

CORPORATE GOVERNANCE BOARD CHARTER

1. PURPOSE

This document summarises the role, responsibilities, policies and processes of the Board of Catalpa Resources Limited (“Catalpa”) and comments on the Board’s approach to corporate governance. It is supplemented by the Board Code of Conduct.

2. ROLE

The Board is the governing body of the Company. The Board and the Company act within a statutory framework – principally the Corporations Act – and also the Constitution of the company. Subject to this statutory framework, the Board has the authority and the responsibility to perform the functions, determine the policies and control the affairs of Catalpa.

The Board must ensure that Catalpa acts in accordance with prudent commercial principles, and satisfies shareholders – consistent with maximising the Company’s long term value.

3. COMPOSITION OF THE BOARD

3.1 COMPOSITION

The composition of the Board should be at least 50% non-executive directors but not necessarily independent directors. The Board has accepted the following definition of an independent director:-

An independent director is a director who is not a member of management (a non-executive director) and who is not a substantial shareholder of the Company or an officer of, or otherwise associated, directly or indirectly, with the Company.

3.2 NUMBER

Under the Constitution, the Board must comprise between 3 and 9 Directors. For the purpose of efficient working, the preferred number of Directors in office at any time is between 4 and 6 although a number outside this range may be acceptable from time to time for particular reasons.

3.3 QUORUM

Under the Constitution a quorum for Directors is 2. For the purpose of effective board decision making, input from a majority of Directors is desirable and, except in the rarest of occasions, a board meeting will not be called unless a majority of Directors are able to attend.

3.4 TERM/APPOINTMENT

Directors are appointed for terms not exceeding three years but are eligible for reappointment. Directors appointed during the year are required to have their appointment confirmed by the shareholders in general meeting.

There is no maximum age for Directors.

3.5 QUALIFICATIONS

The Board should comprise Directors with a broad range of skills and experience.

Persons nominated as Non-Executive Directors shall be expected to have qualifications, experience and expertise of benefit to the Company and to bring an independent view of the Board’s deliberations.

Persons nominated as Executive Directors shall be expected to be of sufficient stature and security of employment to express independent views on any matter.

All Directors nominated for the Board should be able to perform well in a group and have the capacity to contribute to the Board reaching decisions by integrated group thinking rather than by compromise.

3.6 COMMITMENT

The commitment required by Non-Executive directors in order to fulfil their obligations to the Board is expected to be the equivalent of approximately 24 days per year.

3.7 COMMITTEES OF THE BOARD

Two committees of the Board operate to assist the Board in fulfilling its obligations. The Committees are:

- Audit Committee
- Nomination and Remuneration Committee

A third committee, the Risk Management Committee, consisting of Senior Executives has also been appointed to report to and advise the Board.

The Charters of each committee have been approved by the full Board, and committee minutes are provided expeditiously to all Directors.

The Board may also form occasional committees such as a Mergers, Acquisitions and Capital Restructure committees. The members and terms of such occasional committees will be agreed between the full Board, at the time the occasional committee is formed.

3.8 REMUNERATION

Non-Executive Directors will be adequately remunerated for their time and effort and the risks involved. The Non-Executive Director's remuneration is as approved by the Board within the cap set by the shareholders and will be reviewed on an annual basis. The review will be conducted by the Remuneration Committee and will be conducted by comparison with companies of similar characteristics and, if appropriate by using an independent consultant.

3.9 EXERTION FEE

Any director who, in his/her capacity as a director, is requested by the Board to devote special attention to the business of the Company or to perform duties which are outside the scope of the ordinary duties of a Director or well beyond the expected 24 equivalent days per year, may be paid a sum in addition to his/her normal director's fee to be determined by the Board by way of recommendation from the Nominating and Review Committee. Examples of circumstances when a director may be requested to carry out additional duties may be in cases where there is a takeover bid for the Company, or in conducting due diligence on potential acquisitions.

4. ROLE OF THE BOARD

The primary role of the Board is to carry out the functions of the Board, broadly described as follows:-

- Adopting a Strategic Plan for the Company, including general and specific goals and comparing actual results with the Plan and ensuring that the strategic planning process is conducted on a regular basis.
- Selecting the Chief Executive Officer, and if necessary replacing him/her, setting an appropriate remuneration package and ensuring adequate succession.
- Adopting clearly defined delegations of authority from the Board to the CEO.
- Agreeing performance indicators with management.
- Taking steps designed to protect the Company's financial position and its ability to meet its debts and other obligations as they fall due.
- Establishing and monitoring policies directed to ensuring that the Company complies with the law and conforms with the highest standards of financial and ethical behaviour.
- Adopting an annual budget for the financial performance of the Company and monitoring results on a regular basis.
- Determining that the Company has instituted adequate reporting systems and internal controls (both operational and financial) together with appropriate monitoring of compliance activities.
- Determining that the Company financial reports are true and fair and are in conformity with Australian Accounting Standards.
- Determining that satisfactory arrangements are in place for auditing the Company's financial affairs and that the scope of the external audit is adequate.
- Selecting and recommending Auditors to shareholders at general meetings.
- Adopting formal processes for the selection of new directors and recommending them for the consideration of shareholders at the general meetings with adequate information to allow shareholders to make informed decisions.
- Reviewing its own processes and effectiveness, and the balance of competence on the Board.

