



16 October 2024

ADJOURNMENT OF ANNUAL GENERAL MEETING AND ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Red Mountain Mining Limited (RMX or the Company) (ASX: RMX) hereby gives notice to Shareholders that, in relation to the Notice of Annual General Meeting released to the Company's ASX platform on 11 September 2024 (**Notice**) in respect of the Company's annual general meeting of members to be held at 10:00am (WST) on 16 October 2024 (**Meeting**), the Chairman has resolved to adjourn the Meeting to **15 November 2024 at 10:00am (WST)**. The reason for the adjournment is to enable Shareholders to have adequate time to consider an additional resolution to be put to the Meeting, the details of which are annexed to this announcement.

As set out in the Notice, the Meeting will be held at the offices of the Company, Unit 1/38 Colin Street, West Perth WA 6005.

The Directors have resolved to include a new Resolution 6 (**Additional Resolution**), on the terms set out in this Addendum. The adjournment was required to allow shareholders further time to consider the Additional Resolution with respect to a proposed placement to professional, sophisticated and institutional investors to raise up to A\$3 million via the issue of fully paid ordinary shares (**Shares**) at an issue price equal to 80% of the volume weighted average price of Shares for the 5 trading days on which sales of Shares were recorded prior to the issue date of the Shares.

Shareholders who have already lodged Proxy Forms may:

- (a) do nothing, and proxy votes cast on Resolutions 1 to 5 will still be counted at the adjourned meeting, and the shareholder will be deemed to have abstained on Resolution 6; or
- (b) lodge a revised Proxy Form by returning the Replacement Proxy Form accompanying the Addendum to Notice of Annual General Meeting, which will serve to supersede the original Proxy Form.

Shareholders who are yet to lodge a Proxy Form must now lodge a Replacement Proxy Form, that will record the Shareholder's voting intentions for all of Resolutions 1 to 6.

Replacement Proxy Forms must be lodged by 10:00am (WST) on 13 November 2024 to be counted in the Meeting.

This announcement has been authorised for release to ASX by the Board of Directors of Red Mountain Mining Limited.

For further information, please contact:

Mauro Piccini
Company Secretary
+61 8 6559 1792

RED MOUNTAIN MINING LIMITED

ACN 119 568 106

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Red Mountain Mining Limited (ACN 119 568 106) (**Company**) hereby gives notice to Shareholders that, in relation to the Notice of Annual General Meeting released to the Company's ASX platform on 11 September 2024 (**Notice**) in respect of the Company's annual general meeting of members to be held at 10:00am (WST) on 16 October 2024 (**Meeting**), that the Chairman has adjourned the Meeting to 15 November 2024 at 10:00am (WST).

The Directors have resolved to include a new Resolution 6 (**Additional Resolution**), on the terms set out in this Addendum.

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

REPLACEMENT PROXY FORM

Annexed to this Addendum is a replacement proxy form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote for Resolutions 1 to 5 or cast votes for the Additional Resolution, you must complete and return the Replacement Proxy Form.
- (b) If you have already completed and returned the Original Proxy Form and you do not wish to change your original vote for Resolutions 1 to 5 or vote on the Additional Resolution, you do not need to take any action as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 5 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, you will not have cast a vote on the Additional Resolution.
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, please complete and return the Replacement Proxy Form.

Shareholders are encouraged to vote online at <https://investor.automic.com.au/#/loginsah> or by returning the attached proxy form by:

post to: Automic
GPO Box 5193

Sydney NSW 2001

or

Email to: meetings@automicgroup.com.au

Your proxy voting instruction must be received by 10.00am (WST) on 13 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Company **strongly encourages Shareholders to lodge a directed proxy form prior to the Meeting and register their attendance prior to the Meeting if they intend to attend.**

Where the old proxy form is received with 5 resolutions, resolution 6 will be processed as Abstain.

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Company's Notice of Meeting or this Addendum, the Company will notify Shareholders accordingly via the Company's website at www.redmountainmining.com.au/.

