

CORPORATE GOVERNANCE STATEMENT

The Board of Redstone Resources Limited (**Redstone**) and its subsidiaries (**the Company or Group**) recognises the need to establish and maintain corporate governance policies and practices that reflect the requirements of the market regulators and participants, and the expectations of members and others who deal with Redstone. These policies and practices remain under constant review as the corporate governance environment and good practices evolve.

The Board supports the Corporate Governance Principles and Recommendations released by the ASX Corporate Governance Council (**CGC**). In March 2014 the ASX CGC released its third edition of the Corporate Governance Principles and Recommendations (**Principles and Recommendations**).

The CGC's published Principles are as follows:

- Principle 1.** Lay solid foundations for management and oversight
- Principle 2.** Structure the board to add value
- Principle 3.** Act ethically and responsibly
- Principle 4.** Safeguard integrity in financial reporting
- Principle 5.** Make timely and balanced disclosure
- Principle 6.** Respect the rights of security holders
- Principle 7.** Recognise and manage risk
- Principle 8.** Remunerate fairly and responsibly

A copy of the policies and charters are available from the Governance page of Redstone's website www.redstone.com.au and are referenced throughout this document where relevant. It should be noted that Redstone is currently a small cap listed company and that where its processes do not fit the model of the 8 principles, the Board believes that there are good reasons for the different approach being adopted.

The key corporate governance practices of the Company and the extent to which the Company has followed the Best Practice Recommendations during the financial year are summarised below. The Company complies with the Principles and Recommendations unless otherwise stated.

This Corporate Governance Statement is current as at 28 September 2017 and was adopted by the Board on 28 September 2017.

Principle 1: Lay solid foundations for management and oversight.

Recommendation 1.1

The Company has established a Board Charter which sets out the Board's role, powers and duties, and establishes the functions reserved for the Board and those which are delegated to the management. A copy of the Board Charter is located on the Company's website www.redstone.com.au.

The Board represents shareholders' interests in continuing a successful business, which seeks to optimise medium to long-term financial gains for shareholders. The Board believes that this focus will ultimately result in the interests of all stakeholders being appropriately addressed when making business decisions.

The Board is responsible for ensuring that the Company is managed in such a way to best achieve this desired result. Given the current size and operations of the business, the Board currently undertakes an active, not passive, role.

The Board is responsible for evaluating and setting the strategic directions for the Company, establishing goals for management and monitoring the achievement of these goals. The Managing Director (or equivalent) is responsible to the Board for the day-to-day management of the Company.

The Board has primary responsibility for the following:

- oversight of the company, including its control and accountability systems,
- appointing and removing the chief executive officer (or equivalent),
- ratifying the appointment and, where appropriate, the removal of the chief financial officer (or equivalent) and the company secretary,
- input into and final approval of management's development of corporate strategy and performance objectives,
- reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct, and legal compliance,
- monitoring senior management's performance and implementation of strategy, and ensuring appropriate resources are available,
- approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures, and
- approving and monitoring financial and other reporting.

The Company's Managing Director (or equivalent) is responsible for implementing the strategic objectives of the Company with appropriate reference to the risk framework as set by the Board and all aspects of the day to day operations of the Company.

Recommendation 1.2

In accordance with Recommendation 1.2 the Board ensures appropriate checks are undertaken before appointing a person or putting forward to security holders a candidate for election or re-election as a Director, and to ensure that security holders are provided with all relevant material information in its possession relevant to a decision whether or not to elect or re-elect a director.

Recommendation 1.3

The Company has a written agreement either in the form of a letter of appointment for non-executive directors and service agreements or employment contracts with each executive director and/or senior executive, as applicable.

Recommendation 1.4

The Company Secretary is accountable to the Board through the Chairman on all matters to do with the proper functioning of the Board. All directors have direct access to the Company Secretary.

The Company Secretary (in conjunction with the Chair) is responsible for the co-ordination of all Board business, including agenda's, board papers, minutes, communication with regulatory bodies and ASX, and all statutory and other filings.

The appointment and removal of the Company Secretary is a matter for decision by the Board as a whole.

Recommendation 1.5

The Company has established a Diversity Policy which complies with Recommendation 1.5 as disclosed on the Company's website. The board is committed to having an appropriate blend of diversity on the board and on the executive management team, however given the small size of the Company's workforce and scale of business activities there is, the Board will review their measurable objectives at least annually.

The Company has a measurable objective to achieve at least 25% female representation on the Board, in senior executive positions and the entire Group by 30 June 2018. However, it should be noted that the Company currently has a board of three directors and one part-time employees as a consequence the opportunity for creating meaningful gender diversity is limited.