5. ROLE OF THE CHAIRMAN

The Chairman is responsible for the integrity of the Board process and the functioning of the Board. This contrasts with the role of the CEO who is responsible for the functioning of the organisation, and the Company Secretary, who is responsible for the integrity of Board documents.

There are two main aspects to the Chairman's role. They are; the Chairman's role within the Boardroom, and the Chairman's role outside the boardroom.

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INSIDE THE BOARDROOM

THE CHAIRMAN SHALL:

- Be clear on what the Board has to achieve, both in the long and the short term
- Provide firm guidance to other Board members about what is expected of them
- Ensure the Board behaves in accordance with its rules and codes of conduct
- Make Board meetings effective by ensuring that the Board
- Considers the right matters (eg. focuses on strategic issues, settles the Board agenda)
- Considers matters properly/carefully (eg. that papers are adequately researched, that matters in the board decision making framework have been appropriately addressed, that adequate time is spent on the issue).
- Comes to clear decisions (eg. that the resolution is clear as to the intentions of the Board).
- Ensure decisions of the Board are implemented properly
- Behave fairly by allowing all Board members equal opportunity and input, whilst at the same time being cognisant of the need for efficient, timely and orderly meetings.

OUTSIDE THE BOARDROOM

THE CHAIRMAN SHOULD

- Seek to strengthen the composition of the Board on an ongoing basis. This requires a focus on membership of the Board, performance of the Board (both as a group and individually) and Board terms of appointment.
- Ensure that all Board Members actively build and maintain the company's image and reputation

In general, the Chairman is the representative on matters of governance, whilst the CEO is the spokesperson on matters relating to the operation of the company. When representing the Board, the Chairman should limit comments to what the Board has stated, unless the Board has specifically granted further authority.

6. CORPORATE GOVERNANCE

Catalpa is a listed company and is subject to the Listing Rules of the Australian Securities Exchange. The Directors aspire to the very highest standards of corporate governance. To this end they have established a framework of corporate governance which is reviewed on a regular basis. A Corporate Governance Statement in the Annual Report covers the main practices in this regard, which may be summarised thus:

- Information is provided on the structure of the Board, procedures for appointment and remuneration of Directors, and the qualifications and experience of individual Directors.
- The responsibilities and composition of Board committees is described.
- Procedures for internal control and risk management are specified.
- The Corporation's approach to ethical standards and environmental policy are described.

7. RETIREMENT FROM THE BOARD

All Directors are expected to voluntarily review their membership of the Board from time to time taking into account length of service, age, qualifications and expertise relevant to the Company's then current policy and programme; together with the other criteria considered desirable for composition of a balanced Board and the overall interests of the Company.

A Director shall be expected to resign if requested to do so by the Nominating and Review Committee in the exercise of its duties and responsibilities to the Board.

An Executive Director shall tender a resignation from the Board immediately he/she decides to retire or resign from employment with the Company but may be invited by the Nominating and Review Committee, acting with support from the other Directors, to extend his/her term for a period up to or beyond the date his/her Executive position with the Company will terminate.

8. NUMBER OF OUTSIDE DIRECTORSHIPS

A director should continually evaluate the number of boards on which he/she serves to ensure that each can be given the time and attention to detail required to properly fulfil the Director's duties and responsibilities.

A Director shall notify the Chairman of the Nominating and Review Committee in writing prior to accepting appointment to the board of a public company or major enterprise. The Director shall give due and proper regard to the views and wishes of the Nominating and Review Committee relating to the Director acting simultaneously as a Director of the Company and of any other corporation. For the purposes of maintaining the Director's Register of Interests, a Director shall notify the Company Secretary in writing once they have accepted an appointment to any board.

An Executive Director shall not accept appointment to the Board of any corporation outside the group of companies without the prior approval of the Nominating and Review Committee.

9. CONFIDENTIALITY

The Directors acknowledge that all proceedings of the Board and its Committees are strictly confidential and that a Director will be expected to resign from the Board if he/she commits a breach of this confidentiality.