

24 October 2022

Company Announcements Office
ASX Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Corporate Governance Statement

Attached is the Red Hill Iron Limited 2022 Corporate Governance Statement.

By authority of the board

P.C. Rutledge
Company Secretary

Corporate Governance Statement

For the Financial Year ending 30 June 2022

This Corporate Governance Statement is current as at 20 October 2022 and has been approved by the board of directors (**Board**) of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company has, during the financial year ending 30 June 2022, followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and recommendations – 4th Edition (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that have not been followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practices were adopted in lieu of the Recommendation during that period.

The Board considers that the size and skills of the current board provide a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the size and composition of the Board and the implementation of corporate governance policies and structures will be reviewed.

Under the Company's Board Charter, the duties that would ordinarily be assigned to individual committees, are currently carried out by the full Board.

Corporate Governance Council recommendation	Comply? (Yes/ no)	Explanation
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
1.1 A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	Refer to the Company's board charter at http://www.redhilliron.com.au/CorpGov.htm
1.2 A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	<p>The Board oversees the selection, appointment and induction of new directors. An important part of this process is assessing potential candidates for the Board and includes undertaking appropriate checks before appointing a person as a director of the Company or putting forward to shareholders a new candidate for election as a director. The assessment of potential candidates includes their relevant qualifications, skills and experience, their character, details of other board commitments, potential conflicts of interest and whether they qualify as being independent.</p> <p>The Board provides shareholders with biographical details and other relevant information as to the qualifications, experience and skills of a candidate standing for election or re-election as a director to enable shareholders to make an informed decision as to whether or not to elect or re-elect the candidate.</p>
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes – for all new directors and senior executives	<p>A written agreement, in the form of a letter of appointment, is provided to new directors, setting out the term of their appointment, their remuneration, the time that it is envisaged they will need to commit to perform their duties, the requirement for them to disclose interests and matters that may affect their independence, the requirement for them to comply with key corporate policies including the Company's policy on trading its shares, and the requirement to adhere to ongoing confidentiality obligations. The letter of appointment also sets out indemnity and insurance arrangements, ongoing rights of access to corporate information and the circumstances in which directors may seek independent professional advice at the Company's expense.</p> <p>Written contracts of engagement are entered into with senior executives setting out their position, duties and responsibilities, termination circumstances and entitlements.</p>

Corporate Governance Council recommendation		Comply? (Yes/ no)	Explanation
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	<p>The Company Secretary is accountable to the Board and reports directly to the Chairman. The decision to appoint or remove the Company Secretary is made by the Board.</p> <p>Each director may communicate directly with the Company Secretary and vice versa.</p> <p>The duties and responsibilities of the Company Secretary include coordinating Board meetings and the timely circulation of Board papers, minuting board meetings and resolutions, regularly communicating with Board members on matters relating to Board procedures and compliance with ASX Listing Rules and advising the Board on governance matters.</p>
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes)</p>	No	<p>The Company believes that fair and equal access to employment opportunities should be afforded to all eligible employees, regardless of gender, age, nationality, race, religion or sexuality, and that a diverse workforce will provide the broadest and most effective talent pool. The Company does not have a formalised diversity policy in place.</p> <p>The Board did not establish measurable objectives for achieving gender diversity during the reporting period.</p> <p><i>Director proportions</i></p> <p>25% of the board at 30 June 2021 is female. There were no new director appointments during the year.</p> <p><i>Employee proportions</i></p> <p>50% The Company engaged 2 employees during the year one male and one female</p>

Corporate Governance Council recommendation		Comply? (Yes/ no)	Explanation
1.6	A listed entity should have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors, and disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process in respect of that period.	No	<p>Due to the size and composition of the Board, the Company does not have a formal process for evaluating the performance of the Board or individual directors.</p> <p>Accordingly, no formal performance evaluation for the Board or its members took place during the reporting period.</p> <p>Directors are encouraged to attend director training and professional development courses, as required, at the Company's expense.</p>
1.7	A listed entity should have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process in respect of that period.	Yes	<p>The Executive Chairman's performance is evaluated by the rest of the board.</p> <p>The Company Secretary's performance and remuneration are evaluated on an annual basis.</p> <p>The Board will undertake a formal performance evaluation of senior executives annually as the Company's activities develop.</p>
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should have a nomination committee.</p> <p>If it does not have a nomination committee, it should disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	Yes	<p>Due to the size of the Company and the composition of the Board, a nomination committee has not been established.</p> <p>Until this situation changes, the entire Board will carry out the functions of a nomination committee.</p> <p>The Board considers that it is in the best interests of the Company to determine the criteria for the selection of new directors based on any perceived deficiencies in the skill set of the Board as and when a casual vacancy arises. The Board remains constantly aware of the requirement to balance the Company's need to retain the overall spread of knowledge, experience and skills that the current Board provides with any opportunity or need that may arise to enhance the overall capabilities of the Board either through the replacement of an existing director or the appointment of an additional director.</p> <p>Retirement and rotation of directors is governed by the Corporations Act and the constitution of the Company. Each year, one-third of the directors must retire and offer themselves for re-election. Any casual vacancy filled between general meetings will be subject to a shareholder vote at the next Annual General Meeting of the Company.</p> <p>Reappointment of directors is not automatic. Shareholders are provided with relevant information on each of the candidates for election or, where applicable, re-election.</p>

