
REDBANK COPPER LIMITED

ACN 059 326 519

NOTICE OF ANNUAL GENERAL MEETING

TIME: 12 noon (AWST)
DATE: 25 November 2021
PLACE: Vibe Hotel, Level 9, 9 Alvan Street
Subiaco, WA 6008

IMPORTANT NOTES

Physical Meeting

The Meeting is being run as a physical meeting. The Company will also establish a video feed for the meeting. Any Shareholder wishing to view the Meeting by video feed is requested to register their interest ahead of the Meeting by contacting the Company by email at admin@redbankcopper.com.au.

Covid-19

In case there are restrictions on indoor gatherings in Western Australia at the time of the Meeting as a result of the COVID-19 Pandemic, the Company encourages shareholders to vote by proxy in advance of the Meeting. If submitting a proxy form, it is strongly recommended that the chair is appointed as your proxy to ensure the proxy will be in attendance at the Meeting. It is also recommended that you direct your proxy how to vote on the voting form.

Please note that the Company will strictly comply with any applicable limitations on indoor gatherings in force at the time of the Meeting. If any restrictions are in force at the time of the Meeting voting by you at the Meeting will not be possible if entry is denied to you unless a proxy is appointed by you and is in attendance at the Meeting.

This Notice of Annual General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional adviser.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Redbank Copper Limited ('the Company'), to which this Notice of Annual General Meeting relates, will be held at 12 noon (AWST) on 25 November 2021 at Vibe Hotel, Level 9, 9 Alvan Street, Subiaco WA 6008.

The health and safety of Shareholders, personnel and other stakeholders is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19 in Western Australia.

Based on the best information available to the Board at the time of this Notice, the Board considers it will be in a position to hold an in-person meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the COVID-19 restrictions regarding gatherings. The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting.

If the situation in relation to COVID-19 were to change in a way that affects the position above, the Company will provide an update ahead of the Meeting by releasing an ASX announcement.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4:00pm (AWST) on 23 November 2021.

VOTING IN PERSON

Given the current COVID-19 circumstances in Western Australia and in the interests of the health and safety of our Shareholders, the Company will implement arrangements to allow Shareholders to physically attend the Meeting in accordance with COVID-19 protocols and government advice.

The Company will strictly comply with applicable limitations on indoor gatherings in force at the time of the Meeting. If you attend the Meeting in person, you will be required to adhere to COVID-19 protocols in place at the time of the Meeting.

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, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 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 changes to the Corporations Act made in 2011 mean 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.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

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

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

HOW TO ASK QUESTIONS

Shareholders are able to submit written questions to the Company or auditor in advance of the Meeting. Questions may be submitted via email to admin@redbankcopper.com.au. Questions should be submitted no later than 5pm (WST) on the day prior to the date of the Meeting. We will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders. Shareholders and proxyholders will be given an opportunity to ask questions in-person at the Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Redbank Copper Limited will be held at Vibe Hotel, Level 9, 9 Alvan Street, Subiaco WA 6008 at 12 noon (AWST) on 25 November 2021.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30 June 2021.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
 - (b) the voter is the Chair and the appointment of the Chair as a proxy does not specify the way the proxy is to vote on this resolution and expressly authorises the Chair to exercise the proxy even if this resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
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2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR BRUCE HOOPER

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

“That Mr Bruce Hooper, who ceases to hold office in accordance with clause 13.4 of the Constitution, and being eligible, offers himself for election, be re-elected as a Director of the Company.”

3. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – MR ANTHONY KIERNAN

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

“That Mr Anthony Kiernan, who ceases to hold office in accordance with clause 13.4 of the Constitution, and being eligible, offers himself for election, be re-elected as a Director of the Company.”

4. RESOLUTION 4 – RE-ELECTION OF A DIRECTOR – MR DALE HENDERSON

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

“That Mr Dale Henderson, who ceases to hold office in accordance with clause 13.4 of the Constitution, and being eligible, offers himself for election, be re-elected as a Director of the Company.”

