



PALADIN ENERGY LTD

ACN 061 681 098

COMPLIANCE COMMITTEE CHARTER

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1. APPLICABILITY

This Charter applies to all members of Paladin Energy Ltd's (Paladin) Compliance Committee.

2. ROLE

The role of the Compliance Committee is to oversee Paladin's anti-bribery and corruption compliance regime (as documented in Paladin's Anti-bribery and Corruption Compliance Guide) and address any other matters as directed by the Paladin Board.

3. RESPONSIBILITIES

The responsibilities of Paladin's Compliance Committee shall include the following:

- address employee or representative complaints;
- implement the compliance regime (including training employees and representatives where appropriate);
- monitor the effectiveness of the regime;
- promote and maintain a culture of compliance;
- help manage Paladin's relationships with representatives;
- investigate reports of alleged violations of Paladin's policies, in accordance with Paladin's *Whistleblower Policy*;
- maintain records relating to the regime;
- update the compliance regime, if and when required, and keep abreast of any legislative and policy changes; and

- report to, and carry out any other duties as may be directed by, the Board of Directors and the Audit Committee.

The Compliance Committee will regularly review and record the scope of its activities, its role and its reporting obligations to ensure it meets best practice standards and the requirements of Paladin and its Board.

4. COMPOSITION

The membership of the Compliance Committee shall be determined by the Board of Directors and shall include at least three (3) members, one of whom must be the Group Company Secretary.

At least one member of the Compliance Committee must have specific knowledge of Paladin's overseas operations, and at least one member must have relevant legal expertise.

5. MEETINGS

The Committee will meet as frequently as it deems necessary, but not less than two (2) times per year.

Meetings of the Committee may be held telephonically.

Minutes of all meetings of the Committee are to be kept and a report of actions taken to be given at each subsequent meeting of the full Board.

At the discretion of the Chairperson, having regard to the nature of the agenda, relevant members of management and external consultants may be invited to attend meetings.

6. AUTHORITY

The Committee is authorised:

- a. to seek any information it requires in order to perform its duties, from any employee of Paladin; and
- b. to obtain, with authority from the Paladin Chairperson and at Paladin's expense, external legal or other professional advice on any matter within its Charter.

The Committee will have the power to conduct or authorise investigations into any matters within its scope of responsibilities.

7. REVIEW

The Charter will be reviewed regularly to ensure it meets best practice standards, complies with all governance principles of those stock exchanges on which it is listed and meets the requirements of Paladin and the Board.

Date adopted: 28 November 2012

Last amendment: 18 May 2015

Last review: 18 May 2015