

REMUNERATION AND NOMINATION COMMITTEE CHARTER

Introduction

This Charter sets out the specific responsibilities delegated by the Burley Minerals Ltd (“Burley” or “the Company”) Board to the Remuneration and Nomination Committee and details the manner in which the Remuneration and Nomination Committee will operate.

OBJECTIVES

The Committee acts on behalf of the Board and Shareholders to provide Non-Executive oversight of the Company’s remuneration and nomination practices. The Committee seeks the following outcomes: -

- (a) Effective policies, processes, and practices for rewarding executives and directors and for succession management.
 - (b) The Company’s remuneration practices support the business objectives by enabling the Company to attract and retain executives and directors who will add value to the Company.
 - (c) The remuneration programs are fair and responsible and managed with integrity and in compliance with the ASX Listing Rules and the Corporations Act and principles of good corporate governance.
 - (d) to fulfill the Boards responsibility to shareholders to ensure that at all times the composition, structure and operation of the Board is of the highest standard.
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AUTHORITIES AND RESPONSIBILITIES

In order to achieve these outcomes the Committee shall: -

Salaries

- (a) Review overall remuneration philosophy, strategy, plans, policies and practices (including performance management methodology) for the recruitment, retention and termination of Company executives. The Committee shall ensure there is a clear link between executive performance and remuneration, balancing salaries with variable rewards to reflect short and long-term performance of the executives and the Company.
- (b) Review and recommend to the Board the proposed remuneration package of the Managing Director/Chief Executive Officer (“MD/CEO”).
- (c) Review and approve the MD/CEO’s recommendations in regard to proposed remuneration packages of executives reporting directly to him.
- (d) Assess the necessary and desirable competencies of board member.
- (e) Review board succession plans.
- (f) Evaluate the board’s performance.
- (g) Make recommendations for the appointment and removal of directors.

Short Term Variable Rewards – Bonus/Incentive

- (a) Review incentive/bonus plan design on a regular basis to ensure they comply with legislation and regulatory requirements and reflect industry standards.
- (b) Set the performance measures and targets for the MD/CEO.
- (c) Review the performance measures, targets and incentive/bonus opportunity for the direct reports to the MD/CEO, and the actual level of incentive/bonus payments at the end of the measurement period.
- (d) Review the functioning of incentive/bonus plans to ensure their overall effectiveness in meeting company objectives.

Employee Equity Plans

- (a) Review plan design on a regular basis to ensure they comply with legislation and regulatory requirements and reflect industry standards.
- (b) Approve participants in employee equity plans.
- (c) Approve the total level of award under the plans and the level of participation in the plans.
- (d) Review functioning of equity plans to ensure overall effectiveness (including cost and tax impacts) in achieving company objectives.

Remuneration for Non-Executive Directors

- (a) Review and recommend to the Board the remuneration structure for the Non-Executive Directors of the Company whether by way of annual fees, committee fees and/or retirement benefits.
- (b) In determining the fees to be paid, Non-Executive Directors shall not be eligible for inclusion in any Short-Term Incentive Plans.
- (c) Non-Executive Directors may have a component of their fees directed to the purchase of Company shares.

Succession Management

- (a) Review the Succession Plans for the position of MD/CEO.
- (b) Review the Succession Plans for the positions that report directly to the MD/CEO and for the senior Executive positions of the Company.

Termination Agreements

Review and recommend to the Board for approval of the proposed termination payments and arrangements in respect of the MD/CEO prior to his appointment. Termination payments in respect of other company executives reporting to the MD/CEO shall be reported to the Committee at their next meeting.

Reporting of Remuneration

Review and approve proposed reporting of executive and director remuneration details and practices to ensure disclosure meets the requirements of the Corporations Act and the ASX Listing Rules, and in accordance with good corporate governance practices.

Policy for the appointment of Directors

In its evaluation of candidates for the Board, the Committee will have regard to normally accepted nomination criteria including: -

- (a) The ability to exercise sound business judgment.
- (b) A position of leadership or prominence in a specified field.
- (c) Absence of conflicts of interest (independence) or other legal impediments to serving on the Board.
- (d) Willingness to devote the required time.
- (e) Availability to attend Board and Committee meetings.
- (f) Appropriate experience and/or professional qualifications.
- (g) Integrity or moral reputation.

When considering overall Board balance, the Committee will give due consideration to the value of a diversity of backgrounds and experiences among the members, and to having some of the directors based in the centres of operation of the Company

In making approaches to candidates, the Committee will give due consideration to the appointment of outside professional consultants to identify and initially screen candidates based on a set of criteria developed by the Committee as appropriate for the then needs of the Board.

Board membership guidelines

In assessing the composition of the Board, the Committee will have regard for the following policy.

- (a) The Chairman should be both non-executive and independent.
- (b) The Managing Director/Chief Executive Officer should be a full time employee of the Company
- (c) More than half of the Board should comprise Directors who are both non-executive and independent.
- (d) The Board should represent a broad range of qualifications, experience and expertise considered of benefit to the Company.
- (e) The Board should comprise at least 3 members, including the Chairman and Managing Director. This number may be increased where it is felt that additional expertise is required in specific areas, or where an outstanding candidate is identified.

ADMINISTRATION OF COMMITTEE

Membership

- (a) The Chairman of the Board shall determine the composition of the Committee. The Committee shall consist (where possible) of three Non-Executive Directors of the Company.
- (b) The majority of the Committee shall be independent directors.
- (c) The Committee shall be chaired by an independent director.
- (d) In the event that a member of the Committee retires, is removed or resigns from the Board of the Company, that member shall cease to be a member of the Committee.
- (e) The Committee shall be assisted in an advisory capacity, as necessary by the MD/CEO.

Chairman

The Chairman of the Board shall appoint the Chairman of the Committee who shall be a non-executive director other than the Chairman of the Board. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman for that meeting.

Meetings

- (a) The Committee shall meet as frequently as required but not less than two times a year.
- (b) Any Committee members or the Committee Secretary may call a meeting of the Committee.
- (c) A notice of each meeting shall be forwarded to each committee member prior to the date of the meeting.
- (d) The Committee may invite any executive management team members or other individuals to attend meetings of the Committee, as they consider appropriate.
- (e) Minutes and resolutions of the Committee shall be maintained by the Committee Secretary and distributed to all Committee Members and the Chairman of the Board following approval by the Committee Chairman.
- (f) The Chairman of the Committee, or delegate, shall report to the Board at the next meeting.
- (g) Committee minutes and papers may be made available to any director following a request to the Committee Chairman, providing no conflict of interest exists.

Attendance at Meetings

- (a) A quorum will comprise any two Committee members.
- (b) Each member shall have one vote and the Chairman of the Committee shall not have a second or casting vote.
- (c) If a member of the Committee is absent then his or her vote may be cast by any other committee member in accordance with his or her instructions.

Authority of the Committee

The Committee has the authority to: -

- (a) Obtain independent professional or other advice in the fulfilment of its duties at the cost of the Company; and
- (b) Obtain such resources and information from the Company in the fulfilment of its duties as it may reasonably require.

Review of Committee Performance

The Committee will annually revisit its objectives and duties and evaluate the effectiveness of its performance.