

CORPORATE GOVERNANCE

BOARD CHARTER

Roles and responsibilities of the Board and management, and those roles reserved for the Board and those delegated to management

The key objective of the Board of **Red Hill Minerals Limited (Red Hill or the Company)** is the increase of shareholder value by focusing the Company's activities on pursuing opportunities in the mineral resource industry which are judged to have the potential for success without exposing the Company to undue risk.

The Board is accountable to shareholders for the performance of the Company, and its responsibilities include:

- (a) approval of corporate strategy, including approval of budgets and monitoring performance against budget;
- (b) determining the capital structure and dividend policy of the Company;
- (c) appointing and determining the duration, remuneration and other terms of appointment of senior executive personnel and evaluating their performance;
- (d) overseeing the integrity of the Company's accounting and corporate reporting systems ensuring sound financial management and the external audit;
- (e) approving the risk management strategy and frameworks and monitoring their effectiveness;
- (f) determining, upholding and monitoring high standards of corporate governance systems and practices and ensuring compliance with relevant laws;
- (g) approval of investments, corporate acquisitions and joint ventures; and
- (h) appointment of the external auditors and principal advisors to the Company.

Due to the concentration of corporate aim and the size of the Board all governance matters are considered by the full Board. There are no Board committees.

The Board collectively, and each director individually, has the right to seek independent professional advice from a suitably qualified adviser at the Company's expense to assist with the discharge of their duties. Whilst the Chairman's prior approval is required, it will not be unreasonably withheld.

Role of the Chairman

The role of the Executive Chairman is to lead the Board, facilitate effective contribution by all the directors and promote constructive and respectful interaction by the directors. He sets the agenda for Board meetings in consultation with the directors and assisted by the Company Secretary, and then ensures that all items are afforded adequate consideration during director meetings.

The Chairman is charged by the Board with the responsibility for making verbal statements on behalf of the Company.

Role of Management

The Chief Executive Officer is responsible for the day to day running of the Company and the implementation of the strategic objectives and policies approved by the Board. This includes developing budgets and executing them, appointing and managing staff below senior management level, ensuring compliance with laws and regulations, keeping the Board informed of material operational, financial and compliance matters. The CEO reports to the Board.

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