



World Titanium Resources Limited
ACN 120 723 426

Remuneration Committee Charter

Overview

The Role of the Remuneration Committee

The Remuneration Committee's role is to discharge the Board's responsibilities in relation to remuneration of the Company's executives including share and benefit plans.

Composition

The Remuneration Committee shall comprise a minimum of two members, the majority being independent directors if the structure of the Board permits. The committee shall be chaired by an independent director.

Operations

The committee shall convene at least once a year and otherwise as required. Minutes of all meetings of the committee are to be kept by the Company Secretary unless the Committee provides otherwise. Committee meetings will be governed by the same rules as set out in the Company's Constitution, as they apply to meetings of the Board.

Responsibilities

The responsibilities and functions of the Remuneration Committee are as follows:

- a) review the competitiveness of the Company's executive compensation programs to ensure:
 - a. the attraction and retention of corporate officers;
 - b. the motivation of corporate officers to achieve the Company's business objectives; and
 - c. the alignment of the interests of key leadership with the long-term interests of the Company's shareholders;
- b) review trends in management compensation, oversee the development of new compensation plans and, when necessary, approve the revision of existing plans;
- c) review the performance of executive management;
- d) review and recommend to the Board the goals and objectives set for the Company's Chairperson, CEO and CFO, evaluate the performance of the Chairperson, CEO and CFO in light of these corporate objectives, and set the Chairperson's, CEO's and CFO's compensation levels in a manner consistent with Company philosophy;
- e) review the structure of executive management salaries, bonuses and other compensation for all senior executives to ensure consistency and alignment;
- f) approve the salaries, bonuses and other compensation for all senior executives. The Committee will recommend appropriate salary, bonus and other compensation to the Board for approval;
- g) review and approve compensation packages for new corporate officers and termination packages for corporate officers as requested by management;
- h) review and approve the awards made under any executive officer bonus plan, and provide an appropriate report to the Board;
- i) review and make recommendations concerning long-term incentive compensation plans, including the use of share options and other equity-based plans. Except as otherwise delegated by the Board, the Committee will act on behalf of the Board as the "Committee" established to administer equity-based and employee benefit plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorising grants, in accordance with instructions from the Board and the terms of those plans; and
- j) review periodic reports from management on matters relating to the Company's personnel appointments and practices.

Report to the Board

The Committee shall report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.

The Committee shall brief the Board promptly on all urgent and significant matters.

Review

The Charter and function of the Committee will be reviewed as required and at least annually. Any amendments to the Charter will require approval from the Board.

Publication of the Policy

This Charter is available to all directors and staff of the Company. In addition a copy of this Charter is to be placed on the Company's website at www.worldtitaniumresources.com.