

M3 MINING LIMITED
ACN 644 548 434
(Company)

Corporate Governance Policies

Procedures for Selection and Appointment of Directors

1. Procedures for Selection and Appointment of Directors

The Board of the Company shall ensure that, collectively, it has the appropriate range and expertise to properly fulfil its responsibilities, including

- (a) accounting and finance;
- (b) business development and risk management;
- (c) industry and public company experience; and
- (d) an appropriate ratio and skills matrix for executive and non-executive directors.

In the circumstances where the Board believes there is a need to appoint another Director, whether due to retirement of a Director or growth or complexity of the Company, certain procedures will be followed, including the following:

- (a) determine the skills and experience appropriate for the appointee having regard to those of the existing directors and any other likely changes to the Board;
- (b) agree the process and timetable for seeking such a person, which may involve an external search firm;
- (c) a short list of candidates will be prepared for the Board's consideration and interview. The selection process will encourage visitation to the Company's operating sites and an understanding of management information systems. Candidates will be assessed on the following basis:
 - (i) competencies and qualifications;
 - (ii) independence;
 - (iii) other directorships;
 - (iv) time availability;
 - (v) contribution to the overall balance of the composition of the Board; and
 - (vi) depth of understanding of the role and legal obligations of a director.
- (d) undertake appropriate checks before appointing a person, or putting forward to securities holders a candidate for election, as a Director; and providing security holders with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a Director.

The Board regularly reviews the composition of the Board to ensure that the Board continues to have the mix of skills and experience necessary for the conduct of the Company's activities.

The Board annually assesses whether the Directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues. Where gaps are identified and are not expected to be addressed in the short term by new appointments, the Board will assess whether there is a need for existing Directors to undertake professional development.

If an invitation to become a Director is accepted, the Board will appoint the new Director, subject to the entering into of a written agreement with that Director. Ideally the agreement should be with the Director personally, but the Director may provide their services through a personal services company (and have their fees paid to that company rather than to the Director

personally) provided the Director has a personal letter of appointment with the Company setting out the Director's duties and responsibilities.

Any new Director appointed will then stand for re-election by shareholders at the next annual general meeting. Shareholders will be provided with relevant information on the candidates for re-election.

When appointed to the Board, a new Director will receive an induction appropriate to their experience.

If a Director is appointed to the Board who does not speak English (**Non-English Speaking Director**), in order to ensure the Non-English Speaking Director understands and can contribute to discussions at board meetings and shareholder meetings and can understand and discharge their obligations in relation to key corporate documents, the Board will:

- (a) ensure that the Non-English Speaking Director is provided with written translations of all key corporate documents (include the Company's constitution, any prospectus or product disclosure statement, corporate reports and continuous disclosure announcements) and relevant Board documentation including proposed resolutions and accompanying documentation; and
- (b) where appropriate, engage the services of an authorised translator to attend board meetings and shareholder meetings with the Non-English Speaking Director.

This policy is reviewed annually.