

Board Charter

Roles of the Board and Management

The Board of Northern Minerals considers that the essential responsibility of the 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 in accordance with applicable law and appropriate standards of behaviour for good corporate citizens.

The key responsibilities of the Board are to:

- appoint and review the performance of the Chairman and management;
- develop and approve, with management, strategy, planning, exploration programs and major capital expenditure;
- arrange for effective budgeting and financial supervision;
- ensure that appropriate audit arrangements are in place;
- ensure that the effective and appropriate reporting systems in place will, in particular, assure the Board that proper financial, operational, compliance and risk management controls function adequately, and
- report to shareholders.

The Board is responsible to shareholders for Northern Minerals' strategic direction and the execution of the Company's overall objective, which is to increase long-term shareholder value. The size of the Board reflects the modest size of the Company, its business plans and the scale of its operations as an early-stage exploration/mining company. Only the Directors have the capacity to bind the Company.

Management is responsible for implementing the Company's strategies, the management and protection of its resources and day-to-day communication with its shareholders, all in accordance with the policies, systems and procedures approved by the Board.

Structure of the Board

The composition of the Board of Northern Minerals is determined in accordance with the following principles and guidelines.

- The Board must comprise at least three Directors, increasing where additional expertise is considered desirable in certain areas.
- The Board should not comprise a majority of executive Directors.
- Directors should bring to the Company characteristics that allow a mix of qualifications, skills and experience, both nationally and internationally.

The Company's Board meets the above criteria. The terms and conditions of the appointment and retirement of Directors must be set out in a letter of appointment that covers remuneration, expectations, terms, procedures for dealing with conflicts of interest and the availability of independent professional advice.

The Chairman is to review the performance of all Directors each year.

Independence of Directors

The Directors of Northern Minerals are expected to bring their independent views and judgement to the Board's deliberations. The Board is to include a majority of non-executive, independent Directors.

In considering whether a Director is independent, the Board must have regard to the independence criteria in ASX Principle 2 and other facts, information and circumstances that it considers material.

Board Meetings

The Board of Northern Minerals must meet at least six times a year to consider the business of Northern Minerals, its financial performance and other operational issues.

Retirement and Re-election of Directors

The Company's Constitution requires that one third of the Directors, other than any executive Director, retire from office at each annual general meeting. Directors who have been appointed by the Board are required to retire from office at the next annual general meeting and are not taken into account in determining the number of Directors to retire at that annual general meeting. Directors cannot hold office for a period of more than three years, or later than the third annual general meeting following, without submitting themselves for re-election. Retiring Directors are eligible for re-election by shareholders.

When a vacancy exists, for whatever reason, or where it is considered that the Board would benefit from the services of a new Director with particular skills, the Board will select candidates with the relevant qualifications, skills and experience. External advisers may be used to assist in such a process. The Board must then appoint the most suitable candidate, who is required to stand for election at the next general meeting of shareholders.

Nominations and Appointment of New Directors

Recommendations of candidates for the position of Director of Northern Minerals are made to the Board. The Board as a whole must make appointments that it considers the most appropriate for the Company.

Review of Board Performance

The Board of Northern Minerals must review its performance and composition on at least an annual basis, to ensure that it has the appropriate mix of expertise and experience taking into account the size and nature of the Company's activities.

Directors' Remuneration

The remuneration of non-executive Directors of Northern Minerals is different from that of executives. Executive Directors receive a salary and possibly other benefits.

Non-executive Directors receive a set fee per annum in addition to their statutory superannuation entitlements and are fully reimbursed for any out-of-pocket expenses necessarily incurred in carrying out their duties. When reviewing Directors' fees, the Board takes into account any changes in the size and scope of the Company's activities.

The Board must review the remuneration and policies applicable to all Directors on an annual basis. Remuneration levels are set according to the Company's position and must be competitive enough to attract the most qualified and experienced Directors and senior executives. Where necessary, the Board will obtain independent advice on the appropriateness of remuneration packages.

Board Access to Information

All Directors of Northern Minerals must have unrestricted access to any employees of, or contractors to, the Company and, subject to the law, access to all Company records and information held by employees and external advisers. The Board must receive regular, detailed financial and operational reports from senior management to enable it to carry out its duties.

Each Director may, with the prior written approval of the Chairman, obtain independent professional advice to assist that Director in the proper exercise of his or her powers and the discharge of his or her duties as a Director or as a member of a Board committee. The Company will reimburse the Director for the reasonable expense of obtaining that advice.

Board Committees

The Board of Northern Minerals, where appropriate, may establish a number of committees to assist it in carrying out its responsibilities in an effective and efficient manner.

The Board has established an audit committee to assist it in the discharge of its responsibilities, and is governed by the Audit and Compliance Committee Charter, as approved by the Board.

Business Risks

The Board of Northern Minerals is committed to ensuring that the risks associated with Northern Minerals' business activities are properly identified, monitored and managed, and to embedding in its management and reporting systems a number of risk management controls. Further, the Board

is charged with implementing appropriate risk management systems within the Company, as reported to it by management.

The Board is to monitor and receive advice on areas of operational and financial risk and must consider strategies for appropriate risk management arrangements.

Specific areas of risk to be regularly considered at Board meetings are to include intellectual property, changes in government regulations, changes in technology and human resources, the integrity of data, statutory compliance and continuous disclosure obligations.