

SECTION 21 – TECHNICAL COMMITTEE CHARTER

I. MANDATE

The Technical Committee is elected by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Technical Committee's primary duties and responsibilities are to:

- Work with management on technical issues;
- Oversee and monitor the technical aspects of the operational performance of the Company;
- Oversee and report to the Board on the quality of technical work carried out by the Company and, where appropriate, make recommendations for improvement.
- Report to the Board on technical matters.

II COMPOSITION AND QUORUM

- A.** The Technical Committee shall consist of a minimum of three non management directors and shall be elected at the first meeting of the Board after any Annual General Meeting. Any member of the Technical Committee may be removed or replaced at any time by the Board and the Board may fill a vacancy in the Committee at any time.
- B.** All of the members of the Committee must be free from any business or other relationship which could reasonably be seen to interfere with the exercise of their independent judgment and all members of the Committee shall have an appropriate level of technical knowledge of exploration, reserves estimation and mineral operations.
- C.** The Board of Directors shall designate one member of the Technical Committee as the chair of the Committee (the "Chair"), but if it fails to do so, then the members of the Technical Committee may designate the Chair by a majority vote of the full Technical Committee membership.
- D.** A quorum for the transaction of business at all meetings of the Technical Committee shall be a majority of members.

III. DUTIES OF THE CHAIR OF THE TECHNICAL COMMITTEE

- A.** Lead the Technical Committee in the performance of its duties and carrying out its responsibilities within the terms of this Charter established by the Board.
- B.** Report to the Board of Directors on the outcome of the deliberations of the Technical Committee and periodically report to the Board of Directors on the activities of the Technical Committee.
- C.** Meet regularly and as required with the CEO and other members of management to review material issues and to provide the Technical Committee and the Board, in a timely

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manner, all information necessary to permit the Board to fulfill its statutory and other obligations.

- D.** Attend the Annual General Meeting and be prepared to and respond to any shareholder questions on the Committee's activities.

IV. TERMS OF REFERENCE

- A.** The Technical Committee must report to the Board of Directors on technical matters and make recommendations related to technical aspects of the work.
- B.** The Technical Committee must approve release of Resource and Reserve Statements before the Company publicly discloses this information.
- C.** The Technical Committee must be satisfied that adequate procedures are in place so that the technical work is of high quality.
- D.** The Technical Committee will have such other duties, power and authorities, consistent with applicable corporate and securities laws, as the Board may, by resolution, delegate to the Technical Committee from time to time.

V. REGULATIONS

The following regulations shall apply to the proceedings of the Technical Committee:

- A.** The Technical Committee shall meet on such dates as the Chair of the Technical Committee determines, but not less than twice per year. Notice of any meeting shall be given by letter, telecopier, email or other means of recorded electronic communication or by telephone not less than 24 hours before the time fixed for the meeting. Members may waive in writing notice of any meeting before or after the holding thereof.
- B.** The business of the Technical Committee shall be transacted either at meetings thereof or by conference telephone or other communications facilities that permit all persons participating in the meeting to hear each other, or by resolution in writing. All questions at a meeting shall be decided in accordance with the vote of a majority of those present and the Chair of the meeting shall not have a casting vote.
- C.** A resolution in writing signed by all members of the Technical Committee entitled to vote on that resolution at a meeting of the Technical Committee shall be as valid as if it has been passed at a duly called and constituted meeting. Such resolutions in writing may be in one or more counterparts, all of which, when taken together, shall be deemed to constitute one resolution.
- D.** The minutes of the proceedings of the Technical Committee and any resolutions in writing shall be kept in a book provided for that purpose which shall always be open for inspection by any director of the Company.
- E.** Subject to the foregoing, the calling, holding and procedure at meetings of the Technical Committee shall be determined from time to time by the Technical Committee.