
DIRECTOR SELECTION POLICY



Gulf Manganese Corporation Limited (the 'Company')

Objective

To ensure that there are defined procedures for the selection and appointment of new directors to the Company.

Procedure

It is recognised by the Board that a formal and transparent procedure for the selection and appointment of new directors to the Board helps promote understanding and confidence in that process.

Board Composition

The Board's Charter requires that the Board comprise a majority of non-executive directors with a broad range of expertise, skills and experience. Particular candidates may also be considered where they hold particular experience in the various activities conducted by the Company.

New Board members will be sought who possess the particular skills, experience and expertise that will best complement Board effectiveness at that time. In its evaluation of candidates for the Board, the Board will have regard to normally accepted nomination criteria, including:

- (a) The ability to exercise sound business judgement;
- (b) The position of leadership or prominence in a specified field;
- (c) Absence of conflicts of interest or other legal impediments to serving on the Board;
- (d) Willingness to devote the required time;
- (e) Availability to attend Board and Committee (if any) meetings;
- (f) Appropriate experience and/or professional qualifications; and
- (g) Integrity or moral reputation

Identification of potential Board candidates

The Board and each of the individual directors are expected to be continually on the lookout for candidates who they consider may be valuable members of the Board. At various times, the Board may also determine that there is a specific requirement for a director with a particular skill set, and at this time external consultants may be engaged to identify potential candidates.

Selection

Once a potential candidate has been identified that candidate would be expected to provide a copy of their resume detailing their skills and experience. The Board, generally as part of a Board meeting, would interview the candidate and also explain details about the Company, its operations, policies and expectations. The Board, as a whole, shall consider the appointment.

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Prior to appointment:-

- (a) Preferred candidates must disclose the nature and extent of their other appointments and activities;
- (b) Preferred candidates must demonstrate that they understand what is expected of them and confirm they are willing to make the necessary commitments and will have available the time required to discharge their responsibilities; and
- (c) The Company should carry out appropriate background checks on the preferred candidate.

Appointment to the Board

Once the Board decides to appoint a new director, that director would be expected to sign the relevant Company documents for appointment of Directors including a Letter of Appointment and the director's 'Consent to Act' form. The Director would also be provided with access to the Company's Corporate Governance Statement and other relevant policies and procedures. Following this announcement would be made to the ASX containing various details concerning the directors' skills and experience and the reason for the appointment to the Board. Appropriate details would also be provided to the ASX concerning the directors' shareholdings in the Company.

Directors appointed by the Board must retire at the next annual general meeting, at which time they may stand for election by shareholders. All Directors (other than the Managing Director) must also retire in accordance with the terms of the Company's constitution.

Responsibility

The Chairman is ultimately responsible for compliance with this procedure, however it would be expected that all directors comply with this procedure.

Review of Director Selection Procedure

This Procedure will be formally reviewed by the Board each year.

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