The Company already meets the desired objective of at least 25% female representation in executive management. There is currently no female representation on the Board.

	Proportion of Women
Whole organisation	1 out of 4 (25%)
Executives	1 out of 2 (50%)
Board	0 out of 3 (0%)

The Company is not a relevant employer under the Workplace Gender Equality Act.

Recommendation 1.6

The Board has adopted a personal evaluation process to measure its own performance during each financial year which includes review of:

- the performance of Board in accordance with the requirements of the Board Charter;
- the Board's interaction with management;
- the nature of information provided to the Board by management; and
- management's performance in assisting the Board to meet its objectives.

The Redstone board has three board members who are in regular contact with each other as they deal with matters relating to Redstone's business. At appropriate times the Chairman takes the opportunity to discuss Board performance with individual directors and to give them his own personal assessment. The Board believes that this approach is appropriate for a company the size of Redstone which has a small market capitalisation.

A Board performance evaluation was undertaken in respect of the financial year in accordance with the Company's policy.

Recommendation 1.7

Arrangements put in place by the Board to monitor the performance of the Company's executives include annual performance appraisal meetings with each individual to ensure that the level of reward is aligned with respective responsibilities and individual contributions made to the success of the Company.

The Board discussed the performance and expectations of the executives during the reporting period, considering issues and concerns as they arise.

Principle 2: Structure the board to add value.

Recommendation 2.1

The Board has not established a separate Nomination Committee, which is instead carried out by the Board of Directors. Given the current size and composition of the board and scale of the Company's activities, the Board considers that there would be no efficiencies gained by establishing a separate Nomination Committee. The Board as a whole undertakes the process of reviewing the skill base and experience of existing Directors to enable identification or attributes required in new Directors. Where appropriate, independent consultants are engaged to identify possible new candidates for the Board.

The criteria for determining the identification and appointment of a suitable candidate for the Board shall include quality of the individual, background of experience and achievement, compatibility with other Board members, credibility within the Company's scope of activities, intellectual ability to contribute to Board's duties and physical ability to undertake the Board's duties and responsibilities.

The full Board will review the skills represented by Directors on the board and determine whether the composition and mix of those skills remain appropriate for the Company's strategy, subject to limits imposed by the Constitution and the terms served by existing non-executive directors. The relevant provisions in the company's Constitution and the Corporations Act 2001 determine the terms and conditions relating to the appointment and termination of directors. All directors, with the exception of the Managing Director are appointed for a fixed term and are subject to re-election by rotation every three years.

Redstone believes that the current composition of the Board has the necessary skills and experience applicable to the operations of the Group and to ensure that Redstone continues to operate soundly.

Details of the expertise, experience and education of each Director are set out in the Director's Report contained in the Company's Annual Report.

Recommendation 2.2

The mix of skills and diversity for which the Board is looking to achieve in membership of the Board is represented by the composition of its current Board. The Company considers that the members of the Board contribute the skills vital to the continued success of the Company and in the event there are additional skills required these are outsourced, where necessary to the Company advisors. The Board comprises directors who possess the following skills and qualifications: leadership, strategic and analytical thinking, extensive corporate, legal and management including in the resources sector, accounting, financial and geological, feasibility studies, management of exploration projects, and global experience.

The Board considers that this matrix of skills of the current Board is appropriate for the Company's current circumstances.

Recommendations 2.3 and 2.4

The Directors of Redstone Resources Limited are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with – or could reasonably be perceived to materially interfere with – the exercise of their unfettered and independent judgment.

In the context of director independence, 'materiality' is considered from both the company and individual director perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. An item is presumed to be quantitatively immaterial if it is equal to or less than 5% of the appropriate base amount. It is presumed to be material (unless

there is qualitative evidence to the contrary) if it is equal to or greater than 10% of the appropriate base amount. Qualitative factors considered include whether a relationship is strategically important, the competitive landscape, the nature of the relationship and the contractual or other arrangements governing it and other factors that point to the actual ability of the director in question to shape the direction of the company's loyalty.

The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the Principles and Recommendations and has determined that it currently has no independent directors. However the Board believes that the individuals on the Board can make, and do make, quality and independent judgements in the best interests of the Company on all relevant issues.

Directors having a conflict of interest in relation to a particular item of business must absent themselves from the Board meeting before commencement of discussion on the topic.

The Board also does not believe that it should establish arbitrary limits on director tenure. While tenure limits can help to ensure fresh ideas and viewpoints available to the Board, there is also the disadvantage of losing contribution of those directors who have been able to develop over a period of time, providing increased insight in the Company and its operations. Accordingly, director tenure is just one of many factors taken into account by the Board when assessing independence and ongoing contribution of a director.

