

CORPORATE GOVERNANCE

ANTI-BRIBERY AND CORRUPTION POLICY

Red Hill Minerals Limited (the Company) is committed to conducting all of its business activities in line with and in support of its core values of integrity, relationship building, value creation and sustainability, and operating fairly, ethically and in compliance with all applicable laws, rules and regulations. The Company has a zero-tolerance approach to bribery and corruption.

In support of this commitment, the Company has adopted this Anti-bribery and Corruption Policy (**Policy**) to ensure that it has effective procedures in place to prevent corruption and bribery.

Scope

All directors, officers and employees of the Company (Personnel), including contractors, consultants and other business partners are required to comply with this Policy.

This Policy applies globally and extends to all the Company's business dealings and transactions. It sets out the responsibilities of the Company and its management and Personnel in upholding the Company's commitment to preventing any form of bribery or corruption, and provides guidance on recognising and managing potential bribery or corruption issues.

Definition of Bribery and Corruption

- To offer, promise, give or accept a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of one's role or function, in order to provide the Company with business or a business advantage that is not legitimately due (bribery);
- To abuse entrusted power for private gain (corruption);
- To make small payments or other inducement to persons in order to secure or expedite the performance of a Government Official's routine governmental duties or actions (facilitation payments);
- To offer or give a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal to induce or influence the conduct of the principal's business (secret commissions);
- To conceal the existence of an illegal source of income and then disguise that income to make it appear legitimate (money-laundering).

Prohibited Conduct

The following rules are to be strictly complied with by all Company Personnel.

Personnel must:

- understand and comply with this Policy and attend all relevant training;
- never offer, solicit or accept bribes;
- never engage in, encourage or permit corrupt practices of any kind;
- never make or accept facilitation payments, even if they are considered customary;
- never offer, request or accept secret commissions or kickbacks;

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- never engage in, or assist with, money laundering;
- never make political contributions to Government Officials on behalf of the Company, and charitable donations only to the extent that the Company has previously approved and are within set financial limits. The Policy does not seek to curtail an individual's freedom to make political contributions in their personal capacity;
- in all interactions with Government Officials, comply with this Policy and the Company and Personnel must not take any actions, direct or indirect, that create even the appearance of impropriety. This prohibition includes a prohibition on Personnel using personal funds to undertake any interaction or transaction that is prohibited under this Policy.

Gifts, Hospitality and Entertainment

Personnel may not offer, give or accept gifts, hospitality or entertainment that could improperly influence, or appear to influence, business decisions. Modest and reasonable hospitality or customary business courtesies may be acceptable if they are infrequent, proportionate, transparent and not intended to secure an improper advantage.

Cash or cash-equivalent gifts are never permitted.

Any gifts or hospitality that fall outside these guidelines should be declined or referred to management for approval.

Third Party Relationships

The Company may be held responsible for the actions of third parties acting on its behalf. All vendors, contractors, consultants and joint venture partners are therefore expected to conduct business in an ethical manner and in compliance with this Policy.

Due diligence should be undertaken before engaging third parties and any concerns regarding their conduct must be reported promptly.

Record-keeping and Transparency

Personnel must ensure the maintenance of accurate records of all business transactions in accordance with the Company's accounting and finance policies. All items of value given or received must be disclosed and recorded. Personnel must remain vigilant and report any breaches of or suspicious behaviour relating to this Policy.

Responsibility

The Board of directors is responsible for overall administration of this Policy, and will monitor the implementation thereof and ongoing annual review.

All Company Personnel and business partners are expected to read, understand and adhere to this Policy and all related procedures, and to comply with reporting requirements. To this end, regular and appropriate training on how to comply with this Policy will be provided to all Personnel.

The Company undertakes to take all reported concerns seriously and where appropriate will investigate reports of bribery and corruption in any way connected to the Company or a related entity.

All Company Personnel have a responsibility to, and are encouraged to, prevent and help detect, bribery and corruption. Company Personnel are encouraged to raise any concerns through established reporting channels about any behaviour that violates this Policy.

Consequences of breach

Bribery and the related improper conduct addressed by this Policy are very serious offences that will be taken seriously, reviewed and thoroughly investigated by the Company. Depending on the circumstances, incidents may be referred to regulatory and law enforcement agencies and may result in disciplinary action, including termination of employment or contracts and other potential legal consequences (fines and/or imprisonment).

A breach of this Policy may also expose Personnel and the Company to criminal and/or civil penalties, substantial fines, loss of business and reputational damage.

Protection

The Company prohibits retaliation against anyone reporting such suspicions. Personnel who raise a concern, report wrongdoing, or refuse pressure to accept or offer a bribe, should not fear repercussions. The Company encourages openness and will support any Personnel who raises genuine concerns in good faith under this Policy. If you are not comfortable, for any reason, with speaking directly to the Board, the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making the report.