

XXX Advisory Board Charter

ROLE

The role of the members of the Advisory Board is to meet and make non-binding suggestions and recommendations to the Board of Directors of the Company on matters within the areas of their experience and expertise.

The Advisory Board's role shall be purely advisory and the ultimate responsibility for the management of the Company's business shall rest with the Board of Directors.

ACTIVITIES OF THE ADVISORY BOARD

The activities of the Advisory Board include:

- Provide objective advice and contribute to strategic plans and value creation.
- Focus on big picture – strategic issues, industry and market trends.
- Give fresh insights and views on emerging or unfamiliar issues.
- Respond to ideas from management and the board.
- Plays devil's advocate and supply high quality advice to support the board's decision making.
- Help with networking and promoting XXX.
- Participate in open, frank and free-flowing discussions.

COMPOSITION

The Advisory Board shall have three Members. The Members shall be appointed by the Directors of the Company. One of the Directors shall be a member of the Advisory Board.

The Directors shall have the authority, in their sole discretion, to remove any Member of the Advisory Board at any time for any reason. The Directors shall also have the authority, in its sole discretion, to cease the Advisory Board at any time and for any reason.

Any Member may resign at any time without further payment or cost beyond what might be agreed.

The Directors will nominate the Chairman of the Advisory Board and may change this person at any time.

Other people may be invited to join the Advisory Board discussion from time to time.

AUTHORITY

The Advisory Board Members are not directors and may not be purported to be directors of the Company. Neither the Advisory Board nor any of its members have any authority to act on behalf of the Company. The Advisory Board may only provide non-binding advice.

The Directors of the Company retain full responsibility for decision making and are under no obligation to take this advice. The Directors are expected to discuss and decide on a course of action themselves, whether or not they have considered the advice of the Advisory Board.

MEETINGS

The Advisory Board shall meet at least four times a year, upon no less than ten days notice, with each meeting date to be designated by the Chairman of the Advisory Board.

Meetings should be run efficiently and effectively:

- A draft agenda will be prepared and sent out in advance for input from participants.
- Supporting information will be sent 10 days in advance of the meeting
- Minutes and follow up actions will be distributed within 7 days of each meeting

The Company will keep Advisory Board members informed of developments and activities between meetings.

There may also be some follow-up questions/discussions by email.

COMPENSATION AND EXPENSE REIMBURSEMENTS

The members of the Advisory Board shall receive such compensation for their services as agreed with the Directors of the Company. The members of the Advisory Board shall be entitled to reimbursement from the Company for all reasonable expenses incurred by them in connection with their Advisory Board services.

LIABILITY

The members of the Advisory Board shall have no liability or obligations whatsoever for any actions or omissions taken by them in their capacities as such. Any member of the Advisory Board made, or threatened to be made, a party to any threatened, pending, or contemplated action or proceeding arising out of or related to such member's service on the Advisory Board, shall be indemnified by the Company, and the Company may advance to such member related expenses incurred in defence of such action, to the fullest extent permitted by applicable law.

In rendering advice to the Directors of the Company, the Advisory Board shall have no obligation to conduct any individual research or investigation and shall be entitled to rely solely and exclusively upon the facts and information available to it at the time of the making of its recommendations, including, but not limited to, such facts and information as may be provided to the Advisory Board by the Company.

CONFIDENTIALITY

As part of The Advisory Board process, Members may be given access to Confidential Information of the Company. The Members of the Advisory Board may only use Confidential Information as part of their roles on the Advisory Board. Members will not disclose Confidential Information to anyone without Company's prior written consent. Members will take all reasonable measures to avoid disclosure, dissemination or unauthorised use of Confidential Information.

Confidential Information means all information disclosed by or relating to the Company. Confidential Information does not include any information that (i) is or becomes publicly available without breach of this Agreement, (ii) can be reasonably shown to have been known at the time of its receipt from the Company, (iii) is received from a third party who has the right to disclose the information or (iv) is required by a court to disclose.