



1. Role

The function of the Remuneration Committee is to assist the Board to fulfil its corporate governance responsibilities with respect to remuneration by reviewing and making appropriate recommendations on:

- (a) remuneration packages of senior executives (including directors);
- (b) employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed;
- (c) recruitment, retention and termination policies and procedures for senior executives; and

2. Composition

The Remuneration Committee should be of sufficient size, independence and expertise to discharge its mandate effectively.

Membership of the Remuneration Committee currently comprises two (2) of the Company's three (3) directors.

3. Operations

Remuneration Committee meetings will be held not less than once a year to enable the Committee to undertake its role effectively. Minutes of all meetings of the Committee are to be kept.

4. Responsibilities

The duties of the Remuneration Committee are to:

- (a) Fulfil its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for directors and senior executives.
- (b) Assess the market to ensure that senior executives are being rewarded commensurate with their responsibilities;
- (c) Obtain the best possible advice in establishing salary levels;
- (d) Set policies for senior executives' remuneration;
- (e) Review the salary levels of senior executives;
- (f) Propose the terms and conditions of employment for the Chief Executive Officer (CEO)
- (g) Undertake a review of the CEO's performance, at least annually, including setting the CEO goals for the coming year and reviewing progress in achieving those goals;
- (h) Review recommendations from the CEO on each senior executive's performance evaluations;
- (i) Review the Company's recruitment, retention and termination policies and procedures for senior management;
- (j) Review the Company's incentive scheme/s;
- (k) Review the remuneration of both executive and non-executive directors.