

Board Charter

The Board of directors is accountable to the shareholders for the performance of Red River Resources Limited.

The Board undertakes to serve the interests of the shareholders and other stakeholders honestly, fairly, diligently and in accordance with applicable laws.

Role of Board

The Board's responsibilities include the following:

- Setting strategic direction of the Company, establishment of goals for management and monitoring the achievement of these goals;
- Appointment and removal of the CEO / Managing Director including determination of conditions of service and monitoring of performance;
- Ratification of the appointment and, if appropriate removal of, the Chief Financial Officer (or equivalent) and the Company Secretary;
- Input and approval of management's development of corporate strategy and performance objectives;
- Approval and monitoring of financial and other reporting including approval of annual budgets;
- Approval and monitoring of progress of major capital expenditure, capital management and acquisitions; and
- Setting and reviewing systems of risk management and internal compliance and control, codes of conduct and legal compliance including ensuring compliance with continuous disclosure requirements.
- Determine the desired culture for the organisation.

The Board delegates to the managing director the responsibility for managing the day to day operations of the overseas interests of the Company. The Managing Director consults with the Chair in the first instance on matters which are sensitive, extraordinary or strategic in nature.



ACN 100 796 754

Board Size and Composition

The Board determines the size and composition of the Board subject to the Company's constitution. The constitution provides for a minimum of three Directors and a maximum of ten.

Role of the Chair

The Chair's role consists of leading the Board and general meetings of the Company. They are responsible for ensuring the directors are well informed and effective; ensuring all Directors are contributing effectively and all matters are properly considered and there is clear decision making.

The Chair is responsible for ensuring meetings are conducted competently and ethically including ensuring that shareholders have adequate opportunity to express their views and obtain answers to any queries raised.

The Chair is responsible for setting the agenda for Board and general meetings and the review of the minutes of Board and general meetings.

The Chair's other responsibilities include:

- Representative of and spokesperson for the Board;
- Ensure all new Board members are well briefed and have access to all aspects of the Company's operations; and
- Act as the Board's representative in dealing with management.

Board Meetings

The Board meets formally at least seven times per annum and whenever necessary to deal with other matters which may arise between scheduled meetings.

Other consultants may attend the meeting at the Chair's request to present reports and advise on matters. However, discussion of management issues and other issues of a sensitive nature for which the Board is responsible are conducted with only Board members present.

Board Committees

The Board has determined that is appropriate to have an Audit and Risk Committee and a Nomination and Remuneration Committee. Both committees have been constituted to assist the board in discharging its responsibilities. The board annually reviews and ratifies the charters of the board committees and approves the composition of each.



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The Board