

20 October 2023

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 relating to the Red Hill Minerals Limited Annual General Meeting to be held on 24 November 2023.

By authority of the Board

Ira Gibbs
Company Secretary

Address

Level 2, 9 Havelock Street
West Perth WA 6005

Postal Address

PO Box 689
West Perth WA 6872

P (08) 9481 8627

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ABN 44 114 553 392

For personal use only

20 October 2023

Dear Shareholder

Annual General Meeting

The 2023 Annual General Meeting of Red Hill Minerals Limited (the Company) will be held at the Country Women's Association of WA, Level 2, 1176 Hay Street, West Perth on Friday 24 November 2023 commencing at 10:00am.

Notice of Meeting and Proxies

In accordance with section 110D(1) of the Corporation Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting to shareholders unless they have made an election for the purpose of section 110E of the Corporations Act to receive documents from the Company in physical form, or have requested a hard copy of the Notice of Meeting.

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.redhillminerals.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).

For and on behalf of the Board of Directors.

Yours sincerely

Ira Gibbs
Company Secretary

Address

Level 2, 9 Havelock Street
West Perth WA 6005

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PO Box 689
West Perth WA 6872

P (08) 9481 8627**E** redhillinfo@redhillminerals.com.au**W** www.redhillminerals.com.au**ABN** 44 114 553 392

RED HILL MINERALS LIMITED

ACN 114 553 392

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10am (WST)

DATE: Friday 24 November 2023

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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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Red Hill Minerals Limited will be held at Country Women's Association of WA, Level 2, 1176 Hay Street, West Perth, Western Australia on Friday 24 November 2023 at 10am (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

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual Financial Report, the Directors' Report, and the Auditor's Report of the Company for the financial year ended 30 June 2023.

Note: there is no requirement for Shareholders to approve these reports.

1. 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 2023.”

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

2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR MARK OKEBY

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 Mark Okeby, a Director who retires by rotation and, being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – NON -EXECUTIVE DIRECTORS' REMUNERATION POOL INCREASE

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

“That for the purposes of ASX Listing Rule 10.17 and clause 14.8 of the Company's Constitution, the aggregate maximum total amount of remuneration that may be paid to the Company's non-executive Directors as Directors' fees be increased by \$100,000 per annum, from \$200,000 per annum to \$300,000 per annum.”

4. RESOLUTION 4 – APPROVAL OF EMPLOYEE SECURITIES INCENTIVE PLAN

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

“That the Company's Employee Securities Incentive Plan, the terms of which are summarised in the Explanatory Statement, and the issue of Securities under that Plan, be approved for the purposes of ASX Listing Rule 7.2 exception 13(b), sections 200E and 260C(4) of the Corporations Act and for all other purposes.”

5. RESOLUTION 5 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

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

“That, for the purposes of section 648G of the Corporations Act, and for all other purposes, the existing proportional takeover approval provisions in clause 36 of the Company's Constitution be renewed for a period of three years commencing from the date of this Meeting.”

BY ORDER OF THE BOARD

Ira Gibbs
Company Secretary
Red Hill Minerals Limited
Dated: 20 October 2023

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IMPORTANT INFORMATION

The information set out below forms part of this Notice of Meeting.

VOTING RESTRICTIONS FOR THE RESOLUTIONS

Resolution 1 – Adoption of Remuneration Report

Voting prohibition statement

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- (b) by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, votes on this Resolution will not be disregarded if they are cast as a proxy for a person entitled to vote on Resolution 1:

- (a) in accordance with a proxy in writing that specifies the way the proxy is to vote on this resolution; or
- (b) by the Chair and the appointment of the Chair as a proxy which 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 the remuneration of a member of the Key Management Personnel.

Resolution 3 – Non - Executive Directors' Remuneration Pool Increase

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any Director or any associate of a Director.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibition statement

A vote on Resolution 3 must not be cast by any member of the Company's Key Management Personnel, or their Closely Related Parties, as proxy, if the appointment does not specify the way the proxy is to vote on the Resolution.

