



BOARD CHARTER

The Board of Directors (**Board**) of African Energy Resources Limited (**Company**) considers that the essential responsibility of Directors is to oversee the Company's activities for the benefit of its shareholders, employees and other stakeholders and to protect and enhance shareholder value.

A ROLE, COMPOSITION, ADMINISTRATION AND RESPONSIBILITIES

1. Purpose and Role

The primary role of the Board is the protection and enhancement of long-term shareholder value.

2. Composition

There shall be a minimum of three Directors.

The Chairperson and Managing Director roles should not be exercised by the same person.

The Board shall comprise Directors with an appropriate mix of skills, experience and expertise.

3. Orientation of New Directors

Each Director appointed to the Board shall be provided with a package of comprehensive information on the Company, the responsibilities of a Board member and the Company's governance practices.

Each Director appointed to the Board shall have the opportunity to meet with management of the Company to gain an understanding of the operating and strategic issues facing the Company, and the business environment in which it operates.

Each Director is encouraged to take courses and seminars, at the expense of the Company, that focus on the development of the skills and knowledge required to be an effective Director.

4. Access to Information and Independent Advice

Directors have access to any information they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions.

Directors have access to management to seek explanations and information from management and auditors, both internal and external, to seek explanations and information from them without management being present.

Any Director may, subject to discussion and agreement with the other independent Directors or the Chairman, request the engagement of an outside adviser (at the Company's expense) for independent professional advice they consider necessary to fulfil their responsibilities.

5. Responsibilities

The Board assumes responsibility for the stewardship of the Company and the overall direction, management and corporate governance of the Company. The Board is also responsible for:

- (a) overseeing the management and overall corporate governance of the Company including its strategic direction;
- (b) adopting a strategic planning process, contributing to the development of, and approving on an annual basis, a strategic plan that reflects the opportunities and risks of the Company's business;

- (c) appointing, and, if necessary, removing senior management such as the Managing Director and Chief Financial Officer;
- (d) monitoring and assessing the performance of senior management, including performance objectives and the implementation of the Company's strategic plan, ensuring appropriate resources are available to senior management and that they are adequately experienced and trained;
- (e) reviewing succession planning issues for senior management;
- (f) to the extent feasible, satisfying itself as to the integrity of the Managing Director and other members of senior management and that such persons create a culture of integrity throughout the Company;
- (g) reviewing and approving the Company's business plans, annual budget and financial plans including major capital expenditure initiatives;
- (h) overseeing and monitoring the Company's organisational performance and the achievement of strategic goals and objectives;
- (i) monitoring and ensuring compliance with legal and regulatory requirements and the Company's code of conduct;
- (j) developing the Company's approach to corporate governance including developing a set of corporate governance principles and guidelines;
- (k) approving and monitoring the progress of major capital expenditures and other corporate projects including acquisitions, mergers and divestitures including the issue of any securities;
- (l) monitoring financial performance and reporting including approval of the annual, half yearly and quarterly reports;
- (m) reviewing and approving processes for the identification, assessment, reporting and management of risks (including internal control and management information systems) and the maintenance and monitoring of these processes;
- (n) enhancing and protecting the Company's reputation;
- (o) approving and monitoring financial and other reporting;
- (p) approving procedures for communicating with shareholders, stakeholders, analysts and other significant interested parties; and
- (q) approving charters of Board committees.

6. Meetings

The Board shall meet at least four times per annum. Additional meetings will be convened as circumstances warrant.

Directors are expected to attend meetings of the Board and its committees on which they serve and to spend the time needed to properly discharge their duties and responsibilities and review meeting materials before Board meetings and meetings of committees on which they serve.

An agenda will be prepared by the Managing Director in conjunction with the Chairman, for each Board meeting.

Directors are encouraged to ask questions of, request information from, and raise any issue of concern with management. Senior executive officers will be regularly involved in Board discussions.

7. Conflicts

Directors must disclose to the Board, and thereafter keep the Board advised on an ongoing basis, of any actual or potential conflict of interest or duty as soon as the situation arises.

If a conflict exists, it is expected that any Director to whom the conflict relates will remove him or herself from any deliberations regarding the matter to which the conflict relates.

Directors are expected to inform the Chairman of any proposed appointment to the Board or executive of another public company as soon as possible.

8. Review of Board Performance

The Board will conduct an annual review of its effectiveness and of its committees and the contribution of individual Directors.

The Board will determine the manner and form of the performance review.

The Board will, at least once in each financial year, review this Charter, and make any amendments it determines to be necessary and desirable.

B THE BOARD AND MANAGEMENT

1. Delegation to the Managing Director

Responsibility for the day-to-day management of the Company is delegated by the Board to the Managing Director, who is accountable to the Board.

The Managing Director will manage the Company in accordance with the strategy, plans and policies approved by the Board.

The Board has determined that the Managing Director is appropriately qualified and experienced to discharge the required responsibilities.

The Board has in place procedures to assess the performance of the Managing Director.

2. Separation of Function between Chairman and Managing Director

The roles of the Chairman and Managing Director must be separate.

3. Role and Responsibilities of Chairman

The Chairman of the Board is appointed by the Directors.

The Chairman is responsible for:

- (a) chairing Board meetings [and general meetings];
- (b) providing leadership to the Board and the Company;
- (c) ensuring there are processes and procedures in place to evaluate the performance of the Board, its committees and individual Directors and that such evaluations are conducted;
- (d) facilitating effective discussions at Board meetings; and
- (e) overseeing shareholder communications.

4. Responsibilities of Managing Director

The Managing Director is responsible for:

- (a) managing the business of the Company to ensure ongoing viability and integrity;
- (b) developing with the Board, then implementing and monitoring strategic plans for the Company;
- (c) developing, implementing and monitoring annual budgets, business plans and financial plans;
- (d) implementing and monitoring all major capital expenditures, and other corporate projects including acquisitions, mergers and divestitures, including the issue of any securities;
- (e) developing and approving all material reporting and external communications by the Company;
- (f) acting as the primary channel of communication between senior management and the Board;
- (g) developing strategies for the development of the Company's mineral assets and, at the direction of the Board, overseeing the development of such assets;
- (h) developing and ensuring that appropriate systems and processes for the identification, assessment reporting and management of risks (including internal control and management information systems) are implemented, maintained and monitored and that these systems and processes are effective;
- (i) promoting and marketing the Company to investors;
- (j) advising the Board in relation to all relevant issues affecting the Company and its operational and financial performance;
- (k) establishing the agenda for Board meetings, in consultation with the Chairman;
- (l) ensuring the proper implementation of the Company's policies, procedures and systems; and
- (m) otherwise carrying out the day-to-day management of the Company.