RED RIVER RESOURCES LIMITED

ACN 100 796 754

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: Wednesday 30 November 2022

Time of Meeting: 1:00 pm AEDT

Place of Meeting: Chartered Accountants Australia & New Zealand

Level 18

600 Bourke Street

MELBOURNE VICTORIA 3000

The Annual Report is available online at www.redriverresources.com.au.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the holders of the ordinary shares in Red River Resources Limited ACN 100 796 754 (**Company**) (**Shareholders**) will be held at Level 18 600 Bourke Street, Melbourne, Victoria on Wednesday, 30 November 2022 at 1:00 pm (AEDT).

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum have the meaning ascribed to them in the Explanatory Memorandum.

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed Proxy Form. All references to sums of money, '\$' and 'dollars' are references to Australian currency.

ORDINARY BUSINESS:

Financial Statements:

To receive and consider the financial statements and the reports of the Company's directors and the Company's auditors for the financial year ended 30 June 2022.

These statements and reports can be viewed in the Company's 2022 Annual Report, which is available at www.redriverresources.com.au.

Note: There is no requirement for Shareholders to approve the financial statements and reports and accordingly no resolution will be put to Shareholders regarding this item of business.

Resolution 1 – Re-election of Mr. Timothy Marcus Stephen Hanlon (Mark Hanlon) as a Director

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"That, Mr. Mark Hanlon, who retires in accordance with clause 51.1 of the Company's constitution and Listing Rule 14.4who is eligible and has offered himself for re-election, be re-elected as a director of the Company."

2. Resolution 2 – Re-election of Mr. Patrick O'Connor as a Director

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"That, Mr. Patrick O'Connor, who was appointed to the Board since the last annual general meeting of the Company and who retires in accordance with clause 51.1 of the Company's constitution and Listing Rule 14.4, who is eligible and has offered himself for re-election, be re-elected as a director of the Company."

3. Resolution 3 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Company's Remuneration Report for the financial year ended 30 June 2022 be adopted."

Voting Exclusion Statement: A vote must not be cast (in any capacity) on Resolution 3 (and will be taken not to have been cast if cast contrary to this restriction) by, or on behalf of, any person who is a member of the KMP whose remuneration details are included in the Company's Remuneration Report for the year ended 30 June 2022, or a Closely Related Party of such a member, unless:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chair of the Meeting and the appointment of the Chair of the Meeting as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Additionally, the Company will disregard any votes cast on Resolution 3 by any person appointed as a proxy by any person who is either a member of the Key Management Personnel or a Closely Related Party of such a member, unless:

(a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form;

Notice of Annual General Meeting

(b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chair as their proxy (including an appointment by default) are encouraged to direct the Chair as to how to vote on all Resolutions.

By order of the Board

Cameron Bodley Company Secretary

Red River Resources Limited

31 October 2022

The following notes and the Explanatory Memorandum form part of the Notice of Meeting.

(a) Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business of the Meeting to be held at Level 18 600 Bourke Street, Melbourne, Victoria on Wednesday 30 November 2022 commencing at 1:00 pm (AEDT).

(b) Voting Entitlement

The Board has determined that those persons who are registered as holding Shares as at 7:00 pm (AEDT) on Monday 28 November 2022, will be entitled to vote at the Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to vote at the Meeting.

If more than one joint holder of a Share is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the Company's Share register will be counted.

(c) Action to be Taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

(d) Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or

number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

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

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging the Proxy Form.

(e) Voting Prohibition by Proxy Holders

As noted above in respect of Resolution 3 there are restrictions on voting on Resolution 3 by:

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of such member.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chair of the Meeting as their proxy (including an appointment by default) are encouraged to direct the Chair of the Meeting as to how to vote on all Resolutions.

If the Chair of the Meeting is appointed, or is taken to have been appointed, as your proxy, you can direct the Chair of the Meeting to vote for, against or abstain from voting on Resolution 3 by marking the appropriate box opposite Resolution 3 on the Proxy Form.

However, if the Chair of the Meeting is your proxy and you do not direct the Chair of the Meeting how to vote, you will be deemed to have directed, and expressly authorised, the Chair of the Meeting to vote your proxy in favour of Resolution 3. This express authorisation acknowledged that the Chair of the Meeting may vote your proxy even though:

- (a) Resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP; or
- (b) the Chair of the Meeting may have an interest in Resolution 3.

(f) Submit your Proxy Vote Online

Vote online at www.investorvote.com.au, and simply follow the instructions on the enclosed Proxy Form.

