RED MOUNTAIN MINING LIMITED

ACN 119 568 106

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.30am (WST)

DATE: Tuesday, 15 September 2020

PLACE: Suite 2
1 Altona Street
West Perth, Western Australia

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 13 September 2020.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 60,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely, the Placement Participants) or an associate of that person or those persons.
However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair 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.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT OPTIONS

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 30,000,000 Options on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely, the Placement Participants) or an associate of that person or those persons.
However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair 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.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SPP OPTIONS

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 37,500,000 SPP Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely, the SPP Participants) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair 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.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO LEAD MANAGER

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,000,000 Lead Manager Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Xcel Capital Pty Ltd) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair 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.

5. RESOLUTION 5 – ISSUE OF DIRECTOR OPTIONS TO JEREMY KING

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,500,000 Director Options to Jeremy King (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of Jeremy King (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 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 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.

6. RESOLUTION 6 – APPROVAL TO ISSUE CONSULTANCY OPTIONS TO TROY FLANNERY

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 4,000,000 Consultancy Options on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Troy Flannery) or an associate of that person (or those persons).
However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair 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.

7. RESOLUTION 7 – ISSUE OF OPTIONS TO RELATED PARTY – ROB PARTON

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

> *"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Options to Rob Parton (or their nominee) on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of Rob Parton (or their 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 the Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair 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 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.

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 this 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 this Resolution.

Provided the Chair is not a Resolution 7 Excluded Party, 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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. RESOLUTION 8 – ISSUE OF OPTIONS TO RELATED PARTY – LINCOLN HO

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

> *"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Options to Lincoln Ho (or their nominee) on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of Lincoln Ho (or their 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 the Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair 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 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.

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 this 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 this Resolution.

Provided the Chair is not a Resolution 8 Excluded Party, 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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. RESOLUTION 9 – ISSUE OF OPTIONS TO RELATED PARTY – JEREMY KING

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,000,000 Options to Jeremy King (or their nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of Jeremy King (or their 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 the Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair 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 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 9 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.

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 this 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 this Resolution.

Provided the Chair is not a Resolution 9 Excluded Party, 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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated: 12 August 2020

By order of the Board

Mauro Piccini
Company Secretary

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 08 6381 0054.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO CAPITAL RAISING RESOLUTIONS

1.1 Overview

On 29 May 2020, the Company announced a capital raising comprised of:

(a) a placement to raise $240,000 (**Placement**) through the issue of 60,000,000 Shares (**Placement Shares**) to sophisticated and professional investors (**Placement Participants**) at an issue price of $0.004 per Placement Share, together with one (1) free Option (exercisable at $0.008 and expiring 12 months from the date of issue) (**Placement Options**) for ever two (2) Placement Shares issued; and

(b) a share purchase plan to raise up to $300,000 (**SPP**) through the issue of Shares (**SPP Shares**) to Shareholders registered as holders of Shares on the SPP Record Date and whose registered address was in Australia or New Zealand (**Eligible Shareholders**) at an issue price of $0.004 per SPP Share.

Eligible Shareholders who subscribed for and received SPP Shares under the SPP (**SPP Participants**) are entitled to receive one free-attaching Option (exercisable at $0.008 and expiring 12 months from the date of issue) (**SPP Options**) for every two (2) SPP Shares issued to them under the SPP.

The Company engaged the services of Xcel Capital Pty Ltd (ACN 617 047 319) an authorised representative Gameplay Capital Pty Ltd (AFSL No. 51738) (**Xcel Capital or Lead Manager**) to manage the Placement and the SPP. Pursuant to the Lead Manager Mandate, the Company has agreed to:

(a) pay Xcel Capital a capital raising fee of 6% (exclusive of GST) on the gross proceeds of all funds raised by Xcel Capital under the Placement and SPP;

(b) pay Xcel Capital a management fee of $10,000 (exclusive of GST) for managing the Placement and the SPP; and

(c) issue Xcel Capital (or its nominee) 7,000,000 listed Options (exercisable at $0.008 and expiring 12 months from the date of issue) (**Lead Manager Options**) in consideration for its services in relation to the Placement and SPP.

The Lead Manager Mandate also includes other terms and conditions considered standard for an agreement of this nature.

1.2 Summary of the Resolutions

(a) The Company issued 60,000,000 Placement Shares on 6 July 2020 pursuant to its placement capacity under Listing Rule 7.1A. Resolution 1 seeks ratification for the issue of the Placement Shares.

(b) The Company issued 30,000,000 Placement Options on 14 July 2020 pursuant to its placement capacity under Listing Rule 7.1. Resolution 2 seeks ratification for the issue of the Placement Options.

(c) The Company issued 37,500,000 SPP Options on 14 July 2020 pursuant to its placement capacity under Listing Rule 7.1. Resolution 3 seeks ratification for the issue of the SPP Options to unrelated SPP Participants in the Share Purchase Plan. Resolution 5 seeks Shareholder approval for the issue of 1,500,000 SPP Options to Director, Jeremy King (or his nominee) (**Director Options**).

