RED 5 LIMITED

ABN 73 068 647 610



NOTICE OF GENERAL MEETING

Date and time of meeting

25 September 2024 at 10.00am (AWST)

Place of meeting

Corrs Chambers Westgarth
Level 6, Brookfield Place Tower 2
123 St Georges Terrace
Perth
Western Australia

RED 5 LIMITED

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Red 5 Limited (**Company**) will be held at the offices of Corrs Chambers Westgarth, Level 6, Brookfield Place Tower 2, 123 St Georges Terrace, Perth, Western Australia on Wednesday, 25 September 2024 at 10.00am (AWST) for the purpose of transacting the following business referred to in this Notice of General Meeting.

AGENDA

1. CHANGE OF COMPANY NAME

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

"That, for the purposes of sections 157(1) and 136(2) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed from "Red 5 Limited" to "Vault Minerals Limited", and to replace all references to "Red 5 Limited" in the Company's constitution with references to "Vault Minerals Limited"."

2. REMUNERATION OF NON-EXECUTIVE DIRECTORS

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

"That, for the purposes ASX Listing Rule 10.17 and for all other purposes, Shareholders approve an aggregate increase of the maximum total aggregate amount of fees payable to Non-Executive Directors from \$850,000 per annum to \$1,800,000 per annum, in accordance with the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) any Director; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

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

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 2 if:

- (a) the proxy is either:
 - a member of the Key Management Personnel; or
 - a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

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

3. ADOPTION OF NEW CONSTITUTION

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

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing constitution and adopt a new constitution in its place in the form as signed by the Chair for identification purposes, with effect from the close of the Meeting."

By order of the Board

David Berg

Company Secretary

Perth, Western Australia

26 August 2024

Voting entitlements

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the identity of those persons entitled to attend and vote at the Meeting is to be taken as those persons who held Shares as at 7.00pm (Sydney time) on 23 September 2024.

Voting in person (or by attorney)

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

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded.

An attorney need not be a Shareholder. A Shareholder who is entitled to attend and vote at the Meeting may appoint not more than two attorneys to attend and vote for the Shareholder at the Meeting. If a Shareholder appoints two attorneys and the appointment does not specify the proportion or number of votes each attorney may exercise, each attorney may exercise half of the votes. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Meeting.

To be effective, any authority appointing an attorney must be received by 10.00am (AWST) on 23 September 2024.

Voting by a body corporate

A Shareholder that is a body corporate may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Where a body corporate appoints a representative, the Company requires written proof of the representative's appointment to be lodged with, or presented to, the Company before the Meeting.

Voting by proxy

A Shareholder who is entitled to attend and vote at the Meeting has a right to appoint a proxy to attend and vote for the Shareholder at the Meeting. A Shareholder who is entitled to cast two or more votes at the Meeting may appoint not more than two proxies. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder.

To be effective, proxies must be received by 10.00am (AWST) on 23 September 2024 using one of the following methods:

• Online: visit https://investor.automic.com.au/#/loginsah

• **By Mail:** Automic

GPO Box 5193 Sydney NSW 2001

• **By Hand:** Automic

Level 5, 126 Phillip Street

Sydney NSW 2000

• By Email: meetings@automicgroup.com.au

• **By Fax:** +61 2 8583 3040

Further instructions on lodgement of proxies are set out in the Proxy Form.

Undirected proxies

If a Shareholder entitled to vote appoints the Chair as their proxy (or the Chair becomes their proxy by default) and the Shareholder does not direct the Chair how to vote on Resolution 2, the Shareholder may authorise the Chair in respect of that Resolution to exercise the proxy notwithstanding the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Further details are contained in the Proxy Form. Where the Chair is appointed as proxy for a Shareholder entitled to vote, the Chair will (where authorised) vote all undirected proxies IN FAVOUR of all

Resolutions. Accordingly, if you appoint the Chair as your proxy and wish to vote differently to how the Chair intends to vote on any of the Resolutions, you must mark "For", "Against" or "Abstain" on the Proxy Form for the relevant Resolution.

Resolutions

A simple majority of votes cast are required to approve all ordinary resolutions to be submitted to Shareholders at the Meeting.