Or alternatively:

(g) Submit your Proxy Vote by Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

BY MAIL

Computershare Investor Services Limited GPO Box 242 Melbourne Vic 3001

BY FAX

1800 783 447 (within Australia); or +61 3 9473 255 (outside Australia)

(h) Corporate Representatives

A Shareholder which is a corporation may appoint an individual to act as its representative to attend and vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, meaning that Company will require a Certificate of Appointment of Corporate Representative executed in accordance with section 250D of the Corporations Act. The completed certificate should be lodged with Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

(i) Required Majority

Each of Resolutions 1 to 3 (inclusive) are Ordinary Resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

(j) Voting by Poll

In the event that a poll is demanded, every Shareholder shall have one vote for every Share registered in their name as at 7:00 pm (AEDT) Monday 28 November 2022.

(k) General

Shareholders, their proxy or corporate representatives who plan on attending the Meeting are asked to arrive at the venue at least 30 minutes prior to the time the Meeting is scheduled to commence, so that Shareholders can be checked against the Company's share register, or appointment as proxy, attorney or corporate representative can be verified and their attendance noted.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 3 9095 7775.

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This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the Annual General Meeting. Shareholders should read this Explanatory Memorandum in full. This Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Memorandum are defined in the Glossary section at the end of this Explanatory Memorandum.

Annual Report

Section 317 of the Corporations Act requires that the business of an Annual General Meeting (**AGM**) include the receipt and consideration of the financial statements and reports the Company is required to prepare by law for the previous financial year. Those statements and reports are found in the Company's 2022 Annual Report, which is available for Shareholders and can be downloaded from the Company's website www.redriverresources.com.au. If you would like to receive a hard copy of the annual report, free of charge, you can contact the Company's share registry on 1300 850 505.

There is no requirement for Shareholders to approve these statements or reports. During this item of business, the Chair of the Meeting will provide Shareholders with a reasonable opportunity to ask questions and make comments on these financial statements and reports. RSM Australia conducted the audit of the Company for the last financial year and has been invited to attend the Meeting and the Company has been advised that a suitably qualified member of the audit team of RSM Australia, will attend the Meeting.

Shareholders, as a whole, will also be provided a reasonable opportunity at the Meeting to ask the auditor's representative questions relevant 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.

Shareholders who are entitled to vote at the Meeting may also submit written questions to the auditor that are relevant to the content of the auditor's report to be considered at the Meeting or the conduct of the audit of the annual financial report to be considered at the Meeting. Written questions may be submitted by giving them to the Company's Company Secretary. Questions must be submitted no later than 5:00pm (AEDT) on Wednesday 23 November 2022, being the fifth Business Day before the Meeting is held, held and, the Company will then, as soon as practicable after the question has been received, pass the question on to the auditor.

Resolution 1 – Re-election of Mr. Timothy Marcus Stephen Hanlon (Mark Hanlon) as a Director

Clause 51.1(b) of the Company's constitution (**Constitution**) provides that any Director for whom this would be the third annual general meeting since their last appointment, automatically retire. Directors who retire from office in this manner are eligible for re-election.

Mr. Hanlon has served as a Director of the Company since his election on 1 October 2015, and has offered himself for re-election.

A description of Mr. Hanlon's experience, qualifications and competencies is as follows:

Mark has over ten years of experience in the resources and resource services sector as well as over ten years' experience in commercial and merchant banking. He has a broad background of senior executive experience across a wide range of industries including mining, mining services, electricity distribution, electronics contract manufacturing, paper & packaging and insurance. He

has most recently been the Finance Director of ENK plc and previously held the position or equivalent position of CFO with listed companies such as Century Drilling and International Contract Manufacturing Limited. Mark is currently a director of Copper Strike Limited and Lotus Resources Ltd and a former director of Strandline Resources Limited and Echo Resources Limited. He holds a Bachelor of Business in Finance and Accounting and a Master of Business in Banking and Finance.

The Directors, other than Mr. Hanlon, recommend that Shareholders vote in favour of Resolution 1 and advise that they intend to vote any Shares that they own or control in favour of Resolution 1.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2 – Re-election of Mr. Patrick O'Connor

Clause 51.1(a) of the Company's Constitution provides that any Director appointed by the Directors since the last annual general meeting, automatically retires. Directors who retire from office in this manner are eligible for re-election.

Mr. O'Connor has served as a Director of the Company since his election on 9 August 2022 and automatically retires at the end of the Meeting, and has offered himself for re-election.

A description of Mr. O'Connor's experience, qualifications and competencies is as follows:

Mr O'Connor is a Fellow of the Australian Institute of Company Directors and holds a Bachelor of Commerce (Accounting). He has more than 40 years' experience mainly in the resources sector. He has held senior positions in the Australian resources industry including Chairman of Perilya Limited and Chief Executive officer and Non-Executive Director of Oceana Gold Limited. He is currently Chairman of FAR Limited and a Non-Executive Director of Metals X Limited.

