

22 October 2025

Company Announcements Office
ASX Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Letter to shareholders and Notice of Annual General Meeting

Red Hill Minerals Limited (ASX:RHI) (the Company) advises that the following documents relating to its 2025 Annual General Meeting are being dispatched to the Company's shareholders today in accordance with their respective communication preferences:

- Notice and Access Letter
- Notice of Annual General Meeting
- Sample Proxy Voting Form

By authority of the Board.

Ira Gibbs
Company Secretary

Address

Level 2, 9 Havelock St
West Perth WA 6005

Postal Address

PO Box 689
West Perth WA 6872

P (08) 9481 8627

E enquiries@redhillminerals.com.au

W www.redhillminerals.com.au

ABN 44 114 553 392

Dear Shareholder,

Annual General Meeting

The 2025 Annual General Meeting of Red Hill Minerals Limited (the Company) will be held at the Country Women's Association of WA, Level 2, 1176 Hay Street, West Perth on **Friday, 21 November 2025** commencing at **10:00am**.

Notice of Meeting and Proxies

In accordance with section 110D(1) of the Corporation Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting to shareholders unless they have made an election for the purpose of section 110E of the Corporations Act to receive documents from the Company in physical form, or have requested a hard copy of the Notice of Meeting.

The Notice of Meeting and Explanatory Statement will be made available to shareholders electronically and can be viewed and downloaded from:

- a) the Company's website at www.redhillminerals.com.au and;
- b) the Company's ASX market announcements page (ASX code: RHI)

Shareholders who have elected to receive notices by email will receive this letter to their nominated email address and will also receive a copy of their personalised proxy form.

Shareholders who have not elected to receive notices by email will receive this letter by mail and will also receive a copy of their personalised proxy form.

If you have any difficulties accessing the Notice of Meeting and Explanatory Statement online, please contact the Company's share registry, Automic Registry Services on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

For and on behalf of the Board of Directors.

Yours sincerely,

Ira Gibbs
Company Secretary
13 October 2025

Address

Level 2, 9 Havelock St
West Perth WA 6005

Postal Address

PO Box 689
West Perth WA 6872

P (08) 9481 8627**E** enquiries@redhillminerals.com.au**W** www.redhillminerals.com.au**ABN** 44 114 553 392

RED HILL MINERALS LIMITED

ACN 114 553 392

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10am (WST)

DATE: Friday 21 November 2025

PLACE: Country Women's Association of WA
Level 2, 1176 Hay Street, West Perth,
Western Australia 6005

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. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9481 8627.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Red Hill Minerals Limited will be held at the Country Women's Association of WA, Level 2, 1176 Hay Street, West Perth, Western Australia on Friday 21 November 2025 at 10am (WST).

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

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

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual Financial Report, the Directors' Report, and the Auditor's Report of the Company for the financial year ended 30 June 2025.

Note: there is no requirement for Shareholders to approve these reports.

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 2025.”

A voting prohibition statement applies to this resolution. Refer to the Explanatory Statement.

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

RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR JOSHUA PITT

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

“That, for the purposes of clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Joshua Pitt, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

BY ORDER OF THE BOARD

Ira Gibbs

Company Secretary
Red Hill Minerals Limited
Dated: 13 October 2025

IMPORTANT INFORMATION

The information set out below forms part of this Notice of Meeting. The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined that, 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 at **4.00pm (WST) on Wednesday, 19 November 2025**.

Voting in person

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

While Shareholders are welcome to attend the Meeting, we encourage all Shareholders to vote by proxy ahead of the Meeting by following the instructions set out in this Notice of Meeting and on the enclosed Proxy Form.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return (with any power of attorney or other authority pursuant to which the proxy has been signed, if applicable) by the time and in accordance with the instructions set out on the Proxy Form.

Proxy Forms must be received by no later than 48 hours before the Meeting, being no later than **10am (WST) on Wednesday, 19 November 2025**.

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 or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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;
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed; and
- If you appoint the Chair as your proxy (or the Chair becomes your proxy by default) and you do not direct your proxy how to vote on the proposed resolutions set out in this Notice, then you will be authorising the Chair to vote as he decides on the proposed resolutions (including Resolution 1 which is connected directly with the remuneration of members of the Company's Key Management Personnel). Where permitted, the Chair intends to vote as proxy in favour of each resolution.

Voting by poll

All resolutions at the Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting, by appointing a proxy, or by poll during the Meeting.

Voting exclusions

In accordance with the Corporations Act and the ASX Listing Rules, the Company will disregard any votes cast on certain resolutions by certain persons who are prohibited from voting on those resolutions. Details of any voting exclusions applicable to a specific resolution are set out in this Notice.

