

RED MOUNTAIN MINING LTD
ACN 119 568 106

OPTIONS OFFER PROSPECTUS

For the offers of 218,862,500 Options for nil cash consideration to parties that participated in the Placement and the Share Purchase Plan (**Options Offer**).

No funds will be raised under the Options Offer as the Options Offer is being made pursuant to the terms of the Placement and the Share Purchase Plan previously announced by the Company.

Company Shareholders who participated in the Share Purchase Plan should read this Prospectus in its entirety and follow the instructions herein to ensure that they receive the Options to which they are entitled to apply for. Refer to Section 3.7 for details on how to apply.

This Prospectus also contains a Cleansing Offer to remove any trading restrictions on any Options issued prior to the date that the Options commence Official Quotation on ASX (assuming ASX grants Official Quotation of the Options).

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Securities offered under this Prospectus should be considered speculative.

Legal advisor to the Offers

STEINPREIS PAGANIN 
Lawyers & Consultants

TABLE OF CONTENTS

1.	CORPORATE DIRECTORY	1
2.	TIMETABLE AND IMPORTANT NOTES	2
3.	DETAILS OF THE OFFERS	5
4.	PURPOSE AND EFFECT OF THE OFFERS	9
5.	RIGHTS AND LIABILITIES ATTACHING TO SECURITIES	11
6.	RISK FACTORS	15
7.	ADDITIONAL INFORMATION	22
8.	CONFIRMATION OF DIRECTORS' AUTHORISATION	30
9.	DEFINITIONS	31

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1. CORPORATE DIRECTORY

Directors

Troy Flannery
Non-Executive Chairman

Lincoln Ho
Non-Executive Director

Robert Parton
Non-Executive Director

Company Secretary

Mauro Piccini

ASX Code

RMX

Registered Office

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SUBIACO WA 6008

Telephone: +61 8 6381 0054

Email: mp@miracorcorporate.com

Website:

www.redmountainmining.com.au

Share Registry*

Automic Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000

Lawyers

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
PERTH WA 6000

Auditors

RSM Australia Partners
Level 32, 2 The Esplanade
PERTH WA 6000

Lead Managers to the SPP Offer*

Xcel Capital Pty Ltd
Suite 1, 38 Colin Street
WEST PERTH WA 6005

* These entities have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus. Their names are included for information purposes only.

2. TIMETABLE AND IMPORTANT NOTES

2.1 Timetable

Please take note of the closing dates of the Offers under this Prospectus.

Action	Date*
Lodgement of Prospectus with the ASIC and ASX	18 September 2023
Opening Date of the Options Offer and the Cleansing Offer	18 September 2023
Closing Date of Options Offer**	27 September 2023
Issue of Options under the Options Offer	30 September 2023
Closing Date of Cleansing Offer	The day that is 1 Business Day after the Options commence trading on ASX***

* These dates are indicative only and may change without prior notice.

** Subscribers under the Options Offer should ensure that they have lodged their Application Form by this date.

***Assumes ASX grants Official Quotation of the Options

2.2 Important Notes

This Prospectus is dated 18 September 2023 and was lodged with the ASIC on that date. The ASIC, the ASX and their officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

2.3 Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website www.redmountainmining.com.au. By making an application under the Offers, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

2.4 Web Site – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.redmountainmining.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus, or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

2.5 Risk Factors

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

2.6 Overseas Investors

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

2.7 Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6 of this Prospectus.

2.8 Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offers described in this Prospectus which is not contained in this Prospectus. Any information not so contained may not be relied upon as having been authorised by the Company or any other person in connection with the Offers. You should rely only on information in this Prospectus.

2.9 Investment Advice

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for securities under this Prospectus.

3. DETAILS OF THE OFFERS

3.1 Overview

The Company announced on 31 July 2023 that it would issue Shares to professional and sophisticated investors at an issue price of \$0.004 per Share to raise \$850,000 (**Placement**). The Company subsequently issued 212,500,000 Shares on 8 August 2023 pursuant to the Placement.