However, this prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 4 – Approval of Employee Securities Incentive Plan

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who is eligible to participate in the Employee Securities Incentive Plan or an associate of that person or persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibition statement

A vote on Resolution 4 must not be cast (in any capacity) by or on behalf of a Relevant Executive or an associate of a Relevant Executive.

However, this prohibition does not prevent the casting of a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution; and
- (b) it is not cast on behalf of a Relevant Executive or an associate of a Relevant Executive.

In addition, a vote must not be cast on Resolution 4 by any member of the Company's Key Management Personnel, or their Closely Related Parties, as proxy, if the appointment does not specify the way the proxy is to vote on the Resolution.

However, this does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

PROXY INSTRUCTIONS AND VOTING INSTRUCTIONS

Voting entitlement

The Directors have determined that, pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the persons eligible to vote at the Meeting are those who are registered as Shareholders at 5.00pm (WST) on Wednesday, 22 November 2023.

Participating in the Meeting

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

While Shareholders are welcome to attend the Meeting, we encourage all Shareholders to vote by proxy ahead of the Meeting by following the instructions set out in this Notice of Meeting and on the enclosed Proxy Form.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Proxy Forms must be received by no later than 48 hours before the Meeting, being no later than 10am (WST) on Wednesday, 22 November 2023.

Voting by poll

All resolutions at the Meeting will be voted on by poll.

Corporate Representatives

A body corporate that is a Shareholder and entitled to attend and vote at the Meeting, or that has been appointed as a proxy of a Shareholder entitled to attend and vote at the Meeting, may appoint an individual to act as their corporate representative at the Meeting. The appointment must comply with section 250D of the Corporations Act and 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.

Chair as proxy

If you appoint the Chair as your proxy (or the Chair becomes your proxy by default) and you do not direct your proxy how to vote on the proposed resolutions set out in this Notice, then you will be authorising the Chair to vote as he decides on the proposed resolutions (including Resolutions 1, 3 and 4 which are connected directly or indirectly with the remuneration of members of the Company's Key Management Personnel). Where permitted, the Chair intends to vote as proxy in favour of each resolution.

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, 24 November 2023 commencing at 10am (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.

FINANCIAL STATEMENTS AND REPORTS

The Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report and the Auditor's Report are presented for consideration at the Meeting.

The Financial Report, the Directors' Report and the Auditor's Report are set out in the Company's 2023 Annual Report, an electronic copy of which is available on the Company's website: <https://redhillminerals.com.au/investors/annual-reports.html>.

The Chairman will allow a reasonable time for Shareholders to ask questions and make comments about the Reports as well as the business and management of the Company. Shareholders will also be given a reasonable opportunity to ask a representative of the Company's Auditor questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

There is no requirement for shareholders to approve these Reports.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Remuneration Report is part of the Directors' Report set out in the 2023 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. 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.

1.2 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.

1.3 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.

1.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

The Chair intends to vote undirected proxies in favour of Resolution 1 in accordance with the express authorisation on the Proxy Form.

2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MARK OKEYBY

2.1 General

Clause 14.2 of the Constitution and Listing Rule 14.4 require that, at the Company's annual general meeting in every year, one-third of the Directors for the time being shall retire from office so that no Director (other than the Managing Director) holds office (without re-election) for a period of more than 3 years, or past the third annual general meeting following the Director's appointment, whichever is the longer. A retiring Director is eligible for re-election.

Mr Mark Okeyby, who was last re-elected by Shareholders at the 2020 Annual General Meeting on 25 November 2020, retires at the Annual General Meeting and, being eligible for re-election, offers himself for re-election.

If Resolution 2 is passed, Mr Okeby will be re-elected as a Director of the Company. If Resolution 2 is not passed, Mr Okeby will cease to be a Director at the end of the Meeting.

Mr Okeby is considered by the Board to be an independent Director of the Company.

2.2 Qualifications and other material directorships

Mr Okeby, LLM, has been a Director of the Company since 12 August 2015.

