



# **RED MOUNTAIN MINING LIMITED**

**(ACN 119 568 106)**

## **NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM**

**Friday 20 March 2020**

**10:00am AWST**

**Suite 2, Level 1, 1 Altona Street, West Perth, Western Australia 6005**

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 6559 1792.

**Legal Advisor**

**NOVA**LEGAL  
CORPORATE LAWYERS

# NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Red Mountain Mining Limited (ACN 119 568 106) will be held at the offices of Red Mountain Mining Ltd, Suite 2, Level 1, 1 Altona Street, West Perth, Western Australia 6005 on Friday 20 March 2020 commencing at 10:00am AWST.

The Explanatory Memorandum to this Notice provides additional information on matter to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday 18 March 2020 at 04:00pm AWST.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

## AGENDA

### 1. Resolution 1 – Issue of Upfront Consideration Shares for Mt Mansbridge Acquisition

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To consider and, if thought fit, to pass as an **ordinary resolution** the following:

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 100,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

#### Voting Exclusion

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

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

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

- (a) 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; or
- (b) the chair of the meeting 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.

Dated 18 February 2020

**BY ORDER OF THE BOARD**



Mauro Piccini  
Company Secretary

# EXPLANATORY MEMORANDUM

## 1. Introduction

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This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at the offices of Red Mountain Mining Ltd, Suite 2, Level 1, 1 Altona Street, West Perth, Western Australia 6005 on Friday 20 March 2020 commencing at 10:00am AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

## 2. Action to be taken by Shareholders

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

### 2.1 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 attend the Meeting or, if they are unable to attend in person, sign and return the 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 in person.

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.

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

## 3. Acquisition of Mt Mansbridge Project

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### 3.1 Background to the Acquisition

- (a) As announced on 11 February 2020, Company is party to a binding term sheet with Prosper WA Pty Ltd (**Vendor**) in respect of the proposed acquisition of the Mt Mansbridge Project (**Term Sheet**).
- (b) Pursuant to the Term Sheet, the Company will acquire the Mt Mansbridge Project, via the acquisition of 100% of the issued capital of Unearthed Resources Pty Ltd

(**Unearthed**). Unearthed is a holding company which is the sole legal and beneficial holder of the tenements comprising the project, as set out in Schedule 2 (**Mt Mansbridge Project**).

- (c) The material terms and conditions of the Term Sheet are set out in section 3.1.3 below.
- (d) The Mt Mansbridge Project is a rare earth minerals and cobalt project located in Western Australia comprised of granted exploration licences E80/5229 and E80/5111. The Mt Mansbridge Project is prospective for rare earth minerals and nickel/cobalt, as drilling results have identified cobalt and mapping, soil sampling, rock chips and costeans have demonstrated rare earth minerals.
- (e) For further details on the Mt Mansbridge Project, refer to the Company's announcements of 11 February 2020 and 12 August 2019.

### 3.1.2 Details of the Vendor

Details of Unearthed, the Vendor and the Vendor's shareholders are set out in Schedule 2.

The Vendor is the owner of 100% of the issued share capital of Unearthed. Unearthed is the owner of the Mt Mansbridge Project. Celia Sansom, Peter Sansom and Kevin Das are currently directors of the Vendor.

Mr Kevin Das (as a joint holder with Ms Rachel Das) (40%), Emruni Holdings Pty Ltd (4%) and Multipurpose Holdings Pty Ltd (56%) are the three shareholders of the Vendor. Emruni Holdings Pty Ltd is wholly owned by Multipurpose Holdings Pty Ltd. Celia Sansom is the sole shareholder of Multipurpose Holdings Pty Ltd.

The Vendor and Unearthed are not related parties of RMX and do not currently hold any shares in RMX.

It is proposed that Mr Kevin Das will be appointed to the board of RMX. Mr Das does not currently hold any shares in RMX.

Section 228(6) of the Corporations Act states that a person is a related party of a company if the company believes, or has reasonable grounds to believe that the person is likely to become a related party). Mr Das is a related party pursuant to section 228(6) of the Corporations Act on the basis of his proposed appointment to the board of RMX.

