

RED DIRT METALS LIMITED

ACN 107 244 039 260

CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2021

This Corporate Governance Statement is current as at 29 September 2021 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company has, as at 30 June 2021 followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (**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 Company's Corporate Governance Plan is available on the Company's website at:

<https://reddirtmetals.com.au/corporate-governance/#>

CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS		COMPLY (Yes/No)	EXPLANATION
1. Lay solid foundations for management and oversight			
1.1	Companies should have and disclose a board charter: (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	<p>The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the board of directors (Board), the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.</p> <p>The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy.</p> <p>A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website.</p>
1.2	Companies should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate 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 Company has guidelines for the appointment and selection of the Board in its Corporate Governance Plan. The Company's Remuneration and Nomination Committee Charter (in the Company's Corporate Governance Plan) requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director.</p> <p>Under the Remuneration and Nomination Committee Charter, all material information relevant to a decision on</p>

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		<p>whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director. Information in respect to each Directors experience, independence and qualifications are outlined in the Annual Report. Directors will be put forward for re-election at the Company's Annual General.</p>									
<p>1.3 Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Yes</p>	<p>Detailed in the Nomination Committee Charter. The Company requires each director and senior executive to execute a written agreement setting out the terms of their appointment.</p> <p>The Company has written agreements with each of its Directors and executive service agreements with key management personnel.</p>									
<p>1.4 The company secretary should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>Yes</p>	<p>The Board Charter outlines the roles, responsibility and accountability of the Company Secretary.</p> <p>The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>									
<p>1.5 Companies should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation</p>	<p>Yes</p>	<p>The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy allows the Board to set measurable gender diversity objectives if considered appropriate, and to assess annually both the objectives if any have been set and the Company's progress in achieving them. The measurable objectives for the financial year ended 30 June 2021 have not been set.</p> <p>The Diversity Policy is available, as part of the Corporate Governance Plan, on the Company's website.</p> <p>The respective proportions of men and women on the Board, key management personnel and across the whole organisation is outlined below:</p> <table border="1" data-bbox="890 1753 1516 1977"> <thead> <tr> <th></th> <th>Male</th> <th>Female</th> </tr> </thead> <tbody> <tr> <td>Directors</td> <td>100%</td> <td>-</td> </tr> <tr> <td>Senior executives</td> <td>100%</td> <td>-</td> </tr> </tbody> </table>		Male	Female	Directors	100%	-	Senior executives	100%	-
	Male	Female									
Directors	100%	-									
Senior executives	100%	-									

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	(including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.		<table border="1"> <tr> <td>Other employees</td> <td>50%</td> <td>50%</td> </tr> </table>	Other employees	50%	50%
Other employees	50%	50%				
1.6	<p>Companies should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Board in the absence of a Remuneration Committee is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company's Board Charter, Remuneration Committee Charter as well as the Company's adopted Performance Evaluation Policy which is available on the Company's website.</p> <p>An evaluation of the Board, its committees and individual directors is undertaken in accordance with the Remuneration Committee Charter & Performance Evaluation Policy on a continuing and informal basis. The Company will provide details as to its compliance with these recommendations in its future annual reports.</p>			
1.7	<p>Companies should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>The Board in the absence of a Remuneration Committee is responsible for evaluating the performance of its senior executives on an annual basis. The process for this is set out in the Company's Board Charter, Remuneration Committee Charter as well as the Company's adopted Performance Evaluation Policy which is available on the Company's website.</p> <p>During financial year 2021, the Board in accordance with its Board Charter, the Remuneration Committee Charter and Performance Evaluation Policy conducted an informal review of its senior executives.</p>			
2. Structure the board to add value						
2.1	<p>The board should:</p> <p>(a) have a nomination committee which:</p>	Yes	At this time, the Board has not established a separate Nomination Committee due to the Company's current size and stage of development.			