The Placement terms include the issue of 106,250,000 free Options, being one (1) Option for every two (2) Shares subscribed for and issued pursuant to the Placement, subject to receipt of the approval of the Company's Shareholders to the issue of those Options at the General Meeting. Shareholders approved the issue of the Options under the Placement at the General Meeting held on 18 September 2023, including the issue of 38,000,000 Options to the Directors.

In addition to the Placement, the Company also undertook a share purchase plan (**Share Purchase Plan**). On 12 September 2023 the Company announced that it had raised \$596,900 under the Share Purchase Plan. Participants in the Share Purchase Plan are also entitled to participate in the Options Offer on the basis of 1 new Option for every 2 Shares they receive under the Share Purchase Plan.

On 18 September 2023, Shareholders approved the relevant resolutions to issue the Options to the participants in the Placement and the Share Purchase Plan, enabling the Options Offer to be made pursuant to this Prospectus.

3.2 The Offers

3.2.1 The Options Offer

By the Options Offer under this Prospectus, the Company offers 218,862,500 Options for nil cash consideration. The Options will be exercisable at \$0.008 each, on or before 14 September 2026.

No funds will be raised from the issue of the Options pursuant to the Options Offer as the Options are being offered free to the participants in the Placement (including Directors) and to participants in the Share Purchase Plan. Fractional entitlements will be rounded down to the nearest whole number.

The Options will be issued on the terms and conditions set out in Section 5.1. All of the Shares issued upon exercise of the Options will rank equally with the Shares on issue at the date of this Prospectus.

The purpose and effect of the Options Offer is set out in Section 4.1.

3.2.2 Cleansing Offer

The Cleansing Offer is an offer of 1,000 Options at \$0.001 per Option.

The Company has announced its intention to apply to ASX for Official Quotation of the Options. The primary purpose of the Cleansing Offer is to remove any secondary trading restrictions that may have attached to Options issued by the Company not included in the Options Offer and issued in the same class prior to the date that the Options commence quotation on ASX (should ASX grant quotation).

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and

the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

3.3 Eligibility to participate in Options Offer

Only those parties that participated in the Placement, the Share Purchase Plan or the Directors shall be entitled to participate in the Options Offer (**Eligible Participants**).

In order to accept their entitlement under the Options Offer, Eligible Participants should follow the instructions on the Application Form accompanying this Prospectus or the instructions on the online application accompanying this Prospectus.

3.4 Minimum subscription

There are no minimum subscriptions under the Offers.

3.5 Not underwritten

The Offers are not underwritten.

3.6 Broker fees

In connection with the Placement, the Company entered into a mandate with Xcel Capital Pty Ltd (AFSL: 51738) (the **Lead Manager** or **Xcel**) to act as the Lead Manager to the Placement (**Mandate**). In consideration for the services provided by the Lead Manager, the Company paid to the Lead Managers:

- (a) a \$20,000 management fee payable in cash (plus GST);
- (b) a 6% placement fee on the capital introduced in the Placement and Share Purchase Plan, payable in cash (plus GST); and
- (c) 30,000,000 Options.

The Lead Manager is not being paid any additional fees as a result of the Options Offer.

3.7 Applications

Securities under Options Offer

In order to accept their entitlement under the Options Offer, Eligible Participants should follow the instructions on the Application Form accompanying this Prospectus or the instructions on the online application accompanying this

Prospectus. If you require assistance in accepting the Options Offer, please contact the Company's share registry, Automic Pty Ltd on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia), hello@automicgroup.au.

Completed Application Forms must be returned to the address set out on the Application Form, with sufficient time to be received by or on behalf of the Company by **no later than 5.00pm (WST) on the Closing Date**.

If you do not return your Application Form, you will not receive your Options to which you are entitled under the terms of the participation in the Share Purchase Plan.

Options under the Cleansing Offer

An Application Form together with this Prospectus will be provided to parties eligible to participate in the Cleansing Offer.

Completed Application Forms must be returned to the address set out on the Application Form, with sufficient time to be received by or on behalf of the Company by **no later than 5.00pm (WST) on the Cleansing Offer Closing Date**.

3.8 Payment

No amounts are payable under the Offers, as they are being offered free to those parties that received Shares under the Placement and the Share Purchase Plan.

