

CROSSLAND URANIUM MINES LIMITED

CORPORATE GOVERNANCE STATEMENT

The board of Directors of Crossland Uranium Mines Limited is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of Crossland Uranium Mines Limited on behalf of the shareholders by whom they are elected and to whom they are accountable.

The format of the Corporate Governance Statement follows the Australian Stock Exchange Corporate Governance Council's (the Council's) "Principles of Good Corporate Governance and Best Practice Recommendations" (the Recommendations). In accordance with the Council's recommendations, the Corporate Governance Statement must contain certain specific information and must disclose the extent to which the Company has followed the guidelines. Where a recommendation has not been followed, that fact must be disclosed, together with the reasons for the departure. Crossland Uranium Mines Limited's Corporate Governance Statement is structured with reference to the Corporate Governance Council's principles and recommendations, which are as follows:

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| Principle 1 | – | Lay solid foundations for management and oversight |
| Principle 2 | – | Structure the board to add value |
| Principle 3 | – | Promote ethical and responsible decision making |
| Principle 4 | – | Safeguard integrity in financial reporting |
| Principle 5 | – | Make timely and balanced disclosure |
| Principle 6 | – | Respect the rights of shareholders |
| Principle 7 | – | Recognise and manage risk |
| Principle 8 | – | Encourage enhanced performance |
| Principle 9 | – | Remunerate fairly and responsibly |
| Principle 10 | – | Recognise the legitimate interest of shareholders |

1. Lay solid foundations for management and oversight

Governance Roles to achieve the Vision

The skills, experience and expertise relevant to the position of each Director and Secretary in office at the date of the annual report is included in the Directors' Report.

The determination of materiality requires consideration of both quantitative and qualitative elements.

The Board has determined those matters which are the province to the Board, clearly separating them from the responsibilities of the Managing Director.

The Board's role includes the following:

- Setting and reviewing the vision, goals and strategy;
- Approving the annual strategic plan and major operating plans;
- Approving budgets.
- Reviewing and providing feedback on the performance of the Managing Director
- Reviewing the performance of the Board and individual directors;
- Reviewing the half-year and full year financial statements and reports and quarterly cash-flow statements;
- Determining policies and ensuring adequate procedures are in place to manage the identified risks;
- Having regard to the size of the company the full Board will carry out the functions sometimes delegated to a nominations committee and remuneration committee.

Role of the Managing Director / CEO

The role of the Managing Director / CEO includes:

- Vision/Strategy. Formulating with the Board the vision and strategy, developing action plans to achieve the vision and reporting regularly to the Board on progress;
- Management team and employees. Providing leadership, appointing and negotiating terms of employment of senior executives (with the Board approval where necessary), developing a succession plan, ensuring procedures are in place for education and training to ensure compliance with laws and policies;
- Successful implementation of the Company's exploration programme;
- Board. Responsible for bringing all matters requiring review/approval to the Board, advising on the changes in risk profile, providing certification regarding the financial statements for the half-year and full year, reporting to the Board on a monthly basis the performance of the Company and for ensuring education of Directors on relevant matters.

Role of the Chairman

The role of the Chairman includes:

- Vision/Strategy. Ensures leadership in setting and reviewing vision;
- Board meetings. Setting agenda with the Managing Director/Company Secretary, ensures directors receive all relevant information, chairs meetings and deals with conflicts;
- AGM. Chairs the AGM and ensures shareholders as a whole have an opportunity to speak on relevant matters, ensures audit partner attends;
- External. Spokesperson with the Managing Director, on company matters;
- Managing Director. Primary point of contact between the Board and External.
- Managing Director, kept fully informed on major matters by the Managing Director, chairs the performance appraisal of the Managing Director, and provides mentoring;
- Board. Initiates Board and committee performance appraisal, ensures agreed composition is maintained and director induction plans are in place.

2. Structure the Board to Add Value

Composition and Balance of Skills of Directors

The composition of the Board is critical for the success of the Company and the number of the directors and their skills will vary from time to time depending on the circumstances of the Company:

- The Board believes that the number of directors will range from four to six but have currently determined that the number will be five, including the Managing Director;
- The Board will comprise a variety of persons with diverse skills and experience relevant to the Company and its circumstances at the time;
- The CEO will be a director and will also have the title of Managing Director.

Independence of Directors

The Board believes that the best interests of the Company will be served if at least 50% of the Directors are independent, as defined in the ASX Corporate Governance Guidelines. The Chairman is an independent director and is not also the Managing Director. Directors of Crossland Uranium Mines Limited are considered to be independent when they are independent of management and free from any business or other relationship that could (or could reasonably be perceived to) materially interfere with the exercise of their unfettered and independent judgement.

The Board will review annually whether or not each director is independent.

The status of each director is as follows:

		<u>Term in Office</u>
Robert Cleary (Chairman)	Independent	Since May 2006
Geoffrey Eupene (Managing Director)	Non-Independent	Since May 2006
Robert Richardson	Independent	Since May 2006
Pat Elliott	Independent	Since May 2003
Peter Walker	Independent	Since May 2006

The definition of independence is that as set out in the ASX corporate Governance Guidelines.

The Board believes in the renewal of Board members to ensure the ongoing vitality of the company. Generally, Directors will serve for up to 10 years (subject to re-election by rotation each 3 years) and will not seek re-election at the next AGM at which they retire by rotation, unless unanimously agreed otherwise by the other non-executive Directors. The best interests of the Company at the time will significantly influence any such decision.

Appointment of Directors

If the Board determines that there is a need to appoint another Director for any reason they will

- Determine the skills, experience, qualifications appropriate, having regard to those of the existing Directors;
- Agree the process to seek such a person;
- Set a timetable to appoint, having regards to the timing of the AGM and requirements of the Constitution;
- Prepare a short list and meet the candidates.