The length of service and independence of each director is as follows:

Name	Position	Term in Office	Independent
Richard Homsany	Chairman, Non-Executive	9 yrs 9 mths	No – Consulting services and substantial shareholder
Edward van Heemst	Non-Executive	5 yrs 3 mths	No – Substantial shareholder
Brett Hodgins	Technical Director, Executive	3 yrs 10 mths	No – Executive capacity

The composition of the Board is reviewed periodically in view of the underlying scale, scope and complexity of the Company's operations. Changes are made where appropriate.

Recommendation 2.5

During the reporting period the Company did not have an independent Chair.

In considering this recommendation, the Board considered its primary role in the protection and enhancement of long-term shareholder value. Accordingly, the Board considers that the current composition is appropriate for the Company and provides for sound, efficient and effective corporate governance.

Accordingly, Redstone has elected not to follow the recommendation of the chair of the Board of a listed entity being an independent director. Mr Homsany as non-executive chairman for the past eight years is integral to the Company bringing to the role wealth of knowledge and experience, including corporate stewardship, governance and management.

Given these factors, the Board considers that it would be counterproductive to the Company and shareholders to seek an independent chairman. However, the Board will keep this matter under review.

With regards to the chair or the board of a listed entity and the chief executive officer (CEO) not being the same person, the Company currently does not have a CEO, Managing Director (or equivalent) but an analogous role is undertaken by Mr Richard Homsany.

Recommendation 2.6

The Board is responsible for implementing an induction program for New Directors to ensure they gain an understanding of the Company and that they effectively discharge their responsibilities.

Directors have unrestricted access to Company facilities and meet with management to gain a better understanding of business operations. Directors are provided opportunity and access to continuing education opportunities to update and enhance their skills and knowledge where required.

Principle 3: Act Ethically and Responsibly

Recommendation 3.1

The Board acknowledges the need for continued maintenance of a professional standard of corporate practice and ethical conduct by all Directors, Officers, employees, contractors and consultants of the Company.

The Company has in place a Corporate Code of Conduct (**the Code**) to provide a framework for decisions and actions in relation to ethical conduct in employment and to build an ethical culture within the organisation.

The key principles underpinning the Company's Code are that:

- actions be governed by the highest standards of integrity and fairness;
- decisions be made in accordance with the spirit and letter of applicable laws; and
- business be conducted in an honest and ethical manner using best skills and judgment to ensure responsible decision making for the benefit of all employees, clients and stakeholders.

All Directors, executives and employees, contractors and consultants are charged with the responsibility to act with the utmost integrity and maintain high ethical standards including for the following:

- manage actual or potential conflicts of interest.
- corporate opportunities, such as preventing Directors and Key Management Personnel from taking advantage of Company assets, information or position for personal gain.
- confidentiality of corporate information.
- compliance with laws.
- employment practices such as occupational health and safety, equal employment opportunity, anti-discrimination and harassment.
- protection and proper use of the Company's assets.
- fair trading and dealing.
- reporting unlawful or unethical behaviour including protection of those who report violations in good faith.
- responsibilities to the individual, such as privacy and/or use of privileged or confidential information.

Principle 4: Safeguard Integrity in Corporate Reporting

Recommendation 4.1

The Board has not established a separate audit committee. The Board considers that the Company and the scope and nature of its activities is not currently of a size to justify the formation of an audit committee. The Board as a whole undertakes the selection and proper application of accounting policies, the identification and management of risk and the review and operation of the internal control systems.

If the Company's activities increase in size, scope and nature, the appointment of an audit committee will be reviewed by the Board and implemented if appropriate.

The Company has the following processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

Selection of External Auditors

In the event of a vacancy for the position of external auditor, the Company, through the Board, will conduct a selective formal tender process to select which audit firm will fill the vacancy.

Potential audit firms selected will be evaluated in accordance with set criteria from time to time, including but not limited to:

- (a) skills and knowledge of the proposed audit team;
- (b) quality of work;
- (c) independence of the audit firm;
- (d) lead signing partner, independent review and partner rotation;
- (e) value for money;
- (f) succession planning; and
- (g) ethical behaviour and fair dealing.

Above all, candidates for the position of external auditor must demonstrate complete independence from the Company through the engagement period.

Appointment of External Auditors

The Board identifies and recommends an appropriate external audit firm and audit partner for appointment by the Board and/or the Company in general meeting of shareholders. The appointment is made in writing.