3.9 Issue of Securities

Issue of Securities under the Offers will be issued in accordance with the ASX Listing Rules and timetables set out at the commencement of this Prospectus.

The Directors will determine the recipients of all the Securities and/or the number of Securities issued under the Options Offer on the basis of 1 Option for every 2 Shares issued to Eligible Participants. The Directors reserve the right to reject any application received from someone who they have genuine reason to believe is not an Eligible Participant.

3.10 ASX listing

Application for Official Quotation of all Options offered pursuant to this Prospectus will be made within 7 days of the date of this Prospectus. If ASX does not grant Official Quotation of the Options offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will proceed to issue those Options, however they will not be listed for trading on ASX.

The fact that ASX may grant Official Quotation to the Options is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

3.11 Restrictions on the distribution of the Prospectus

The Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

The Offers are not being extended and Securities will not be issued to investors with a registered address which is outside Australia or New Zealand.

Residents of countries outside Australia or New Zealand should consult their professional advisers as to whether any government or other consents are

required, or whether any formalities need to be observed should they wish to make an application to take up Shares on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

New Zealand

This Options Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This Options Offer and the content of the Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and the regulations made under that Act set out how the Options Offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this Options Offer. If you need to make a complaint about this Options Offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Options Offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

3.12 Enquiries

Any questions concerning the Offers should be directed to the Company's share registry Automic Pty Ltd on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia), hello@automicgroup.com.au.

4. PURPOSE AND EFFECT OF THE OFFERS

4.1 Purpose of the Offers

4.1.1 Funds raised under the Placement and the Share Purchase Plan

The Company raised \$850,000 under the Placement (before expenses) and raised \$596,900 under the Share Purchase Plan.

Funds raised under the Placement and the Share Purchase Plan are intended to be used for exploration on the Company's Lithic and Mustang Projects in Nevada, its Monjebup Rare Earth Project in Western Australia and exploration on the Company's other exploration portfolio, as well as meeting expenses of the Offers.

No funds will be raised under the Offers.

The Offers are being made such that the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Specifically, if the Options are issued with disclosure under this Prospectus, then the Shares issued upon the exercise of any of the Options can be on-sold within 12 months of their issue, without a disclosure document for the on-sale offer.

4.2 Effect of the Options Offer

The principal effect of the Offers will be to increase the number of Options on issue in the Company from 155,224,606 to 374,088,106 Options.

The financial effect of the Offer will be to reduce cash by the amount of the costs of the Offer, being approximately \$36,206.

4.3 Effect on capital structure

The effect of the Offers on the Company's capital structure is set out below.

Shares ¹	Number
Shares currently on issue ¹	2,673,576,037
Shares offered under the Offers	Nil
Total Shares on issue on completion of the Offers³	2,673,576,037

Options	Number
Existing options on issue	155,224,606
Options to be issued under the Options Offer ²	218,862,500
Options to be issued under the Cleansing Offer ²	1,000
Total Options on issue on completion of the Offers³	374,088,106

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 5.1.
2. The terms of the Options are summarised in Section 5.1.
3. Assumes no existing Options on issue are exercised.

Performance Rights	Number
Existing Performance Rights on issue	205,128,206
Performance Rights to be issued under the Offers	Nil
Total Performance Rights on issue on completion of the Offers	205,128,206

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5. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

The following is a summary of the more significant rights and liabilities attaching to the Options and Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Securityholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

5.1 Terms and conditions of Options offered under the Options Offer and the Broker Offer

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.008 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 14 September 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying Shares over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

5.2 Rights and liabilities attaching to Shares

(a) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) **Dividend rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and

may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

6. RISK FACTORS

6.1 Introduction

The Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.2 Risks specific to the Company

(a) Exploration

Mineral exploration by its nature is a high risk activity and there can be no guarantee of exploration success on the Company's projects. There can be no assurance that exploration of the tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

Further, exploration involves certain operating hazards, such as failure and or breakdown of equipment, adverse geological, seismic and geotechnical conditions, industrial accidents, labour disputes, adverse weather conditions, pollution and other environmental hazards and risks.

(b) Budget risk

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions.

