

COMMITTEE CHARTER

INTRODUCTION

The Board of Directors (“Board”) of Resolution Minerals Ltd (“Company”) has established a Remuneration Committee (“Committee”), with the specific power delegated as set out in this Charter in accordance with rule 15.10 of the Company’s Constitution. The Committee must exercise the powers delegated to it in accordance with any directions of the Board.

The broad role of the Committee is to make recommendations to the board in relation to:

- The Company’s remuneration framework for directors, including the process by which any pool of directors’ fees approved by security holders is allocated to directors;
- the remuneration packages to be awarded to senior executives;
- equity-based remuneration plans for senior executives and other employees;
- superannuation arrangements for directors, senior executives and other employees; and
- whether there is any gender or other inappropriate bias in remuneration for directors, senior executives or other employees.

MEMBERSHIP

The Committee will comprise two non-executive directors (and three where the board size enables this number), unless otherwise determined by the Board. It is intended that a majority of the directors will be independent directors where possible.

Any member may be removed at any time by a majority of the Board then in office. Any vacancy in the Committee occurring for any cause may be filled by a majority nominee of the Board then in office.

External consultants/advisors can serve on the committee in order to complement the skills and experience of existing members.

The Committee’s Chairman shall be designated by the Board. A member of the Committee may, with the approval of the Committee Chairman and at the Company’s expense, attend seminars or training courses in respect to issues related to the functions and responsibilities of the Committee.

The Committee Secretary will be the Secretary of the Company.

MEETINGS

Holding of Meetings

- a. The Committee shall meet at least two times annually or more frequently as required.
- b. Any Committee member may, and the Company Secretary must on the request from a member, convene a meeting of the Committee within 7 business days.

Quorum

A majority of the members of the Committee, present in person or by using any technology, shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

Committee Papers

- a. The Committee Secretary will distribute in advance of a meeting of the Committee an agenda and any related papers to each member of the Committee and any other persons determined by the Committee.
- b. Where a person has a conflict of interest in a matter, the Committee Secretary will provide that person with notice of the matter but, unless the other members of the committee otherwise determine, will not provide that person with papers in relation to that matter.

The Committee has a right to access management and seek additional information and explanations where it considers it appropriate.

The Committee, may on the approval of the Chairman of the Board, instruct Management to engage independent professional advisors as required.

Committee Minutes

- a. The Committee Secretary shall prepare minutes of meetings and have them approved by the Committee Chairman.
- b. Minutes of meetings shall be confirmed at the next meeting of the Committee.
- c. All minutes will be entered into a minute book maintained by for that purpose and be available at all times for inspection by any director.

Voting

Matters will generally be decided by consensus or, if a consensus can't be reached, by a majority of votes from the members present.

REMUNERATION

Remuneration of Committee members shall be as determined by the Board.

REPORTING TO THE BOARD

Minutes of each meeting will be submitted to the Board.

The Committee Chairman, or delegate, must report to the Board after each Committee meeting concerning the proceedings of the Committee.

All matters relevant to the Committee's role and responsibilities.

PURPOSE AND RESPONSIBILITIES

The role of the board Remuneration Committee is to assist and advise the board of directors on matters relating to the compensation, bonuses, incentives and remuneration issues of the directors, CEO and staff. The board remuneration committee is not a policy-making body but assists the board by implementing board policy.

The objectives of the Committee include reviewing and making recommendations to the board on:

- the remuneration of non-executive directors;
- the remuneration of the CEO, within the terms of the employment contract, on an annual basis;

- the CEO's recommendations regarding staff remuneration;
- the CEO's performance and key performance indicators in order to determine the annual bonus components;
- any incentive plans (including equity-based plans) or ex-gratia payments to the CEO, senior executives and other employees;
- the Company's remuneration and incentive policies, practices and performance indicators and ensuring that they are aligned to the board's vision, values and overall business objectives and are appropriately designed to:
 - motivate staff and the CEO to drive the long-term growth and success of the Company;
 - demonstrate a clear relationship between the achievement of the Company's objectives, CEO and staff performance, and remuneration;
 - ensuring staff remuneration is aligned with market trends; and
 - ensuring there is no gender or other inappropriate bias in the remuneration of senior executives and other employees.

In discharging their responsibilities, the Committee members have a duty to act in the best interests of the Company as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

COMMITTEE REVIEW

The Committee shall review its performance periodically.

The Committee shall review and reassess the adequacy of this charter not less than every 2 years and submit any proposed revisions to the Board for consideration and approval.