

27 October 2021

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

Corporate Governance Statement

Attached the 2021 Corporate Governance Statement for Hampton Hill Mining NL.

By authority of the board.

Peter Ruttledge
Company Secretary

Corporate Governance Statement

For the Financial Year ending 30 June 2021

This Corporate Governance Statement is current as at 27 October 2021 and has been approved by the board of directors (**Board**) of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company has, during the financial year ending 30 June 2021, followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and recommendations – 4th Edition (**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.

Due to the current size and nature of the existing Board and nature and scale of the Company's operations, the Board does not consider that the Company will gain any benefit from individual Board committees and that its resources would be better utilised in other areas as the Board is of the view that at this stage the experience and skill set of the current Board is sufficient to perform these roles.

Under the Company's Board Charter, the duties that would ordinarily be assigned to individual committees, are currently carried out by the full Board.

Corporate Governance Council recommendation	Comply? (Yes/ no)	Explanation
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
1.1	A listed entity should have and disclose a board charter setting out the respective roles and responsibilities of its board and management and those matters expressly reserved to the board and those delegated to management.	Yes Refer to the Company’s board charter at http://www.hamptonhill.com.au/CorpGov.htm
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward 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 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	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	No 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 when engaging senior executives setting out their position, duties and responsibilities, termination circumstances and entitlements.

1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	<p>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.</p> <p>Each director may communicate directly with the Company Secretary and vice versa.</p> <p>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.</p>
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes)</p>	No	<p>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.</p> <p>The Company does not have a formalised diversity policy.</p> <p><i>Measurable objectives for achieving gender diversity</i></p> <p>The Company did not establish measurable objectives for achieving gender diversity during the period.</p> <p><i>Employee/director proportions</i></p> <p>100% of the board at 30 June 2021 is male.</p> <p>As at 30 June 2021 the Company had no full time employees. There were no new personnel appointments during the year to the executive.</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating</p>	No	<p>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.</p> <p>Accordingly, no formal performance evaluation for the Board or its members took place during the reporting period.</p>

	<p>the performance of the board, its committees and individual directors; 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>		<p>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.</p>
1.7	<p>A listed entity should have and disclose a process for evaluating the performance of its senior executives at least once every reporting period and 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 Executive Chairman's performance is evaluated by the rest of the board. The Executive Chairman has continued to elect, with the Board's consent, to receive no additional remuneration to that of the non-executive board members.</p> <p>The Company Secretary's performance and remuneration are evaluated on an annual basis.</p>
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should have a nomination committee.</p> <p>If it does not have a nomination committee, it should 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>	Yes	<p>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.</p> <p>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 deficiencies 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.</p> <p>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.</p> <p>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.</p>

2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Yes	<p>The principal skills identified as important for the board of the Company are set out below identifying the number of directors (on the three-man board) providing those skills:</p> <table border="1" data-bbox="819 311 1478 574"> <thead> <tr> <th>Skills</th> <th>No of Directors</th> </tr> </thead> <tbody> <tr> <td>Strategic leadership</td> <td>3</td> </tr> <tr> <td>Business acumen / financial</td> <td>2</td> </tr> <tr> <td>Industry experience</td> <td>3</td> </tr> <tr> <td>Communication</td> <td>1</td> </tr> <tr> <td>Governance</td> <td>2</td> </tr> </tbody> </table>	Skills	No of Directors	Strategic leadership	3	Business acumen / financial	2	Industry experience	3	Communication	1	Governance	2
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Strategic leadership	3														
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2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) the length of service of each director.</p>	Yes	<p>Mr W Forte is an independent director. He served as Managing Director of the Company from its inception in August 1993 until he resigned his executive position in April 2012.</p> <p>Mr W Robinson, who was appointed a director on 1 February 2021, is not an independent director.</p> <p>Mr J Pitt who has served as a director of the Company since January 1997, is not an independent director.</p>												
2.4	A majority of the board of a listed entity should be independent directors.	No	<p>As set out under Recommendation 2.3, the majority of the directors do not qualify as being independent in terms of the Factors.</p> <p>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.</p>												
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	<p>The Chairman is the chief executive officer of the Company and is not independent.</p> <p>The relatively 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 joint venture party, are all factors supporting the size of the Board being kept small despite the desired requirements of this Principle.</p>												