### 3.1.3 Terms of the Acquisition

The material terms and conditions of the Acquisition, pursuant to the Term Sheet, are set out below:

#### (a) **Consideration**

The consideration payable by RMX to the Vendor (or nominees) for the acquisition of the Mt Mansbridge Project is comprised of the following payments, noting that the Upfront Consideration is to be paid upon Settlement, and the Deferred Consideration is to be paid post-settlement, subject to satisfaction of the various Milestones and conditions listed below.

RMX is seeking approval under Resolution 1 for the Upfront Consideration. The issue of the Deferred Consideration will be issued at a later date subject to satisfaction of the relevant Milestones and subject to RMX obtaining any necessary shareholder and regulatory approvals at that time.

<b>Mt Mansbridge Consideration</b>	<b>Details of Consideration</b>	<b>Details of Milestone</b>
<b>Upfront Consideration Shares and Upfront Consideration Cash</b>	\$100,000 cash and 100,000,000 Consideration Shares (at a deemed issue price of \$0.005).	N/A – Upfront Consideration payable at Settlement.  RMX is seeking shareholder approval under Resolution 1 for the issue of these Upfront Consideration Shares
<b>First Milestone Deferred Consideration Shares and Deferred Consideration Cash</b>	\$50,000 Deferred Consideration Cash and 30,000,000 Deferred Consideration Shares	Deferred Consideration payable post-Settlement upon certification of no less than an Inferred JORC Resource* which contains: (i) at least 3,000,000kg total rare earth oxide ( <b>TREO</b> ); and (ii) average grade greater than or equal to 1.5% TREO with cutoff of 0.8% ; and (iii) heavy rare earth oxides ( <b>HREO</b> ) % greater than or equal to 80%.  *note- JORC Resource can comprise several deposits and be a subset of larger deposit.
<b>Second Milestone Deferred Consideration Shares and Deferred Consideration Cash</b>	(i) \$500,000 Deferred Consideration Cash; (ii) \$1,000,000 worth of Deferred Consideration Shares. The Deferred Consideration Shares to be issued based on a 30-day VWAP calculated (based on the 30 trading days prior to date on which RMX announces satisfaction of the Second Milestone and subject to a minimum floor price of \$0.005 cents per Deferred Consideration Share); and (iii) Granting the Vendor a life of mine 1% Net Smelter Return Royalty.	Deferred Consideration payable post-Settlement upon completion of a feasibility study with a pre-tax IRR > 20% and NPV <sub>8</sub> /Capex > 0.8
<b>Offtake Deferred Consideration Shares and Deferred Consideration Cash</b>	(i) \$500,000 Deferred Consideration Cash; and (ii) \$500,000 worth of Consideration Shares based on 30-day VWAP calculated based on the 30 trading days prior to date on which RMX announces entry into the Relevant Agreement (with a minimum floor price of \$0.005 cents per share).	If RMX enters into a binding offtake or toll treating agreement ( <b>Relevant Agreement</b> ) with a term of not less than 2 years for a minimum of 500,000kg of rare earth oxide per annum, then, RMX shall pay the Vendor additional Deferred Consideration.

(a) **General Terms:**

The Term Sheet also contains the following additional material terms and conditions:

- (i) The Vendor granted an exclusive option to the Company for the Acquisition, in consideration for RMX's payment of a non-refundable \$50,000 cash option fee. The Company has paid the option fee and has exercised the option.
- (ii) Settlement of the Acquisition is subject to and conditional upon RMX obtaining all requisite shareholder approvals to give effect to the Mt Mansbridge Acquisition:
- (i) From execution of the Term Sheet until settlement of the Acquisition, the Vendor will be responsible for maintaining the tenements which comprise the Mt Mansbridge Project. From the date of settlement of the Mt Mansbridge Acquisition, RMX will be responsible for maintaining the Mt Mansbridge Project.