(c) Additional requirements for capital

The future capital requirements of the Company will depend on many factors including the results of future exploration and business development activities. The Company believes its available cash and resources should be adequate to fund its obligations in respect of its exploration work program, business development activities and other objectives for the next 12 months. Should the Company's exploration program be successful or the Company identify additional projects it may wish to pursue, additional funds will be required to advance the Company's projects.

Additional funding may be raised by the Company via the issues of equity, debt or a combination of debt and equity or asset sales. Any

additional equity financing will dilute Shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities.

If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its programs or enter into joint venture arrangements to reduce expenditure and this could have a material adverse effect on the Company's activities. Unfavourable market conditions may adversely affect the Company's ability to raise additional funding regardless of the Company's operating performance.

(d) **New projects and acquisitions and joint ventures**

The Company will continue to actively pursue and assess, other new business opportunities particularly those in the resources sector. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/permits, or direct equity participation.

If an acquisition is completed, the Directors will need to reassess, at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or the raising of additional capital (if available).

Furthermore, any new project or business acquisition may change the risk profile of the Company, particularly if the new project is located in another jurisdiction, involves a new commodity and/or changes the Company's capital/funding requirements.

Should the Company propose or complete the acquisition of a new project or business activity, investors should re-assess their investment in the Company in light of the new project/business activity.

(e) **Resources estimates**

Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates that were valid when originally made may alter significantly when new information or techniques become available.

In addition, by their very nature, resource estimates are imprecise and depend on interpretations which may prove to be inaccurate, and whilst the Company will employ industry-standard techniques including compliance with the JORC Code to reduce the resource estimation risk, there is no assurance that this approach will alter the risk. As further information becomes available through additional fieldwork and analysis, resource estimates may change. This may result in alterations to mining and development plans which may in turn adversely affect the Company.

(f) **Risk of not obtaining required permits**

The future operations of the Company, including in respect of the Mt Mansbridge HREE & Ni-Cu-Co-PGE, Mt. Mansbridge and Koonenberry Gold Projects, may require permits from various governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There is no assurance that the

Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of metals extraction facilities on its projects or any other projects the Company may acquire in the future. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from commencing or continuing with mining operations, or proceeding with any future exploration or development of its projects or other projects the Company may acquire in the future.

(g) **Joint venture risk**

The Company is currently and may in the future become a party to joint venture agreements governing the exploration and development of its projects. There is a risk that one of the Company's joint venture partners may default in their joint venture obligations or not act in the best interests of the joint venture. This may have an adverse effect on the interests and prospects of the Company.

There can be no certainty that the parties will be able to settle the formal documentation in respect thereof. Failure to settle the terms of the formal documentation may result in termination of the joint venture and/or a potential dispute resolution process.

(h) **Commodity price volatility**

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company including the international supply and demand for commodities, the quality of the minerals produced, actions taken by governments, forward selling activities and other macroeconomic factors.

(i) **Environmental risk**

The Company's projects are subject to rules and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

6.3 Legal and Tax Risks

(a) **Litigation**

The Company is subject to litigation risks. All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding

to which the Company is or may become subject to, could have a material effect on the Company's operations, financial position, and the value of the Company's securities.

(b) **Environmental Regulation**

The Company's operations are subject to national and international laws and regulations due to those operations involving environmentally hazardous activities. These laws and regulations set various standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remediate current and former facilities and locations where operations are or were conducted.

Significant liability could be imposed on the Company for environmental damage caused by the Company or previous owners of the projects' tenements, including damages, clean-up costs and penalties for non-compliance with environmental laws or regulations. The Company proposes to minimise these risks by conducting its activities in an environmentally responsible manner, in accordance with applicable laws and regulations and where possible, by carrying appropriate insurance coverage. No assurance can however be given that environmental damage will not occur from time to time through the Company's operations.

(c) **Taxation risks**

The Company is subject to Australian tax legislation, practice and interpretation. Any change in the Company's tax status or the tax applicable to the Company's securities through taxation legislation or its interpretation, could affect the value of the investments held by the Company, its ability to provide returns to Shareholders, or alter the post-tax returns to Shareholders.

