



## CORPORATE GOVERNANCE POLICIES

### DIRECTOR SELECTION PROCEDURE

#### **Purpose**

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

#### **Procedure**

It is recognised by the Board of Cortona Resources 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.

#### **1. 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 Cortona Resources which represent the best interests of Cortona Resources.

#### **2. Identification of potential Board candidates**

The Board and each of the individual directors are expected to be continually cognisant 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.

The Nomination Committee implements a program to identify, assess and enhance director competencies.

#### **3. Selection**

Once a potential candidate has been identified that candidate would be expected to provide a copy of their Resume detailing their skills, experience, other directorships, particulars of other positions which involve significant time commitments and information sufficient to enable an assessment of the independence of the candidate. The Board, generally as part of a Board meeting, would interview the candidate and also explain the structure of Cortona Resources, its operations, policies and expectations. The Board, as a whole, shall consider the appointment and this is subject to the directors' voting arrangements set out in the Company's Constitution.

#### **4. Appointment to the Board**

Once the Board decides to appoint a new director, that director would be expected to sign the Terms and Conditions for appointment of non-executive directors 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 an announcement would be made to the ASX containing various details concerning the directors' skills and experience and the reason for the appointment of the Board. Appropriate details would also be provided to the ASX concerning the directors' shareholdings in Cortona Resources.

The Nomination Committee puts in place succession plans to ensure an appropriate mix of skills, experience, expertise and diversity are maintained on the Board.



### **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 every three years.

The Company considers that the development of a board skills matrix is not required as it considers the skills, experience and expertise to be of a sufficient nature for the current operations and size of the Company. The Company has not identified any potential gaps in the skills and experience of the Directors on the Board.