Mr Okeby has over 30 years' experience as a director of ASX listed mining and exploration companies. He holds a Master of Laws (LLM) and was appointed a non-executive Director of Red Hill Minerals on 12 August 2015. Mr Okeby was a non-executive Director of Regis Resources Ltd from 29 July 2009 to 20 February 2019 when he retired from that role. Mr Okeby was appointed a non-executive Director of Capricorn Metals Ltd on 8 July 2019 and appointed Chairman of Peel Mining Limited on 23 February 2022. He has held no other directorships of ASX listed companies during the last three financial years.

2.3 Board recommendation

The Board (excluding Mr Okeby) supports the election of Mr Okeby and recommends that Shareholders vote in favour of Resolution 2.

The Chair intends to vote undirected proxies in favour of Resolution 2.

3. RESOLUTION 3 – NON-EXECUTIVE DIRECTOR REMUNERATION POOL INCREASE

3.1 Background

Under clause 14.8 of the Company's Constitution and Listing Rule 10.17, the total aggregate annual amount of directors' fees that may be provided by the Company to the non-executive Directors for their services as Directors (**Fee Pool**) must be approved by the Shareholders of the Company in a general meeting and may not be increased without Shareholder approval.

For the purpose of Listing Rule 10.17, "directors' fees" includes superannuation contributions and any fees which a non-executive Director agrees to sacrifice for other benefits but does not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees paid in accordance with the Constitution, or securities issued with the approval of the Shareholders pursuant to the Listing Rules.

The Fee Pool is currently \$200,000. It was approved by Shareholders at the time of listing of the Company in 2006 and has not been increased since then. However, the fees paid to non-executive Directors of ASX-listed companies of comparable size (by market capitalisation) in the same or a similar sector has changed in that period.

Additionally, the Board welcomed Nanette Allen as a non-executive Director in 2021.

Accordingly, Shareholder approval is now being sought to increase the Fee Pool by \$100,000, from \$200,000 per annum to \$300,000 per annum. The Fee Pool is a cap on the maximum annual fees which the Company is permitted to pay to its Directors in any one financial year and the increase does not imply that the full amount will be used. However, the Board considers that it is reasonable and appropriate to establish this amount to provide the Company with the ability to pay non-executive Directors remuneration levels commensurate with market rates and to provide flexibility to appoint further non-executive Directors to the Board over time. Further details of the remuneration paid to the non-executive Directors are set forth in the Remuneration Report.

If Resolution 3 is passed, the Fee Pool will increase to \$300,000 per annum. If Resolution 3 is not passed, the Fee Pool will remain at \$200,000 per annum and the Board will not have the flexibility regarding the appointment of future non-executive Directors and the payment of market remuneration described above.

3.2 Information required by Listing Rule 10.17

In accordance with the requirements of Listing Rule 10.17, the following information is provided to Shareholders.

The amount of the increase in the Fee Pool sought pursuant to this Resolution is \$100,000. The maximum aggregate amount of directors' fees that may be paid to all of the non-executive Directors is currently \$200,000.

The following securities have been issued to non-executive Directors under Rule 10.11 or 10.14 with the approval of Shareholders within the preceding three years:

- 27 April 2021 – 500,000 Options issued to Nanette Allen under Listing Rule 10.11
- 27 April 2021 – 500,000 Options issued to Mark Okeby under Listing Rule 10.11
- 27 April 2021 – 500,000 Options issued to Gary Strong under Listing Rule 10.11

Details of these Options are as follows:

Grant date	Date vested and exercisable	Expiry date	Exercise price (cents)	Value per option at grant date (cents)
27 April 2021	27 April 2021	7 March 2024	100	40.8

A voting exclusion statement is included in the Notice.

3.3 Board recommendation

The Board (because of its interest in this Resolution) does not make a recommendation as to how Shareholders should vote on Resolution 3.

The Chair intends to vote undirected proxies in favour of Resolution 3 in accordance with the express authorisation on the Proxy Form.

