



MARKETING & BUSINESS DEVELOPMENT COMMITTEE CHARTER

1. INTRODUCTION

The Board of Territory Resources Limited (“**Territory**” or the “**Company**”) has established a Marketing & Business Development Committee (“**Committee**”) to assist the Board in fulfilling its responsibilities in relation to assessing and managing the Company’s business development and marketing strategies and activities.

The Committee has no Board decision making responsibility, but makes recommendations to the Board of Directors.

2. SCOPE

The primary function of the Committee is to review and provide guidance on the Company’s business development and marketing strategies proposed by Management with the aim of ensuring that the Company is appropriately targeting and effectively taking advantage of opportunities and risks that exist in the marketplace for bulk carbon steel commodities and in particular iron ore.

The key responsibilities of the Committee include:

- Ensuring that the Company develops, on an annual basis, a business development and marketing plan detailing both strategies and budgets for the upcoming year;
- Reviewing the business development and marketing plan prepared by Management to ensure consistency with the Company’s Strategic Plan;
- Ensuring that there are adequate resources in place to carry out business development and marketing strategies;
- Ensuring that action plans stemming from the business development and marketing plan are being carried out;
- Monitoring the outcomes of business development and marketing strategies;
- Monitoring employee recruitment and performance in the business development and marketing team;
- Reviewing general market conditions and how these may present or limit new business development opportunities;
- Monitoring new opportunities for divisional growth, new divisions, geographical expansion within Australia and international expansion; and
- Recommending risk management strategies in the area of revenue protection to the Board.

3. MEMBERSHIP

The Committee should comprise a minimum of two non-executive members of the Board of Directors and the Managing Director. Where appropriate, other members of Senior Management will be invited to present to the Committee on specific issues relating to operational performance.

The Committee (including the Chairman of the Committee) will be appointed by the Board of Directors. The Committee will itself appoint a Committee Secretary from amongst its members or from a member of Senior Management.





The effect of ceasing to be a Director of the Board or employee of the Company is automatic termination of appointment as a member of the Committee.

4. MEETINGS

The Committee will meet approximately every three months and more frequently as required.

The Chairman of the Committee may call a meeting of the Committee at any time, or if so requested by any member of the Committee.

A quorum will consist of two Committee members.

The Committee Secretary, in conjunction with the Chairman, shall draw up an agenda for meetings, which shall be circulated to each member of the Committee and attendees prior to each meeting.

The Committee Secretary will prepare the Minutes of the Committee meetings, which shall be considered at the next Board of Directors meeting.

5. AUTHORITY

In carrying out its responsibilities, the Committee has full authority to investigate all matters that fall within the terms of reference of this Charter. Accordingly, the Committee may:

- Obtain independent professional advice in the satisfaction of its duties at the reasonable cost of the Company; and
- Have such direct access to the resources of the Company, as it may reasonably require, including Senior Executives and Management and external consultants.

The Committee may, if it deems appropriate, hold private meetings with advisers and Senior Executives and Management Personnel.

6. CHARTER REVIEW

The Committee shall review this Charter within six months of its adoption and thereafter annually.

Adopted: _____

