be confirmed and signed at the next meeting of the Committee.

All actions of the Committee must be reported at the next meeting of the Board following the Committee meeting.

5. Responsibilities of the Nomination Committee

The principal responsibilities of the Nomination Committee or, the full Board, in the event the Board does not direct the Nomination Committee to meet at least once annually, are to:

- undertake regular reviews of the structure and size of the Board;
- make recommendations to the Board regarding the Board structure and size;
- assess the competencies of the Board to ensure it has the appropriate range of skills and expertise;
- implement a plan for identifying, assessing and enhancing director competencies;

- develop the succession plans of the Board to maintain an appropriate mix of skill, experience, expertise and diversity on the Board;
- determine and oversee a professional and objective search process for new directors;
- assess the suitability of individuals in accordance with the suitability criteria and director selection process identified in the ROC Nomination and Appointment of Directors Policy;
- review and make recommendations to the Board in accordance with the ROC Nomination and Appointment of Directors Policy;
- establish and monitor company strategies on diversity and the implementation of the ROC Diversity Policy as it relates to Board appointments;
- assist in the annual evaluation of the performance and effectiveness of the Board, its committees and each director;
- at the request of the Board review the composition of each committee and present recommendations for committee memberships to the Board;
- consider issues involving possible conflicts of interest of directors and provide recommendations to the Board;
- periodically review and reassess the adequacy of this Charter and to recommend any proposed changes to the Board for approval; and
- any other duties and responsibilities referred to it by the Board.

6. Authority

In undertaking its responsibilities the Board authorises the Nomination Committee to seek any information that it requires to perform its duties from any employee or consultant of ROC and to obtain external technical and legal advice on matters within its scope at ROC's expense.

7. Committee performance

The Board will from time to time evaluate the performance of the Nomination Committee and this Charter to ensure its effectiveness.

8. Reporting on the Nomination Committee in the Annual Report

The Board will make appropriate disclosure regarding how the functions of the Nomination Committee were carried out in ROC's Annual Report in accordance with the ASX Corporate Governance Principles and Recommendations.

This Nomination Committee Charter is available on ROC's website www.rocoil.com.au

Adopted by the Board on 8 April 2004. Updated on 25 January 2012