



25 October 2024

ANNUAL GENERAL MEETING

Dear Shareholder

Red Hawk Mining Limited (the **Company**) will be holding its annual general meeting of shareholders at 3:00pm (AWST) on Tuesday, 26 November 2024 (**Meeting**) at the **Source Governance, Level 39, Central Park 152-158 St Georges Terrace, Perth, WA, 6000**.

NOTICE OF MEETING

In accordance with 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders unless the Shareholder has made a valid election to receive such documents in hard copy. The Notice of Meeting can be viewed and downloaded from the website link <https://redhawkmining.com.au/investor-centre/asx-announcements/> or ASX at www2.asx.com.au.

PROXIES

Voting at the meeting will occur by poll. A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Computershare Investor Services Pty Limited by:

Internet:

Log on to www.investorvote.com.au

If you are a custodian and an Intermediary Online subscriber, you can log on to www.intermediaryonline.com

Post:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001
Australia

Fax:

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

Your proxy voting instruction must be received by 3:00pm (AWST) on **24 November 2024**, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting. The Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Authorised by:
Board of Red Hawk Mining Limited

For further information please contact:

Investors and Shareholders

Steven Michael
Managing Director and CEO
info@redhawkmining.com.au

Media

Elodie Castagna
FTI Consulting – 0432 120 061
elodie.castagna@fticonsulting.com



RED HAWK MINING LIMITED

ACN 091 118 044

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

Time: 3:00pm (WST)
Date: Tuesday, 26 November 2024
Place: Source Governance
Level 39 Central Park
152-158 St Georges Terrace
Perth WA 6000

IMPORTANT INFORMATION

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

This Notice of Meeting is an important document and requires your immediate attention. This Notice should be read carefully in its entirety before you make a decision on how to vote at the Annual General Meeting. If you are in any doubt as to what you should do, please consult your financial or other professional adviser.

Shareholders are urged to vote by lodging the Proxy Form.

IMPORTANT INFORMATION

DATE, TIME AND PLACE OF MEETING

Notice is hereby given that the Meeting of the Shareholders of Red Hawk Mining Limited (the **Company**) will be convened at 3:00pm (WST) on Tuesday, 26 November 2024, at Source Governance at Level 39, Central Park, 152-158 St Georges Terrace, Perth WA 6000.

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 Meeting are those who are registered as Shareholders at 3:00pm (WST) on Sunday, 24 November 2024.

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

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 2001* (Cth) (the **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 member 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 Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote: Section 250BB(1) of the 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 two 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 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; or
 - 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.

We encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the Meeting, being 3:00pm (AWST) on Sunday, 24 November 2024.

UNDIRECTED PROXIES

The Chair intends to vote all undirected proxies **IN FAVOUR** of each resolution.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Act authorising him or her to act as that company's representative. The authority can be mailed or emailed to the Company at least 48 hours before the Meeting. Alternatively, this document can be lodged at the registration desk on the day of the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9218 2300 or info@redhawkmining.com.au.

BUSINESS OF THE MEETING

AGENDA

1 Annual financial report

To receive and consider the Company's financial statements and reports of the Directors and the independent auditor for the year ended 30 June 2024.

Note: there is no vote on this item.

The annual report incorporating the financial statements is available at:

<https://redhawkmining.com.au/investor-centre/financial-reports/>

2 Resolution 1 – Adoption of the Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report required by section 300A of the Corporations Act, as contained in the Company's Directors' report for the year ended 30 June 2024, be adopted."

A Voting Prohibition Statement for this Resolution is set out below.

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

3 Resolution 2 – Re-election of Director Ms Amy Jiang

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

"That, for the purposes of Rule 64 of the Constitution and ASX Listing Rule 14.5, Ms Amy Jiang retires and being eligible, is re-elected as a Director of the Company."

VOTING EXCLUSIONS AND PROHIBITIONS

Resolution 1 – Adoption of Remuneration Report

Voting Prohibition

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

However, a person described above may cast a vote on the resolution as a proxy if:

- (a) it is cast by the person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed Resolution and it is not cast on behalf of a KMP or Closely Related Party of such a member; or
- (b) the person is the Chair of the Meeting voting an undirected proxy and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Further and in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is:

- (a) either a member of the KMP or a Closely Related Party of KMP; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above paragraph does not apply if:

- (a) the person is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair of the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with remuneration of a member of the KMP.

