

**CRADLE RESOURCES LIMITED (“CRADLE”)
NON-EXECUTIVE DIRECTORS REMUNERATION POLICY**

FEES

Non-executive Directors are paid their fees out of the maximum aggregate amount approved by shareholders for the remuneration of Non-Executive Directors. The sum each Non-Executive Director is paid is determined by the Board from time to time. Additional fees may be paid for participation on Board Committees, however, the total fees paid to Non-Executive Directors, including fees paid for participation on Board Committees, are kept within the total amount approved by shareholders.

PERFORMANCE-BASED BONUS

Non-Executive Directors do not receive performance-based bonuses.

EQUITY-BASED REMUNERATION

Non-Executive Directors do not have the opportunity to participate in equity schemes of Cradle.

OTHER BENEFITS

Non-Executive Directors are entitled to statutory superannuation and have their indemnity insurance paid by Cradle.

EXPENSES

All reasonable out of pocket expenses incurred in connection with the performance of a non-executive's duties on behalf of Cradle will be reimbursed.