Corporate Representatives

A body corporate that is a Shareholder and entitled to attend and vote at the Meeting, or that has been appointed as a proxy of a Shareholder entitled to attend and vote at the Meeting, may appoint an individual to act as their corporate representative at the Meeting. The appointment must comply with section 250D of the Corporations Act and must be sent to the Company and/or registry in advance of the Meeting. An "Appointment of Corporate Representative" form is available from the website of the Company's share registry at www.automicgroup.com.au.

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 the Country Women's Association of WA, Level 2, 1176 Hay Street, West Perth, Western Australia on Friday, 21 November 2025 commencing at 10am (WST).

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. It should be read in conjunction with the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

The Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' Report and the Auditor's Report are presented for consideration at the Meeting.

The Financial Report, the Directors' Report and the Auditor's Report are set out in the Company's 2025 Annual Report, an electronic copy of which is available on the Company's website at: <https://redhillminerals.com.au/investors/annual-reports.html>.

The Chairman will allow a reasonable time for Shareholders to ask questions about and make comments on the Reports as well as the business and management of the Company. Shareholders will also be given a reasonable opportunity to ask a representative of the Company's Auditor questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

There is no requirement for shareholders to approve these Reports.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Remuneration Report is part of the Directors' Report set out in the 2025 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Section 250R(2) of 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.

2.2 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.

2.3 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.

2.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

The Chair intends to vote undirected proxies in favour of Resolution 1 in accordance with the express authorisation on the Proxy Form.

2.5 Voting prohibition statement

In accordance with the Corporations Act, votes on Resolution 1 must not be cast (in any capacity) by or on behalf of:

- (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, votes on this Resolution by a person described above will not be disregarded if they are cast as a proxy for a person entitled to vote on Resolution 1:

- (a) in accordance with a proxy in writing that specifies the way the proxy is to vote on this resolution; or
- (b) by the Chair and the appointment of the Chair as a proxy which 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 the remuneration of a member of the Key Management Personnel.

RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – JOSHUA PITT

3.1 General

Clause 14.2 of the Constitution and Listing Rule 14.4 require that, at the Company's annual general meeting in every year, one-third of the Directors for the time being shall retire from office so that no Director (other than the Managing Director) holds office (without re-election) for a period of more than 3 years, or past the third annual general meeting following the Director's appointment, whichever is the longer. A retiring Director is eligible for re-election.

Mr Joshua Pitt, who was last re-elected by Shareholders at the 2022 Annual General Meeting on 25 November 2022, retires at the Annual General Meeting and, being eligible for re-election, offers himself for re-election.

3.2 Qualifications and other material directorships

Mr Pitt has been a Director of the Company since 1 June 2005.

Mr Pitt is a geologist with extensive exploration experience who has, for more than forty years, been a director of exploration and mining companies in Australia. Mr Pitt is involved in private mineral exploration and also in substantial resource investments. Mr Pitt was appointed a Director of Red Hill Minerals on its formation in June 2005 and assumed the position of Executive Chairman in December 2019. He holds the position of Non-Executive Director at Red Metal Limited (appointed July 2003) and was previously Executive Chairman of Traka Resources Limited (resigned 31 August 2024). Mr Pitt has held no other directorships of ASX listed companies during the last three financial years.

3.3 Independence

Mr Pitt is not considered by the Board to be an independent Director of the Company as he holds the position of Executive Chairman.

3.4 Board recommendation

The Board (excluding Mr Pitt) supports the election of Mr Pitt and recommends that Shareholders vote in favour of Resolution 2.

The Chair intends to vote undirected proxies in favour of Resolution 2.

3.5 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Pitt will be re-elected as a Director of the Company.

If Resolution 2 is not passed, Mr Pitt will cease to be a Director at the end of the Meeting. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequent, this may detract from the Board and Company's ability to execute on its strategic vision.

ENQUIRIES

If Shareholders have any queries in respect of the matters set out in these documents, they may contact the Company Secretary on +61 8 9481 8627 or by email at cosec@redhillminerals.com.au.

GLOSSARY

\$ means Australian dollars.

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

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.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel has the meaning given in section 9 of the Corporations Act:

- (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) for the purpose of this definition.

Company means Red Hill Minerals Limited (ACN 114 553 392).

Constitution means the Company's constitution.

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

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement which accompanies and forms part of 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, directly or indirectly, including any director (whether executive or otherwise) of the Company.

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

Proxy Form or **Proxy Voting Form** means the proxy form accompanying the Notice.

Remuneration Report means the Remuneration Report set out in the Directors' Report section of the 2025 Annual Report.

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

Shareholder means a holder of shares in the Company.

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

Your proxy voting instruction must be received by **10:00am (AWST) on Wednesday, 19 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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