PROCEDURE FOR THE SELECTION, APPOINTMENT AND ROTATION OF EXTERNAL AUDITOR

Procedure for the Selection, Appointment and Rotation of External Auditor

Rox Resources Limited ACN 107 202 602 (**Company**)

1 Purpose

This policy sets out the governance requirements around the selection, appointment and rotation of External Auditor for the Company.

2 Responsibility

The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises, as per the recommendations of the Audit Committee (or its equivalent). Any appointment made by the Board must be ratified by shareholders at the next annual general meeting of the Company.

3 Selection Criteria

Mandatory criteria

Candidates for the position of external auditor of the Company must be able to demonstrate complete independence from the Company and an ability to maintain independence through the engagement period. Further, the successful candidate must have arrangements in place for the rotation of the audit engagement partner on a regular basis.

Other criteria

Other than the mandatory criteria mentioned above, the Board may select an external auditor based on criteria relevant to the business of the Company such as experience in the industry in which the Company operates, references, cost and any other matters deemed relevant by the Board.

4 Review

The Audit Committee (or its equivalent) will review the performance of the external auditor on an annual basis and make any recommendations to the Board.