5. RESOLUTION 5 – RE-ELECTION OF A DIRECTOR – MR DARYL HENTHORN

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

“That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Daryl Henthorn, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

6. RESOLUTION 6 – ISSUE OF OPTIONS TO A RELATED PARTY – MR DALE HENDERSON

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,750,000 Options to Mr Dale Henderson, a director of the Company (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

ASX Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Dale Henderson (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (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 a resolution by:

- (a) a person as a 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on a Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) 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.

The above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) 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.

7. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT FACILITY

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

“That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue Equity Securities provided for under Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

DATED: 22 OCTOBER 2021

BY ORDER OF THE BOARD

**MS MELANIE ROSS
COMPANY SECRETARY
REDBANK COPPER LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Vibe Hotel, Level 9, 9 Alvan Street, Subiaco WA 6008 at 12 noon (AWST) on 25 November 2021.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

Shareholders may also ask questions of the Company's auditor on the conduct of the audit, the audit report, the Company's accounting policies and the independence of the auditor in relation to the conduct of the audit.

The Company is not required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.redbankcopper.com.au

1.0 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2021. A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

1.2 Voting consequences

Under the Corporations Act if, at two consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report, then a further resolution (**Spill Resolution**) may be required to be considered at the second annual general meeting as to whether a further meeting be convened to put certain Directors to re-election. The Directors to be put to re-election are those Directors, other than the Managing Director, who were Directors when the resolution to make the directors report was passed.

1.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Spill Resolution will not be relevant for this Annual General Meeting.

2.0 RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BRUCE HOOPER

2.1 General

Clause 13.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election at that meeting.

Mr Hooper was appointed as a Director by a resolution of Directors, effective 1 December 2020. Accordingly, Mr Hooper retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

2.2 Qualifications and other material directorships

Mr Hooper is a registered professional geoscientist with extensive resources industry experience spanning the base metal, precious metal and energy sectors in Australia, Asia, the Americas and Africa.

Mr Hooper was recently the Chief Exploration & Business Development Officer at Sandfire Resources Ltd. During this time he was seconded to be Chief Executive Officer of Tintina Resources based in Montana, USA. Prior to 2012, Bruce worked in several senior exploration, operational and business development roles for a variety of companies including British Petroleum ('BP'), Rio Tinto Limited, North Limited, Straits Resources Limited, Perilya Ltd, Ivernia Inc. along with both private and public board roles.

Mr Hooper has not held any directorships of other listed companies in the last 3 years.

2.3 Independence

Mr Hooper is considered to be an independent Director of the Company.

2.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board including checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Hooper.

2.5 Board recommendation

The Board supports the re-election of Mr Hooper and recommends that Shareholders vote in favour of Resolution 2.

3.0 RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR ANTHONY KIERNAN

3.1 General

Clause 13.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election at that meeting.

Mr Kiernan was appointed as a Director by a resolution of Directors, effective 21 April 2021. Accordingly, Mr Kiernan retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

3.2 Qualifications and other material directorships

Mr Kiernan is a highly experienced public company director and former solicitor, having built an extensive career in the mining and exploration sectors spanning over 35 years. Mr Kiernan's previous roles include Chairman of Saracen Mineral Holdings prior to the company's merger with Northern Star Resources, Chairman of Venturex Resources, and Chairman of Chalice Gold Mines (now Chalice Mining Limited).

Mr Kiernan is currently Chairman of Pilbara Minerals and Lead Independent Director of Northern Star Resources.

In the previous 3 years Mr Kiernan has been a director of Saracen Mineral Holdings Limited (until February 2021), Venturex Resources Limited (until March 2021) and Chalice Mining Limited (until September 2018).

3.3 Independence

Mr Kiernan is considered to be an independent Director of the Company.

3.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board including checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Kiernan.

3.5 Board recommendation

The Board supports the re-election of Mr Kiernan and recommends that Shareholders vote in favour of Resolution 3.

4.0 RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR DALE HENDERSON

4.1 General

Clause 13.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election at that meeting.