4. RESOLUTION 4 – APPROVAL OF EMPLOYEE SECURITIES INCENTIVE PLAN

4.1 Background

The Company's new employee share and option incentive plan (**Employee Securities Incentive Plan** or **Plan**) was adopted by the Board and came into operation on 27 July 2022. It replaced the Company's former employee share option plan, which came into operation at the time of listing of the Company on the ASX in 2006 (**Former Plan**) and is now terminated. The Plan reflects the regulatory changes which have occurred in the intervening period and importantly complies with the new employee share scheme regime (**ESS Regime**) introduced by Division 1A in Part 7.12 of the Corporations Act which came into effect on 1 October 2022 in replacement of ASIC Class Order [CO 14/1000] and ASIC Class Order [CO 14/1001].

4.2 Requirements of Listing Rules 7.1 and 7.2

Under Listing Rule 7.1, subject to certain exceptions, the prior approval of Shareholders is required in order to issue securities which, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of securities the Company has on issue at the commencement of that 12-month period.

Under exception 13(b) of Listing Rule 7.2, Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if (among other things), within three years before the date of issue, the holders of ordinary shares in the Company have approved the issue of equity securities under the employee incentive scheme as an exception to Listing Rule 7.1.

Resolution 4 seeks Shareholder approval under Listing Rule 7.2 exception 13(b) for the Company's Employee Securities Incentive Plan and the issue of Securities under the Plan.

If Resolution 4 is passed, neither the issue of Securities under the Plan nor the issue of Shares resulting from the exercise of Convertible Securities under the Plan, will count towards the Company's annual 15% placement capacity under Listing Rule 7.1. If Resolution 4 is not passed, then the issue of Securities under the Plan will reduce, to the extent of the issue, the Company's capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval for the 12 months following the issue of those Securities under the Plan.

4.3 Sections 200B and 200E of the Corporations Act

Under s200B of the Corporations Act, but subject to exceptions, the Company is prohibited from giving certain benefits to persons who hold a managerial or executive office or position of employment in the Company or any of its related bodies corporate on their retirement from that office or position, or who held a managerial or executive office at any time in the three years prior to leaving, unless Shareholders approve the giving of the benefit under section 200E.

Approval is being sought under s200E in connection with benefits which may result from the Company or Board exercising discretions conferred on it under the Plan in connection with a participant under the Plan ceasing to hold a managerial or executive office or position with the Company. In particular, the Board may decide that when a participant who holds Convertible Securities issued under the Plan ceases to be employed by or hold office with the Company, some or all of those Convertible Securities will not be forfeited at that time, but will be forfeited at the time and subject to the conditions specified by the Board when granting the Convertible Securities.

It is the Board's current intention to exercise these discretions conferred on it under the Plan in limited circumstances. If Shareholders approve Resolution 4, the ability to provide the benefits contemplated under the Plan will give the Board certainty in regard to its remuneration arrangements. Although the value of the benefits cannot be ascertained at this time, the terms of the Plan will apply in the calculation of benefits.

Accordingly, Shareholder approval is being sought in advance for the purpose of section 200E of the Corporations Act to provide the benefits under the Plan which may otherwise be prohibited under section 200B.

4.4 Section 260C(4) of the Corporations Act

Under section 260A of the Corporations Act, the Company is prohibited from financially assisting in the acquisition of Shares except in certain limited circumstances or if an exemption applies.

There is an exemption in section 260C(4) of the Corporations Act for financial assistance provided under an employee incentive scheme approved by the Shareholders in general meeting.

Accordingly, the Company is seeking approval of the Plan for the purposes of section 260C(4) of the Corporations Act. If approved, the exemption will only apply where Shares are acquired under or in connection with the operation of the Plan. Any financial assistance given by the Company in connection with the Plan must also comply with the requirements of the ESS Regime.

4.5 Information required by Listing Rule 7.2 exception 13(b)

In accordance with the requirements of Listing Rule 7.2 exception 13(b), the following information is provided.

A summary of the key terms and conditions of the Employee Securities Incentive Plan is set out in Schedule 1 to this Notice. A copy of the full terms of the Plan may be obtained upon request to the Company Secretary.