Rotation of External Auditors

The external auditor is required to rotate its audit partners so that no partner of the external auditor is in a position of responsibility in relation to the Company's accounts for a period of no more than five consecutive years.

Recommendation 4.2

Prior to the conclusion of a financial period and prior to the approval of the financial statements by the Board, the Board receives from the Company's Managing Director (or equivalent) or Chairman and Chief Financial Officer (or equivalent) a declaration in writing that states:

- (i) the financial statements of the Company for each half and full year present a true and fair view, in all material aspects, of the Company's financial condition and operational results and are in accordance with accounting standards;
- (ii) the above statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- (iii) the Company's risk management and internal compliance and control framework is operating efficiently and effectively in all material respects.

Before approving the Company financial statements for the half year ended 31 December 2016 and 30 June 2017 the Board received an equivalent declaration to the above.

Recommendation 4.3

Redstone ensures that its external auditor attends its Annual General Meeting (**AGM**). The Chair also ensures that there is reasonable opportunity for the auditor to answer questions from shareholders relevant to the conduct of the audit, such as the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Chair also allows a reasonable opportunity for the auditor (or their representative) to answer written questions submitted to the auditor under Section 250PA of the Corporations Act.

A representative of the Company's auditor Butler Settineri attended the Company's AGM held on 29 November 2016.

Principle 5: Make timely and balanced disclosure

Recommendation 5.1

The Company has established written policies and procedures for complying with its continuous disclosure obligations and to ensure compliance with the ASX Listing Rules. A summary of the Company's *Continuous Disclosure and Communication Policy* are disclosed in the Governance section of the Company's website at www.redstone.com.au.

Principle 6: Respect the rights of security holders

Recommendation 6.1

The Company places importance on effective communications with shareholders.

Redstone provides information about itself, its activities and operations, and its governance via its website www.redstone.com.au.

Recommendations 6.2 and 6.3

The Company's communication strategy requires communication with shareholders and other stakeholders in an open and timely manner so that the market has sufficient information to make informed investment decisions on the operations and results of the Company. The strategy provides for the use of systems that ensure a regular and timely release of information about the Company to shareholders.

Mechanisms employed include:

- (i) announcements lodged with ASX;
- (ii) ASX Quarterly Activities and Cash Flow Reports;
- (iii) Half Yearly Report;
- (iv) presentations at the Annual General Meeting/General Meetings; and
- (v) Annual Report.

The Company also posts all reports, ASX and media releases and copies of significant business presentations on the Company's website www.redstone.com.au.

In addition to ASX continuous disclosure requirements and various investor relation forums, the Company places importance on effective two way communications with shareholders. Accordingly, the Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and understanding of the Company's strategy and goals. The Company's practice is to also invite the auditor to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

Notices of Annual General Meeting, together with accompanying information such as the explanatory memorandum, are sent to shareholders either by mail, and are also placed on the Company's website.

The Chair and Company Secretary respond to queries from shareholders provided the information requested is not material or price sensitive and is already publically available. In general, the Company encourages two-way communications with its shareholders by way of face to face meetings, telephone conversations and in writing either by mail or email.

Recommendation 6.4

The Company communicates with its shareholders via its share registry Advanced Share Registry. Advanced Share Registry provides shareholders the option of receiving communications from and sending communications to it electronically, except in certain limited circumstances where there is an overriding requirement for the provision of a hard copy document or signature.

Advanced Share Registry sends all new shareholders an introductory letter requesting information and preferences as to how the new shareholders would like to receive information from the Company.

Principle 7: Recognise and manage risk

Recommendations 7.1 and 7.2

The Board has not established a separate Risk Committee. The Board considers, given the current size and composition of the Board, that there would be no efficiencies gained by establishing a separate Risk Committee. Accordingly, the Board performs the role of Risk Committee and is responsible for overseeing the Company's risk management and control framework. In this regard risk management discussions form part of the Board's discussions at Board meetings.

Responsibility for control and risk management is delegated to the appropriate level of management within the Company with the Managing Director (or equivalent) having ultimate responsibility to the Board for the risk management and control framework.

Arrangements put in place by the Board to monitor risk management include:

- i. reporting to the Board in respect of operations and the financial position of the Company;
- ii. Budgetary expenditure controls;
- iii. Review of insurance requirements annually and as needed; and
- iv. Regular reporting on:
 - (a) adherence to environmental policies and environmental risks
 - (b) adherence to health and safety guidelines and policies;
 - (c) compliance and/or litigation matters and associated risks.

