



Charter of Board of Directors

**ARK MINES LTD
ACN 123 668 717**

1. The Board shall meet regularly, retain full and effective control over the Company and monitor the executive management. No one individual director has unfettered powers of decision.
2. The Board shall include non-executive directors of sufficient calibre and number for their views to carry significant weight in the Board's decisions.
3. The Board shall have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Company is firmly in its hands. All directors shall commit the time and effort required to keep their skills and knowledge (and specifically in relation to the Company's affairs) current.
4. There shall be an agreed procedure for directors in the furtherance of their duties to take independent professional advice if necessary, at the Company's expense. All directors shall have access to the advice and services of the Company Secretary, who is responsible to the Board for ensuring that Board procedures are followed and compliance with applicable rules and regulations.
5. All directors shall discharge their duties in good faith, in the best interest of the Company and with reasonable skill and prudence.
6. The directors shall exercise the requisite standard of care and diligence specified in Chapter 2D of the Corporations Act in performance of their duties and shall ensure that the Company complies with ASX Listing Rules.
7. Non-executive directors shall bring an independent judgment to bear on issues of strategy, performance, resources, including key appointments, and standard of conduct. The majority shall be independent of management and free from any business or other relationship that could materially interfere with the exercise of their independent judgment, apart from their fees and shareholding. Their fees should reflect the time that they commit to the Company. Non-executive directors shall be selected through a formal process and both this process and their appointment shall be a matter for the Board as a whole.
8. Executive Directors' service contracts shall not exceed three years without shareholders' approval and there shall be full and clear disclosure of each director's total emoluments and those of the Chairman. Executive directors' pay shall be subject to the recommendation of the remuneration committee.
9. The Board shall present a balanced and understandable assessment of the Company's financial position to shareholders.
10. The Board shall ensure that an objective and professional relationship is maintained with the auditors and shall establish an Audit Committee of at least three non-executive directors with written terms of reference that deal clearly with its authority and duties.
11. The Directors shall explain their responsibility for preparing the financial statements next to a statement by the auditors about their reporting responsibilities and report on the effectiveness of the Company's system of internal control and report that the

business is a going concern, with supporting assumptions or qualifications as necessary.

12. The Board shall cause to be maintained a complete and accurate record of resolutions and deliberations of the Board and of the Company.