At least 75% of votes cast by Shareholders who are entitled to vote on the relevant resolution are required to approve a special resolution submitted to Shareholders at the Meeting.

Questions for the Meeting

Shareholders can submit any questions within 5 days in advance of the Meeting by emailing them to info@red5limited.com.

RED 5 LIMITED

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of Red 5 Limited in connection with the business to be considered at the forthcoming General Meeting of the Company and should be read in conjunction with the accompanying Notice of Meeting.

RESOLUTION 1 – CHANGE OF COMPANY NAME

Background

The Company's recent merger with Silver Lake transformed the Company into a leading mid-tier gold company with diversified operations and growth opportunities in tier 1 jurisdictions.

Having regard to the transformational nature of the Silver Lake transaction, the Board considers it appropriate to change the Company's name to assist in resetting the market's perception of an investment in the Company.

In accordance with section 157(1) of the Corporations Act, a company may change its name by special resolution.

Resolution 1 seeks Shareholder approval for the Company to change its name to "Vault Minerals Limited".

If Resolution 1 is approved by Shareholders by way of a special resolution, the proposed name change of the Company will be lodged with the Australian Securities and Investments Commission (ASIC) for approval. The change of name will take effect when ASIC alters the details of the Company's registration.

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

In connection with the change of name, the Company will also change its ASX ticker code from "RED" to "VAU".

Shareholder approval is also being sought in accordance with section 136(2) of the Corporations Act to replace all existing references in the Company's constitution to "Red 5 Limited" with "Vault Minerals Limited".

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – REMUNERATION OF NON-EXECUTIVE DIRECTORS

Background

The current maximum aggregate amount of remuneration payable to Non-Executive Directors (being an amount of \$850,000) was approved by Shareholders at the Company's annual general meeting held on 24 November 2021 (**NED Fee Pool**), being a date prior to the Company's recent successful merger with Silver Lake.

On completion of the merger, the Company appointed an additional four Directors to the Company's Board, being David Quinlivan, Rebecca Prain and Kelvin Flynn as Non-Executive Directors and Mr Luke Tonkin as the Company's new Managing Director.

ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of its shareholders. The Existing Constitution and New Constitution (see Resolution 3) provide that the Non-Executive Directors will be remunerated for their services by an aggregate amount not exceeding the maximum amount determined by the Company in general meeting.

As was foreshadowed in the Scheme Booklet, it is now proposed that the NED Fee Pool be increased from \$850,000 to \$1,800,000 per annum (an increase of \$950,000 per annum). These amounts are inclusive of superannuation.

Reasons for proposed increase

The Board considers that it is reasonable and appropriate to seek an increase to the NED Fee Pool for the following reasons:

- to provide sufficient flexibility within the NED Fee Pool to appropriately remunerate the additional three Non-Executive Directors (being David Quinlivan, Rebecca Prain and Kelvin Flynn) who were appointed to the Board following the Company's successful merger with Silver Lake in June 2024;
- to reflect the increases in the Company's size, number of operations in the portfolio and geographical diversification of those operations, following the successful merger with Silver Lake in June 2024, which have resulted in increased responsibilities for the Non-Executive Directors; and
- to ensure that the Company's remuneration arrangements are market-competitive such that it can attract and retain high calibre individuals with the requisite skills, competence and experience having regard to the Company's existing operational and financial position and prospects.

The Directors believe that the current size and composition of the Company's Board is appropriate whilst the Company integrates Silver Lake's operations within its existing operations.

The Board will continue to review its size and composition to ensure that it comprises persons with the appropriate mix of skills, knowledge, experience and capabilities required to meet the current and future requirements of the Company.

Additional disclosures

No securities have been issued to any Non-Executive Director under ASX Listing Rule 10.11 or 10.14 at any time within the last three years.

In respect of FY2025, and subject to Resolution 2 being passed, fees payable to each Non-Executive Director have been set as follows:

Role	Proposed Fee (including superannuation)
Non-Executive Chair	\$289,900
Non-Executive Director	\$187,320
Audit Committee Chair	\$22,300
Other Committee Chairs	\$16,725
Committee member	Nil

Consequently, aggregate Non-Executive Director fees payable in FY2025 are anticipated to be \$1,469,570 based on the current Board size and the number of Board committees. If Resolution 2 is passed, it is not intended to fully utilise the increased NED Fee Pool in the immediate future.

