



SUNDANCE ENERGY AUSTRALIA LIMITED

REMUNERATION COMMITTEE CHARTER

Composition

- At least three non-executive Directors including the Chairman of the Board.
- The Board to make all appointments and replacements of the Committee Chairman and other members of the Committee.
- The Managing Director will be invited to attend all meetings of the Committee other than during such part thereof as consideration is being given to his compensation arrangements.
- The Committee to meet at least once each year and as may otherwise be determined by the Chairman of the Committee.
- The Committee is a committee of the Board and has no authority independent of the functions delegated to it and is to report its findings and recommendations directly to the Board. The functions of the Committee do not relieve the Board from any of its responsibilities.

Duties

The Remuneration Committee shall have responsibility for reviewing and reporting to the Board on:-

- The compensation arrangements for the Managing Director; and the senior management of the Company (including, without limitation, incentive, share and other benefit plans and service contracts);
- The remuneration policies and practices for the Company generally;
- The annual remuneration review applying generally across the Company;
- Board remuneration; and,
- Such other matters as the Board may refer to the Committee from time to time.

General

- The Committee is to operate within the above framework, but Committee members and the Managing Director may raise any other matters considered appropriate. Minutes of Meetings of the Remuneration Committee are to be produced and distributed at the next Meeting of the Board.

Approved:

M D Hannell
Chairman
Remuneration Committee