



NOMINATION, COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted November 2007

Anvil Mining Limited
Level 1, 76 Hasler Road,
Osborne Park WA 6017

Telephone: (61 8) 9481 4700
Facsimile: (61 8) 9201 0125
Homepage: www.anvilmining.com

Category:	Corporate Governance Policy
Subject/Title:	Nomination, Compensation and Corporate Governance Committee Charter
Reference Number:	CG04
Effective Date:	November 2007
Approved by:	Board of Directors
Revision Number:	01

TABLE OF CONTENTS

1. Objective of Charter	3
2. Membership	3
3. Meetings	4
4. Nomination Responsibilities	4
5. Compensation Responsibilities	4
6. Corporate Governance Responsibilities	5
7. Access to Information.....	5
8. Authority	5

1. **Objective of Charter**

The Nomination, Compensation and Corporate Governance Committee (the “Committee”) is a committee of the Anvil Mining Limited (“Anvil” or the “Corporation”) Board (the “Board”). The Board recognizes that corporate performance is enhanced when there is a Board with the appropriate competencies to enable it to discharge its mandate effectively. The Committee’s primary functions are to:

1. Identify and evaluate the particular skills, experience and expertise that will best complement the Board’s effectiveness
2. Review Board succession plans
3. Evaluate the Board’s performance
4. Make recommendations for the appointment and removal of Directors to the Board
5. Make recommendations to the Board on:
 - (a) executive compensation and incentive policies;
 - (b) the compensation packages of senior management;
 - (c) the compensation framework for Directors.

The board will review this Charter annually to ensure it remains consistent with the Board’s objectives and responsibilities.

2. **Membership**

1. The Committee shall consist of a minimum of three (3) directors. Each member of the Committee shall meet the independence requirements imposed by the applicable law and the exchanges on which the Company’s securities are listed.
2. Members will be appointed by the Board and shall serve until the earliest to occur of the date on which he or she shall be replaced by the Board, resigns from the Committee, or resigns from the Board.
3. The Board shall appoint one of the Members as the Chairman of the Committee. Should the Chairman be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to Chair that particular meeting.
4. The Secretary of the Committee will be the Corporate Secretary, or in the absence of the Corporate Secretary at any meeting, the Chairman of the Committee shall appoint a secretary for such meeting.

3. Meetings

1. The Committee shall meet as frequently as required, but no fewer than two times annually. A majority of the members of the Committee shall constitute a quorum and the act of a majority of the members present at a meeting where a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent of its members. The Committee shall maintain minutes or other records of meetings and activities of the Committee.
2. The Committee shall, through its Chairman, report regularly to the Board following the meetings of the Committee.
3. Notice of meeting may be given orally or by letter, electronic mail, facsimile transmission or telephone not less than 24 hours before the time fixed for the meeting.
4. The Committee may invite from time to time such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

4. Nomination Responsibilities

- The duties of the Committee in relation to nomination matters include:
- Determining the appropriate size and composition of the Board
- Developing criteria for selection of candidates for the Board in the context of the Board's existing composition and structure;
- Making recommendation to the Board on the appointment and removal of Directors;
- Recommending the slate of nominee directors for presentation to each annual shareholders meeting;
- Identifying, assessing and enhancing Director competencies;
- Developing a succession plan for the Board and regularly reviewing the plan;
- Reviewing the time required from a non-executive director and whether Directors of the Board are meeting this requirement;
- Evaluate the independence of the directors; and
- Evaluating the performance of the Board and key executives.

5. Compensation Responsibilities

The duties of the Committee in relation to compensation matters include:

- Determining compensation policies and compensation of Directors;
- Determining compensation and incentive policies packages of key executives;

- Professional indemnity and liability insurance for Directors and senior management;
- Reviewing succession plans for senior management; and
- Preparation of an annual report on executive compensation for inclusion in the Company's Annual Information Form.

6. Corporate Governance Responsibilities

The duties of the Committee in relation to corporate governance matters include:

- Review annually and recommend to the Board the mandates, membership and chairpersons of all board committees;
- Oversee issues of corporate governance as they apply to the Corporation and report to the Board on such issues;
- Review annually the Corporation's compliance with applicable corporate governance legislation and guidelines and consider whether any changes to the systems and procedures in place to achieve compliance should be recommended to the Board;
- Annually review and report to the Board on the business activities of each Board member to assure that potential conflicts are clearly understood or avoided. These include:
 - the relationships, if any, between each of the Directors and the Corporation and its management; and
 - any involvements of any of the Directors which constitute, or may result in, a conflict of interest.

7. Access to Information

In the performance of any of its duties and responsibilities, the Committee shall have access to any and all books and records of the Corporation necessary for the execution of the Committee's obligations and shall discuss with the officers of the Corporation such records and other matters considered appropriate.

8. Authority

Each Director has the right to seek independent professional advice at the Corporation's expense. However prior approval of the Chairman of the Board is required, which should not be unreasonably withheld.