

Clancy Exploration Limited

REMUNERATION COMMITTEE CHARTER

Scope and Purpose

The Remuneration Committee ("**Committee**") provides assistance to the Board in relation to:

- Remuneration policies and practices.
- Remuneration of the Managing Director, other senior executives, and non-executive directors.

Composition

- Membership: Minimum of three (comprised of directors and company secretary)
- Independence: Majority of the Committee to be non-executive directors.
- Chair: A non-executive director, who may be Chairman of the Board.
- Secretary: The Company Secretary

Responsibilities

The Remuneration Committee reviews and recommends to the Board:

- Remuneration and incentives policies for the Company.
- Design and application of equity based incentive plans requiring shareholder approval.
- Remuneration of the Managing Director, including linkage to specific goals and objectives.
- Remuneration policy guidelines for other senior executives.
- Recruitment, retention and termination policies and procedures for senior management.
- Superannuation policies.
- Remuneration of non-executive directors.
- Adequacy and effectiveness of the Company's remuneration disclosures.

Processes

- The Committee may conduct any special reviews deemed necessary to fulfil its responsibilities.
- Upon notification to the Chairman of the Board, the Committee may engage the services of independent experts to assist in its deliberations.
- The Committee meets at least annually, and more frequently as necessary.
- Minutes of each meeting are presented to the Board at its next regularly scheduled meeting.