- (ii) RMX has engaged Mr Das to consult to RMX in respect of the Mt Mansbridge for a period of 6 months from the date of settlement of the Mt Mansbridge Acquisition. Mr Das' consulting fees will be \$8,000 (plus GST) per month, plus any authorised incurred expenses. Mr Das is a qualified geologist with specific experience with rare earth exploration projects of a similar nature to Mt Mansbridge. Accordingly, the consultancy services to be provided by Mr Das will include:
  - (A) guidance on the development/strategy of the exploration activities to be conducted on the Mt Mansbridge Project;
  - (B) design, co-ordination and implementation of the exploration programmes for the Mt Mansbridge Project;
  - (C) assistance and guidance in respect of the analysis of the results of the exploration programmes; and
  - (D) other technical consultancy services associated with the Mt Mansbridge Project, if and when requested by the Company on an ad-hoc basis.
- (iii) The payment of the consulting fee to Mr Das constitutes payment of a financial benefit to a related party pursuant to Chapter 2E of the Corporations Act. However, the Directors consider the proposed consulting fee to be on arm's length terms, as the fee is comparable to fees of unrelated third party geological consultants.
- (iv) On and from satisfaction of the second Milestone, RMX will appoint Mr Das as a Non-Executive Director of RMX (on the same appointment basis as RMX's existing non-executive directors and for an annual director's fee of \$24,000 (being \$2,000 per month)).
- (v) At settlement of the Mt Mansbridge Acquisition, RMX will repay the Vendor's reasonable costs incurred in applying for E80/5413.
- (vi) All Shares issued pursuant to the Term Sheet (being the Upfront Consideration Shares and the Deferred Consideration Shares) are subject to a voluntary escrow period of 12 months from their date of issue.

The Term Sheet otherwise contains terms, conditions warranties and representations typical for an agreement of this nature.

### **3.1.4 Effect on Capital Structure**

- (a) The capital structure of the Company as at the date of the Notice of Meeting is set out below:

Existing Shares on issue	No. Shares
Ordinary Shares	878,036,775
Other Existing Securities on issue	No. Securities
Tranche 2 Performance Rights (subject to vesting conditions)	9,500,000
Tranche 3 Performance Rights (subject to vesting conditions)	19,500,000
Unlisted Options exercisable at \$0.02 each on or before 28 June 2023	35,000,000

- (b) Assuming issue of the Upfront Consideration Shares at settlement of Acquisition, and assuming all Milestones are satisfied and all Deferred Consideration Shares are issued, the pro-forma capital structure of the Company is as follows:

Existing Shares on issue	No. Shares	
Ordinary Shares	878,036,775	
Upfront Consideration Shares*	No. Shares	Vendor's % holding in RMX***
Mt Mansbridge Upfront Consideration Shares (the subject of Resolution 1)	100,000,000	11.39%
<b>Total on issue after Resolution 1 is passed</b>	<b>978,036,775</b>	
Deferred Consideration Shares**	No. Shares	Vendor's (or nominees) % holding in RMX*
Mt Mansbridge Milestone 1 Deferred Consideration Shares	30,000,000	12.9%
Mt Mansbridge Milestone 2 Deferred Consideration Shares	200,000,000	27.32%
Mt Mansbridge Offtake Agreement Deferred Consideration Shares*	100,000,000	32.87%
<b>Total on issue after Acquisition and satisfaction of all Milestones</b>	<b>1,308,036,775</b>	
Other Existing Securities on issue		
Tranche 2 Performance Rights (subject to vesting conditions)	9,500,000	
Tranche 3 Performance Rights (subject to vesting conditions)	19,500,000	
Unlisted Options exercisable at \$0.02 each on or before 28 June 2023	35,000,000	

\* These Shares will be issued at Settlement, subject to the passing of Resolution 1.

\*\* These Shares will be issued post-Settlement, subject to the satisfaction of the relevant Milestones, and subject to RMX obtaining all necessary shareholder and regulatory approvals at that time.

\*\*\* Vendor's (or nominees) shareholding in RMX, on a cumulative basis.

### 3.1.5 Advantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolution:

- (a) As a result of the nature of the Mt Mansbridge Project, the Directors believe the Acquisition is an excellent opportunity for the Company to diversify its portfolio of exploration assets and gain exposure to the varied market conditions in Western Australia.
- (b) The terms of the Acquisition a combination of cash and share-based upfront and deferred consideration, and the deferred consideration is payable subject to satisfaction of project-based milestones. Accordingly, the immediate effect of dilution on existing Shareholders and reduction in the Company's cash reserves is decreased.