Information relating to the taxation of the Company and its investors is based upon current tax law and practice which is subject to legislative change. Furthermore, the taxation of an investment in the Company depends on the individual circumstances of investors. Changes in the tax laws of Australia could have a material adverse effect on the Company.

There can be no assurance that the Company will be able to make returns for Shareholders in a tax-efficient manner.

The Company has made certain assumptions regarding taxation in establishing its corporate structure, the ongoing management of its taxation affairs and compliance with taxation legislation within the jurisdictions in which the Company operates. If these assumptions are not correct, taxes may be imposed with respect to the Company's assets, or the Company may be subject to tax on its income, profits, gains or distributions (including on a liquidation and dissolution or otherwise) in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated.

This could alter the level of returns and/or adversely affect the quantum of post-tax returns for Shareholders (or Shareholders in certain jurisdictions). Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends. In addition, the Company may incur costs in

taking steps to mitigate any such adverse effects on the returns for Shareholders.

(d) **Insurance**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.

6.4 Industry specific

(a) **Commodity Price Volatility**

Should the Company enter production, substantially all of the Company's revenues and cash flows will be derived from the sale of heavy rare earth elements and copper and gold concentrates. Therefore, the financial performance of the Company would be exposed to fluctuations in the price of these commodities. Historically, the price of these commodities has fluctuated widely and has experienced periods of significant decline. The price of these commodities is affected by numerous factors and events that are beyond the control of the Company. These factors and events include general economic activity, world demand, forward selling activity as well as general global economic conditions and political trends.

(b) **Mining Risks**

Mining is subject to inherent risks and is dependent upon a number of conditions beyond the control of the Company that can affect the costs and production schedules at particular mines. These risks and conditions include, but are not limited to:

- (i) variations in geological conditions, such as the grade and thickness of the mineralisation and variations in rock and other natural materials overlying the mineral deposit;
- (ii) mining, process and equipment or mechanical failures and unexpected maintenance problems;
- (iii) adverse weather and natural disasters, such as heavy rains, flooding and other natural events affecting the operations, transportation or customers;
- (iv) environmental hazards, such as subsidence and excess water ingress;
- (v) delays and difficulties in acquiring, maintaining or renewing necessary permits or mining rights;
- (vi) availability of adequate skilled employees and other labor relations matters;

- (vii) unexpected mine accidents, including rock-falls and explosions caused by natural gas or other explosive sources at our mine sites or fires caused by similar mining accidents; and
- (viii) competition and/or conflicts with other natural resource extraction activities and production within our operating areas.

These risks and conditions could result in damage to or the destruction of the Company mineral properties or production facilities, personal injury or death, environmental damage, delays in mining, monetary losses and legal liability. The Company's insurance coverage may not be available or sufficient to fully cover claims that may arise from these risks and conditions.

6.5 General risks

(a) Market conditions and other economic risks

General economic conditions, movements in interest and inflation rates, commodity prices and currency exchange rates may have an adverse effect on the Company's operations and any future development activities, as well as on its ability to fund those activities.

The price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) Changes in government policies and legislation

Any material adverse changes in government policies or legislation of Australia or any other country that the Company may acquire economic interests in may affect the viability and profitability of the Company.

(c) Unforeseen expenditure risk

Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

(d) Insurance

The Company will, where possible and economically practicable, endeavour to mitigate some project and business risks by procuring relevant insurance cover. However, such insurance cover may not always be available or economically justifiable and the policy provisions and exclusions may render a particular claim by the Company outside the scope of the insurance cover.

(e) Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company

and the value of the Unlisted Listed Options offered under this Prospectus.

Therefore, the underlying Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for the Unlisted Listed Options pursuant to this Prospectus.

(f) **Economic conditions and other global or national issues**

General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.

General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.

Specifically, it should be noted that the current evolving conflict between Ukraine and Russia is impacting global macroeconomics and markets generally. The nature and extent of the effect of this conflict on the performance of the Company and the value of Company's Shares remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the conflict between Ukraine and Russia and overall impacts on global macroeconomics. Given the situation is continually evolving, the outcomes and consequences are inevitably uncertain.

7. ADDITIONAL INFORMATION

7.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

7.2 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a "transaction specific prospectus". In general terms a "transaction specific prospectus" is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;

- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company or an ASIC office during normal office hours.

