

BOARD CHARTER

1. Purpose of Board Charter

The Board Charter sets out the role, composition and responsibilities of the Board of Altus Renewables Limited (“Altus”).

The conduct of the Board is also governed by Altus’ Constitution, a copy of which can be found at the Company’s website, www.altusrenewables.com.

2. Membership and Tenure

Altus’ Constitution provides for a minimum of three and not more than nine Directors. Within these parameters, the Board’s actual size and composition is determined by the Board.

The Board should consist of a majority of independent non-executive directors and the Chairman should be an independent non-executive director.

An independent director is a non-executive director who:

- (a) is not a substantial shareholder of Altus or an officer of, or otherwise associated directly with, a substantial shareholder of Altus;
- (b) within the last three years has not been employed in an executive capacity by Altus or been a director of Altus after ceasing to hold any such employment;
- (c) within the last three years has not been a principal of a material professional adviser or a material consultant to Altus or an employee materially associated with the service provided;
- (d) is not a material supplier or customer of Altus or an officer of, or otherwise associated directly or indirectly with, a material supplier or customer of Altus;
- (e) has no material contractual relationship with Altus other than as a director of Altus;
- (f) has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with that director’s ability to act in the best interests of Altus; and
- (g) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with that director’s ability to act in the best interests of Altus.

The threshold for materiality for the purpose of assessing the materiality of relationships between a non-executive director and Altus (other than as a director) will be judged according to the significance of the relationship to the director in the context of their activities as a whole.

Membership of the Board shall be disclosed in Altus' Annual Report including whether a director is independent or not independent.

The Board has not adopted a tenure policy in respect of Altus' directors.

3. Responsibilities

The Board is responsible for;

- (a) driving the success of Altus in a way that ensures that the interests of shareholders and key stakeholders are properly recognised and protected;
- (b) setting the strategic direction of Altus and monitoring the performance of the Chief Executive Officer/Managing Director (or equivalent) (CEO/MD) and those senior executives who report to the CEO/MD;
- (c) ensuring that there are adequate resources available to meet Altus' business plans and strategic objectives;
- (d) appointing and where appropriate removing the CEO/MD and overseeing succession plans for the senior executives who report to the CEO/MD;
- (e) ratifying the appointment and where appropriate, the removal of the Chief Financial Officer (CFO) or equivalent and the Company Secretary;
- (f) approving conditions of service and performance monitoring procedures to apply to all executive directors and those senior executives who report to the CEO/MD;
- (g) approving policies of a company-wide nature;
- (h) approving and monitoring Altus' financial reporting, major capital expenditure and capital management;
- (i) approving and monitoring the progress of Altus' business plans and strategic objectives;
- (j) ensuring that adequate audit, risk management and compliance systems and procedures exist, and are being effectively utilised;
- (k) ensuring that Altus has appropriate corporate governance structures in place, including an ethical code of conduct;

- (l) ensuring that the Board has the appropriate blend of experience, skills and attributes to meet the changing needs of Altus.

The Board has delegated responsibility for the day-to-day operations and administration of Altus to the CEO/MD.

4. Separate Roles of Board and Management

4.1 The Chairperson

- (a) The roles of the Chairperson and the CEO/MD should not be exercised by the same individual.
- (b) The Chairperson authorises the expenses of all the other directors and the CEO/MD.
- (c) The Chairperson is responsible for leadership of the Board, for the efficient organisation and conduct of the Board's function, and for briefing of all directors in relation to issues arising at Board meetings.
- (d) The Chairperson's specific duties are to;
 - chair Board meetings. Should the Chairperson be absent from a meeting, the Chairperson of the Audit and Risk Committee should chair the meeting. If both are not present, the members of the Board present at the meeting have the authority to choose one of their number to chair that particular meeting.
 - set the agenda for Board meetings in consultation with the CEO/MD and the Company Secretary;
 - preside over Board meetings and general meetings of Altus shareholders;
 - lead and manage the Board in discharging its duties to Altus;
 - ensure that there are processes and procedures in place to evaluate the performance of the Board, its committees, the CEO/MD (and those senior executives reporting to the CEO/MD) and individual directors;
 - facilitate effective discussions at Board meetings; and
 - ensure effective communication with Altus' shareholders and key stakeholders.

4.2 Individual Directors

- (a) In accordance with statutory requirements and in keeping with developments at common law, directors have the following responsibilities:
 - exercise their powers and discharge their duties in good faith and in the best interests of the Company;
 - use their powers of office for a proper purpose and not for personal advantage or for the benefit of another party;

- use due care and diligence;
- make a reasonable effort to become and remain familiar with the affairs of the Company;
- attend all Board meetings and Board functions unless there are valid reasons for non-attendance; and
- commit the necessary time and energy to Board matters to ensure that they are contributing their best endeavours in the performance of their duties for the benefit of the Company, without placing undue reliance on other directors to fulfil these duties.

4.3 The CEO/MD

- (a) The CEO/MD is appointed by the Board
- (b) The CEO/MD is responsible for:
- the day to day operations and administration of Altus in a safe and responsible manner;
 - planning, co-ordinating and directing the operations of Altus to achieve strategic, financial and operating objectives as agreed with the Board;
 - formulating and recommending business and financial strategies and plans to improve and develop Altus' business, and implementing those plans to achieve agreed performance
 - targets/milestones;
 - ensuring that staffing levels are adequate and equipped with the requisite skills;
 - providing directors with accurate and clear information in a timely manner to promote effective decision-making by the Board; and
 - ensuring that all material matters affecting Altus are brought to the Board's attention in a timely manner.

4.4 Company Secretary

- (a) The Company Secretary is generally responsible for carrying out the administrative and legislative requirements of the Board. The position holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively.
- (b) The Company Secretary is appointed in accordance with the Company's Constitution.
- (c) The specific tasks of the Company Secretary include:
- overseeing Altus' compliance program and ensuring all company legislative obligations are met;
 - ensuring that the agenda and briefing materials for Board meetings are prepared and forwarded to directors in a timely and effective manner;
 - recording, maintaining and distributing the minutes of all Board, Board Committee, AGM and EGM meetings of the Company; and

- preparing for and attending all general meetings of the Company and ensuring that the correct procedures are followed.

5. CEO and CFO Assurances

- (a) It is the responsibility of both the CEO/MD and the CFO (or equivalent) to provide written assurance to the Board that in all material respects:
- the financial reports submitted to the Board present a true and fair view of the Company's financial condition and operational results, and
 - the Company's risk management and internal control system is operating efficiently and effectively.

6. Committees

To assist with the execution of its responsibilities, the Board has authority to establish and determine the powers and functions of the committees of the Board.

Each board committee is to document a charter, approved by the Board, setting out its responsibilities.

7. Board Performance

The Board will from time to time, evaluate its performance (including individual Board members) and the Board committees to determine whether they are functioning effectively by reference to their charters and current best practice.

Approved by the Board

Date: 10 November 2009