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<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, 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>		<p>The Board has however adopted a Nomination Committee Charter which describes the role, composition, functions and responsibilities of the Nomination Committee. Until such time that a separate committee is established, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Nomination Committee Charter (to the extent practicable). The Board as a whole will identify candidates and assess their skills in deciding whether an individual has the potential add value to the Company. The Board may also seek independent advice to assist with the identification process when necessary.</p> <p>A copy of the Nomination Committee Charter is available on the Company's website.</p> <p>The number of times the Board meets during a reporting period is detailed in the Company's Annual Report to shareholders.</p>
2.2 Companies should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	No	<p>The Company's Board in accordance with the Nomination Committee Charter is responsible for regularly reviewing the size, composition and skills of the Board to ensure that the Board is able to discharge its duties and responsibilities effectively and to identify any gaps in the skills or experience of the Board.</p> <p>Per the Company's Board Charter, the Company should disclose details of any board skills matrix it adopts.</p> <p>At this stage, the Board considers its composition appropriate given the scope and size of the Company's operations and the skills matrix of the existing Board members, however, the Board does not consider it necessary to maintain a Board "skills matrix" at this stage of the Company's development.</p>

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		The skills, experience and expertise of each of the Company's Directors are set out in the Directors' Report.
2.3 Companies should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	Yes	The Company should assess the independence of its directors against the requirements for independence in the Board Charter which should reflect the independence criteria detailed in the ASX Corporate Governance Principles. Director independence should initially be assessed upon each director's appointment and reviewed each year, or as required when a new personal interest or conflict of interest is disclosed. Directors should disclose all actual or potential conflicts of interest on an ongoing basis. The Board currently consists of four directors, with three of the Non-Executive Directors considered to be independent directors (Mr Alexander Hewlett, Mr James Croser and Mr Mader El Sayed). The Company's annual report will report the independence of each Director as well as the length of service of each Director, as at the end of the financial year.
2.4 A majority of the board should be independent directors.	Yes	The Board Charter requires that, where practical, the majority of the Board be comprised of independent directors. The Board has considered independence and for the financial year ended 30 June 2021, three out of the four Directors are considered independent.
2.5 The chair of the board should be an independent director and, in particular, should not be the same person as the CEO.	Yes	The Board should appoint a chair that is independent as outlined in the Board Charter. Mr Alexander Hewlett is the current Chair of the Board, who is considered an independent director and, in particular, is not the same person as the CEO.
2.6 Companies should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	Upon appointment, new Directors will be subject to relevant induction procedures to provide the incoming individual with sufficient knowledge of the entity and its operating environment to enable them to fulfil their role effectively. In accordance with the Company's Board Charter and the Nomination Committee Charter, the Board is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their

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			responsibilities. The Company Secretary is responsible for facilitating inductions and professional development.
3 Act ethically and responsibly			
3.1	A listed entity should articulate and disclose its values.	Yes	The Board has articulated and disclosed its Statement of Values in accordance with Recommendation 3.1, as disclosed on the Company's website at https://reddirtmetals.com.au/corporate-governance/
3.2	Companies should: (a) have a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Yes	The Company's Corporate Code of Conduct applies to the Company's Directors, senior executives and employees. Any material breaches should be disclosed to the Board. The Company's Corporate Code of Conduct (which forms part of the Company's Corporate Governance Plan) is available on the Company's website.
3.3	A listed entity should: (a) have and disclose a whistle blower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	The Company's Whistle Blower Policy (which forms part of the Company's Corporate Governance Plan) is available on the Company's website. Any material breaches should be disclosed to the Board or to the Audit and Risk Committee (once established).
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes	The Company's Anti-Corruption and Anti-Bribery Policy (which forms part of the Company's Corporate Governance Plan) is available on the Company's website. Any material breaches should be disclosed to the Board or to the Audit and Risk Committee (once established).
4 Safeguard integrity in corporate reporting			
4.1	The board should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive	Yes	At this time, the Board has not established a separate Audit Committee due to the Company's current size and scope of operations. The Board has however adopted an Audit and Risk Committee Charter which describes the role,

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<p>directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, 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.</p>		<p>composition, functions and responsibilities of the Audit and Risk Committee. Until such time that a separate committee is established, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Audit and Risk Committee Charter (to the extent practicable).</p> <p>The Board meets on a regular basis and discusses matters normally captured under the terms of an audit committee, being company risk, controls and general and specific financial matters. The appointment and removal of the Company's external auditor is subject to approval of the Board and the security holders, and the Company's current external auditors rotate the relevant audit engagement partner every five (5) years.</p> <p>The Board is of the view that the experience and professionalism of the persons on the Board are sufficient to ensure that all significant financial reporting matters are appropriately addressed and actioned.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company's website.</p> <p>The number of times the Board meets during a reporting period is detailed in the Company's Annual Report to shareholders.</p>
<p>4.2 The board 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</p>	<p>Yes</p>	<p>The Company's Board Charter requires the CEO and CFO to provide a sign off on these terms.</p>

