

## CORPORATE GOVERNANCE CODE OF CONDUCT

### Objective of Code of Conduct

**Red Hill Minerals Limited (the Company)** is committed to building and maintaining a reputation for its integrity, honesty and fair dealing. This reputation depends on the directors, other officers, employees, consultants and other agents of the Company (collectively Personnel) acting, and being seen to act, in a way which is consistent with best practice for corporate governance in the jurisdictions in which the Company operates. The responsibility of the Company to its employees, shareholders and other stakeholders is taken very seriously within the Company.

### Obligation to Comply with Code

This Code of Conduct (Code) mandates the conduct expected of all Personnel. Ethics and behaviour are individual responsibilities and high standards of ethics and behaviour are expected of all Personnel, regardless of their position in, or relationship with the Company. Personnel are required to adhere to the Code both in the letter of the law and the spirit of all laws and regulations which govern the Company. Adherence to the Code is a term of their employment or engagement by the Company. Violation of the Code by any Personnel, or unethical behaviour which may affect the reputation of the Company may be subject to disciplinary action including termination of their employment or engagement.

### General Principles

- Personnel must act honestly, in good faith and in the best interests of the Company as a whole.
- Personnel have a duty to use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employment or engagement.
- Personnel must recognise that their primary responsibility is to the Company's shareholders as a whole.
- Personnel must not take advantage of their position for personal gain, or the gain of their associates.
- Directors have an obligation to be independent in their judgements.
- Confidential information received by Personnel in the course of the exercise of their duties remains the property of the Company. Confidential information can only be released or used with specific permission from the Company.
- Personnel have an obligation, to comply with the spirit as well as the letter, of the law and with the principles of this code.

Managers of the Company are accountable for the actions of the Personnel who report to them. Each manager is responsible for informing his or her Personnel about the policies contained in this Code. Managers also are responsible for maintaining a work environment where frank and open discussion is encouraged and expected, without fear of retribution.

The Company views breaches of this code as serious misconduct. Personnel who have become aware of any breaches of this code are required to report the matter immediately to their manager or the Company Secretary. The manager or Company Secretary have the responsibility to report the breach to the appropriate senior management and to advise the relevant Personnel of the outcome and actions implemented.

Any Personnel who, in good faith, report a breach or a suspected breach will not be subject to any retaliation or recrimination by or on behalf of the Company for making that report. The Company will ensure that any allegations of Code violation will be treated thoroughly, objectively and in the strictest possible confidence.

Personnel who breach the policies outlined in the Code may be subject to disciplinary action, including, in the case of serious breaches, dismissal.

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## **Use of Confidential or Inside Information**

Securities laws that are applicable to the Company prohibit any person who has material non-public information (important news that has not been disclosed publicly in a press release or otherwise) concerning a Company, the securities of which are traded on the public markets, from purchasing or selling securities of that Company, or from communicating non-public information to any other person under circumstances in which it is reasonably foreseeable that such a person is likely to purchase or sell such securities based on such disclosure.

Personnel may acquire confidential information concerning the Company or any other party with whom the Company is or may be dealing during his/her normal job activities or from other Personnel. Personnel must treat this as privileged information and not repeat it to anyone outside the Company who has not been authorized to receive it. For example, Personnel may not reveal confidential information or data relating to exploration or mining activities or properties, proposed acquisitions, mergers or other material business transactions, financial data, including revenues and earnings, information regarding major management changes or other important and confidential data or information regarding the Company unless authorized to do so by the Company.

Such confidential or inside information is to be used solely for the Company's purposes and not as the basis for personal gain by Personnel or their family or friends. Personnel (including their family) may not, therefore, while in possession of such confidential data or information, engage (directly or indirectly through accounts which they control or in which they have an interest) in transactions with respect to the Company's securities or interests in other companies or organisations, the value of which is likely to be affected by any dealings between such organisation and the Company. Such restrictions shall apply until such data or information has been released to the public and sufficient time has passed to allow investor reaction. Any breach could subject that member of the Personnel to civil and/or criminal liability under securities laws that apply to the Company.

## **Maintaining Confidentiality**

The maintenance of confidentiality is essential, from both a legal and a practical viewpoint. It impacts on the Company's ability to comply with the ASX Listing Rules and other laws and regulations in the conduct of its business. Accordingly, all material non-public information will be disseminated within the Company on a need to know basis only.

Information is generally considered material if it would be relevant to an investor making a decision on buying or selling the Company's securities.

All Personnel must make an effort to maintain the confidentiality of the Company's information. These efforts should include secure handling and storage of confidential documents and avoiding casual conversations regarding confidential matters. Personnel shall not make use of confidential information for personal gain or in a manner which would be detrimental to the Company.

The Executive Chairman is the Company's designated executive spokesperson. No other Personnel are authorised to represent the Company to the media or securities analysts unless expressly authorised to make such disclosure by the Executive Chairman.

## **Integrity of Record Keeping and Accounts**

The Company will maintain all books and records with integrity to reflect an accurate account of all transactions. The integrity of the Company's records is essential for maintaining stakeholder confidence and the reputation of the Company.

It is the Company's policy that all books and records be kept so that they fully and fairly reflect all receipts and expenditures by the Company. In furtherance of this policy, the following shall apply:

- no numbered or secret account or undisclosed or unrecorded funds or asset of the Company shall be maintained or established for any purpose;
- no false or artificial entries shall be made in the books and records of the Company for any reason and no Personnel shall engage in any arrangement that results in such prohibited act; and
- no transaction shall be effected, and no payment shall be approved or made on behalf of the Company with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents supporting the payment.

## **Conflicts of Interest**

Directors, Senior Management and all other Personnel must ensure that their personal business, investments and other activities (including those of family members and other close associates) do not place them in a position where their own interests may influence judgments or actions they take on the Company's behalf.

Where such conflicts of interest occur, the Personnel involved should declare them promptly to Senior Management. In the case of Directors, such conflict should be reported to the Executive Chairman and/or Company Secretary.

## **Use of Company Assets**

The assets of the Company must be acquired, maintained and used in an efficient manner and for legitimate business purposes of the Company. This includes being careful not to breach software copyright laws. The Company's electronic communications systems are the Company's property and are to be used primarily for business purposes. Incidental appropriate personal use is permitted provided it does not interfere with normal business activity. Inappropriate use is strictly prohibited. It should not be expected that any e-mail or internet communications are private.

## **Permissible and Prohibited Payments**

Subject to applicable conditions set forth in this Policy, the payment of commissions, fees, entertainment and other customary benefits or courtesies in the ordinary course of business are permissible.

The use of the Company's funds or assets, directly or indirectly, for any bribe, kickback, payoff, or similar purpose is strictly prohibited.

No Personnel shall make or offer, directly or indirectly, any payment or its equivalent for the purpose of obtaining a benefit that is not legally due to the Company, to:

- any government official, agent, or employee anywhere in the world in consideration for such official's, agent's or employee's assistance or influence in connection with the Company's business; or
- any other official, employee or agent of any government or of any entity with which the Company has actual or potential business relations anywhere in the world, the purpose of which is to obtain favored treatment with respect to any aspect of the Company's business.

## **Reporting Violations of the Code of Conduct or Other Unethical Conduct**

Personnel are required to report any possible violation of the Code to an appropriate manager, the Company Secretary or the Executive Chairman. The policy underlying the procedures contained in this Code is designed to ensure that Personnel are not disadvantaged in any way for reporting violations of the Code or other unethical conduct and that such matters are dealt with in a timely manner.