REMUNERATION COMMITTEE CHARTER

The Board has resolved to establish a separate Remuneration Committee. When considering matters of remuneration, the Board functions in accordance with this Remuneration Committee Charter.

Purpose of the Remuneration Committee
The purpose of the Remuneration Committee is to assist the Board in fulfilling its corporate governance responsibilities with regard to:

(a) Board performance;
(b) The remuneration framework for Non-Executive Directors;
(c) The remuneration and incentive framework, including any proposed equity incentive awards for the Managing Director and senior executives; and
(d) Recommendations on remuneration and incentive awards for the Managing Director and senior executives.

Duties and Responsibilities
The Committee is specifically charged with the following duties and responsibilities:

Remuneration Policies
Executive Remuneration and Incentive Policies
The Committee is to make decisions with respect to appropriate remuneration and incentive policies for Executive Directors and Senior Executives which:

- will motivate Executive Directors and Senior Executives to pursue long term growth and success of the Company within an appropriate control framework;
- demonstrate a clear correlation between key performance and remuneration; and
- will align the interests of key leadership with the long-term interests of the Company's shareholders.

Remuneration Structure
Executive Remuneration
The Committee is to ensure that:

- executive remuneration packages involve a balance between fixed and incentive pay, reflecting short and long term performance objectives appropriate to the Company's circumstances and objectives;
- a proportion of executives' remuneration is structured in a manner designed to link reward to corporate and individual performances;
- recommendations are made to the Board with respect to the quantum of bonuses to be paid to executives; and
- remuneration is non-discriminatory.

Remuneration paid by the Company should be reasonable and fair, taking into account the Company's legal and industrial obligations, labour market conditions and scale of business.

The Managing Director and Senior Executives' remuneration is to be reviewed on an annual basis. From time to time, a review of the total remuneration package by an independent consultant in this field may be undertaken to provide an independent reference point.

Any termination payments for Executive Directors must be agreed in advance and reflected in their Service Agreement.

Non-Executive Directors
The Committee is to ensure that:

- fees paid to Non-Executive Directors are within the aggregate amount approved by Shareholders and make recommendations to the Board with respect to the need for amendments to this aggregate amount at the Company's AGM;
- Non-Executive directors are remunerated by way of fees (in the form of cash and/or superannuation benefits);
- Non-Executive Directors are not provided with retirement benefits other than statutory superannuation entitlements; and
- Non-Executive directors are not entitled to participate in equity-based remuneration schemes designed for executives without due consideration and appropriate disclosure to the Company's shareholders.

To the extent that the Company adopts a different remuneration structure for its Non-Executive Directors, the Committee shall document its reasons for the purpose of disclosure to stakeholders.

Incentive Plans and Benefits Programs
The Committee is to:

- review and make recommendations concerning long-term incentive compensation plans, including the use of equity-based plans. Except as otherwise decided by the Board, the Committee will act on behalf of the Board to administer equity-based and employee benefit plans, and as such will discharge any responsibilities under those plans including making and authorising grants, in accordance with the terms of those plans;
- ensure that incentive plans are designed around appropriate and realistic performance targets that measure relative performance and provide rewards when they are achieved; and
- continually review and if necessary, amend existing benefit programs established for employees.

Reporting
The Committee shall keep the Board informed of its activities through the minutes of all of its meetings and formally advise the Board of any matters or recommendations requiring attention by the Board.

Membership
Membership of the Committee can only be non-executive Directors of the Company.

The Company Secretary is Secretary to the Committee.

Authority and Access
The Committee has the authority of the Board to review any aspect or activity of Spartan Resources Ltd and its controlled entities.

The Committee will have direct access to Senior Management.

The Committee is empowered to retain persons having particular skills and expertise to assist the Committee in fulfilling its responsibilities.

Meetings
The Committee shall meet as often as is required to reasonably discharge its responsibilities which shall be at least once a year and otherwise as required.

Any Committee Member may request any item to be included on the agenda.

Minutes of each meeting shall be prepared by the Secretary and circulated to each Committee Member.

Self Assessment

The Committee shall assess its effectiveness periodically, with a view to ensuring that its performance accords with best practice. The Committee's Charter shall be reviewed annually and updated as required.

ANNEXURE 1

Non-Executive Director Formal Letter of Appointment

The terms and conditions of the appointment of Non-Executive directors are to be set out in a formal letter of appointment, which will typically deal with the following matters:-

- duration of appointment
- expectations concerning preparation and attendance at Board meetings
- code of conduct
- conflict of interest and related party transactions
- the right to seek independent legal and professional advice (subject to the prior approval of the Chairman)
- remuneration
- evaluation of performance
- company records