Shareholder approval was not sought under Listing Rule 7.2 exception 13(b) in respect of issues under the Former Plan and those issues were made in accordance with the requirements of Listing Rule 7.1. In the 3 years prior to its termination, a total of 2,450,000 Options were issued under the Former Plan.

A total of 1,400,000 Options have been issued under the Plan since it came into operation on 27 July 2022.

The maximum number of equity securities proposed to be issued under the Plan within the 3 year period if approval is given under Resolution 4 is 3,000,000 Shares (representing just less than 5% of the undiluted Shares in the Company as at the date of this Notice). This maximum number is not an indication of the actual number of Securities to be issued under the Plan but is simply a “ceiling” for the purposes of Listing Rule 7.2 exception 13(b).

A voting exclusion statement is included in the Notice.

4.6 Board recommendation

The Board recommends that Shareholders vote in favour of the approval of Resolution 4.

The Chair intends to vote undirected proxies in favour of Resolution 4 in accordance with the express authorisation on the Proxy Form.

5. RESOLUTION 5 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

5.1 Background

A proportional takeover bid is one where an offer is made to each Shareholder for a proportion of that Shareholder's shares.

The Corporations Act permits a company to include in its constitution provisions (**proportional takeover provisions**) requiring that a proportional takeover bid be approved by a majority of shareholders, before it may proceed.

The Company's Constitution includes proportional takeover provisions for off-market bids in clause 36. Under section 648G of the Corporations Act, and as provided in clause 36, these must be renewed every 3 years or else they cease to have effect. Clause 36 was adopted at the 2020 Annual General Meeting of the Company at the time of adoption of the new Constitution and continues to have effect until 25 November 2023. If renewed, the provisions will have effect for a further 3 years.

Resolution 5 seeks Shareholder approval for renewal of the proportional takeover provisions in the Constitution. It is a special resolution and therefore requires approval of 75% or more of votes cast by Shareholders.

The Corporations Act requires that the following information is provided to shareholders when considering the inclusion or renewal of proportional takeover provisions in a constitution.

5.2 Effect of the proportional takeover provisions

If clause 36 of the Constitution is renewed and a proportional takeover bid is made for the Company, the Directors will be required to convene a meeting of the Shareholders of the class of securities the subject of the bid to consider whether or not to approve the bid. A resolution approving the bid must be voted on by the 14th day before the last day of the bid period. If the resolution is not voted on within this timeframe, a resolution approving the bid is taken to have been passed. The vote is decided on a simple majority with the bidder and its associates precluded from voting on the resolution.

If a resolution to approve the bid is rejected, all unaccepted offers and all offers that have been accepted but have not yet resulted in binding contracts are deemed to be withdrawn at the end of the resolution deadline period. Accepted offers that have resulted in binding contracts must be rescinded by the bidder as soon as possible after the resolution deadline.

5.3 Reasons for renewal of the proportional takeover provisions

Without the proportional takeover provisions being included in the Constitution, a proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to sell all of their Shares to the bidder. Shareholders may be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium.

The proportional takeover provisions lessen this risk as they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

5.4 No knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

5.5 Review of the advantages and disadvantages of the proportional takeover provisions

The Corporations Act requires Shareholders to be given a statement which retrospectively examines the advantages and disadvantages, for Directors and Shareholders, of the proportional takeover provisions proposed to be renewed in clause 36 of the Constitution.

During the period in which clause 36 has been in effect, there have been no proportional or other takeover bids made for the Company and the clause has therefore not been activated. Accordingly, there are no actual examples against which to assess the advantages or disadvantages of the proportional takeover provisions for the Directors and Shareholders of the Company. The Directors are not aware of any potential takeover bid that was discouraged by the proportional takeover provisions.

5.6 Potential advantages and disadvantages of renewal of the proportional takeover provisions

The Directors consider that the proposed renewal of the proportional takeover provisions in clause 36 have no potential advantages or potential disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved. However, it enables Directors to formally obtain the views of Shareholders in respect of a bid.