Mr Henderson was appointed as a Director by a resolution of Directors, effective 2 September 2021. Accordingly, Mr Henderson retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

4.2 Qualifications and other material directorships

Mr Henderson is an engineer (B Eng (Civil) and GAICD) with experience in both mine operations and development in the resources sector. This experience has included brown-fields and green-fields environments across a range of commodities in both metals and on-shore hydrocarbons.

Mr Henderson holds the position of Chief Operating Officer at Pilbara Minerals Limited where he is leading the delivery of the operations and development objectives for the company. Dale has also previously worked for several major resource operators including Fortescue Metals Group, Chevron, and Occidental Petroleum.

Mr Henderson has not held any directorships of other listed companies in the last 3 years.

4.3 Independence

Mr Henderson is considered to be an independent Director of the Company.

4.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board including checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Henderson.

Mr Henderson has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

4.5 Board recommendation

The Board supports the re-election of Mr Henderson and recommends that Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR DARYL HENTHORN

5.1 General

Clause 13.2 of the Constitution requires that, at the Company's annual general meeting in every year, one-third of the Directors for the time being shall retire from office, provided always that no Director except the Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his appointment, whichever is the longer, without submitting himself for re-election.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election. Accordingly, Mr Henthorn, who was originally appointed by Shareholders on 2 August 2019, retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

5.2 Qualifications and other material directorships

Mr Henthorn has over 30 years of experience in financial services, advisory and operational management across a number of industry sectors and has broad commercial skills. Mr Henthorn's company, Viridian Equity Group Pty Ltd, is authorised to issue and deal in financial products, and has acted for a number of public and private companies in mining and property.

Mr Henthorn has experience in equity raising, debt, private equity and the structuring of financial instruments for ASX listed and private companies. He has previously served on the boards of public companies and has acted as trustee for unlisted investment vehicles.

Mr Henthorn has been a former director of Orminex Limited (ASX: ONX) during the last 3 years.

5.3 Independence

Mr Henthorn is not considered to be an independent Director of the Company.

5.4 Board recommendation

The Board supports the re-election of Mr Henthorn and recommends that Shareholders vote in favour of Resolution 5.

6.0 RESOLUTION 6 – ISSUE OF OPTIONS TO A RELATED PARTY – MR DALE HENDERSON

6.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 1,750,000 Options to Non-Executive Director Mr Dale Henderson (or his nominee), on the terms and conditions set out below.

Mr Henderson is an engineer (B Eng (Civil) and GAICD) with experience in both mine operations and development in the resources sector. This experience has included brown-fields and green-fields environments across a range of commodities in both metals and on-shore hydrocarbons. Mr Henderson currently holds the position of Chief Operating Officer at Pilbara Minerals Limited where he is leading the delivery of the operations and development objectives for the company.

The Board considered it necessary, appropriate and equitable to agree, subject to Shareholder approval, to issue the Options as additional non-cash remuneration to secure Mr Henderson's services and to incentivise him to pursue the growth and success of the Company.

6.2 Chapter 2E of the Corporations Act

- (a) Under 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:
 - (i) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
 - (ii) 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.
- (b) The issue of the Options constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors of the Company.
- (c) It is the view of the Company that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Options because the Options are considered reasonable remuneration in the circumstances and were negotiated on an arm's length basis.

6.3 Listing Rule 10.11

- (a) Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:
 - 10.11.1 a related party;
 - 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
 - 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
 - 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
 - 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,unless it obtains the approval of its shareholders.
- (b) The issue of Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.
- (c) Resolution 6 seeks the required Shareholder approval for the issue of the Options under and for the purposes of Listing Rule 10.11.

6.4 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will then be able to proceed with the issue of the Options to Mr Henderson (or his nominee) within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Options to Mr Henderson.

6.5 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13 of the Corporations Act, the following information is provided in relation to Resolution 6.

