

WEST AFRICAN RESOURCES LIMITED
ACN 121 539 375

REMUNERATION COMMITTEE CHARTER

1 INTRODUCTION

This is the Remuneration Committee charter for West African Resources Limited (“**the Company**”). This charter governs the procedures of the Board in its capacity as Remuneration Committee (“**Committee**”) and outlines the procedures and guidelines in relation to the remuneration of directors and senior executives of the Company.

2 ROLE OF THE REMUNERATION COMMITTEE

The role of the Committee is to review and recommend:

- (a) an executive remuneration and incentive policy;
- (b) the remuneration of the chief executive officer and any other executive director, the company secretary and all senior executives reporting directly to the chief executive officer;
- (c) an executive incentive plan;
- (d) an equity based incentive plan;
- (e) the remuneration of non-executive directors;
- (f) superannuation arrangements;
- (g) recruitment, retention, performance measurement and termination policies and procedures for non-executive directors, the chief executive officer and any other executive director, the company secretary and all senior executives reporting directly to the chief executive officer; and
- (h) the disclosure of remuneration in the Company’s public materials including ASX filings and the annual report.

Further the Committee is entitled to direct any special investigation that the Committee considers appropriate and to consult any independent expert that the Committee considers appropriate to carry out its duties. The Company bears the costs of any such investigation or consultations.

The Committee is entitled to call on and use any employee of the Company to the extent that the Committee considers appropriate to carry out the Committee’s role and responsibilities.

2.2 Meetings

- (a) Frequency

The Committee will meet as frequently as required but not less than two times a year. Any Committee member or the company secretary may call a Committee meeting.

(b) Calling meetings and notice

A notice of each meeting confirming the date, time, venue and agenda and including relevant supporting papers must be forwarded to each Committee member seven working days before the date of the meeting.

(c) Advice

The Committee may have access to professional advice from employees within the Company and from appropriate external advisers. The Committee may meet with these external advisers without management being present.

(d) Minutes

Minutes of proceedings and resolutions of Committee meetings will be kept by the secretary and will be made available to any director upon request to the secretary, providing no conflict of interest exists.

3 DUTIES AND RESPONSIBILITIES

The Committee will:

(a) Executive remuneration policy

- (i) review the Company's policy for determining executive remuneration including, but not limited to, pension rights and compensation payments, and any amendments to that policy proposed from time to time by management;
- (ii) review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs;
- (iii) consider whether to seek shareholder approval of the executive remuneration policy; and
- (iv) oversee the implementation of the remuneration policy within the Company.

(b) Executive directors and senior management

- (i) consider on the entire specific remuneration for the chief executive officer and any other executive director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy, and determine whether any shareholder approvals are required and that any equity-based executive remuneration is made in accordance with shareholder approvals; and
- (ii) review the proposed remuneration (including incentive awards, equity awards and service contracts) for the company secretary and all senior executives reporting directly to the chief executive officer.

(c) Executive incentive plans

- (i) review the design of all executive incentive plans; and
 - (ii) review the total proposed payments from each executive incentive plan.
- (d) Equity based plans
- (i) review the design of all equity based plans;
 - (ii) keep all plans under review in the light of legislative, regulatory and market developments;
 - (iii) for each equity based plan, determine each year whether awards will be made under that plan;
 - (iv) review regarding total proposed awards under each plan;
 - (v) in addition to considering awards to the company secretary or any senior executives reporting directly to the chief executive officer, review proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee; and
 - (vi) review and keep under review performance hurdles for each equity based plan.
- (e) Non-executive director remuneration
- (i) review and establish the level of remuneration for non-executive directors to attract the best candidates for the Board while maintaining a level commensurate with boards of similar size and type;
 - (ii) where necessary seek an increase in the amount of remuneration for non-executive directors approved by shareholders; and
 - (iii) the Committee may request management or external consultants to provide necessary information upon which the Board may make its determination.

4 APPROVALS

An annual review of this Charter will be conducted to ensure that the Charter continues to reflect the current processes and guidance utilised when assessing the appropriate remuneration of the directors and the senior executives. The Board will need to approve any amendments to the Charter that stem from the review.