

Gascoyne Resources Ltd Group (Group)

Policy and Procedure for Selection and Appointment of New Directors

The Board will be of such size and competence necessary to understand properly and deal with the current and emerging issues of the business of the Company.

The Board has resolved to establish a separate remuneration committee. When considering matters of remuneration, the Board functions in accordance with the Remuneration Committee Charter.

Candidates for the Board are considered and selected by reference to a number of factors which include, but are not limited to, their relevant experience and achievements, compatibility within the Company's scope of activities, and intellectual and physical ability to undertake Board duties and responsibilities.

Directors are initially appointed by the full Board, subject to election by shareholders at the next annual general meeting.

Where necessary, the Board will seek the advice of external advisers in connection with the suitability of applicants for board membership.

The terms and conditions of the appointment of Non-Executive Directors are to be set out in a formal letter of appointment.

Each new Director should undertake an induction program to enable them to gain an understanding of:

- the Company's operations and its financial, strategic, operational and risk management position;
- their rights, duties and responsibilities and those of the Company's management; and
- Board and Committee Meeting arrangements