- (a) the Options will be issued to Mr Henderson (or his nominee). Mr Henderson falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director. If the Options are issued to a nominee of Mr Henderson, the nominee will be an Associate of Mr Henderson (as applicable) and fall under Listing Rule 10.11.4;
- (b) the maximum number of Options to be issued to Mr Henderson, or his nominee (being the nature of the financial benefit proposed to be given), is 1,750,000;
- (c) the terms and conditions of the Options are set out in Schedule 1;
- (d) the Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (e) the issue price of the Options will be nil. The Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of the Options);
- (f) the purpose of the issue of the Options is to provide an equity component in the remuneration package for Mr Henderson to align the interests of Mr Henderson with those of Shareholders, to motivate and reward the performance of Mr Henderson in his role as a Director and to provide a cost effective way from the Company to remunerate Mr Henderson which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Henderson;
- (g) the Company has agreed to issue the Options to Mr Henderson for the following reasons:
 - (i) the Options are unquoted. Therefore, the issue of the Options has no immediate dilutionary impact on Shareholders; and
 - (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options on the terms proposed;
- (h) the number of Options to be issued to Mr Henderson has been determined based upon a consideration of:
 - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of Mr Henderson; and
 - (iii) incentives to attract and retain the service of Mr Henderson who has appropriate knowledge and expertise, while maintaining the Company's cash reserves.
- (i) the total remuneration package for Mr Henderson for the previous financial year and the proposed total remuneration package for the current financial year (excluding the Options proposed to be issued under Resolution 6) is set out below:

Director	Current Financial Year	Previous Financial Year
Dale Henderson ¹	\$40,000	-

Notes:

- 1. Mr Henderson was appointed as Non-Executive Director on 2 September 2021 and is entitled to an annual Director fee of \$48,000. The above remuneration therefore comprises \$40,000 in Director's fee for the current financial year for the period 2 September 2021 to 30 June 2022. Mr Henderson was appointed as Non-Executive Director in the current financial year. Accordingly, he did not receive any remuneration in the prior year.

- (j) the value of the Options proposed to be issued under Resolution 6 as determined by the Company, and the pricing methodology, are set out in Schedule 2. The Options have been attributed a value of \$30,990;
- (k) the Options to be issued to Mr Henderson (or his nominee) are to be issued under his director engagement agreement dated 31 August 2021, the key terms of which were announced on 2 September 2021 and which provides for the issue of the Options subject to the receipt of Shareholder approval;
- (l) the relevant interests of Mr Henderson in the securities of the Company as at the date of this Notice are set out below:

Director	Shares	Options	Performance Rights
Dale Henderson	Nil	1,750,000 ¹	Nil

Notes:

- 1. Subject to issue following shareholder approval (see above)

- (a) if Options issued to Mr Henderson (or his nominee) are exercised, a total of 1,750,000 Shares would be issued. This will increase the number of Shares on issue from 515,650,730 (being the total number of Shares on issue

as at the date of this Notice) to 517,400,730 (assuming that no other Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.3%;

- (b) the market price for Shares during the term of the Options would normally determine whether the Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company.
- (c) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.1550	26 February 2021
Lowest	\$0.0500	11 October 2020
Last	\$0.0600	14 October 2021

- (d) the Directors (other than Mr Henderson) recommend that Shareholders vote in favour of Resolution 6. The Directors (other than Mr Henderson) consider that the issue of Options to Mr Henderson:
 - (i) aligns the interests of Mr Henderson with the financial success of the Company, in that exercise of the Options would generally only be warranted by an increase in the market value of Shares to above the exercise price; and
 - (ii) is a reasonable and appropriate method to provide cost effective and efficient remuneration, as the non-cash form of this benefit will allow the Company to spend a greater portion of its available cash on its operations than it would if alternative cash forms of remuneration were given to Mr Henderson;
- (e) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolution 6.

7.0 RESOLUTION 7 – APPROVAL OF 10% PLACEMENT FACILITY

7.1 General

ASX Listing Rule 7.1A provides that, in addition to the 15% placement capacity permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue, during the period the approval is valid, a number of quoted Equity Securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period as adjusted in accordance with the formula in ASX Listing Rule 7.1 (**10% Placement Facility**).

An eligible entity is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis). The Company is an eligible entity.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company has one class of quoted equity securities on issue, being ordinary shares (ASX Code: RCP).