Details of documents lodged with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below:

Date	Description of Announcement
18 September 2023	Results of General Meeting
18 September 2023	Completion of Preliminary Sampling at Monjebup
14 September 2023	Change of Director's Interest Notice (X2)
14 September 2023	Cleansing Notice
14 September 2023	Application for quotation of securities - RMX
12 September 2023	SPP Raises \$596,000
04 September 2023	RMX commences surface sampling at Monjebup REE Project
18 August 2023	Letter to Shareholders
18 August 2023	Notice of General Meeting/Proxy Form
17 August 2023	Drill Permit Successfully Lodged for Lithic Lithium Project
15 August 2023	Chairman Letter to Shareholders
11 August 2023	Despatch of Share Purchase Plan Documentation
09 August 2023	Further Substantial Expansion of Mustang Project tenure
08 August 2023	Notification regarding unquoted securities - RMX
08 August 2023	Application for quotation of securities - RMX
03 August 2023	Investor Presentation
01 August 2023	High Grade Lithium Results Continue to Impress at Lithic
31 July 2023	Quarterly Activities/Appendix 5B Cash Flow Report
31 July 2023	Proposed issue of securities - RMX
31 July 2023	Successful Completion of Placement
27 July 2023	Trading Halt
20 July 2023	Issue of RMX shares to Liontown Resources Completed
20 July 2023	Cleansing Notice
20 July 2023	Application for quotation of securities - RMX

Date	Description of Announcement
12 July 2023	High Grade Lithium Discovery From Near Surface at Mustang
10 July 2023	Red Mountain Enters Into Farm-In with Lontown
30 June 2023	Notification of cessation of securities - RMX
21 June 2023	Completion of Maiden Drilling at Mustang Lithium Amended
20 June 2023	Completion of Maiden Drilling at Mustang Lithium Project
5 June 2023	Maiden Drilling Commences at Mustang Lithium Project
17 May 2023	Change Of Share Registry Details
17 May 2023	Notification of cessation of securities - RMX
15 May 2023	Drill Permit Granted for Mustang Lithium Project USA
27 April 2023	Quarterly Activities/Appendix 5B Cash Flow Report
27 April 2023	High Grade Claystone Lithium Obtained at Lithic Project
6 April 2023	Drill Permit Successfully Lodged for Mustang Lithium Project
23 March 2023	Commencement of Field Work at Charlotte Lithium Project
7 March 2023	Red Mountain Lithium Project Activities Update
2 March 2023	Half Yearly Report and Accounts
17 February 2023	Application for quotation of securities - RMX
17 February 2023	Notification regarding unquoted securities - RMX
9 February 2023	Change of Director's Interest Notice (X2)
9 February 2023	Notification regarding unquoted securities - RMX
9 February 2023	Application for quotation of securities - RMX
1 February 2023	Results of Meeting
1 February 2023	Early Lithium Discovery at the Mustang Project
30 January 2023	NT prospective lithium tenement granted
19 January 2023	Quarterly Activities/Appendix 5B Cash Flow Report
18 January 2023	Substantial Landholding Increase at Mustang Lithium Project
30 December 2022	Notice of Extraordinary General Meeting/Proxy Form
30 December 2022	Letter to Shareholders
15 December 2022	Secondary Trading Notice
15 December 2022	Application for quotation of securities - RMX
12 December 2022	Impact Lithium Investor Presentation
7 December 2022	Proposed issue of securities - RMX
7 December 2022	RMX Acquires Strategic Lithium Projects in Nevada USA
5 December 2022	Trading Halt
1 December 2022	Change of Director's Interest Notice
1 December 2022	Change of Director's Interest Notice
1 December 2022	Notification regarding unquoted securities - RMX

Date	Description of Announcement
10 November 2022	Constitution
10 November 2022	Results of Annual General Meeting
4 November 2022	Proposed issue of securities - RMX
4 November 2022	Options Prospectus
31 October 2022	Red Mountain Secures Footprint in Bynoe Lithium Province NT
25 October 2022	Additional Heavy Rare Earth Intercepts At Mt Mansbridge
24 October 2022	Quarterly Activities/Appendix 5B Cash Flow Report
5 October 2022	Letter to Shareholders
5 October 2022	Notice of Annual General Meeting/Proxy Form
3 October 2022	Quoted Options Expire
30 September 2022	Appendix 4G & Corporate Governance Statement

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website: www.redmountainmining.com.au.