### 3.1.6 Disadvantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolution:

- (a) Mt Mansbridge Project to be acquired is an exploration asset located in Western Australia and are prospective for rare earth elements. This is different to the Company's existing exploration projects are located in the DRC and Philippines and are prospective for copper, cobalt and gold. Accordingly, the proposed Acquisition may not be consistent with the objectives of Shareholders.
- (b) The Acquisition will result in the issue of Shares to the Vendor (or its nominees), which will have a dilutive effect on the current holdings of Shareholders.
- (c) The Mt Mansbridge Project is a speculative exploration asset, subject to exploration risk and other market risks associated with Western Australian resources.

### 3.1.7 Directors' Recommendation

The Directors consider that the Mt Mansbridge Acquisition is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 1.

## 4. Resolution 1 – Issue of Acquisition Consideration Shares

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RMX has entered into the Term Sheet described above and Resolution 1 seeks Shareholder approval for the issue of 100,000,000 Upfront Consideration Shares to the Vendors (or nominees) (**Upfront Consideration Shares**).

The Upfront Consideration Shares are fully paid ordinary shares issued as part consideration for the Company's acquisition of the Mt Mansbridge Project pursuant to the Term Sheet.

### 4.1 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Upfront Consideration Shares (**Issue**) does not fit within any of these exceptions. While the Issue does not exceed the 15% limited in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to

obtain shareholder approval under Listing Rule 7.1. To do this, the Company is asking shareholders to approve the Issue under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 1 seeks approval to issue the Upfront Consideration Shares under and for the purposes of Listing Rule 7.1.

If Resolution 1 **is** passed, the Issue can proceed without using up any of the Company's 15% limit on issuing Equity Securities without approval set out in Listing Rule 7.1. Further, if Resolution 1 is passed, the Company will seek approval for the Deferred Consideration Shares at a later date, subject to satisfaction of the relevant Milestones.

If Resolution 1 **is not** passed, the Issue can still proceed but it will reduce, to that extent, the Company's capacity to issue Equity Securities without shareholder approval under Listing Rule 7.1 for 12 months following the Issue. Further, if Resolution is not passed, the Company will still be required to seek all necessary shareholder approvals for the issue of the Deferred Consideration Shares (subject to the satisfaction of the relevant Milestones).

## **4.2 ASX Listing Rule 10.11**

Mr Das is a related party by reason only of the Acquisition transaction which is the reason for the issue of the Upfront Consideration Shares and Deferred Consideration Shares. As such, Shareholder approval for the issue of securities to Mr Das under ASX Listing Rule 10.11 is not required pursuant to exception 6 of ASX Listing Rule 10.12.

## **4.3 Section 208 of the Corporations Act**

Section 228(6) of the Corporations Act states that a person is a related party of a company if the company believes, or has reasonable grounds to believe that the person is likely to become a related party).

The Vendor nor any of its shareholders (other than Mr Das) are related parties of the Company. Mr Das is a proposed director of the Company and accordingly, is a related party of the Company by the operation of section 228(6) of the Corporations Act.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Upfront Consideration Shares which may be received by Mr Das pursuant to Schedule 2 constitutes giving a financial benefit as Mr Das is a related party of the Company.

The current Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the interest in the issue of the Consideration Shares which may be received by Mr Das because the interest in the Shares will be received by Mr Das on the same terms as the remaining Shares to be issued to non-related party shareholders of the Vendor under the Term Sheet, and as such the giving of the financial benefit is on arm's length commercial terms.

#### **4.4 Technical information required by ASX listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Upfront Consideration Shares:

- (a) the Shares will be issued to the Vendors (or nominees), who are not a related parties of the Company (refer to section 3.1.2 for further details, noting that the names of these parties are set out in Schedule 2);
- (b) the maximum number of Shares to be issued is 100,000,000, and the Shares issued 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;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue will occur in one tranche on the date of Settlement of the Acquisition;
- (d) the deemed issue price of the Shares is \$0.005 per Share, however the Shares will be issued for nil cash consideration as they are issued for part consideration in respect of the Company's acquisition of the Mt Mansbridge Project;
- (e) the material terms of the agreement under which the Shares are issued (being the Term Sheet) is set out in section 3.1.3;
- (f) a voting exclusion statement is set out in the Notice.

# SCHEDULE 1– Definitions

In this Notice and the Explanatory Memorandum:

**\$** means Australian Dollars.

**Acquisition** or **Mt Mansbridge Acquisition** means the Company's acquisition of the Mt Mansbridge Project.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Board** means the board of Directors.

