

Sirius Minerals Plc

(the Company)

Senior Independent Non-Executive Director: Role Profile

(Approved by the Board of Sirius Minerals Plc on 21 March 2017)

1. GOVERNANCE

The Senior Independent Non-Executive Director (the **Senior Independent Director**) shall:

- (a) provide a sounding board to the chairman of the board of directors of the Company (the **Chairman**) and support the delivery of his/her objectives;
- (b) ensure the views of all the other directors of the Company (the **Directors**) are communicated to, and given due consideration by, the Chairman;
- (c) taking into account the views of the Company's executive directors (the **Executive Directors**), lead a meeting (at least annually) of the non-executive directors of the Company (the **Non-Executive Directors**) to appraise the Chairman's performance (without the Chairman present) and communicate the results of the evaluation to the Chairman;
- (d) meet with the Non-Executive Directors on such occasions, without the Chairman present, as necessary;
- (e) provide feedback to the board of directors of the Company (the **Board**) on the independent Non-Executive Directors' collective views on the management, leadership and effectiveness of the Board;
- (f) if the Board is undergoing a period of stress, the Senior Independent Director will work with the Chairman and the other Directors or shareholders, as required, to resolve significant issues; and
- (g) chair the Nomination Committee when it is considering succession to the role of Chairman of the Board.

2. SHAREHOLDER AND STAKEHOLDER RESPONSIBILITIES

The Senior Independent Director shall:

- (a) attend sufficient meetings with a range of major shareholders to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders; and
- (b) be available to shareholders should they have concerns and should they wish to convey their concerns to the Board, other than through the Chairman or chief executive officer of the Company.

3. PERSONAL STANDARDS AND BEHAVIOURS

The Senior Independent Director shall:

- (a) command the trust and respect of the other Directors and major shareholders so that that they are able to raise any concerns which usual channels have not resolved or for which usual channels may not be appropriate;
- (b) build constructive relations between the Chairman and the Non-Executive Directors;
- (c) exercise good judgement and manage sensitive situations; and
- (d) promote the highest standards of corporate governance and adhere to the spirit of the principles of the Company and its subsidiaries (together the **Group**), including fully evaluating the impact of decisions on customers, shareholders, colleagues, corporate partners and the community.