Access to Independent Advice

Directors may obtain independent experts' advice to enable them to fulfil their obligations, at the expense of the Company and after obtaining approval of the Chairman.

3. Promote Ethical and Responsible Decision-making

Code of Conduct of Directors

The Directors are expected to use their skills commensurate with their knowledge and experience to increase the value of the Company.

To meet this obligation they must act honestly and should

- Execute due care and diligence;
- Not misuse information or their position for their own gain;
- Avoid or fully disclose conflicts;
- Ensure that the market is fully informed of all matters that require disclosure;
- Actively promote the reputation of the Company.

Conflicts of interest that arise must be immediately disclosed and addressed by eliminating the conflict, abstaining from participation or, in exceptional case, resigning.

Directors must comply with the law on disclosure of benefits and related party transactions. Directors must have access to all relevant information on the Company and this is to be sought through the Managing Director or agreed arrangements.

All Directors must maintain strict confidentiality in relation to Company matters.

Directors must be aware of insider trading laws and strictly abide by the law and Company policies.

Directors are to ensure that the financial statements are drawn up to comply with Australian Corporations Law and Accounting Standards.

Directors must also be aware of environmental impacts of the company's business and ensure the health, safety and well-being of employees.

Deeds of access indemnity and insurance will be entered into with the directors to the extent permitted by law.

Trading in securities

The Company's constitution permits the Directors to acquire securities in the Company. However, the Company policy prohibits Directors and senior management from trading the Company's securities whilst in possession of price sensitive information.

The Company has a policy governing trading in Company securities by directors and employees. Those wishing to trade in Company securities outside of this policy must first consult the chairman. The Company's trading policy is discussed with each new employee as part of their induction, in accordance with the provisions of the Corporations Act and the ASX Listing Rules, the Company will advise the ASX of any transaction conducted by the Directors in the Company's securities.

This policy relates to Directors' and executives' spouses and other parties over whom they have significant influence.

Interaction with the media

To ensure clear and consistent messages to ASX and the media, unless specifically approved otherwise, the Chairman and Managing Director are the only authorised spokespersons of the Company.

4. Safeguard Integrity in Financial Reporting

Certificate from Managing Director / CFO

The Managing Director and CFO provide a certificate to the Board regarding the Financial Reports giving a true and fair view and being in accordance with accounting standards.

Audit Committee

The Board has established an audit committee to monitor the performance of the Company closely in conjunction with the external auditors, and is satisfied that the reporting systems in place provide accurate and timely reports of the Company's activities and position.

Contracts and Transactions between the Consolidated Entity and its officers

Any proposed contract between an officer (including associates of the officer) and the company must be approved by the Board prior to its execution.

5. Make Timely and Balanced Disclosure

Continuous Disclosure

The Board's established policy is to make timely reports to all stakeholders by way of public announcements and direct reports. Crossland Uranium Mines Limited maintains a website which is regularly updated to provide the wider community with all of the available information that is released.

6. Respect the Rights of Shareholders

Communication Policy

The Board seeks to ensure that shareholders are informed of all major developments affecting the Company's state of affairs through:

- The annual report;
- Quarterly reports;
- The half yearly financial statements;
- Disclosures made to ASX;
- Notices and explanatory memorandum of Annual General Meetings;
- The Company's website, www.crosslanduraniummines.com.au

It is the Company's policy that the engagement partner of its auditors be present at the AGM and be available to answer relevant questions.

7. Recognise and Manage Risk

Risk Management and Internal Compliance and Control

The Board determines the Company's risk profile and is responsible for overseeing and approving risk management strategies and policy.

This includes:

- Establishing and monitoring the Company's strategies, goals and objectives;
- Identifying and measuring risks that might impact upon the achievement of those strategies, goals and objectives;
- Formulating risk management strategies to manage the identified risks;
- Monitoring and improving the effectiveness of risks and internal compliance controls.

8. Encourage Enhanced Performance

Performance Evaluation

The Board, through the Chairman, will carry out the evaluation, at least every three years, to:

- Review the role of the Board;
- Assess the performance of the Board with a view to assisting the Board to better perform its duties;
- Review the type and timing of information provided to Directors;
- Review the performance and contribution of each of the non-executive Directors.

The Board may, from time to time, use an independent adviser to assist in the reviews.

Managing Director / Chief Executive Officer

The Board will annually review the performance of the Managing Director having regard to performance measures set out at the commencement of each year. These will include financial measures, achievement of strategic objectives and other key performance indicators, and compliance.

9. Remunerate Fairly and Responsibly

Remuneration Policies

Non-Executive Directors

Fees plus superannuation paid to non-executive Directors will generally be around the market average.

Directors will not otherwise be entitled to retirement benefits.

Directors will not participate in share or option plans except with the approval of the shareholders.

As from the date of ASX Listing, the fee level is \$35,000 per non-executive director per annum and the Chairman \$50,000 per annum, plus superannuation. The total amount that may be payable by the Group by way of Directors' fees is subject to approval by shareholders.

All Directors but Mr Richardson hold options.

Senior Executives

Remuneration packages will generally be set to be competitive to both retain executives and attract executives to the company.

Further information will be set out in the Remuneration Report included in the Directors' Report each year.

10. Recognise the Legitimate interests of Stakeholders

The Company observes the principles recommended by the ASX Corporate Guidance Council.

The Company will address environmental, logistical and operating issues associated with its exploration activities.

The Company intends to observe all of the rehabilitation requirements which may attach to its exploration activities.

The Company acknowledges community and legal standards with respect to anti-discrimination at all levels, particularly with respect of employees and contractors.

The Company acknowledges community and legal standards with respect to occupational safety and health.