This Addendum is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting or Addendum please contact the Company's share registry, Automic, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Enquiries

Shareholders are requested to contact the Company Secretary on +61 8 6559 1792 if they have any queries in respect of the matters set out in these documents.

SUPPLEMENTARY BUSINESS OF THE MEETING

The agenda of the Notice is amended by including the following Additional Resolution:

AGENDA

1. **RESOLUTION 6 – APPROVAL TO ISSUE SHARES UNDER PLACEMENT**

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares to professional, sophisticated and institutional investors, which, when multiplied by the Issue Price, will raise up to \$3,000,000 on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 6– Approval to Issue Shares under Placement

A participant in the Placement or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

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

7. RESOLUTION 6 – APPROVAL TO ISSUE SHARES UNDER PLACEMENT

7.1 General

The Company has decided to undertake a placement of Shares to new and existing professional, sophisticated and institutional investors (**Placement Participants**) for a placement of Shares at an issue price of 80% of the VWAP of Shares for the 5 trading days on which sales of Shares were recorded prior to the issue date (**Issue Price**), to raise \$3,000,000 (before costs) (**Placement**).

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 (and all other purposes) for the issue of that number of Shares equal to \$3,000,000 divided by the Issue Price, to the Placement Participants.

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue in the manner described above. In such circumstances, the Company would need to assess other avenues to raise the required capital.

7.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Shares were issued to participants in the Placement, who were professional, sophisticated and institutional investors who are clients of Xcel Capital Pty Ltd (corporate advisor) and identified via a bookbuild process. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	The maximum number of Shares to be issued is that number of Shares which, when multiplied by the Issue Price (outlined below) equals \$3,000,000.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	The Issue Price per Share will be equal to 80% of the VWAP of Shares for the 5 trading days on which sales of Shares were recorded prior to the issue date of the Shares.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards exploration of gold assets (Fry Lake Canada and Kiabye WA), working capital, new venture review and costs of the placement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7.4 Dilution

Set out below is a worked example of the number of Shares that may be issued under this Resolution based on assumed issue prices of \$0.004, \$0.008 and \$0.012 per Share, being 80% of the closing price of Shares on 8 October 2024 (**Closing Price**) and 50% increase and 50% decrease to the Closing Price.

ASSUMED ISSUE PRICE	MAXIMUM NUMBER OF SHARES WHICH MAY BE ISSUED ¹	CURRENT SHARES ON ISSUE AS AT THE DATE OF THIS NOTICE	DILUTION EFFECT ON EXISTING SHAREHOLDERS
0.004	750,000,000	3,873,577,312	16.22%
0.008	375,000,000	3,873,577,312	8.83%
0.012	250,000,000	3,873,577,312	6.06%

Notes:

1. As noted in the Notice, the Company sought Shareholder approval at its general meeting held on 30 September 2024, to consolidate its issued capital (**Consolidation**). To ensure consistency, unless otherwise specified, all figures presented in this Notice are on a pre-Consolidation basis. Rounded to the nearest whole number.
2. There are currently 3,873,577,312 Shares on issue as at the date of this Notice (on a pre-Consolidation basis) and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to this Resolution (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

As the issue price under this Resolution is linked to the market price of the Company's Shares, the issue could be highly dilutive to existing Shareholders if the market price of the Shares falls substantially between the date of the Notice and the date of issue.

GLOSSARY

Addendum means this addendum to the Notice.

Additional Resolution means Resolution 6 of this Addendum.

Meeting means the Company's annual general meeting of members to be held at 10:00am (WST) on 15 November 2024.

Notice means the notice of annual general meeting including the Explanatory Statement released by the Company on the ASX on 11 September 2024.

Original Proxy Form means the proxy form annexed to the Notice.

Replacement Proxy Form means the replacement proxy form annexed to the Addendum to the Notice.

VWAP means the volume weighted average price.

Your proxy voting instruction must be received by **10.00am (AWST) on Wednesday, 13 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
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:

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

