

ZELIRA THERAPEUTICS LIMITED

Corporate Governance Policies

Procedures for Selection and Appointment of Directors

Adopted by the Board on 21 July 2020

1. Procedures for Selection and Appointment of Directors

The Board 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 (including the suitability of the Candidate in relation to the skills matrix);
 - (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 security holders a candidate for election, as a Director, including, where practicable, checks as to a person's character, experience, education, criminal history and bankruptcy record; and providing security holders with confirmation that the appropriate checks have been conducted into the Candidate's background and experience and all material information (including those listed under item 1(c) above) in the Company's possession relevant to a decision on whether or not to elect or re-elect a Director; and
- (e) provide security holders with a statement by the Board as to whether it supports the election or re-election of the Candidate and a summary of the reasons why.

The Chairman 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.

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 setting out the terms of their appointment, and that person will then stand for re-election by shareholders as required by the Company's constitution. Shareholders will be provided with relevant information on the candidates for re-election.

In the case of a Non-Executive Director, the written agreement will include:

- (a) the requirement to disclose the directors' interests and any matters which may affect the director's independence;
- (b) the requirement to comply with key corporate policies, including the Company's Code of Conduct and Anti-Bribery and Corruption Policy, along with its Securities Trading Policy;
- (c) the requirement to notify the Company of, or seek the Company's approval before accepting, any new role that could impact on the time commitment expected of the director or give rise to a conflict of interest;
- (d) the Company's policy on when directors may seek independent professional advice at the expense of the Company;
- (e) indemnity and insurance arrangements;
- (f) ongoing rights of access to corporate information; and
- (g) ongoing confidentiality obligations.

When appointed to the Board, a new Director will receive an induction appropriate to their experience, to allow them to gain knowledge about the Company, the industry within which it operates, and the Company's financial, strategic, operational and risk management position.

This policy is reviewed annually.