However, until such time as the NED Fee Pool increase is approved by Shareholders, Non-Executive Director fees will be capped as required to ensure that the Company remains within the current NED Fee Cap of \$850,000.

If Resolution 2 is not passed, the NED Fee Pool will remain at \$850,000 and the Company will have limited scope to competitively remunerate its existing Non-Executive Directors, which may adversely impact the Company's ability to attract and retain high calibre individuals to the Company's Board. Should Resolution 2 not be passed, the Board will need to reassess its current remuneration arrangements which may in turn have an impact on its ability to ensure it possesses the requisite skills, competence and experience having regard to the Company's existing operational and financial position and prospects.

Directors' recommendation

Given the interest of each Non-Executive Director in Resolution 2, the Non-Executive Directors do not consider it appropriate to make a recommendation to Shareholders regarding this Resolution. The Company's Managing Director, Mr Luke Tonkin, recommends that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – ADOPTION OF NEW CONSTITUTION

Background

The Company is seeking Shareholder approval for the adoption of a new constitution (**New Constitution**). If approved by Shareholders, the New Constitution will be effective from the close of the Meeting.

The Company's current constitution was originally adopted in November 2011 and has not been comprehensively reviewed since that time (**Existing Constitution**).

Since that time, there have been developments in Australian corporate law and practice, including a number of amendments to the Corporations Act and ASX Listing Rules and changes to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. Accordingly, the Board considers that the Existing Constitution requires updating in order to bring it more into line with current law and market practice. The Board also considers this a good opportunity to modernise and simplify some of the existing language in the document.

As a result, the Board has determined that it is more appropriate to adopt a new constitution, rather than making each of the necessary amendments to modernise the Existing Constitution.

The proposed New Constitution is broadly consistent with the provisions of the Existing Constitution. Many of the proposed changes are administrative or minor in nature. The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the constitution in detail in this Explanatory Memorandum; however, a summary of the proposed material changes is set out below.

A copy of the proposed New Constitution can be obtained prior to the Meeting on the Company's website (https://www.red5limited.com/site/investor-centre/shareholders-meetings/general-meeting). A copy will also be available at the Meeting and a copy of the New Constitution signed by the Chair for the purposes of identification will be tabled at the Meeting. A copy of the New Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

Summary of material proposed changes

The material proposed changes to the Existing Constitution are as follows:

Topic Summary of Changes

Updating provisions regarding number of joint holders¹

The New Constitution would increase the potential maximum number of persons who can be registered as joint holders of a share from three persons to the maximum number of persons permitted to be registered under the ASX Operating Rules as joint holders.

The ASX has announced that it intends to replace its existing CHESS system (being the ASX's system that, among other things, clears and settles trades in Australia's equity markets and maintains a CHESS sub-register of security holdings). One change that the ASX has foreshadowed with the CHESS replacement system is that it will allow for up to four joint holders of a share. The proposed amendments would allow the Company to register more than three persons as joint holders, in alignment with the proposed CHESS replacement system.

Restricted securities²

In December 2019, the ASX introduced a two-tier escrow regime where ASX can require certain more significant holders of restricted securities and their controllers to execute a formal escrow agreement in the form of Appendix 9A. However, for less significant holdings, ASX will instead permit entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holder of restricted securities and to simply give a notice to the holder of restricted securities advising them of those restrictions.

¹ Rule 2.6(d) of Existing Constitution. Rule 5.7(a) of New Constitution.

² Rule 2.8 of Existing Constitution. Rule 5.8 of New Constitution.

