



17 October 2024

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

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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 Monday, 18 November 2024.

By authority of the Board

Ira Gibbs
Company Secretary

Address

Level 2, 9 Havelock St
West Perth WA 6005

Postal Address

PO Box 689
West Perth WA 6872

P (08) 9481 8627

E enquiries@redhillminerals.com.au

W www.redhillminerals.com.au

ABN 44 114 553 392

17 October 2024

Dear Shareholder,

Annual General Meeting

The 2024 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 Monday, 18 November 2024 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 St
West Perth WA 6005

Postal Address

PO Box 689
West Perth WA 6872

P (08) 9481 8627**E** enquiries@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: Monday 18 November 2024
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 Monday 18 November 2024 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 2024.

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 2024.”

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 GARRY STRONG

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

3. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – MS NANETTE ALLEN

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, Ms Nanette Allen, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

BY ORDER OF THE BOARD

Ira Gibbs

Company Secretary
Red Hill Minerals Limited
Dated: 10 October 2024

IMPORTANT INFORMATION

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

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 4.00pm (WST) on Friday, 15 November 2024.

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 Saturday, 16 November 2024.

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.

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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 Monday, 18 November 2024 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 2024 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 2024 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 2024 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.

Section 250R(2) of 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.

1.5 Voting prohibition statement

In accordance with the Corporations Act, votes on Resolution 1 must not be cast (in any capacity) by or on behalf of:

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

However, votes on this Resolution by a person described above 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.

2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – GARRY STRONG

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 Garry Strong, who was last re-elected by Shareholders at the 2021 Annual General Meeting on 30 November 2021, retires at the Annual General Meeting and, being eligible for re-election, offers himself for re-election.

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

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

2.2 Qualifications and other material directorships

Mr Strong has been a Director of the Company since its formation on 1 June 2005.

Mr Strong is a prospector and explorer with over 50 years' experience in gold and base metal reconnaissance exploration and logistics in Australia. He has served as a founding director on a number of ASX listed companies in past years, and currently holds no other directorships in ASX listed companies.

2.3 Board recommendation

The Board (excluding Mr Strong) supports the election of Mr Strong 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 – RE-ELECTION OF A DIRECTOR – NANETTE ALLEN

3.1 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.

Ms Nanette Allen, who was last elected by Shareholders at the 2021 Annual General Meeting on 30 November 2021, retires at the Annual General Meeting and, being eligible for re-election, offers herself for re-election.

If Resolution 3 is passed, Ms Allen will be re-elected as a Director of the Company. If Resolution 3 is not passed, Ms Allen will cease to be a Director at the end of the Meeting.

Ms Allen is considered by the Board to be an independent Director of the Company.

3.2 Qualifications and other material directorships

Ms Allen is a highly accomplished executive and non-executive director, having worked in the resource sector for over 25 years. Following a technical career in geology, she listed and managed an exploration company in 2004. Since then, Ms Allen has held executive and non-executive directorship roles with a number of ASX listed companies, and successfully brought grass roots exploration projects into production. Ms Allen's expertise extends across a broad range of commodities and disciplines, in various jurisdictions throughout Australia and Southeast Asia. With significant business success this experience includes business development, mergers and acquisitions, capital raising, corporate governance, stakeholder relations and organisational culture.

Ms Allen holds a Bachelor of Science (Geology) (Hons) from the University of WA, a Bachelor of Psychology (Hons) from the University of Adelaide and is a member of the AICD and AUSIMM.

3.3 Board recommendation

The Board (excluding Ms Allen) supports the election of Ms Allen and recommends that Shareholders vote in favour of Resolution 3.

The Chair intends to vote undirected proxies in favour of Resolution 3.

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.

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 has the meaning given in section 9 of the Corporations Act:

- (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) for the purpose of this definition.

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

Constitution means the Company's constitution.

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

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement 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.

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

Remuneration Report means the Remuneration Report set out in the Directors' Report section of the 2024 Annual Report.

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

Shareholder means a holder of shares in the Company.

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

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 Saturday, 16 November 2024**, 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 the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.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.



BY MAIL:

Automic
GPO Box 5193
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IN PERSON:

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