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**Bathurst Resources Limited**  
**CN 4382538**

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**3.6 Independence of Directors  
Policy**

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## **Bathurst Resources Limited (the 'Company')**

### **Independence of Directors Policy**

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An independent director is a non-executive director (i.e. is not a member of management) and:

- 1) is not a substantial shareholder (i.e. 5% of the voting stock) of the Company or an officer of the Company or otherwise associated directly with a substantial shareholder of the Company;
- 2) within the last three years has not been employed in an executive capacity by the Company or another group member, or been a director after ceasing to hold any such employment;
- 3) within the last three years has not been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
- 4) is not a material supplier or customer of the Company or group who accounts for more than 5% of the Company's consolidated gross revenue;
- 5) is not a supplier to the Company or Group member that accounts for more than 5% of the supplier's gross revenue;
- 6) has no material contractual relationship with the Company or another group member other than as a director of the Company;
- 7) has not served on the Board for a period greater than 10 years, or any other period which could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company; and
- 8) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interest of the Company.