

14 October 2016

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

Corporate Governance Statement

Attached is the Red Hill Iron Limited 2016 Corporate Governance Statement.

P.C.Ruttledge
Company Secretary

CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2016

The board of directors (the "Board") of Red Hill Iron Limited ("Red Hill Iron" or the "Company") is responsible for monitoring the business affairs of the Company and protecting the rights and interests of all shareholders. High standards of corporate governance are essential to give effect to its responsibilities. The Company's corporate governance arrangements are set and reviewed by the Board having regard to any changing circumstances of the Company, statutory and regulatory requirements and the best interests of all shareholders. They are designed to comply as far as possible with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 3rd Edition (the 'Principles'). This statement outlines the Company's approach to corporate governance for the financial year ended 30 June 2016. Any documents referenced in this statement as being available on the Company's website can be found at www.redhilliron.com.au.

1 LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

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

The Board's key objective is the increase of shareholder value by successful exploration for and/or production of minerals. The Board focuses the Company's activities on pursuing exploration opportunities in the mineral resource business which are judged to have the potential for success without exposing the Company to undue risk. Red Hill Iron's predominant interest has continued to be iron ore resources, namely the potential development of the Red Hill Iron Ore Joint Venture (RHIOJV) and the evaluation and possible development of its 100% owned Pannawonica Project. In addition, the Company is carrying out further exploration and evaluation of its wholly owned gold and base-metal interests situated on the RHIOJV tenements.

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

- (a) approval of corporate strategy including annual approval of budgets and monitoring performance against the budget;
- (b) determining the capital structure of the Company;
- (c) appointing and determining the duration, remuneration and other terms of appointment of senior executive personnel;
- (d) evaluating the performance of senior personnel;
- (e) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- (f) approving the risk management strategy and frameworks and monitoring their effectiveness;
- (g) determining and monitoring the Company's corporate governance systems and practices;
- (h) approval of investments, corporate acquisitions, new joint ventures; and
- (i) recommendation to shareholders of the appointment of the external auditors.

Due to the concentration of corporate aim and the small size of the Board all governance issues are considered by the full Board.

Senior executives

Executive Chairman: the Chairman is the chief executive officer of the Company.

Executive Director: Mr GR Strong acted in an executive capacity up to 31 March 2016 continuing to oversee matters relating to the Company's Pannawonica CID Project as well as undertaking further exploration and evaluation of the Company's wholly owned gold and base metal interests situated on the RHIOJV tenements. Following completion of these activities, as from 1 April 2016 Mr Strong ceased to act in an executive role. During his executive tenure Mr Strong was delegated by the Board to implement its policy, planning and strategy in respect of these projects and to report regularly on implementation to the Board.

Project Manager: The role of the Project Manager during the year under review has been to manage the Company's interest in the Red Hill Iron Ore Joint Venture project pursuant to authority delegated by the Board and implement Board and corporate policy and planning in regard to this project. The Project Manager reports to the Board regularly and is under an obligation to make sure that all reports which he presents give a true and fair view of the Company's interests in the RHIOJV project.

1.2 Appropriate checks to be carried out on prospective directors

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.

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 the shareholders to make an informed decision as to whether or not to elect or re-elect the candidate.

1.3 Written agreements with directors and senior executives

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.

Written contracts of engagement are entered into with senior executives setting out their position, duties and responsibilities, termination circumstances and entitlements.

1.4 Company Secretary accountable to the Board

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.

Each director may communicate directly with the Company Secretary and vice versa.

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.

1.5 Board diversity

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. All appointments are nevertheless made on the basis of merit.

Due to the fact that the Company has no permanent employees, the Company does not have a formalised diversity policy in place, but the Board is cognisant of the benefits of diversity and will embrace the adoption of such a policy as and when the Company's growth allows.

Measurable objectives for achieving gender diversity

The Company will establish measurable objectives for achieving gender diversity as and when its workforce reaches a size that justifies such a policy.

Employee proportions

As at 30 June 2016 the Company had no full time employees. There were no new personnel appointments during the year to either the executive or the Board of four directors, all of whom are of the male gender.

1.6 Evaluation of Board performance

Due to the size and composition of the Board, the Company does not have a formal process for the performance evaluation of the Board or individual directors.

Accordingly, no formal performance evaluation for the Board or its members took place during the reporting period.

Directors are encouraged to attend director training and professional development courses, as required, at the Company's expense. New directors have access to all employees to gain full background on the Company's operations.

