



PALADIN ENERGY LTD

ACN 061 681 098

Position Description Non-Executive Chairman of the Board

Appointment

The Chairman of the Board (the “Chairman”) is appointed by the Board and holds office until removal, resignation or retirement.

Responsibilities

The Chairman shall:

- a. In consultation with the Managing Director/CEO and the Company Secretary, determine the dates and locations of meetings of the Board, Committees and shareholders.
- b. Require the Board to meet a minimum of four times annually and as many additional times as necessary for the Board to carry out its duties and responsibilities effectively.
- c. Ensure that all business that is required to be brought before a meeting of shareholders is brought before a meeting of shareholders.
- d. In consultation with the Managing Director/CEO and the Company Secretary, review the meeting agendas to ensure all required business is brought before the Board to enable to Board to carry out its duties and responsibilities.
- e. Except as otherwise authorised by the Constitution, attend all meetings of the Board and shareholders.
- f. Ensure the Board has the opportunity to meet separately without management present at all meetings.
- g. Provide leadership to enable the Board to act as an effective team in carrying out its duties and responsibilities.
- h. Provide advice, counsel and mentorship to the Managing Director/CEO and fellow members of the Board.
- i. Think, act and vote independently from the Managing Director/CEO and other members of the Board.

- j. Ensure the Board discharges its principal areas of responsibilities as articulated in the Board Charter.
- k. Oversee the Board Charter, structure, operations, membership and composition of Committees and the work delegated to such Committees.
- l. Set the agenda for and chair the Directors' annual strategic planning session.
- m. Facilitate effective communication between Non-executive Directors and management, both inside and outside of Board meetings.
- n. Have an effective working relationship with the Managing Director/CEO.
- o. Retain expert advisers on behalf of the Board when needed.
- p. Respond to potential conflict of interest situations.

Date of Adoption: 18 August 2005