The New Constitution would clarify that general meetings can be held using or with assistance of any technology approved by the Directors or otherwise in any manner permitted by law. The New Constitution would not permit the Company to hold purely virtual meetings. Representation and meetings* The Existing Constitution does not deal with the revocation of appointed proxies, attorneys or corporate representatives in detail. The New Constitution would provide more clarity on how these appointments can be revoked by shareholders. The New Constitution would also expressly provide that the Company is not responsible for ensuring that the terms of any proxy, attorney or corporate representative appointments are complied with. Number of directors* The Existing Constitution provides that the maximum number of Directors is to be fixed by the Directors, but may not be more than 10 unless the Company in general meeting resolves otherwise. The New Constitution would provide that the maximum number of Directors (not counting alternates) must not be more than 9, unless the Company in a general meeting resolves otherwise. Election and retirement of directors (except those directors appointed to fill a casual vacancy or as an addition to the existing Directors, and one Managing Director) must retire. The New Constitution would provide that no Director (except one Managing Director) may retain office without re-election for more than three years or until the third annual general meeting following the Director's appointment, whichever is longer. This more closely aligns the director rotation requirements with the requirement in ASX Listing Rule 14.4. Circular resolutions* The Existing Constitution generally requires circular Board resolutions to be unanimously approved by the Directors. The New Constitution would provide that circular Board resolutions can be passed if approved by a majority of the Directors (where written notice of the resolutions has been given to all Directors). The New Constitution would provide,		
securities on issue, it is considered prudent that the New Constitution contain provisions in line with ASX Listing Rule 15.12. General meetings³ The Existing Constitution is silent on how general meetings can be held. The New Constitution would clarify that general meetings can be held using or with assistance of any technology approved by the Directors or otherwise in any manner permitted by law. The New Constitution would not permit the Company to hold purely virtual meetings. Representation and meetings⁴ The Existing Constitution does not deal with the revocation of appointed proxies, attorneys or corporate representatives in detail. The New Constitution would provide more clarity on how these appointments can be revoked by shareholders. The New Constitution would also expressly provide that the Company is not responsible for ensuring that the terms of any proxy, attorney or corporate representative appointments are complied with. Number of directors⁴ The Existing Constitution provides that the maximum number of Directors is to be fixed by the Directors, but may not be more than 10 unless the Company in general meeting resolves otherwise. The New Constitution would provide that the maximum number of Directors (not counting alternates) must not be more than 9, unless the Company in a general meeting resolves otherwise. The Existing Constitution provides that, at the Company's annual general retirement of directors⁴ The Existing Constitution provide that no Director (except one Managing Director) may retain office without re-election for more than three years or until the third annual general meeting following the Director's appointment, whichever is longer. This more closely aligns the director rotation requirements with the requirement in ASX Listing Rule 14.4. Circular The Existing Constitution generally requires circular Board resolutions to be unanimously approved by the Directors. The New Constitution would provide, consistent with modern constitutions, that the Board may delegate any of it		certain provisions in relation to restricted securities for so long as the entity
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 $^{^{\}rm 3}$ Rule 11.4 of New Constitution.

<sup>Rule 11.4 of New Constitution.
Rule 6.9(n) of Existing Constitution. Rules 13.6, 13.8, 13.9, 13.11 and 13.12 of New Constitution.
Rule 7.1(a) of Existing Constitution. Rule 15.1 of New Constitution.
Rule 7.1 of Existing Constitution. Rule 15.7 of New Constitution.
Rule 7.13(a) of Existing Constitution. Rule 17.10 of New Constitution.</sup>

 $^{^{\}rm 8}$ Rules 7.15 and 7.16 of Existing Constitution. Rule 15.14(d) of New Constitution.

Indemnity ⁹	Under the New Constitution, the officer indemnity provisions would require the Company to indemnify each officer, director and secretary of the Company or subsidiary of the Company.
	The equivalent provisions in the Existing Constitution do not mandate that the Company indemnify officers, directors and secretaries of the Company's subsidiaries.
Payment of amounts required by law ¹⁰	The New Constitution would expressly provide that the Company may pay any government authority (including any tax authority) in respect of a shareholder or any share or distribution, if it is required by law to make that payment.
	The Existing Constitution is silent on this.
Overseas shareholders ¹¹	The New Constitution would include an express acknowledgement for those Shareholders with a registered address outside Australia that the Company may, in accordance with the ASX Listing Rules, arrange for a nominee to dispose of those Shareholders' entitlement to participate in any issue of shares by the Company.
	The Existing Constitution is silent on this.
Continuing liability ¹²	The New Constitution would provide that, if a person's shares are sold due to forfeiture or the Company enforcing a lien, the person continues to be liable and must pay the shortfall between the net proceeds from the sale and outstanding amounts due to the Company.
	The Existing Constitution is silent on this.
General	Compared to the Existing Constitution, in the New Constitution:
	 certain concepts (such as how the Company can give notices to Shareholders) would be modernised;
	 references to applicable legislation and rules would be updated; and
	 relevant definitions would be updated to reflect current terminology and the various changes to the Corporations Act and ASX Listing Rules.

