

REMUNERATION COMMITTEE CHARTER

The Board has established the Remuneration Committee in order to assist it in discharging its duties. The Committees' terms of reference are as follows:

OBJECTIVES

1. To assist the Board with regard to the overall remuneration policy and strategy for the company, ensuring it reflects the needs of all stakeholders and is equitable and consistent with the general pay environment and the principles of good corporate governance.
2. To ensure that the recommended remuneration policy is designed within an appropriate control framework such that it motivates Directors and management to pursue long term growth and creation of shareholder wealth, and demonstrates a clear relationship between key executive performance and remuneration.
3. To review and recommend the Chief Executive Officer's (CEO) remuneration package.
4. To ensure remuneration policies and practices comply with statutory and regulatory requirements including the ASX Listing Rules and the Corporations Act.
5. To consider and recommend any required adjustments to Directors' remuneration.
6. To undertake any other task delegated by the Board.

DUTIES AND RESPONSIBILITIES

1. To annually review the budget recommendations of management for remuneration adjustments, with the objective of ensuring whether such remuneration is likely to promote the value of the organization in the long term, and whether the overall remuneration is both adequate and reasonable in comparison with industry and other yardsticks.
2. To recommend adjustments to the CEO's remuneration package (incorporating the performance bonus component), based on achievement of performance objectives and develop appropriate objectives for both the short term and long term;
3. To review (in conjunction with the CEO), the remuneration policy and practices for the CEOs direct reports.
4. To review and recommend approval of all equity based remuneration plans.
5. To consider and recommend adjustments to Directors' (including the Chairman's), remuneration taking into account whether such remuneration reasonably reflects the responsibilities, time and risks inherent in being an effective Director.
6. To propose any changes necessary to this Charter.

POWERS

The Committee has delegated authority from the Board to:

1. obtain any information or explanation from any employee or any external party;
2. require any member of staff to attend any committee meeting, and

3. seek independent advice.

The Committee has no executive powers or decision making authority in relation to remuneration other than to execute contracts approved by the Board.

The Committee shall have the power to authorize expenditure only as delegated by the Board as necessary to discharge its duties.

MEMBERSHIP

The committee shall consist of not less than three or more than five Non Executive Directors appointed by the Board.

The membership of the committee shall be reviewed by the Board each year. The Chairman of the Committee shall be appointed by the Board at the time it reviews and appoints membership of the Committee.

MEETINGS

The Committee shall hold at least two meetings per year and such other meetings as requested by the Board or a member. Meetings are to be timed such that all information pertaining to criteria used to assess performance objectives is available.

A quorum shall be two of the members of the Committee.

REPORTING

The Committee's proceedings shall be recorded in minutes that shall be circulated to all Directors.

The Chairman of the Remuneration Committee shall make an oral or written report on each committee meeting to the Board meeting following the committee meeting, which will include any recommended actions by the Board.

To Committee will prepare an annual remuneration report of the Board for disclosure to shareholders through the annual report. Information in the report should involve:

- The Committee's terms of reference;
- The relationship between the Board and the Committee;
- A summary of the organization's remuneration policies including discussion on how remuneration practices are linked to company performance;
- A breakdown of the constituent elements of the Directors' and senior executives' remuneration; and
- A summary of any external advice considered by the remuneration committee, including the name of any person who does not sit on the committee but who provided material advice on Director/CEO remuneration, as well as the manner in which the advisor was selected and the terms of his appointment.