All directors have access to company records and information and receive regular financial and operational reports from management. The Chairman and the other directors regularly consult with the Project Manager and the Company Secretary and may consult with and request additional information from any company personnel.

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

1.7 Evaluation of the performance of senior executives

The Board is responsible for setting the Project Manager's performance objectives and for evaluating his performance against these objectives. The full Board carries out an annual review of the adequacy of the Project Manager's remuneration and participation in share incentive arrangements.

During the Executive Director's tenure as an executive his performance was reviewed regularly by the other members of the Board.

The Executive Chairman's performance is evaluated by the rest of the board. The Executive Chairman has elected, with the Board's consent, to receive no additional remuneration to that of the non-executive board members.

The Company Secretary's performance and remuneration are evaluated on an annual basis.

2 STRUCTURE THE BOARD TO ADD VALUE

2.1 Nomination committee

Due to the size of the Company and the composition of the Board, a nomination committee has not been established. 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 nomination committee. Until this situation changes, the Board will carry out the functions of a nomination committee.

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 "gaps" 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.

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.

Re-appointment of directors is not automatic. Shareholders are provided with relevant information on each of the candidates for election or, where applicable, re-election.

2.2 Board skills matrix

The principal skills identified as important for the board of the Company are set out below identifying the number of directors (on the four-man board) providing those skills:

Skills	No of Directors
Strategic leadership	4
Business acumen / financial	4
Industry experience	4
Communication	2
Governance	3
Legal	2

Given the small size of the Company and of the board, the skill cover of the existing board is considered to be comprehensive.

Each director has the right to access all relevant company information and to communicate with any of the Company's personnel. Directors may also, subject to prior consultation with the Chairman, seek independent professional advice from a suitably qualified adviser at the Company's expense.

2.3 Independent directors

During most of the year ended 30 June 2016, the Board consisted of four directors, of whom one is considered independent in terms of the Factors relevant to assessing the independence of a director set out in Recommendation 2.3 of the Principles (Factors). Two of the directors, Mr N Tomkinson and Mr JN Pitt, are not independent within the strict meaning of the Factors because they are associated with a substantial shareholder in the Company, as defined in the Corporations Act, and the Chairman is an executive of the Company. Mr G Strong ceased to be an executive director from 1 April 2016, but he may not be classified as independent, in terms of the Factors, for 3 years from that date. Mr Okeby, appointed in August 2015, is an independent director

Given that approximately 60% of the Company's share capital is held by four non associated substantial shareholders and, having noted that no member of the Board has any association with the three substantial shareholders who are not represented at Board level, the directors believe that there exists a strong incentive for all Board members to carry out their directorial duties in an independent manner. The Board considers that this, combined with the fact that there is sufficient independence of view and variety of intellectual input between the directors, achieves the objectives of the Factors and consequently views the non-executive director, Mr Joshua Pitt, as effectively independent.

Mr Joshua Pitt has served as a director since the inception of the Company on 1 June 2005.

Mr Mark Okeby has served as a director since his appointment on 12 August 2015.

2.4 Majority of the board should be independent directors

As set out under Recommendation 2.3, the majority of the Board has not been made up of independent directors during the year.

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.

2.5 Chairman's independence and the roles of chairman and chief executive officer

The Chairman is the chief executive officer of the Company, which means that he cannot be considered to be independent. Consequently the Company does not comply with this Principle. Nevertheless the Board considers that the Board and shareholder structure of the Company ensure that the Chairman effectively acts as an independent director.

The small size of the Company, the limited number of executive personnel and the relative simplicity of operations, with the majority of exploration work currently being carried out in a joint venture managed by the other joint venture party, are all factors supporting the size of the Board being kept small despite the desired requirements of this Principle.

Role of the Chairman

The Chairman is responsible for the day to day running of the Company, effective conduct of meetings of directors and general meetings of shareholders. He is also responsible for setting the agenda for Board meetings with the Company Secretary. Any director of the Board may request an item of business to be included on the agenda.

The Chairman is the person authorised by the Board to make verbal statements on the Company's behalf.

2.6 Program for inducting new directors and provision of professional development opportunities

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.