Corporate Governance Council recommendation		Comply? (Yes/ no)	Explanation														
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Yes	<p>The Company has prepared a Board skills matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve) and regularly reviews this against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.</p> <p>The Board Charter requires the disclosure of each Board member's qualifications and expertise.</p> <p>The principal skills identified as important for the board of the Company are set out below identifying the number of directors (on the four-person board) providing those skills:</p> <table border="1"> <thead> <tr> <th>Skills</th> <th>No of Directors</th> </tr> </thead> <tbody> <tr> <td>Strategic leadership</td> <td>4</td> </tr> <tr> <td>Business acumen / financial</td> <td>4</td> </tr> <tr> <td>Industry experience</td> <td>4</td> </tr> <tr> <td>Communication</td> <td>2</td> </tr> <tr> <td>Governance</td> <td>2</td> </tr> <tr> <td>Legal</td> <td>1</td> </tr> </tbody> </table>	Skills	No of Directors	Strategic leadership	4	Business acumen / financial	4	Industry experience	4	Communication	2	Governance	2	Legal	1
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2.3	A listed entity should disclose the names of the directors considered by the board to be independent directors and the length of service of each director.	Yes	<p>The independent directors are:</p> <p>Mr G Strong Appointed 1 June 2005</p> <p>Mr M Okeby Appointed 12 August 2015</p> <p>Ms N Allen Appointed 1 February 2021</p> <p>Mr J Pitt is not an independent director and has served since the Company's inception in June 2005.</p>														
2.4	A majority of the board of a listed entity should be independent directors.	Yes	<p>Three of the four directors are independent.</p> <p>A determination with respect to independence is made by the Board on an annual basis. In addition, the directors are required on an ongoing basis to disclose relevant personal interests and conflicts of interest which may in turn trigger a review of a director's independent status.</p>														

Corporate Governance Council recommendation		Comply? (Yes/ no)	Explanation
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	The Chairman is an executive director of the Company and is not independent – but he is a different person from the Chief Executive Officer appointed after 30 June 2022. Subsequent to year end a Chief Executive Officer was appointed.
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	The Company Secretary is responsible for ensuring new directors are provided with an induction program to familiarise them with the Company's operations and policies and procedures. Board members are encouraged to take opportunities to develop and maintain their skills and knowledge relevant to their position as a director of the Company – undertaking any such training or professional development courses at the expense of the Company is subject to prior approval by the Chairman.
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	Yes	The Board has adopted a set of values which are the foundation for how the Company aims to achieve business objectives. These values are supported by the Company's Code of Conduct and other policies available on the Company's website.
3.2	A listed entity should have and disclose a code of conduct for its directors, senior executives and employees, and ensure that the board or a committee of the board is informed of any material breaches of that code.	Yes	The Code of Conduct is set out on the Company's website at http://www.redhilliron.com.au/CorpGov.htm There have been no breaches of this code during the year.
3.3	A listed entity should have and disclose a whistleblower policy, and ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	The Whistleblower Policy is set out on the Company's website at http://www.redhilliron.com.au/CorpGov.htm There have been no breaches of this policy during the year.

Corporate Governance Council recommendation		Comply? (Yes/ no)	Explanation
3.4	A listed entity should have and disclose an anti-bribery and corruption policy, and ensure that the board or committee of the board is informed of any material breaches of that policy.	Yes	The Anti-bribery Policy is set out on the Company's website at http://www.redhilliron.com.au/CorpGov.htm There have been no breaches of this policy during the year.
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should have an audit committee. If it does not have an audit committee, it should disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	Yes	The Board does not consider that the Company's affairs are of such a size and complexity as to merit the establishment of a separate audit committee and the Board carries out all audit committee functions. The Board monitors the form and content of the Company's financial statements; it also maintains an overview of the Company's internal financial control and audit system and risk management systems. Additionally, the Board, in line with its overall responsibility to shareholders, annually reviews the performance and independence of the external auditor and the continuation of that appointment. The Board also approves the remuneration and terms of engagement of the external auditor. Any appointment of a new external auditor is submitted for ratification by shareholders at the next annual general meeting of the Company.
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of	Yes	The Board, prior to approving quarterly, half-yearly and annual financial statements, receives from the Executive Chairman and the Company Secretary a declaration in writing that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Corporate Governance Council recommendation		Comply? (Yes/ no)	Explanation
	risk management and internal control which is operating effectively.		
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	All members of the board and the Company Secretary are engaged in reviewing and verifying the integrity of all unaudited periodic reports that the Company releases to the market.
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Company's policy on continuous disclosure and its compliance procedures are designed to ensure it complies with the disclosure requirements of the ASX Listing Rules including timely and balanced disclosure. All announcements to the ASX are promptly loaded onto the Company's website following their release.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	All market announcements are copied to members of the board after they have been released to the market.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	A copy of any investor or analyst presentation is released on the ASX Market Announcement Platform ahead of presentation.

