

TRAKA RESOURCES LIMITED

CORPORATE GOVERNANCE BOARD CHARTER



Roles and responsibilities of the Board and management and those roles reserved for the Board and those delegated to management

The key objective of the Board of **Traka Resources Limited** (the Company) is the increase of shareholder value by successful exploration for minerals through its role of providing overall strategic guidance and effective oversight of management. This authority to act is derived from the Company's constitution.

The Board is accountable to shareholders for the performance of the Company, and, in addition to matters expressly required by law, its responsibilities include:

- (a) approval of corporate strategy, driving the strategic direction of the Company and defining the Company's purpose, whilst ensuring appropriate resource availability;
- (b) determining the capital structure of the Company;
- (c) appointing and determining the duration, remuneration and other terms of appointment of senior executive personnel;
- (d) evaluating the performance of senior personnel and ensuring an appropriate framework exists for relevant information to be reported by management to the Board;
- (e) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- (f) approving the risk management strategy and frameworks and monitoring their effectiveness;
- (g) determining and monitoring the Company's corporate governance systems and practices, and ensuring adherence to the Code of Conduct;
- (h) approval of investments, corporate acquisitions, and new joint ventures; and
- (i) appointment of the external auditors and principal advisors to the Company.

Due to the concentration of corporate aim and the small size of the Board all governance issues are considered by the full Board.

The Board collectively, and each director individually, has the right to seek independent professional advice from a suitably qualified adviser at the Company's expense to assist with the discharge of their duties. Whilst the Chairman's prior approval is required, it will not be unreasonably withheld.

Role of the Chairman

The role of the Executive Chairman is the leadership of the Board, facilitating effective contribution by all the directors and promoting constructive and respectful interaction by the directors.

The Chairman, in consultation with the directors and assisted by the Company Secretary, sets the agenda for the Board meetings, then conducts the director meeting ensuring all items are afforded adequate consideration, ensuring adequate record of the minutes of Board meetings is held by the Company, and conducts shareholder meetings.

The Chairman is charged by the Board with the responsibility for making verbal statements on behalf of the Company.