Directors' recommendation

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

 $^{^{9}}$ Rule 9.1(b) of Existing Constitution. Rule 22.1(a) of New Constitution.

¹⁰ Rule 7 of New Constitution.

¹¹ Rule 24 of New Constitution.

 $^{^{\}rm 12}$ Rule 6.12 and 6.17 of New Constitution.

GLOSSARY OF TERMS

- "Associate" has the meaning given to that term in the ASX Listing Rules.
- "ASX" means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by ASX Limited, as the context requires.
- "ASX Listing Rules" means the official listing rules of ASX.
- "AWST" means Western Standard Time being the time of Perth, Western Australia.
- "Board" means the board of directors of the Company.
- "Chair" means the chair of the Meeting.
- "Closely Related Party" has the meaning given to that term in the Corporations Act and includes a spouse, dependant and certain other close family members of, as well as any companies controlled by, a member of Key Management Personnel.
- "Company" means Red 5 Limited (ABN 73 068 647 610).
- "Corporations Act" means the Corporations Act 2001 (Cth).
- "Director" means a director of the Company.
- "Existing Constitution" means the Company's current constitution.
- "Explanatory Memorandum" means this explanatory memorandum.
- "Key Management Personnel" has the meaning given to that term in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors.
- "Meeting" or "General Meeting" means the general meeting of the Company covered by the Notice of Meeting.
- "New Constitution" means the proposed new constitution for the Company the subject of Resolution 3.
- "Notice of Meeting" means the document giving notice to Shareholders of the general meeting of the Company to be held on 25 September 2024.
- "Resolution" means a resolution contained in the Notice of Meeting.
- "Scheme Booklet" means the Scheme Booklet prepared in connection with the recommended scheme of arrangement to effect the proposed merger of Silver Lake and the Company dated 26 April 2024.
- "Share" means a fully paid ordinary share in the capital of the Company.
- "Shareholder" means a holder of a Share.
- "Silver Lake" means Silver Lake Resources Limited (ABN 38 108 779 782).



Red 5 Limited | ABN 73 068 647 610

Proxy Voting Form

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



SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

Meeting.

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://automic.com.au.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at

https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone

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



BY MAIL:

Automic GPO Box 5193 Sydney NSW 2001

IN PERSON:

Automic

Level 5, 126 Phillip Street Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic: WEBSITE:

https://automicgroup.com.au/

PHONE:

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

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STEP 1 - How to vote APPOINT A PROXY: I/We being a Shareholder entitled to attend and vote at the General Meeting of Red 5 Limited, to be held at 10.00am (AWST) on Wednesday, 25 September 2024 at the offices of Corrs Chambers Westgarth, Level 6, Brookfield Place Tower 2, 123 St Georges Terrace, Perth Western Australia Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof. The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention below) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair. STEP 2 - Your voting direction Resolutions For **Against** Abstain CHANGE OF COMPANY NAME 2 REMUNERATION OF NON-EXECUTIVE DIRECTORS ADOPTION OF NEW CONSTITUTION 3 Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll STEP 3 – Signatures and contact details Individual or Securityholder 1 Securituholder 2 Securityholder 3 Sole Director and Sole Company Secretary Director Director / Company Secretary Contact Name:

Individual or Securityholder 1 Securityholder 2 Securityholder 3 Sole Director and Sole Company Secretary Contact Name: Email Address: Contact Daytime Telephone Date (DD/MM/YY) Director Date (DD/MM/YY) Date (DD/MM/YY) Date (DD/MM/YY) Date (DD/MM/YY) Date (DD/MM/YY) Date (DD/MM/YY)