

FINDERS RESOURCES LIMITED

REMUNERATION COMMITTEE CHARTER

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1. PURPOSE

The purpose of the Remuneration Committee is to advise the Board on remuneration policies and practices generally to assist the Board in the discharge of its responsibilities for human resources and remuneration matters.

The objective of the Committee is to ensure that –

- a) the company's remuneration policy is designed to align senior executives' interests with those of shareholders;
- b) remuneration level is commensurate with a person's duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating employees of the highest calibre.

2. COMPOSITION

2.1 *Membership*

The Committee members shall consist of –

- a) at least two directors; and
- b) a majority of independent directors.

2.2 *Chairman*

The Chairman of the Committee shall be a non-executive director.

2.3 *Secretary*

The Company Secretary shall be the Committee Secretary.

3. MEETINGS

3.1 *Frequency of Meetings*

The Committee shall meet at least once a year.

3.2 *Attendance at Meetings*

The number of members whose presence at a meeting of the Committee is necessary to constitute a quorum is two.

The Managing Director and Executive Directors may attend the meetings at the invitation of the Chairman.

4. COMMITTEE RESPONSIBILITIES

The Committee shall be responsible for reviewing and making recommendations to the Board on:

- a) the company's remuneration and termination policies for senior executives and non-executive directors;
- b) equity-based incentive plans;
- c) remuneration of the Managing Director, Executive Directors and other senior executives of the group from time to time; and
- d) superannuation arrangements.

In discharging its responsibilities, the Committee is authorised to obtain external specialist advice as it determines necessary at the company's cost.

5. REPORTING TO THE BOARD

The chairman of the Committee shall report to the Board after each Committee meeting. The minutes of all Committee meetings shall be circulated to members of the Board.

6. REVIEW OF CHARTER

The Remuneration Committee Charter is reviewed annually by the Committee to ensure it remains consistent with the Committee's authority, objectives and responsibilities.

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