

Dominion Minerals Limited ACN 101 955 088

Remuneration Committee Charter

1 Objective, Authority, Responsibilities

- 1.1 The objective of the Remuneration Committee is to assist the Board of Dominion Minerals in fulfilling its duties and responsibilities by reviewing, advising and making recommendations to the Board on Remuneration.
- 1.2 The Committee has the authority of the Board to exercise the responsibilities set out in this Charter. This includes authority to seek, from an employee or director, information that may be required in order for the Committee to fulfil its responsibilities.
- 1.3 Specific responsibilities of the Committee include:
- (a) reviewing and implementing policies for the purposes of using remuneration to foster long-term growth and success, including motivating the pursuit long term growth and demonstrating a clear relationship between the achievement of objectives and remuneration;
 - (b) recommending to the Board remuneration for non-executive directors, including liaising with the Nomination Committee in relation to the remuneration to be offered to any new executive or non-executive director;
 - (c) recommending and monitoring the level and structure of remuneration for the CEO and other Key Management Personnel;
 - (d) reviewing the CEO's recommendations regarding remuneration for employees;
 - (e) performance monitoring of the implementation by management of the Board's strategic objectives and policies;
 - (f) overseeing the implementation of any company share plan or other incentive scheme (including the vesting and conversion to ordinary shares).

2 Membership

- (a) The Committee is appointed by the Board in accordance with the Constitution.
- (b) The Committee is to consist of:
 - (i) only Non-Executive Directors;
 - (ii) at least three members;
 - (iii) a majority of Independent Directors
- (c) The Chair of the Committee shall be an independent non-executive director, appointed by the Board.
- (d) The Committee may engage external advisors or seek market data to provide expert advice as appropriate in accordance with the Company's operating budget. If the Committee engages advisors on matters relating to remuneration, these arrangements will be disclosed on the Corporate Governance section of the Annual Report.

3 Meetings

- (a) The Committee will meet at least annually, but as frequently as required.
- (b) A quorum shall be two members.
- (c) The Company Secretary will act as Secretary to the Committee.
- (d) Meeting agendas, papers and minutes will be issued, kept and circulated in accordance with the standard operating processes of the Board.
- (e) Minutes shall be approved by circular by members in attendance, and signed by the Committee Chair.
- (f) Minutes of Meetings shall be provided to the Board at its next meeting.

4 Conflicts of Interest

- (a) Except for deliberations of Board remuneration, a Committee member shall not be present when his or her salary, incentives or performance is being discussed.

5 Committee Performance

- (a) To determine whether it is functioning effectively, once each year the Committee shall:
 - (i) review this Charter; and
 - (ii) perform an evaluation of its performance.