2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>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.</p> <p>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.</p>
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	Yes	The Board has adopted a set of values which are the foundation of how the Company aims to achieve its business objectives. These values are supported by the Company's Code of Conduct and other policies which are set out on the Company's website.
3.2	<p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Yes	<p>The Code of Conduct is set out on the Company's website at http://www.hamptonhill.com.au/CorpGov.htm</p> <p>There have been no breaches of this code during the year.</p>
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Yes	<p>The Whistleblower Policy is set out on the Company's website at http://www.hamptonhill.com.au/CorpGov.htm</p> <p>There have been no breaches of this policy during the year.</p>

3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	Yes	<p>The Anti-bribery Policy is set out on the Company's website at http://www.hamptonhill.com.au/CorpGov.htm</p> <p>There have been no breaches of this policy during the year.</p>
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should have an audit committee.</p> <p>If it does not have an audit committee, it should 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>	Yes	<p>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.</p> <p>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 the risk management systems.</p> <p>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.</p>
4.2	<p>The board of a listed entity 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</p>	Yes	<p>The Board, prior to approving quarterly, half-yearly and annual financial statements, receives from the Executive Chairman and the Company Secretary 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.</p>

	the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.		
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	All members of the board and the Company Secretary are engaged in reviewing and verifying the integrity of all unaudited periodic reports that the Company releases to the market.
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	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 the requirement for timely and balanced disclosure. All announcements to the ASX are promptly uploaded to the Company's website following their release.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	All market announcements are copied to members of the board after they have been released to the market.
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	A copy of any investor or analyst presentation is released on the ASX Market Announcement Platform ahead of presentation.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	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 shareholdings 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. It is updated promptly with the Company's latest ASX announcements – these include notices of meetings and any investor updates and company presentations. There is also a link to the Company's current share price on the ASX. Company contact details are provided on the website and visitors to the site may send any queries they may have direct to the Company.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	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	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	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	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	All substantive resolutions at meetings with security holders are decided by a poll rather than by a show of hands.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	Shareholders are given the option to receive information such as the Annual Report and notices of general meetings in print or electronic form. The Company maintains a website at www.hamptonhill.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 relatively small number of shareholders who choose to vote. This situation will be reviewed annually.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should have a committee or committees to oversee risk.</p> <p>If it does not have a risk committee or committees, it should disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	Yes	<p>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.</p> <p>The processes the Board employs for overseeing the entity's risk management framework include:</p> <p>(a) the establishment of a register of business risks, being principally the risks involved in the Company's main business enterprise, namely minerals exploration and potential development; and</p> <p>(b) regularly reviewing the risks relative to any change in the Company's situation and external factors.</p> <p>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 those affecting the ability to raise capital to fund exploration, commodity price and currency fluctuations, fluctuations in the share price of listed investments, less than adequate levels of insurance cover, contract documentation, 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.</p>
7.2	<p>The board or a committee of the board should review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Board reviews its risk management framework regularly and at least annually.</p> <p>There have been no significant changes during the past year.</p>
7.3	<p>A listed entity should disclose if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>if it does not have an internal audit function, that fact and the processes it employs for</p>	Yes	<p>The Board considers that the Company's affairs are not of sufficient size or complexity to warrant an internal audit function.</p> <p>The Board itself reviews and evaluates the effectiveness of its risk management and internal control processes.</p>

	evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.		
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	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.
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should have a remuneration committee.</p> <p>If it does not have a remuneration committee, it should 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>	Yes	<p>The Board does not have a separate remuneration committee due to the small size of the Company. The full Board carries out the functions of a remuneration committee.</p> <p>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.</p> <p>Executive directors do not participate in deciding their own remuneration.</p>
8.2	A listed entity 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>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 statutory superannuation.</p> <p>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.</p> <p>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 or partly paid shares in the Company.</p>
8.3	A listed entity which has an equity-based remuneration scheme should:	Yes	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.



	<p>(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</p> <p>(b) disclose that policy or a summary of it.</p>		
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