Specifically, in managing risk, the Board and Management are to adhere to the following principles:

- (i) When considering new strategies or projects, management is to analyse the major risks of those opportunities being secured or being lost, and will consider appropriate strategies for minimising those risks where they are identified.
- (ii) The Company will, where thought prudent by the Managing Director (or equivalent) or the Board, take appropriate external advice to determine the best way to manage a particular risk.
- (iii) Financial risk will be managed by the whole of the Board working closely with the Managing Director (or equivalent) and the Chief Financial Officer (or equivalent), to ensure that the financial statements and other financial reporting are rigorously tested prior to submission for audit.
- (iv) To complement risk management by the Company, appropriate insurances are to be in place, and advice taken from the Company's brokers or insurers where necessary, to cover the usual risks for businesses such as that of the Company, and where practicable, to cover any particular extraordinary risks which arise in the circumstances of the Company.

The full Board in its capacity as the Risk Committee reviews the Company's risk management framework annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the Company faces. The Board carried out these reviews during the reporting period.

Recommendation 7.3

The Company does not have an internal audit function. The Board believes the Company is not of a size to justify having an internal audit function and considers the ongoing processes in place for assessing risk and improving the effectiveness of internal controls to be adequate when supported by the external audit function.

To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks as outlined in the Company's *Risk Management Policy* located in the Governance section of the Company's website www.redstone.com.au.

Recommendation 7.4

The Board has reviewed the Company's exposure to economic, environmental and social sustainability risks and has and determined as follows:

Economic Risk

Given the nature of the Company's activities and the fact that the Company is reliant on raising funds for continued activities from shareholders or other investors, this represents a material economic risk. The Company financial position is monitored on a regular basis and processes put into place to ensure that fund raising activities will be conducted in a timely manner to ensure the Company has sufficient funds to conduct its activities.

Environmental Risk

Mineral exploration and resource activities can be environmentally sensitive and can give rise to substantial costs for environmental rehabilitation, damage control and losses. Although, not considered a material risk to the Company at this stage, Redstone believes that responsible environmental management and environmental performance is in the best interests of its business, contractors, shareholders and the communities in which it operates. This will be

achieved through leadership and diligently applying innovative management systems and controls.

To enable environmental objectives to be achieved the Company will:

- implement and continuously improve environmental policies, procedures and management plans that identifies, assesses and effectively controls environmental risks to the business and community;
- Integrate environmental considerations into all aspects of the Company's activities;
- Communication, education and promotion of the key environmental issues and management controls to Redstone employees and contractors;
- Manage all processes and equipment to avoid or mitigate adverse environmental impact, minimise associated liability, prevent pollution and enhance social benefit;
- Require high environmental standards and compliance from all contractors and service providers;
- Initial regular audit and assessment programs and embrace recommendations for improvement; and
- Comply with all applicable legal and other requirements as a minimum standard.

Principle 8: Remunerate fairly and responsibly

Recommendations 8.1 and 8.2

The Board has not established a separate Remuneration Committee as the Board considers, given the current size and composition of the Board, and the size, scope and nature of the Company's activities, that there would be no efficiencies gained by establishing a separate Remuneration Committee. Accordingly, the Board act as the Remuneration Committee and as a whole is responsible for the remuneration arrangements for Directors and executives of the Company.

If the Company's activities increase in size, scope and nature, the appointment of a remuneration committee will be reviewed by the Board and implemented if appropriate.

The broad remuneration policy of the Company is to ensure that remuneration levels for executive Directors, secretaries and senior managers are set at competitive levels to attract and retain appropriately qualified and experienced personnel.

Remuneration packages offered by the Company are also geared to attracting talented employees through a combination of fixed remuneration and where appropriate, long term incentives, calibrated and individually tailored to be competitive in the external market to offer good incentive to join and remain with the Company.

Non-executive Directors

The remuneration of non-executive directors is determined by the Board as a whole having regard to the level of fees paid to non-executive directors by other companies of similar size in the industry.

The aggregate amount payable to the Company's non-executive Directors must not exceed the maximum annual amount approved by the Company's shareholders, which is currently \$250,000.

For further information on the remuneration policies of the Company please refer to the Remuneration Report included in the Directors' Report of the Company's 2017 Annual Report.

Recommendation 8.3

The Company's *Board Charter* and *Securities Trading Policy* include statements of the Company's policy prohibiting participants in any equity based remuneration scheme implemented by the Company from entering into transactions (whether through the derivatives or otherwise) which limit the economic risk of participating in the scheme.

The Company's website provides further information about the company's corporate governance policies and can found at <http://www.redstone.com.au/corporate/corporate-governance>.

A copy of the Company's corporate governance policies is available on request.