3. ACT ETHICALLY AND RESPONSIBLY

3.1 Code of conduct

The Company has a code of conduct which is committed to achieving the following objectives:

- (a) ensuring that all of its business affairs are conducted legally, ethically and with integrity;
- (b) ensuring that the Company itself and its joint venturers who act as operators of projects in which the Company has an interest adopt high standards of occupational health and safety, environmental management and ethics;
- (c) managing its legal obligations and the reasonable expectations of stakeholders effectively through the development and implementation of a risk management framework which incorporates these key areas; and
- (d) fostering and maintaining a culture of ownership, care, professional excellence, confidentiality, integrity and freedom from any conflict or perceived conflict of interest in each of the Company's employees and consultants.

Director conflict of interest

All directors are required to disclose any actual or potential conflict of interest upon appointment and are required to keep up to date these disclosures to the Board.

Trading in company securities

The Company's securities trading policy has been disclosed in accordance with the provisions of the ASX Listing Rules and is published on the Company's website.

4. SAFEGUARD INTEGRITY IN CORPORATE REPORTING

4.1 Audit committee

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. Until this situation changes, the Board will carry 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 CEO/CFO declaration required prior to approving financial statements for a financial period

The Board, prior to approving quarterly, half-yearly and annual financial statements, receives from the Executive Chairman and the Company Secretary/Chief Financial Officer 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.

4.3 External auditor attends the annual general meeting

The Company ensures that a representative of the external auditor attends the annual general meeting and is available to take questions from attendees concerning the conduct of the audit, the preparation and content of the audit report, the independence of the auditor and the accounting policies adopted by the Company.

5. MAKE TIMELY AND BALANCED DISCLOSURE

5.1 Policy for complying with continuous disclosure obligations under the ASX Listing Rules

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.

6. RESPECT THE RIGHTS OF SECURITY HOLDERS

6.1 Information about the Company and its governance provided to investors via the Company website

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 as well as a link to the Company's current share price on the ASX. Company contact details are provided, including a facility for visitors to the site to send any queries they may have direct to the Company.

6.2 Design and implement an investor relations program to facilitate two-way communication with investors

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 Policies and processes to facilitate and encourage participation at meetings of security holders

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 Provide security holders with the option to receive communications from and send communications to the Company electronically

Shareholders are given the option to receive information such as the Annual Report in print 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 print copy of the Company's recent ASX releases. The Company has not as yet initiated a direct on-line voting mechanism for its shareholders at general meetings as the cost of such a mechanism is considered out of proportion to the number of shareholders choosing to participate.

7. RECOGNISE AND MANAGE RISK

7.1 Committee to oversee risk

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 committee to oversee risk and relies on the Board as a whole to oversee and manage risk.

The processes the Board employs for overseeing the entity's risk management framework include:

- (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;
- (b) regularly reviewing the risks relative to any change in the Company's situation and external factors.

To the extent possible in a Company with a very small staff, 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 are managed by the Board. The Executive Chairman and the Company Secretary report to the Board on the effective management of risk at least quarterly.

7.2 Review of risk management framework at least annually

The Board reviews its risk management framework regularly and at least annually. There have been no significant changes during the past year.

7.3 Internal audit function

The Board considers that the Company's affairs are not of sufficient size or complexity to warrant an internal audit function.

The Board itself reviews and evaluates the effectiveness of its risk management and processes of internal control.

7.4 Material exposure to economic, environmental and social sustainability risks

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.

8. REMUNERATE FAIRLY AND RESPONSIBLY

8.1 Remuneration committee

The Board does not have a separate remuneration committee due to the small size of the Company and the limited number of employees. The full Board carries out the functions of a remuneration committee.

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. Executive directors do not participate in deciding their own remuneration.

8.2 Separate disclosure of remuneration policies and practices for non-executive directors and executive directors and senior executives

Remuneration for non-executive directors is fixed and directors do not participate in any incentive plans. Directors do not receive any retirement benefits, except that, as part of their fixed remuneration, they are paid superannuation.

Mr GR Strong, during his tenure as an executive, received a set salary in addition to his director fees to compensate him for his executive role. From 1 April 2016, his remuneration reverted to the regular fee for non-executive directors.

The Executive Chairman has elected, with the Board's consent, to receive no additional remuneration to that of the non-executive Board members. For information about director remuneration practice, reference can be made to the audited Remuneration Report set out in the Directors' Report.

Remuneration of other Company personnel is by way of salary or fees, on a set or hourly basis, and, at the Directors' discretion, may include the grant of options to acquire shares in the company in accordance with the Company's Employee Share Option Plan.

8.3 Equity based remuneration scheme

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.