Corporate Governance Council recommendation	Comply? (Yes/ no)	Explanation
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes The Company's website is intended as a source of general information about the Company and its operations, as well as a source of information specifically for shareholders. It includes information about the Company's capital structure and its substantial and larger shareholders and sets out the Company's Corporate Governance Statement. Copies of the annual, half yearly and quarterly reports and financial statements for at least the past five years can also be accessed. The website is updated promptly with the Company's latest ASX announcements – these include notices of meetings and any investor updates and company presentations. There is also a link to the Company's current share price on the ASX. Company contact details are provided on the website and visitors to the site may send any queries they may have direct to the Company.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes The Company has a simple investor relations program whereby it responds promptly to shareholder and investor communications that it receives and utilises the annual general meeting and its website to facilitate communications between the Company and its shareholders and investors.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes The Company actively engages with shareholders at the annual general meeting, encouraging them to participate in discussion of the Company's business and affairs. It also uses the opportunity to update shareholders on the Company's operations and is proactive in encouraging attendees to participate in ensuing discussion. Any enquiries received from shareholders to be addressed at the annual general meeting are dealt with at the meeting and at all other times are responded to promptly.
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes All substantive resolutions at meetings with security holders are decided by a poll rather than by a show of hands.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes Shareholders are given the option to receive information such as the Annual Report in printed or electronic form. The Company maintains a website at www.redhilliron.com.au . Shareholders can find all recent information on the Company under various headings on the Company's website, including latest ASX releases, details of its projects and its Corporate Profile. Shareholders may also request a printed copy of the Company's recent ASX releases. The Company has initiated a direct on-line voting mechanism for its shareholders at general meetings.

Corporate Governance Council recommendation	Comply? (Yes/ no)	Explanation
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK		
7.1	<p>The board of a listed entity should have a committee to oversee risk.</p> <p>If it does not have a risk committee, it should disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>Yes</p> <p>The Board has not during the past year considered that the Company's affairs are of such a size and complexity as to merit the establishment of a separate committee to oversee risk and the Board as a whole oversees and manages risk.</p> <p>The processes the Board employs for overseeing the entity's risk management framework include:</p> <p>(a) the establishment of a register of business risks, being principally the risks involved in the Company's main business enterprises, namely iron ore exploration and exploration for, and potential development of, gold and base-metals;</p> <p>(b) regularly reviewing the risks relative to any change in the Company's situation and external factors.</p> <p>Internal controls are in place to mitigate against any material business risks. Risks of a strategic, financial and operational nature (such as ability to raise capital to fund exploration, commodity price and currency fluctuations, adequate levels of insurance, contract documentation, resourcing, and meeting financial reporting and compliance obligations) are reviewed on a regular basis by the Board. Potential operational risks involved in running the Company have been managed by the Board. Following the appointment of a Chief Executive Officer he will take over the day-to-day management of operational risks and report to the Board on a regular basis.</p> <p>The Executive Chairman and the Company Secretary report to the Board on the effective management of financial and internal control risk quarterly.</p>
7.2	<p>The board or a committee of the board should review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Yes</p> <p>The Board reviews its risk management framework regularly and at least annually.</p> <p>There have been no significant changes during the past year.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is</p>	<p>Yes</p> <p>The Board considers that the Company's affairs are not of sufficient size or complexity to warrant an internal audit function.</p> <p>The Board itself reviews and evaluates the effectiveness of its risk management and internal control processes.</p>

Corporate Governance Council recommendation		Comply? (Yes/ no)	Explanation
	<p>structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>		
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	The Board is currently satisfied that the manner in which the Company conducts its business should not give rise to any material exposure to economic, environmental and social sustainability risks.
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should have a remuneration committee.</p> <p>If it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	Yes	<p>The Board does not have a separate remuneration committee due to the small size of the Company. The full Board carries out the functions of a remuneration committee.</p> <p>The Board on an annual basis reviews remuneration and incentive policies, as well as superannuation arrangements. The Board adheres to the principles used to determine the nature and amount of remuneration outlined in the audited Remuneration Report set out in the Directors' Report. The Board reviews these principles at least annually and, where necessary, will consult with external consultants and specialists.</p> <p>Executive directors do not participate in deciding their own remuneration.</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior	Yes	<p>The Company's policies on remuneration and the remuneration of Directors and other Key Management Personnel are contained in the Remuneration Report section of the Directors' Report in the Annual Report.</p> <p>The Remuneration Report separately discloses the remuneration policies and practices for the non-executive directors, the executive director and the Chief Executive Officer.</p>

Corporate Governance Council recommendation		Comply? (Yes/ no)	Explanation
	executives.		
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	Recipients of equity-based remuneration such as incentive options are not permitted to enter into transactions which would limit the economic risk of participating in such schemes.