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue quoted Equity Securities under the 10% Placement Facility available under ASX Listing Rule 7.1A. The maximum number of quoted Equity Securities that may be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 7 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without further Shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue quoted Equity Securities without Shareholder approval available under ASX Listing Rule 7.1A, and will remain subject to the 15% limit on issuing (or agreeing to issue) Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

7.2 Description of Listing Rule 7.1A and information required by Listing Rule 7.3A

(a) 10% Placement Period

If Shareholders approve Resolution 7, the Company's ability to issue quoted Equity Securities under the 10% Placement Facility will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of the Meeting;

- (ii) the time and date of the Company's next annual general meeting;
- (iii) the time and date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.1 or 11.2,

(the **10% Placement Period**).

(b) **Minimum Issue Price**

The issue price of quoted Equity Securities issued under Listing Rule 7.1A must be a cash consideration per Equity Security of not less than 75% of the volume weighted average market price (**VWAP**) of Equity Securities in the same class calculated over the 15 Trading Days on which trades in the class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

(c) **Purpose of Funds Raised**

Funds raised from the issue of quoted Equity Securities under the 10% Placement Facility are intended to be used towards advancing existing assets and investments, the acquisition and development of new assets and investments, corporate and administration costs and working capital.

(d) **Economic and Voting Dilution Risk**

If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are exercised). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100% and the voting dilution impact of such an increase. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.0300 (50% decrease in current issue price)	\$0.0600 (Current issue price)	\$0.1200 (100% increase in current issue price)
515,650,730 (Current Variable A)	Shares issued – 10% voting dilution	51,565,073	51,565,073	51,565,073
	Funds raised	\$1,546,952	\$3,093,904	\$6,187,809
773,476,095 (50% increase in Variable A)	Shares issued – 10% voting dilution	77,347,610	77,347,610	77,347,610
	Funds raised	\$2,320,428	\$4,640,857	\$9,281,713
1,031,301,460 (100% increase in Variable A)	Shares issued – 10% voting dilution	103,130,146	103,130,146	103,130,146
	Funds raised	\$3,093,904	\$6,187,809	\$12,375,618

The table has been prepared on the following assumptions.

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

- (ii) No Options or Performance Rights (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused by their own shareholding depending on the specific circumstances.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The current issue price is \$0.0600 being the closing price of the Shares on the ASX on 14 October 2021.
- (viii) The Company will only issue the Equity Securities during the 10% Placement Period.

(e) **Allocation Policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors set out in the Company's allocation policy, including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Substantial Holders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) **Use of 10% Placement Facility in prior 12 months**

The Company previously obtained Shareholders approval for its 10% Placement Facility at the annual general meeting held on 30 November 2020.

The Company made one issue of Equity Securities pursuant to Listing Rule 7.1A in the past 12 months, being 41,012,059 fully-paid ordinary shares issued under a Placement announced by the Company on 24 February 2021. The issue totalled approximately 10.1% of the 407,870,592 fully-paid ordinary shares on issue 12 months prior to the date of the Meeting.

The issue was subsequently ratified by shareholders at a general meeting held on 14 July 2021, which allowed the additional 10% capacity provided for in Listing Rule 7.1A to again become fully available for the remainder of the 12-month period ending on 30 November 2021.

This placement under Listing Rule 7.1A had the following characteristics:

- (i) Names of the persons to whom securities were issued or the basis on which those persons were identified or selected
The Shares were issued to professional and sophisticated investors who are clients of the Lead Managers Viridian Capital and CPS Capital. The recipients were identified through a bookbuild process, which involved the Lead Managers seeking expressions of interest to participate in the capital raising process from non-related parties of the Company. None of the recipients were related parties, key management personnel, substantial shareholders or advisors of the Company or their associates issued Shares constituting more than 1% of the Company's Shares on issue at that time.
- (ii) Number and class of securities issued
41,012,059 fully-paid ordinary shares were issued under Listing Rule 7.1A.
- (iii) Price of issue and discount to closing market price on the date of issue
The shares were issued for \$0.0725 per Share, representing a 17% discount to the closing market price of the Company's Shares at its previous close of 17 February 2021 (being \$0.087 per share).
- (iv) Total consideration received and how spent

A total of \$2,973,374 was received by the Company for the issue of the shares issued under Listing Rule 7.1A. This full amount has been spent by the Company as at the date of this Notice, for the purposes of exploration at the Company's Redbank Project located in the McArthur Basin, Northern Territory.