**Business Day** means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

**Chair** means the person appointed to chair the Meeting conveyed by this Notice.

**Company** or **RMX** means Red Mountain Mining Limited (ACN 119 568 106).

**Consideration** means the cash and share based consideration for the Acquisition, as described in Section 3.1.3(a).

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

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

**Deferred Consideration Shares**, where the context permits, means fully paid ordinary shares in the capital of the Company, to be issued to the Vendor (or nominees) post-settlement of the Acquisition upon satisfaction of the relevant Milestones, and subject to any necessary shareholder and regulatory approval at that time .

**Director** means a director of the Company.

**Equity Securities** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**JORC Code** means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Mt Mansbridge Acquisition** or **Acquisition** means Company's acquisition of the Mt Mansbridge Project, via the Company's acquisition of 100% of the issued share capital of Uearthed.

**Milestone** means the relevant Mt Mansbridge Project Milestones, as described in section 3.1.3(a).

**Mt Mansbridge Project** or **Project** means the rare earth minerals and cobalt project located in Western Australia, comprised of granted exploration licences E80/5229 and E80/5111, currently owned by Uearthed.

**Notice** means this notice of meeting.

**Option** means an option which entitles the holder to subscribe for one Share.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means resolution contained in the Notice.

**Schedule** means a schedule to this Notice.

**Section** means a section contained in this Explanatory Memorandum.

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

**Shareholder** means a shareholder of the Company.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Uearthed** means Uearthed Resources Pty Ltd (ACN 618 178 331).

**Upfront Consideration Shares**, where the context permits, means fully paid ordinary shares in the capital of the Company, to be issued to the Vendor (or nominees) upon Settlement of the Acquisition.

**Vendor** means Prosper WA Pty Ltd (ACN 603 173 628).

**VWAP** means volume weighted average price.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

## SCHEDULE 2 Project and Vendor Details

CAPITAL STRUCTURE OF PROSPER WA			
Shareholders of Prosper	NO. SHARES IN PROSPER	% HOLDING IN PROSPER WA	ENTITLEMENT TO CONSIDERATION
Emruni Holdings Pty Ltd (ACN 164 357 993) (an entity which is wholly owned by Multipurpose Holdings Pty Ltd)	6	4%	4%
Kevin Das and Rachel Das (as Joint Holders)	60	40%	40%
Multipurpose Holdings Pty Ltd (ACN 618 079 379) (an entity wholly owned by Celia Sansom)	84	56%	56%
<b>TOTAL</b>	<b>120</b>	<b>100.0</b>	<b>100%</b>

CURRENT DIRECTORS OF PROSPER WA
Celia Sansom
Peter Sansom
Kevin Das

CAPITAL STRUCTURE OF UNEARTHED		
Shareholder of Uearthed	NO. SHARES IN UNEARTHED	% HOLDING IN UNEARTHED
Prosper WA Pty Ltd (ACN 603 173 628)	1	100%
<b>TOTAL</b>	<b>1</b>	<b>100.0</b>

TENEMENTS						
Licence	Status	Register Holder (%)	Area	Application Date	Grant date	Expiry date
E80/5111 Mt Mansbridge	Live/Granted	Uearthed (100%)	32BL	6/6/2017	11/10/2018	10/10/2023
E80/5229 Mt Mansbridge	Live/Granted	Uearthed (100%)	44BL	3/5/2018	7/6/2019	6/6/2024
E80/5413 Mt Mansbridge	Application	Uearthed (100%)	24BL	20/08/2019	Pending	N/A



Red Mountain Mining Limited  
ABN 40 119 568 106

RMX

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST)** Wednesday, 18 March 2020.

# Proxy Form

## How to Vote on Item 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.

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

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### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**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.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1

### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Red Mountain Mining Limited hereby appoint

☐

the Chairman  
of the Meeting

OR

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

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 General Meeting of Red Mountain Mining Limited to be held at Suite 2, Level 1, 1 Altona Street, West Perth, Western Australia on Friday, 20 March 2020 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

### Step 2

### Item 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 Abstain

1 Issue of Upfront Consideration Shares for Mt Mansbridge Acquisition

☐☐☐

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the 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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

RMX

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Computershare