7.3 Material Agreements

7.3.1 Placement and SPP Mandate

The Company has entered into an agreement with Xcel to act as lead manager to the Placement and the SPP (**Mandate**). The Company will;

- pay Xcel a \$20,000 management fee;
- pay Xcel a fee of 6% of the funds raised under the Placement and the SPP;
- issue Xcel a total of 30,000,000 Options; and
- other than the issuing of the Options under the Broker Offer, there are no ongoing material obligations of the Company.

7.4 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the most recent dates of those sales were:

	Price	Date
Highest	\$0.005	4, 5, 10, 12, 14 - 26 July 2023 14 August 2023, 8 September 2023
Lowest	\$0.003	4 September 2023
Last	\$0.004	18 September 2023

Whilst it is intended that the Options will be quoted there is no current market or trading history for the Options. It is not possible to predict what value of the Options or Shares will be following the Offers and the Directors do not make any representations as to such matters.

7.5 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, there are no persons (together with their associates) have a relevant interest in 5% or more of the Shares on issue in the Company.

7.6 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers pursuant to this Prospectus; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offers.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus and following completion of the Offers is set out in the table below.

Director	Shares	Options
Troy Flannery	12,500,000 ¹	17,500,000 ²
Lincoln Ho	12,500,000 ³	17,166,667 ⁴
Robert Parton	Nil	3,000,000 ⁵

Pursuant to the Options Offer, the Directors will be entitled to apply for the following Options:

- (a) Troy Flannery – 20,000,000 Options;
- (b) Lincoln Ho – 15,000,000 Options; and
- (c) Robert Parton – 3,000,000 Options.

7.7 Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in

general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$500,000 per annum.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	Proposed Remuneration for Current Financial Year (30 June 2024)	Remuneration for Previous Financial Year (30 June 2023)	Remuneration for Previous Financial Year (30 June 2022)
Troy Flannery	\$146,360	\$101,660	\$156,553
Lincoln Ho	\$96,450	\$66,300	\$122,490
Robert Parton	\$29,970	\$24,000	\$36,810

7.8 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin \$15,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$75,573 (excluding GST and disbursements) for legal services provided to the Company.

7.9 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

7.10 Estimated expenses of Offers

The total expenses of the Offers are estimated to be approximately \$36,206 (excluding GST) and are expected to be applied towards the items set out in the table below:

Expense	(\$)
ASIC Fees	\$3,206
ASX Fees	\$18,000
Legal Fees	\$15,000
Total	\$36,206

7.11 Electronic Prospectus

ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on +61 8 6381 0054 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

7.12 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing Share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

7.13 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988 (Cth)* (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

8. CONFIRMATION OF DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director of the Company has consented to the lodgement of this Prospectus with the ASIC.

For personal use only

9. DEFINITIONS

\$ means Australian dollars.

Applicant means an investor who applies for Securities pursuant to the Offers.

Application Form means an application form either attached to or accompanying this Prospectus pursuant to which an Applicant is capable of accepting the relevant Offer.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESS.

Board means the board of Directors unless the context indicates otherwise.

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.

Company means Red Mountain Mining Ltd (ACN 119 568 106).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Directors means the directors of the Company as at the date of this Prospectus.

Eligible Participants has the meaning given to that term in Section 3.3.

General Meeting means the general meeting of Shareholders held on 18 September 2023.

Offers means the Options Offer and the Cleansing Offer.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Placement has the meaning given to that term in Section 3.1.

Options Offer has the meaning given to that term on the cover page of this Prospectus.

Options Offer Closing Date means the date specified in the timetable in Section 2.1 of this Prospectus (unless extended).

Prospectus means this prospectus.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Share Purchase Plan means the share purchase plan referred to in Section 3.1.

Share Registry means Automic Pty Ltd.

WST means western standard time as observed in Perth, Western Australia.