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		system of risk management and internal control which is operating effectively.
4.3	Yes	<p>Under the Board's Audit and Risk Committee Charter, the Board, with the assistance of the Risk and Audit Committee (once established) should ensure that there is a process to verify the integrity of any periodic report it releases to the market that is not audited or reviewed by an external auditor.</p> <p>The Company's Continuous Disclosure Policy which forms part of the Company's Corporate Governance Plan outlines the processes in place to verify the integrity for unaudited periodic reports.</p>
5 Make timely and balanced disclosure		
5.1	Yes	<p>The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.</p> <p>The Company has adopted a written policy to ensure compliance with their ASX Listing Rule disclosure obligations.</p> <p>The Company is required to immediately tell the ASX once it becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.</p> <p>Price sensitive information is publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX.</p> <p>All announcements (and media releases) must be:</p> <ul style="list-style-type: none">(a) prepared in compliance with ASX Listing Rules continuous disclosure requirements;(b) factual and not omit material information; and(c) expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions. <p>The Chairman and the Company Secretary are responsible for co-ordinating the disclosure requirements. To ensure appropriate procedure all directors, officers and</p>

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			employees of the Company coordinate disclosures through the Chairman and the Company Secretary. A copy of the Company's Continuous Disclosure Policy is available on the Company's website.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company should ensure, as part of its Continuous Disclosure Policy, that there is a nominated person responsible for the delivery of all material market announcements to the Board after they have been made. It is the Company Secretary's responsibility under the Company's Continuous Disclosure Policy.
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	The Company's Continuous Disclosure Policy should ensure that the Company makes timely disclosure of any presentation to new and substantive investors or analysts irrespective of whether the information contained in it is material. This is to ensure the equality of information among investors. It is the Company Secretary's responsibility under the Company's Continuous Disclosure Policy.
6	Respect the rights of security holders		
6.1	Companies should provide information about itself and its governance to investors via its website.	Yes	The Company's website https://reddirtmetals.com.au/ provides information about the Company including information relevant to investors including the Company's Corporate Governance Plan, Constitution, ASX Announcements, Financial Report and Directors/Management.
6.2	Companies should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Policy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website as part of the Company's Corporate Governance Plan.
6.3	Companies should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Refer to the Company's Shareholder Communications Strategy available on the Company's website as part of the Company's Corporate Governance Plan.
6.4.	A listed entity should ensure that all substantive resolutions at a meeting of	Yes	As part of the Shareholder Communications Strategy, the Company should ensure that all substantive resolutions at

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		a meeting of security holders are decided by poll rather than by hand.
6.5 Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	<p>The Company's share register is currently maintained by Computershare. Shareholders have the option of receiving shareholder communications from the Company and Computershare electronically, unless an original signature or documents is required.</p> <p>Shareholders can register on the Company's website to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports.</p>
7 Recognise and manage risk		
7.1 Companies should: <ul style="list-style-type: none"> (a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the 	Yes	<p>At this time, the Board has not established a separate Audit & Risk Committee due to the Company's current size and scope of operations.</p> <p>The Board has however adopted an Audit and Risk Committee Charter which describes the role, composition, functions and responsibilities of the Audit and Risk Committee. Until such time that a separate committee is established, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Audit and Risk Committee Charter (to the extent practicable).</p> <p>In conjunction with the other corporate governance policies, the Company has adopted a Risk Management Policy which is designed to assist the Company to identify, assess, monitor and manage its business risk, including any material changes to its risk profile. At this time, the Board is responsible for ensuring that the Company maintains effective risk management and internal control systems and processes.</p> <p>A copy of the Audit and Risk Committee Charter and the Company's Risk Management Policy is available on the Company's website.</p> <p>The number of times the Board meets during a reporting period is detailed in the Company's Annual Report to shareholders.</p>