The potential advantages for Shareholders of renewing the proportional takeover provisions include:

- (a) the right for Shareholders to decide by majority vote whether a proportional takeover bid should proceed;
- (b) it may assist Shareholders to avoid being locked in as a relatively powerless minority;
- (c) it increases the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may be able to better assess the likely outcome of the bid by knowing the view of the majority of Shareholders, which may assist in deciding whether to approve or reject a particular bid.

As a bid would be required to undergo an approval process under clause 36 of the Constitution, some potential disadvantages for Shareholders of renewing the proportional takeover provisions include:

- (a) the making of proportional takeover bids in respect of the Company may be discouraged;
- (b) this may deny Shareholders an opportunity of selling their shares at a premium and may depress the share price; and
- (c) the likelihood of a proportional takeover bid being successful may be reduced.

However, the Directors do not perceive those or any other possible disadvantages as justification for not renewing the proportional takeover provisions in clause 36 of the Constitution for a further period of three years.

The Directors do not believe that the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that renewal of the proportional takeover provisions in clause 36 of the Constitution is in the best interests of Shareholders.

5.7 Board recommendation

The Board recommends that Shareholders vote in favour of the approval of Resolution 5.

The Chair intends to vote undirected proxies in favour of Resolution 5.

ENQUIRIES

Shareholders may contact the Company Secretary on +61 8 9481 8627 or by email at cosec@redhillminerals.com.au 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.

Chair means the chair of the Meeting.

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 Minerals Limited (ACN 114 553 392).

Constitution means the Company's constitution.

Convertible Security has the meaning set out in Schedule 1 to the Explanatory Statement.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors mean the current directors of the Company.

Employee Securities Incentive Plan or **Plan** is defined in section 4.1 of the Explanatory Statement.

ESS Regime is defined in section 4.1 of the Explanatory Statement.

Explanatory Statement means the explanatory statement which accompanies and forms part of 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, directly or indirectly, including any director (whether executive or otherwise) of the Company.

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

Option means an option to acquire a Share.

Performance Rights has the meaning set out in Schedule 1.

Proxy Form or **Proxy Voting Form** means the proxy form accompanying the Notice.

Relevant Executive means any person who holds or has held, at any point within the last three years, a managerial or executive office in the Company or a related body corporate.

Remuneration Report means the Remuneration Report set out in the Directors' Report section of the 2023 Annual Report.

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

Securities has the meaning set out in Schedule 1.

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

Shareholder means a holder of shares in the Company.

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

SCHEDULE 1 - TERMS AND CONDITIONS OF THE COMPANY'S EMPLOYEE INCENTIVE SECURITIES PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options and/or Performance Rights (Securities).
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 exception 13(b) . The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 exception 13(b), following Shareholder approval, is 3,000,000 Securities. This maximum number is not an indication of the actual number of securities to be issued under the Plan but is simply a "ceiling" for the purposes of Listing Rule 7.2 exception 13(b).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Eligible Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder: <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (a) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (b) is not entitled to receive any dividends declared by the Company; and (c) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).

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Restrictions on dealing with Convertible Securities	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances (as defined under the Plan) with the consent of the Board (which may be withheld in its absolute discretion).</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
Vesting of Convertible Securities	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant (being an Eligible Participant granted Securities under the Plan) by the Company informing them that the relevant Convertible Securities have vested.</p>
Listing of Convertible Securities	<p>Unless determined otherwise by the Board in its absolute discretion, Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange.</p>
Exercise of Convertible Securities and cashless exercise	<p>To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
Timing of issue of Shares and quotation of Shares on exercise	<p>As soon as practicable after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
Restriction periods and restrictions on transfer of Shares on exercise	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group)); (b) in the case of unvested Convertible only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the Expiry Date,

	subject to the discretion of the Board.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Participation entitlements in and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Bonus Issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the sole purpose of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

Proxy Voting Form

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

RED HILL MINERALS LIMITED | ABN 44 114 553 392

Your proxy voting instruction must be received by **10.00am (AWST) on Wednesday, 22 November 2023**, 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 Key Management Personnel.

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 a corporate Shareholder or proxy 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/#/loginsah> 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.



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