The Directors, other than Mr. O'Connor, recommend that Shareholders vote in favour of Resolution 2 and advise that they intend to vote any Shares that they own or control in favour of Resolution 2.

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

Resolution 3 - Adoption of Remuneration Report

The Chair of the Meeting will provide Shareholders with a reasonable opportunity to ask questions about, or make comments on, the Company's Remuneration Report for the financial year ending 30 June 2022. The Remuneration Report is included in the Company's 2022 Annual Report and appears on pages 35 to 45 of that report.

The Remuneration Report sets out the Company's remuneration arrangements for its Non-executive Directors, executive director and senior executives.

Section 250R of the Corporations Act requires that the Remuneration Report be put to a vote at the Company's Annual General Meeting. The vote on Resolution 3 is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of Resolution 3 into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders should note that, in accordance with the "two strikes rules" of the Corporations Act, the outcome of voting on Resolution 3 may also affect next year's Annual General Meeting.

Specifically, if 25% or more of the votes cast on Resolution 3 are cast "against", a "spill resolution" will be included in the 2023 notice of annual general meeting as required by the Corporations Act, being a resolution that a general meeting of Shareholders be called to consider the election of Directors.

This means that if:

- (a) 25% or more of the votes cast on Resolution 3 are cast "against"; AND
- (b) 25% or more of the votes cast in respect of the adoption of the Remuneration Report at the 2023 annual general meeting are cast "against",

then a resolution will be put to Shareholders at the 2023 annual general meeting (the "**spill resolution**") that the Company convene a further meeting of Shareholders (within 90 days), at the end of which meeting the existing Directors (other than the managing director) will cease to hold office.

More than 97% of the votes cast on the Company's Remuneration Report for the 2021 financial year were cast in favour of the relevant resolution.

The Directors recommend that Shareholders vote in favour of Resolution 3.

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

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Cameron Bodley, the Company Secretary:

Red River Resources Limited Level 6 350 Collins Street MELBOURNE VIC 3000 Ph: +61 3 9095 7775

Glossary

AEDT means Australian Eastern Daylight Time.

AGM or Annual General Meeting means an annual general meeting of the Company.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of the Company.

Business Day means a day that is not a Saturday, Sunday or public holiday in Melbourne, Australia.

Chair of the Meeting means the chairman of the Meeting.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company and RVR means Red River Resources Limited ACN 100 796 754.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company as at the date of this Explanatory Memorandum.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

General Meeting or Meeting means the general meeting of the Company convened by the Notice of Meeting.

Key Management Personnel or KMP has the meaning given to that term in the Corporations Act.

Listing Rules means the listing rules of the ASX.

Non-executive Directors means those Directors who are not full-time employees of the Company or any subsidiary.

Notice of Meeting or **Notice** means the notice convening the general meeting of Shareholders that accompanies this Explanatory Memorandum.

Ordinary Resolution means a resolution requiring that more than 50% of the votes cast on the resolution are cast in favour of the resolution in order for it to be passed.

Proxy Form means the proxy form attached to this Notice of Meeting.

Related Body Corporate has the meaning given to that term in the Corporations Act.

Related Party has the meaning given to that term in the Corporations Act.

Remuneration Report has the meaning given to that term in the Corporations Act.

Resolution means a resolution referred to in this Notice.

Shareholder means a holder of a Share.

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



ABN 35 100 796 754

Need assistance?



Phone:

1300 850 505 (within Australia) +61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 1:00pm (AEDT) on Monday, 28 November 2022.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:



Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 181885

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia

By Fax:

1800 783 447 within Australia or +61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a
broker (reference number commences with 'X') should advise your broker of any changes.

Proxy	Form
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Please mark X to indicate your directions

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Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Red River Resources Limited hereby appoint

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the Chairman of the Meeting		PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Red River Resources Limited to be held at Chartered Accountants Australia & New Zealand, Level 18, 600 Bourke Street, Melbourne, VIC 3000 on Wednesday, 30 November 2022 at 1:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention in step 2) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstair
Resolution 1	Re-election of Mr. Timothy Marcus Stephen Hanlon (Mark Hanlon) as a Director			
Resolution 2	Re-election of Mr. Patrick O'Connor as a Director			
Resolution 3	Adoption of Remuneration Report			

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3	Signature of Securityholder(s)	This section must be completed.	

Individual or Securityholder 1 Securityholder 2	2	Securityholder 3	
Sole Director & Sole Company Secretary Director		Director/Company Secretary	Date
Update your communication details (Optional)		By providing your email address, you consent to re-	ceive future Notice
Mobile Number	Email Address	of Meeting & Proxy communications electronically	