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<p>entity's risk management framework.</p>		
<p>7.2 The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Yes</p>	<p>The Audit and Risk Committee Charter & Risk Management Policy requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound.</p> <p>The Board did not complete a formal risk assessment framework review during the period ended 30 June 2021, however the Board of Directors review the key risks facing the Company on an ongoing basis. Operational risk assessments are completed on a daily basis.</p>
<p>7.3 Companies should disclose:</p> <p>(a) if it has an internal audit function, how the function is 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 risk management and internal control processes.</p>	<p>Yes</p>	<p>The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor the need for an internal audit function.</p> <p>As at 30 June 2021 the Company did not have an internal audit function for the past financial period given the stage and size of the Company's operations. The Audit and Risk Committee (or, in its absence, the Board) is responsible for ensuring that sound risk management policies are in place for the Company, and reporting to the Board as appropriate.</p> <p>The Board has delegated responsibility for establishing and maintaining effective management strategies for material business risk to the Chair, to whom the Company's Financial Controller reports. The Board requires that the Chairman reports regularly as to the effectiveness of the Group's risk management systems.</p> <p>The Board recognises that no cost effective internal control system will preclude all errors and irregularities. The Board of Directors reviews the business and financial risk management systems and internal control systems implemented by management to obtain reasonable assurance that the entity's assets are safeguarded and that the reliability and integrity of its financial information is maintained.</p>
<p>7.4 Companies should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Yes</p>	<p>The Audit and Risk Committee Charter requires the Audit and Risk Committee (or, in its absence, the Board) to assist management to determine whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>

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		<p>The Company's Corporate Governance Plan requires the Company to disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p> <p>The Company will disclose any material risk exposures in its Annual Report, through ASX announcements and on its ASX website as part of its continuous disclosure obligations.</p>
8 Remunerate fairly and responsibly		
8.1	<p>Companies should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) 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>	<p>Yes</p> <p>At this time, the Board has not established a separate Remuneration and Nomination Committee due to the Company's current size and operations.</p> <p>The Board has however adopted a Remuneration Committee Charter which describes the role, composition, functions and responsibilities of the Remuneration Committee. Until such time that a separate committee is established, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Remuneration Committee Charter (to the extent practicable).</p> <p>The Board will review, on an annual basis, executive remuneration and incentive policies. In addition, the Board will review and approve the audited remuneration report set out in the Directors' Report contained in the Company's Annual Report. The Board will consult external consultants and specialists as deemed necessary</p> <p>The number of times the Board meets during a reporting period is detailed in the Company's Annual Report to shareholders.</p>

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8.2 Companies should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	<p>The Board in line with Remuneration Committee Charter is responsible for setting and reviewing the policies and practices of the Company regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives, separately.</p> <p>The Company's Corporate Governance Plan requires the Board to disclose its policies and practices regarding the remuneration of Directors and senior executives, which is disclosed on the Company's website.</p> <p>The Non-Executive Directors are paid a fixed annual fee for their service to the Company as Non-Executive Directors. Executive Directors of the Company typically receive remuneration comprising a base salary component and equity-based remuneration incentive. Directors and senior executives are entitled to participate in the Company's equity-based incentive plans such as the Employee Incentive Plan (if applicable), having regard to their role, experience and contribution to the Company when it is established.</p> <p>Details of the remuneration of the Directors and key management personnel will be outlined in the Company's Annual Report.</p>
8.3 A company which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	<p>This is detailed in the Company's Remuneration Committee Charter. Certain non-executive directors and senior executives have been issued with equity-based remuneration for incentive purposes, as outlined in the Company's Remuneration Report.</p> <p>The Company has also adopted a Securities Trading Policy which provides that participants must not, without prior written approval by the relevant person specified in the Policy, engage in hedging arrangements, deal in derivatives or enter into other arrangements which vary economic risk related to the Company's securities.</p> <p>The Company's Securities Trading Policy is available on the website.</p>
9 Additional recommendations that apply only in certain cases		
9.1. A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands	Not applicable	<p>The Company, as part of its Board Charter will ensure that there are appropriate processes in place for directors who do not speak or read in the language of the Board to ensure understanding, contribution and discharge of their duties. Whilst it should be the ultimate responsibility of the Company's Management, the Audit and Risk Committee</p>

RED DIRT METALS LIMITED

ACN 107 244 039 260

CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2021

CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS	COMPLY (Yes/No)	EXPLANATION
		(or, in its absence, the Board) should assist in developing these processes.
9.2	Not applicable	
9.3	Yes	The Company will require its external auditor to attend its AGM to answer any questions from shareholders relevant to the audit and this is specifically detailed in the Company's Shareholder Communication Policy which is available on the Company's website.