

24 October 2022

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

Annual General Meeting – Letter to Shareholders and Notice of Meeting

Attached is a letter to shareholders and the Notice of Meeting for the Red Hill Iron Annual General Meeting to be held on 25 November 2022.

By authority of the board.

P.C. Rutledge
Company Secretary

For personal use only



Level 2, 9 Havelock Street, West Perth WA 6005
PO Box 1160, West Perth WA 6872
Telephone: (61 8) 9481 8627

ABN: 44 114 553 392

E-mail: redhillinfo@redhilliron.com.au

Website: www.redhilliron.com.au

24 October 2022

Dear Shareholder

Annual General Meeting

The 2022 Annual General Meeting of Red Hill Iron Limited (the Company) will be held at the Country Women's Association of WA, Level 2, 1176 Hay Street, West Perth on Friday 25 November 2022 commencing at 1:00pm.

Notice of Meeting and Proxies

In accordance with new provisions in the Corporation Act, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless they have previously given notice in writing to the Company electing to receive notices of meeting in hard copy only.

The Notice of Meeting and Explanatory Statement will be made available to shareholders electronically and can be viewed and downloaded from:

- a) the Company's website at www.redhilliron.com.au and;
- b) the Company's ASX market announcements page (ASX code: RHI)

Shareholders who have elected to receive notices by email will receive this letter to their nominated email address and will also receive a copy of their personalised proxy form.

Shareholders who have not elected to receive notices by email will receive this letter by mail and will also receive a copy of their personalised proxy form.

If you have any difficulties accessing the Notice of Meeting and Explanatory Statement online, please contact the Company's share registry, Automic Registry Services on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Yours Sincerely

Peter Rutledge
Company Secretary

For personal use only

RED HILL IRON LIMITED

ACN 114 553 392

NOTICE OF ANNUAL GENERAL MEETING

TIME: 1.00pm (WST)

DATE: Friday 25 November 2022

PLACE: Country Women's Association of WA
Level 2, 1176 Hay Street, West Perth,
Western Australia 6005

This Notice of Annual General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional adviser. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9481 8627.

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IMPORTANT INFORMATION

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 23 November 2022.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

If you do not wish, or are unable, to attend the Meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a Shareholder.

To vote by proxy, please complete and sign the enclosed Proxy Form and return (with any power of attorney or other authority pursuant to which the proxy has been signed) by any of the following means:

- **In person:** **Automatic**, Level 5, 126 Phillip Street, Sydney NSW 2000
- **By mail:** **Automatic**, GPO Box 5193, Sydney NSW 2001
- **By fax:** +61 2 8583 3040
- **By email:** meetings@automaticgroup.com.au
- **Online:** <https://investor.automic.com.au/#/loginsah> or using your mobile device scan the QR Code on your proxy form

Proxy Forms must be received by no later than 48 hours before the Meeting, being 1.00pm (WST) on 23 November 2022.

You are entitled to appoint up to 2 proxies to attend the meeting and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

VOTING BY POLL

All resolutions at the Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting, by appointing a proxy, or by poll during the Meeting.

Shareholders who wish to vote by appointing a proxy are strongly urged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be exercised on each item of business, and the Chair of the Meeting must follow your instructions. Lodgement instructions are set out in the Proxy Form attached to the Notice of Meeting.

VOTING EXCLUSIONS

In accordance with the Corporations Act and the ASX Listing Rules, the Company will disregard any votes cast on certain resolutions by certain persons who are prohibited from voting on those resolutions. Details of any voting exclusions applicable to a specific resolution are set out in this Notice.

CORPORATE REPRESENTATIVES

Shareholders who are a body corporate may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority must be sent to the Company and/or registry in advance of the Meeting. An appointment of corporate representative form is available from the website of the Company's share registry (www.automicgroup.com.au).

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Red Hill Iron Limited will be held at Country Women's Association of WA, Level 2, 1176 Hay Street, West Perth, Western Australia on Friday 25 November 2022 at 1.00pm (WST).