(g) **Voting Exclusion**

A voting exclusion statement is not included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

ENQUIRIES

Shareholders are required to contact the Company Secretary on +61 8 6558 1859 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

10% Placement Facility has the meaning given in Section 7.1 of the Explanatory Statement.

10% Placement Period has the meaning given in Section 7.2 of the Explanatory Statement.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Redbank Copper Limited (ACN 059 326 519).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement to the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

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

Proxy Form means the proxy form accompanying the Notice.

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

Share means a fully paid, ordinary share in the Company.

Shareholder means a shareholder in the Company.

Substantial Holder has the meaning given in the ASX Listing Rules.

Trading Days has the meaning given in the ASX Listing Rules.

VWAP means volume weight average market price, as defined in the ASX Listing Rules.

SCHEDULE 1 – OPTION TERMS

The Options entitle the holder (**Optionholder**) to subscribe for, and be issued, ordinary shares in the capital of the Company (Shares) on and subject to the following terms and conditions:

(a) **Entitlement**

Each Option, once vested, gives the Optionholder the right to subscribe for, and be issued, one Share.

(b) **Vesting condition**

The Options to be granted to Mr Dale Henderson (or his nominee) will vest:

- (i) 50% on the date 12 months after the Options are issued subject to Mr Henderson remaining as a director of the Company at that date; and
- (ii) 50% on the date 24 months after the Options are issued subject to Mr Henderson remaining as a director of the Company at that date.

If Mr Henderson ceases to be a director of the Company before all Options vest, then, unless the board decides otherwise in its absolute discretion, any unvested Options will lapse and be forfeited.

(c) **Expiry Date**

The Options will expire three (3) years from the date of issue (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Price**

Subject to clause (j), the amount payable upon exercise of each Option will be \$0.15 (**Exercise Price**).

(e) **Notice of Exercise**

An Optionholder may exercise any vested Options by lodging with the Company, before the Expiry Date:

- (i) a written notice of exercise of Options specifying the number of vested Options being exercised (Exercise Notice); and
- (ii) a cheque or electronic funds transfer for the aggregate Exercise Price for the number of Options being exercised.

(f) **Exercise Date**

An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days of the Exercise Date, the Company will issue the applicable Shares to the Optionholder.

(h) **Shares issued on exercise**

All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other issued fully paid Shares.

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of the ASX at the time, the Company will apply for quotation of all Shares issued pursuant to the exercise of Options on ASX within 5 Business Days after the date of issue of those Shares.

(j) **Re-organisation**

If, prior to the Expiry Date, the issued capital of the Company is reorganised, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and any requirements with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(k) **Participation in new issues**

- (i) There are no participating rights or entitlements inherent in the Options.
- (ii) An Optionholder will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Options except to the extent that Options are exercised prior to the 'record date' for determining entitlements for the new issue.

(l) **Change in exercise price**

An Option does not confer on the holder any right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are not transferable.

(n) **Agreement to be bound**

By lodging an Exercise Notice, the Optionholder agrees to take the applicable Shares and agrees to be bound by the constitution of the Company.

SCHEDULE 2 – VALUATION OF OPTIONS

The Options to be issued to Mr Dale Henderson pursuant to Resolution 6 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the Options were ascribed the following value:

Assumptions:	Options
Valuation date	14 October 2021
Market price of Shares	6.0 cents
Exercise price	15 cents
Expiry date	3 years from issue
Risk free interest rate	0.48%
Volatility (discount)	79.86%
Indicative value per Option	1.77 cents
Total Value of Options	\$30,990

Note: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

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

Holder Number:

Your proxy voting instruction must be received by 12.00pm (AWST) on Tuesday, 23 November 2021, 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 VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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>.