Dated: 25 October 2024

BY ORDER OF THE BOARD



Michaela Stanton-Cook
Company Secretary

EXPLANATORY NOTES TO THE RESOLUTIONS

1 Annual financial report

The first item of the Notice is to receive and consider the annual financial report for the Company for the financial year ended 30 June 2024 (**2024 Annual Report**), comprising the financial statements and notes, together with the Directors' report and the auditor's report.

No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Company's management and auditors in relation to the Company's results and operations for that financial year. The annual financial report may be found on the Company's website at: <https://redhawkmining.com.au/investor-centre/financial-reports/>.

2 Resolution 1 – Adoption of the Remuneration Report

2.1 General

In accordance with section 250R of the Corporations Act the Company submits to Shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the financial year ended 30 June 2024. The Remuneration Report is a distinct section of the Directors' report that deals with the remuneration of Directors and KMP of the Company and can be located in the 2024 Annual Report and also on the Company's website.

Shareholders will be given a reasonable opportunity at the Meeting to discuss the Remuneration Report.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a Resolution to the second annual general meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene a Spill Meeting within 90 days from the second annual general meeting. All of the Directors who were in office when the Directors' Report was approved, other than any Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

2.2 Previous meeting results

It is noted that the Remuneration Report for the financial year ended 30 June 2023 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 21 November 2023. Accordingly, a Spill Resolution is not required for this Meeting.

2.3 Board recommendation

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

3 Resolution 2 – Re-election of Director Ms Amy Jiang

3.1 General

Pursuant to clause 64.1 of the Company's Constitution, no Director, except for the Managing Director, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment or election, whichever is the longer, without submitting for re-election.

ASX Listing Rule 14.5 requires the Company to hold an election of directors at each annual general meeting.

Accordingly, Ms Jiang, who was appointed to the Board on 5 March 2021 and elected in at the 2021 Annual General Meeting, will retire and being eligible, offers herself for re-election. A brief summary of Ms Jiang's qualifications, experience and material directorships follows.

3.2 Biography

Ms Jiang has more than 17 years' experience in management and corporate governance within the mining and resources sector.

Ms Jiang is currently company secretary and executive manager and nominee director of OCJ Investment (Australia) Pty Ltd, the second largest shareholder of Red Hawk.

Ms Jiang is a Graduate Member of the Australian Institute of Company Directors and a Fellow of the Governance Institute of Australia. She holds a Bachelor of Arts and a Juris Doctor, both from The University of Sydney. In addition, Ms Jiang is currently completing a Graduate Diploma of Applied Corporate Governance and Risk Management at the Governance Institute of Australia.

The Board does not consider Ms Jiang to be an independent Director.

3.3 Board recommendation

The Board (excluding Ms Jiang) supports the re-election of Ms Jiang and recommends that Shareholders vote in favour of Resolution 2.

GLOSSARY

2024 Annual Report means the annual financial report for the Company for the financial year ended 30 June 2024.

Annual General Meeting or **Meeting** means the meeting convened by the Notice, and any other adjournment thereof.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited (ABN 98 008 624 691) or the securities market conducted by it (as the context requires).

ASX Listing Rules means the official listing rules of ASX, as amended and waived by ASX from time to time.

Board means the board of directors of the Company.

Chair means the chair of the Meeting.

Company means Red Hawk Mining Limited (ACN 091 118 044).

Constitution means the constitution of the Company adopted on 23 November 2022.

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

Closely Related Party of the Company's KMP has the meaning given to that term in the Corporations Act.

Director means a director of the Company from time to time.

Key Management Personnel or **KMP** of the Company are, as adopted from the Australian Accounting Standards Board, 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** means this notice of Annual General Meeting and includes the Explanatory Notes to the Resolution.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the section in the 2024 Annual Report that is included pursuant to subsection 300A(1) of the Corporations Act.

Resolution means a resolution referred to in the Notice.

Shareholder means a shareholder of the Company.

WST means Australian Western Standard Time.

Need assistance?

**Phone:**

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

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AWST) on Sunday, 24 November 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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

☐ the Chair
of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Red Hawk Mining Limited to be held at Source Governance, Level 39 Central Park, 152-158 St Georges Terrace, Perth, WA 6000 on Tuesday, 26 November 2024 at 3:00pm (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director Ms Amy Jiang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

RHK

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Computershare

