
REDCASTLE RESOURCES LIMITED
ACN 096 781 716
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00am (AWST)
DATE: 4 January 2024
PLACE: Suite 11, Level 2
23 Railway Rd
SUBIACO WA 6008

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 Shareholders at 4:00pm (AWST) on 2 January 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – JEREMY KING

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

“That Jeremy King, a Director, who will cease to hold office as a director of the Company immediately before the end of this Meeting pursuant to section 250V(1) of the Corporations Act, being eligible, be re-elected as a Director with effect from the end of the Meeting.”

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – RONALD MILLER

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

“That Ronald Miller, a Director, who will cease to hold office as a director of the Company immediately before the end of this Meeting pursuant to section 250V(1) of the Corporations Act, being eligible, be re-elected as a Director with effect from the end of the Meeting.”

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – LINCOLN HO

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

“That Lincoln Ho, a Director, who will cease to hold office as a director of the Company immediately before the end of this Meeting pursuant to section 250V(1) of the Corporations Act, being eligible, be re-elected as a Director with effect from the end of the Meeting.”

Dated: 4 December 2023

By order of the Board

**Sarah Smith
Company Secretary**

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6559 1792.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS 1 TO 3

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders.

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote.

At the Company's annual general meeting held on 22 November 2022, the votes cast against the remuneration report considered at that annual general meeting were more than 25%, and a Spill Resolution was not put to vote. Subsequently, at the Company's annual general meeting on 6 October 2023, at least 25% of the votes cast were voted against adoption of the Remuneration Report and accordingly, the Spill Resolution was put to vote. The Company has convened a Shareholder meeting within 90 days of its most recent annual general meeting as more than 50% of votes cast were in favour of the Spill Resolution.

All of the directors of the Company who were in office when the directors' report (as included in the Company's annual financial report for the financial year ended 30 June 2023) was approved, will cease to hold office immediately before the end of this Meeting and stand for re-election.

1.2 Director Nominations

No new Director Nominations were received during the Director Nomination period.

1.3 Minimum Number of Directors

Section 250X of the Corporations Act provides a mechanism to ensure that a minimum of three directors remain after the Meeting, as required by section 201A of the Corporations Act.

These three positions will be occupied by the three people who receive the highest proportion of votes in favour of their appointment at the Meeting (even if less than 50% of the votes cast on their election are in favour of their re-appointment).

If two or more individuals have the same proportion of votes, any directors validly appointed at the Meeting will have the power to choose which individual will be re-appointed, subject to ratification at the next annual general meeting.

2. RESOLUTION 1 - RE-ELECTION OF DIRECTOR – JEREMY KING

Jeremy King, who has served as a Director since 8 June 2016, ceases to hold office as a director of the Company immediately before the end of this Meeting pursuant to section 250V(1) of the Corporations Act and, being eligible, seeks re-election as a Director with effect from the end of this Meeting.

2.1 Qualifications and other material directorships

Mr King is a corporate advisor and lawyer with over 20 years' experience in domestic and international legal, financial and corporate matters. Mr King spent several years in London where he worked with Allen & Overy LLP and Debevoise & Plimpton LLP and has extensive corporate experience, particularly in relation to cross-border private equity, leveraged buy-out acquisitions and acting for financial institutions and corporate issuers in respect of various equity capital raising. Mr King has significant ASX company experience as a Board member across resource and technology companies. Mr King currently holds a number of directorships in other ASX listed companies including non-executive director ECS Botanics Holdings Ltd; non-executive director of Smart Parking Limited; and nonexecutive director of Sultan Resources Limited.

2.2 Independence

If re-elected the Board considers Jeremy King will be an independent Director.

2.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, Jeremy King will be re-elected to the Board as an independent Director.

In the event that Resolution 1 is not passed and subject to a minimum of three directors remaining after the Meeting, as set out in Section 1.3 above, Jeremy King will not continue in his role as an independent Director.

2.4 Board recommendation

The Board has reviewed Jeremy King's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Jeremy King and recommends that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR – RONALD MILLER

Ronald Miller, who has served as a Director since 22 November 2022, ceases to hold office as a director of the Company immediately before the end of this Meeting pursuant to section 250V(1) of the Corporations Act and, being eligible, seeks re-election as a Director with effect from the end of this Meeting.

3.1 Qualifications and other material directorships

Ronald Miller has over 45 years of international experience in natural resources associated business. Mr Miller's experience involves leadership of integrated exploration, development and production units. Further, he holds experience in asset acquisitions and divestments, and corporate valuations and transactions. Mr Miller is currently a strategic advisor to an operator of a multi-billion dollar LNG facility in Australia. Mr Miller has had past executive and non-executive director roles in ASX listed companies (including serving as managing director of Oilex Ltd

(ASX: OEX) from 2009 to 2016). Mr Miller's affiliations, education and training includes a MSc Engineering, BSc Ocean Engineering and MAICD (retired chartered engineer).

3.2 Independence

If re-elected the Board considers Ronald Miller will be an independent Director.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Ronald Miller will be re-elected to the Board as an independent Director.

In the event that Resolution 2 is not passed and subject to a minimum of three directors remaining after the Meeting, as set out in Section 1.3 above, Ronald Miller will not continue in his role as an independent Director.

3.4 Board recommendation

The Board has reviewed Ronald Miller's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Ronald Miller and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 - RE-ELECTION OF DIRECTOR – LINCOLN HO

Lincoln Ho, who has served as a Director since 22 November 2022, ceases to hold office as a director of the Company immediately before the end of this Meeting pursuant to section 250V(1) of the Corporations Act and, being eligible, seeks re-election as a Director with effect from the end of this Meeting.

4.1 Qualifications and other material directorships

Lincoln Ho has over a decade of experience in equities trading, with a strong focus in corporate restructuring, due diligence, mergers & acquisitions in the emerging companies sector. Further, he holds specific investor relations experience in both Australia and Asia, having liaised with significant high net-worth investors based in Hong Kong, Singapore and China.

Mr Ho has sound ASX directorship experience and currently serves as non-executive director of Aldoro Resources Limited (ASX: ARN), an ASX listed nickel, rubidium and lithium exploration company and Red Mountain Mining Limited (ASX: RMX), an ASX listed company rare earth & gold exploration company. In addition, he previously served as non-executive director of Sultan Resources Limited (ASX: SLZ), another listed company with core focus on Australian gold assets, and Queensland Pacific Metals Limited (ASX: QPM), a listed company looking to produce nickel and cobalt sulphate for the battery minerals sector.

4.2 Independence

If re-elected the Board considers Lincoln Ho will be an independent Director.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Lincoln Ho will be re-elected to the Board as an independent Director.

In the event that Resolution 3 is not passed and subject to a minimum of three directors remaining after the Meeting, as set out in Section 1.3 above, Lincoln Ho will not continue in his role as an independent Director.

4.4 Board recommendation

The Board has reviewed Lincoln Ho's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Lincoln Ho and recommends that Shareholders vote in favour of Resolution 3.

GLOSSARY

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means Redcastle Resources Limited (ACN 096 781 716).

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Shareholder means a registered holder of a Share.

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

Your proxy voting instruction must be received by **11.00am (AWST) on Tuesday, 02 January 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 KMP.

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.



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