



EXPLORATION COMMITTEE CHARTER

1. INTRODUCTION

The Board of Territory Resources Limited (“**Territory**” or the “**Company**”) has established an Exploration Committee (“**Committee**”) to assist the Board in fulfilling its responsibilities in relation to the annual review of the Company’s resources and reserves and in assessing and managing the Company’s exploration 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 exploration program and to be briefed in detail on behalf of the Board on the delineation, calculation and classification (under Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves (JORC) standards) of the Company’s mineral resources and reserves.

The key responsibilities of the Committee include:

- Monitoring the outcomes of the exploration plan and strategies;
- Reviewing resource modeling and monitor reconciliations of the deposits mined;
- Monitoring employee recruitment and performance in the exploration team;
- Assisting the Board in its oversight of the resources and reserves evaluation process and the public disclosure of resources and reserves data and related information as required;
- Monitoring and reviewing updates to the ASX Listing Rules and JORC compliance requirements.

3. MEMBERSHIP

The Committee should comprise a minimum of one non-executive member of the Board of Directors, as well as the Managing Director and Exploration Manager. 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 auditors.

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: _____