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the Directors' Declaration, the Directors' Report, the Remuneration Report and the Auditor's Report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2022.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- (b) the voter is the Chair and the appointment of the Chair as a proxy does not specify the way the proxy is to vote on this resolution and expressly authorises the Chair to exercise the proxy even if this resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR JOSHUA PITT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Joshua Pitt, a Director, retires by rotation and, being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – CHANGE OF NAME FROM RED HILL IRON LIMITED TO RED HILL MINERALS LIMITED

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That for the purposes of Sections 157(1) and 136(2) of the Corporations Act and for all other purposes the name of the Company be changed to Red Hill Minerals Limited and all references to the Company's name within the Company's Constitution be amended to reflect the Company's new name with effect from the date of registration of the new name by the Australian Securities and Investments Commission ”

DATED: 24 OCTOBER 2022

BY ORDER OF THE BOARD

PETER RUTLEDGE
COMPANY SECRETARY
RED HILL IRON LIMITED

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Country Women's Association of WA, Level 2, 1176 Hay Street, West Perth, Western Australia on Friday 25 November 2022 commencing at 1.00pm (WST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting. It should be read in conjunction with the Notice of Meeting.

For those Shareholders who have not elected to receive a hard copy of the Annual Report, it can be accessed on the Company's website at www.redhilliron.com.au.

1. FINANCIAL STATEMENTS AND REPORTS

The annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report are presented for consideration at the Meeting.

The Chairman will allow a reasonable time for shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, and the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit. There is no requirement for shareholders to approve these reports.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ended 30 June 2022. A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

2.2 Voting consequences

Under the Corporations Act if, at two consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report, then a further resolution (**Spill Resolution**) may be required to be considered at the second annual general meeting as to whether a further meeting be convened to put certain Directors to re-election. The Directors to be put to re-election are those Directors, other than the Managing Director, who were Directors when the resolution to make the directors report was passed.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Spill Resolution will not be relevant for this Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – JOSHUA PITT

3.1 General

Clause 14.2 of the Constitution requires that, at the Company's annual general meeting in every year, one-third of the Directors for the time being shall retire from office, provided always that no Director except the Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his appointment, whichever is the longer, without submitting for re-election.

A Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election. Accordingly, Mr Joshua Pitt, retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

3.2 Qualifications and other material directorships

Mr Pitt has been a Director of the Company since 1 June 2005.

Mr Pitt is a geologist with extensive exploration experience who has, for more than forty years, been a director of exploration and mining companies in Australia. Mr Pitt is involved in private mineral exploration and also in substantial resource investments. Mr Pitt was appointed a Director of Red Hill Iron on its formation in June 2005 and assumed the position of Executive Chairman in December 2019. He is also the Executive Chairman of Hampton Hill Mining NL (appointed a Director in January 1997 and Chairman in April 2012), and the Non-Executive Chairman of Traka Resources Limited (appointed a Director in January 2003 and Chairman in December 2019). He holds the position of Non-Executive Director at Red Metal Limited (appointed July 2003). Mr Pitt has held no other directorships of ASX listed companies during the last three financial years.

3.3 Independence

Mr Pitt is not considered an independent Director of the Company as he holds the position of Executive Chairman.

3.4 Board recommendation

The Board supports the election of Mr Pitt and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – CHANGE OF NAME FROM RED HILL IRON LIMITED TO RED HILL MINERALS LIMITED

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 3 seeks the approval of Shareholders for the Company to change its name to “Red Hill Minerals Limited.”

The proposed name has been reserved by the Company and, if Resolution 3 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

The Directors consider the proposed change of name to be in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 3.

If Resolution 3 is passed the change of name will take effect when ASIC alters the details of the Company’s registration.

ENQUIRIES

Shareholders are required to contact the Company Secretary on +61 8 9481 8627 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Red Hill Iron Limited (ACN 114 553 392).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement to the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice of Meeting or **Notice of Annual General Meeting** or **Notice** means this notice of annual general meeting including the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid, ordinary share in the Company.

Shareholder means a holder of shares in the Company.

Substantial Holder has the meaning given in the ASX Listing Rules.

WST means Australian Western Standard Time as observed in Perth, Western Australia.

Proxy Voting Form



Red Hill Iron Limited | ACN 114 553 392

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **1.00pm (WST) on Wednesday, 23 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

