



CORPORATE GOVERNANCE POLICIES

RISK MANAGEMENT AND INTERNAL COMPLIANCE AND CONTROL

The Board of Directors of Catalyst metals Limited (Company) determines the Company's risk profile and is responsible for overseeing and approving risk management strategies and policies, internal compliance and internal control.

The Board is responsible for the oversight of the Company's risk management and control framework. Responsibility for control and risk management is delegated to the appropriate level of management within the Company with the Managing Director (when appointed) having ultimate responsibility to the Board for the risk management and control framework.

The Company does not currently have a separate risk management committee as responsibility for risk oversight is retained by the Board. Should the scale or complexity of the Company's operations change in the future, the Board will consider establishing a separate risk committee at that time.

The Company's process of risk management and internal compliance and control includes:

- establishing the Company's objectives, and implementing and monitoring strategies and policies to achieve those objectives;
- continuously identifying and measuring risks that might impact upon the achievement of the Company's objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- formulating risk management strategies to manage identified risks and designing and implementing appropriate risk management policies and internal controls; and
- monitoring the performance of, and continuously improving the effectiveness of, risk management systems and internal compliance and controls, including an ongoing assessment of the effectiveness of risk management and internal compliance and control.

To this end, practices are in place that are directed towards achieving the following objectives:

- effectiveness and efficiency in the use of the Company's resources.
- compliance with applicable laws and regulations.
- preparation of reliable published financial information.

The Board oversees an ongoing assessment of the effectiveness of risk management and internal compliance and control.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required by the Board to report back on the efficiency and effectiveness of risk management systems and controls. The Board must review the risk management framework at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

The risk profile of the Company contains both financial and non-financial factors including material risks arising from mineral exploration activities, environmental management, mineral resource estimations, commodity price and foreign currency movements, operational efficiency, funding requirements, investments in new projects, social risks (including community attitudes and social opposition to the Company's activities) and general environmental risks (including those relating to the transition to a lower carbon economy).

To mitigate these risks, the Company has in place a range of risk management policies and procedures including competent management in all disciplines, utilisation of specialist mining industry consultants, management information system, an active exploration programme, an experienced Board, regular Board meetings, annual financial audits and rigorous appraisal of new investments.

Management is responsible for the ongoing management of risk with standing instructions to appraise the Board of changing circumstances within the Company and within the domestic and international business environment.