

RAND URANIUM (PROPRIETARY) LIMITED
(Registration number 2007/007531/07)

TERMS OF REFERENCE: REMUNERATION & NOMINATIONS COMMITTEE

1. Constitution

- 1.1. The board of directors (“the board”) of Rand Uranium (Pty) Limited (“the company”) resolved to establish a committee of the board to be known as the remuneration & nominations committee (“the committee”) to fulfill the functions as set out herein in respect of the company.
- 1.2. The board hereby resolves to adopt these terms of reference of the committee.

2. Membership

- 2.1. The committee shall be appointed by the board and shall comprise a minimum of 2 (two) non executive directors of the company.
- 2.2. A quorum shall be a majority of members being present in person or via telecommunication facilities.
- 2.3. The committee shall be entitled to invite specialists, if necessary, to attend all meetings of the committee.
- 2.4. The chairman of the committee shall be appointed by the committee from amongst its members and should preferably be an independent non-executive director and should not be the chairman of the board.
- 2.5. The chairman of the committee will be required to attend the company’s annual general meeting to answer relevant questions posed by shareholders.

3. Attendance at meetings

- 3.1 The chief executive officer and general manager human resources (if in place) shall be in attendance at meetings of the committee and shall have unrestricted access to the chairman or any other member of the committee as is required in relation to any matter falling within the remit of the committee; while others may be called upon or will be able to speak by prior arrangement with the chairman of the committee.
- 3.2 Other board members shall have the right of attendance by prior arrangement with the chairman of the committee.
- 3.3 The secretary will keep appropriate records of all meetings of the committee as well as minutes of the proceedings and all decisions made.
- 3.4 The company secretary shall be the secretary of the committee.

- 3.5 Copies of minutes of all committee meetings will be submitted to the board at the following board meeting and the chairman of the committee will use this opportunity to report on any matters of importance.
- 3.6 In the absence of the committee chairman or any appointed deputy, the remaining members present will elect one of their number to chair the meeting.
- 3.7 The chief executive officer will recuse himself from the meeting when any matters relating to his own remuneration are discussed by the committee.

4. Frequency of meetings

- 4.1 Meetings shall be held not less than twice a year.
- 4.2 Any member of the committee may request a meeting if deemed necessary and a meeting will then be arranged in consultation with the chairman of the committee.

5. Authority

- 5.1. The committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the committee.
- 5.2 The committee is authorised by the board, when the fulfillment of its duties requires, to obtain any outside legal or other professional advice including the advice of independent consultants, to secure the attendance of external advisers at its meetings, if it considers this necessary, and to obtain reliable, up-to-date information regarding matters that fall within the mandate of the committee, at the company's expense. The committee will have full authority to commission any reports or surveys that it deems necessary to help it fulfill its obligations.
- 5.3 Subject to the above, the company shall meet all expenses reasonably incurred by the committee in the fulfilling of its duties, including the payment of a fee to committee members as determined by the board from time to time.
- 5.4 The authority of the committee will at all times be subject to the provisions of the approvals framework of the company as approved by the board from time to time.

6. Duties

The duties of the committee shall be to:

6.1 Remuneration and human resources related matters

- 6.1.1 ensure alignment of the material remuneration and human resources strategies and policies with the company's business strategy and the desired culture;

- 6.1.2 determine the group's general policy on executive and senior management remuneration;
- 6.1.3 consider and recommend for approval by the board the remuneration of the chief executive officer and to approve remuneration of the other executive officers;
- 6.1.4 determine any grants to executive directors and other senior employees made pursuant to the company's short term and long term incentive plans and management share option scheme;
- 6.1.5 recommend the salary increase of the chief executive officer to the board for approval and to approve salary increases for other executive officers and senior managers;
- 6.1.6 ensure the adequacy of retirement and health care funding for executives and senior management;
- 6.1.7 ensure that the structures, policies and procedures facilitate good management and utilisation of human resources;
- 6.1.8 ensure adequate succession plans for the executive and senior management;
- 6.1.9 monitor progress of transformation and advancement of HDSA's amongst management; and
- 6.1.10 ensure compliance to all statutory and best practice requirements regarding labour and industrial relations management;

6.2 **Board related matters**

- 6.2.1 make recommendations to the board on the appointment or dismissal of the chief executive officer, chief financial officer and other members of the executive management team;
- 6.2.2 regularly review the board structure, size and composition and make recommendations on the composition of the board generally, based on the provisions of the shareholders' agreement;
- 6.2.3 where appropriate, identify and nominate candidates for the approval of the board to fill board vacancies as and when they arise, as well as put in place plans for succession, in particular for the chairman and chief executive officer;
- 6.2.4 consult other directors in its evaluation of the chairman of the board, the chief executive and individual directors;

7. Review and Assessment

The committee's activities and effectiveness should be assessed annually and reviewed with the board.

APPROVED BY THE BOARD AT ITS MEETING ON 26 FEBRUARY 2009

CHAIRMAN OF THE BOARD