

## SELECTION AND (RE) APPOINTMENT OF DIRECTORS

### 1. NEW DIRECTORS

It is the policy of the Board that in determining candidates for the Board, the following process shall occur. Note, that as the Company currently does not have a Nomination Committee or equivalent, this process is carried out by the Board as a whole.

- a) The Board regularly evaluates the mix of skills, experience, expertise and diversity of the existing Board. In particular, the Board is to identify the particular skills and diversity that will best increase the Board's effectiveness and prepare a description of the role and capabilities required for the particular appointment. Consideration is also given to the balance of independent Directors on the Board.
- b) The Board will identify potential candidates by seeking applications from suitably qualified individuals; and or/placing advertisements in appropriate media; and/or engaging external consultants that will present diverse candidates.
- c) A potential candidate is considered with reference to their skills and expertise in relation to other Board members. The Board will also have regard to the other matters identified in this *Selection and Re(Appointment) of Directors* as relevant when identifying and considering candidates for the Board.
- d) The Chairman and one other independent non-executive Director (interview committee) interviews selected candidate, and if relevant, will recommend an appropriate candidate for appointment to the Board. Any appointment made by the Board is subject to ratification by Shareholders at the next general meeting.
- e) Before making a new appointment, the Board should undertake appropriate checks to verify the person's character, experience, education, criminal record and bankruptcy history as a minimum. It should also determine if the person qualifies as an independent Director.
- f) New Directors should enter into a written agreement with the Company setting out the terms of their appointment. The proposed Director must also submit a "Consent to Act". New Directors must undertake a Directors' Induction.

### 2. BOARD RENEWAL

The Board recognises that Board renewal is critical to performance and the impact of Board tenure on succession planning. Re-appointment of Directors is not automatic.



**KINGSROSE**  
MINING LIMITED

### 3. SIZE AND COMPOSITION OF THE BOARD

The Board should be structured in such a way that it has a proper understanding of, and competence to deal with, the current and emerging issues of the business and encourages enhanced performance of the Company.

Reference is made to the Company's size and operations as they evolve from time to time. Regard must also be had to any applicable *Equal Opportunity Employment & Diversity Policy* in identifying appropriate candidates.

### 4. COMMITMENT TO THE BOARD

Non-Executive Directors shall provide to the Board, prior to their appointment or re-election, details of their other commitments and an indication of the time involved in carrying out those commitments.

All Directors should consider the number and nature of their directorships and calls on their time from other commitments.

### 5. INFORMING SHAREHOLDERS

Shareholders shall be informed of the names of candidates submitted for election as Directors. In order to enable Shareholders to make an informed decision regarding the election, the following information shall be supplied to Shareholders:

- a) Biographical details (including competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate);
- b) A statement by the Board as to whether it supports the nomination of the proposed candidate;
- c) Details of relationships between the candidate and the Company; and the candidate and Directors of the Company;
- d) Other directorships held; and particulars of any other positions which may involve significant time commitments;
- e) The term of office currently served by any Directors subject to re-election; and
- f) Any other particulars required by law.

Prepared by:	Company Secretary
Approved by:	Board of Directors
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