Compensation and Nominating Committee Charter

Coronado Global Resources Inc.

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1 Membership of the Committee

The Committee must consist of:

- a minimum of 3 members;
- a majority of independent Directors; and
- an independent Director as Chair.

The Board may appoint additional Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board. Upon the death, resignation or removal of a Director from the Board of Directors, who is also a Committee member, such Director shall no longer be a member of the Committee.

Non -committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

2 Role and responsibilities

2.1 Remuneration

The responsibilities of the Committee in respect of remuneration are as follows:

(a) Evaluating from time to time the performance of, and determining the remuneration of, the CEO and the CEO's direct reports.

(b) Approve arrangements for the CEO and the CEO's direct reports, including the terms of their appointment, annual remuneration and participation in the Company’s short and long term incentive plans.

(c) Approve short term incentive performance targets and bonus payments for the CEO and the CEO's direct reports.

(d) Approve major changes and developments in the Group’s policies and procedures related to remuneration, recruitment (including conducting appropriate background checks), retention, termination and performance assessment for the CEO and the CEO's direct reports.

(e) Approve major changes and developments in the Company’s remuneration policies and practices, as applicable to Directors, noting for completeness that as per 2.1(i) that only the Board has the authority to fix compensation of Directors

(f) Review and recommend to the Board major changes and developments in relation to the Company’s employee equity incentive plans.

(g) Recommend to the Board whether offers are to be made under any or all of the Company’s employee equity incentive plans in respect of a financial year.

(h) Oversee the operation of the Company’s employee equity incentive plans in place from time to time.

(i) Review and recommend to the Board the remuneration arrangements for the Chair (including whether or not the Chair is a non-executive Director) and the non-executive Directors of the Board, including fees, travel and other benefits.

(j) Take appropriate action to ensure that the Committee, the Board and management have available to them sufficient information and external advice to ensure informed decision -making regarding remuneration.

(k) Review and facilitate stockholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.

2.2 Nomination

The responsibilities of the Committee in respect of nomination are as follows:

(a) Assist the Board to develop a board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership.

(b) Review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chair and CEO, having regard to the Board skills matrix and the objective that the Board comprise Directors with a broad range of skills, expertise and experience from a broad range of backgrounds, including gender.

(c) Review and recommend to the Board the criteria for nomination as a Director and the membership of the Board more generally, including:

- making recommendations for the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves; and
- assisting the Board to identify qualified individuals for nomination to the Board, in accordance with the policy outlined in section 4.1.

(d) Assist the Board in relation to the performance evaluation of the Board, its Committees and individual Directors;

(e) Ensure that processes are in place to support Director induction and ongoing education and regularly review the effectiveness of these processes.

(f) On at least a biennial basis, review the Inclusion and Diversity Policy and its effectiveness by:

- assessing the effectiveness and adequacy of any strategies, programs and initiatives aimed at creating a diverse and inclusive workplace; and
- reporting to the Board recommending any changes to the Inclusion and Diversity Policy, strategies, programs and initiatives.

(g) On an annual basis:

(1) review the relative proportion of women and men on the Board, in senior executive positions and in the workforce at all levels of the Group; and

(2) submit a report to the Board, which outlines the Committee's findings or, if applicable, provide the Board with the Company's most recent indicators as required by the *Workplace Gender Equality Act 2012*.

3 Remuneration policy

(a) In discharging its responsibilities, the Committee must have regard to the following policy objectives:

- to ensure the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its stockholders and having regard to relevant Company policies;
- to attract and retain skilled executives; and
- to structure short and long term incentives that are challenging and linked to the creation of sustainable stockholder returns

(b) In the discharge of the Committee's responsibilities, no executive should be directly involved in determining their own remuneration.

(c) The Committee must at all times have regard to, and notify the Board as appropriate of, all legal and regulatory requirements, including any stockholder approvals which are necessary to obtain.

4 Selection and appointment of new directors

4.1 Policy

Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

(a) the skills, experience, expertise and personal qualities that will best complement Board effectiveness and promote Board diversity having regard to:

- the Board skills matrix; and
- the existing composition of the Board;

(b) the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments); and

(c) potential conflicts of interest, and independence.

4.2 Procedure

(a) Detailed background information in relation to a potential candidate should be provided to all Directors.

(b) The identification of potential Director candidates may be assisted by the use of external search organisations as appropriate.

(c) Appropriate checks should be undertaken in relation to all potential candidates. This process may be assisted by the use of external organisation as appropriate.

(d) An offer of a Board appointment must be made by the Chair only after having consulted all Directors, with any recommendations from the Committee having been circulated to all Directors.

(e) All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

5 Re-election of Directors

Each year, the Committee will review each of the Directors who are seeking re-election in light of their independence, the result of their performance review, the Company's succession plans and any other factor considered relevant to the Director's contribution to the Board. On the basis of its review, the Committee will make a recommendation to the Board regarding whether to support the Director's re-election.

6 Review of Charter

The Board will, at least annually, review the membership and charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

7 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

Attachment 1

Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. Certain actions required or permitted to be taken at any meeting of the Committee may be taken without a meeting, with all members of the Committee consenting in writing by way of Unanimous Written Consent (UWC). However, it is intended that the Committee will meet at least biannually.

Quorum

The quorum for a meeting is at least 2 Committee members.

Secretary

The Group Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

Convening and notice of meeting

Any Committee member may, and the Group Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Independent advice

The Committee may seek the advice of the Company's auditors, solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee.

Minutes

Minutes of meetings of the Committee must be kept by the Group Company Secretary and, after approval by the Committee be made available to all Board members. All minutes of the Committee must be entered into a minute book maintained for that purpose. UWCs must also be filed with the minutes of the Committee and be made available to all Board members.

Reporting

The Committee chair will, if requested, provide a brief oral report to the Board as to any material matters arising out of the Committee meeting or UWCs. All Directors may, within the Board meeting, request information of members of the Committee.