

## GOVERNANCE COMMITTEE CHARTER

### 1. Composition of the Governance Committee ("Committee" or "Governance Committee") of Carpentaria Resources Limited ("CAP" or "Company")

- 1.1 The Committee as it currently stands was constituted at a meeting of the board of directors held on 12 December 2019 in accordance with the constitution of the Company.
- 1.2 The Governance Committee's current members are Mr Anderson, Mr Hill, Mr Cholakos and Mr Parker. Mr Anderson is chairman of the Committee.
- 1.3 From time to time, non-Committee members may be invited by the Committee to attend meetings of the Committee, if it is considered appropriate. The company secretary is to attend meetings of the Committee unless the Committee determines otherwise.

### 2. Role of the Governance Committee

- 2.1 The objectives of the Governance Committee are to:
  - provide advice and assistance to the Board on general governance matters, thereby enabling the Board to maintain a robust, democratic organisation and maximise the potential of the Company;
  - ensure that there is a robust and effective process for evaluating the performance of the board, board committees and individual directors;
  - ensure that the Board fulfils its legal, technical and functional responsibilities;
  - plan board education to improve board knowledge of governance, enhance the quality of board discussion on governance matters and facilitate effective board decision making;
  - ensure the board is well-informed on governance best-practices;
  - regularly review the constitution and policies and recommend enhancements;
  - draft for board discussion any new policies as directed by the board of directors;
  - ensure consistent language and phraseology is used in board and committee material; and
  - update the board policy manual after new and amended policies are approved by the board of directors perform such other functions as are assigned by law, the Company's constitution or the board.

### 3. Guiding principles

- 3.1 A good corporate governance regime must:
  - be efficient and effective;

- ensure accountability;
- respect tradition while embracing progress;
- ensure Board engagement and sustainability;
- minimise risks on the organisation and its people;
- describe clear lines of authorities and responsibilities;
- empower those delivering the operational outcomes;
- encompass today's best business practices; and
- avoid non-conformance with the constitution.

#### **4. Carpentaria goals**

4.1 Carpentaria's governance structure should help to ensure:

- strong foundations are in place which can support the Company's growth;
- solid and transparent finances;
- good ethics and legal awareness;
- good succession planning;
- a dynamic election process which attracts quality people;
- the right person does the right job;
- a professional and efficient staff are empowered by the board; and
- the board remains responsible for the sound operation of the organisation.

#### **5. Reporting to the board**

5.1 To assist the board to carry out its functions in accordance with best corporate governance practice, the Committee should ensure the following:

- Regular reporting to the board of directors;
- Annually, prepare a work-plan for the coming year based on the Company's board priorities;
- Prepare and present reports with suggestions to the Board, including options available and associated impacts;

- Provide an annual report to the shareholders in advance of the AGM and schedule appropriate time to consider and discuss the Committee's final report during the AGM (if required); and
- Other reporting requirements as directed by the board, which may include:
  - Annual assessment of the board's performance, including strengths, weaknesses and skills of the board as a whole;
  - Recommending a plan for board development based on the strategic plan and the annual board assessment;
  - Ongoing recruitment of board members who can augment the board's strengths and build on its weaknesses;
  - Mentoring new board members in order to develop their skills as board members;
  - Drafting governance policies and budgets for board development.

5.2 The Managing Director will make available to the Committee necessary staff resources to complete its mandate, as prescribed through board policy and direction. Other resources as assigned to the Committee by the board.