(d) The Company issued 1,500,000 Lead Manager Options on 14 July 2020 pursuant to its placement capacity under Listing Rule 7.1. Resolution 4 seeks ratification for the issue of the Lead Manager Options.

In addition to those capital raising resolutions, the Company is proposing to issue:

(a) 4,000,000 listed Options to Troy Flannery (exercisable at $0.008 and expiring 12 months from the date of issue) on 8 September 2020 pursuant to its placement capacity under 7.1 in consideration for consultancy services (**Consultancy Options**). Resolution 6 seeks Shareholder approval for the issue of Consultancy Options; and

(b) 7,000,000 listed Options (exercisable at $0.008 and expiring 12 months from the date of issue) to related parties of the Company under Listing Rule 10.11 (**Related Party Options**). Resolutions 7,8 and 9 seek Shareholder approval for the issue of the Related Party Options.

1.3 Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 28 November 2019.

1.4 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 or Listing Rule 7.1A (as applicable) and so does not reduce the company's capacity to issue further equity securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and Listing Rule 7.1A. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares, SPP Options and Lead Manager Options.

If Resolutions 1 to 4 are not approved, then the Company's available capacity to issue securities under Listing Rule 7.1 and 7.1A will be reduced by the number of securities issued under that relevant Resolution.

2. RATIFICATION OF PRIOR ISSUES

2.1 Resolution 1 – Ratification of Placement Shares

Resolution 1 seeks ratification of the Placement Shares. Further details are set out in Section 1 above.

If Resolution 1 is passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 1 is not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

(a) the Placement Shares were issued to the Placement Participants who are clients of Xcel Capital. The Placement Participants were identified through a bookbuild process, which involved Xcel Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of the Placement Participants are related parties of the Company;

(b) 60,000,000 Placement Shares were issued and the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(c) the Placement Shares were issued on 6 July 2020 at an issue price was $0.004 per Placement Share. The Company has not and will not receive any other consideration for the issue of the Placement Shares;

(d) the purpose of the issue of the Placement Shares was to raise $240,000 which will be applied towards the upcoming work programme at the Mukabi-Kasiri Project, assessment and due diligence in respect of new mineral assets, general working capital and the costs of the Placement; and

(e) the Placement Shares were not issued under an agreement.

2.2 Resolution 2 – Ratification of Placement Options

Resolution 2 seeks ratification of the Placement Options. Further details are set out in Section 1above.

If Resolution 2 is passed, the Placement Options will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Options.

If Resolution 2 is not passed, the Placement Options will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Options.

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 2:

(a) the Placement Options were issued to the Placement Participants who received Placement Shares the subject of Resolution 1, none of whom are related parties of the Company;

(b) 30,000,000 Placement Options were issued and the Placement Options were issued on the terms and conditions set out in Schedule 1;

(c) the Placement Options were issued on 14 July 2020;

(d) the issue price of the Placement Options was nil as the Placement Options were issued as free options to the recipients of the Placement Shares on a one (1) for two (2) basis. The Company has not and will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options);

(e) the purpose of the issue of the Placement Options was to satisfy the Company's obligations under the Placement under which the Company raised $240,000; and

(f) the Placement Options were not issued under an agreement.

2.3 Resolution 3 – Ratification of SPP Options

Resolution 3 seeks ratification of the SPP Options to unrelated SPP Participants in the SPP. Further details are set out in Section 1 above.

If Resolution 3 is passed, the SPP Options will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the SPP Options.

If Resolution 3 is not passed, the SPP Options will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the SPP Options.

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

(a) the SPP Options were issued to the SPP Participants, none of whom are related parties of the Company (other than in respect of Jeremy King, for whom Shareholder approval is being sought under Resolution **Error! Reference source not found.**);

(b) 37,500,000 SPP Options were issued and the SPP Options were issued on the same terms and conditions as the Placement Options, as set out in Schedule 1;

(c) the SPP Options were issued on 14 July 2020;

(d) the issue price of the SPP Options was nil as the SPP Options were issued as free options to the recipients of the SPP Shares on a one (1) for two (2) basis. The Company has not and will not receive any other consideration for the issue of the SPP Options (other than in respect of funds received on exercise of the SPP Options);

(e) the purpose of the issue of the SPP Options was to satisfy the Company's obligations under the SPP under which the Company raised $340,000; and

(f) the SPP Options were not issued under an agreement.

2.4 Resolution 4 – Ratification of Lead Manager Options

Resolution 4 seeks ratification of the Lead Manager Options. Further details are set out in Section 1 above.

If Resolution 4 is passed, the Lead Manager Options will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Lead Manager Options.

If Resolution 4 is not passed, the Lead Manager Options will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Lead Manager Options.

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4:

(a) the Lead Manager Options were issued to Xcel Capital (or its nominated parties, none of whom are related parties of the Company;

(b) 7,000,000 Lead Manager Options were issued and the Lead Manager Options were issued on the terms and conditions set out in Schedule 1;

(c) the Lead Manager Options were issued on 14 July 2020;

(d) the Lead Manager Options were issued at a nil issue price, in consideration for services provided by Xcel Capital in relation to the Placement and SPP. The Company has not and will not receive any other consideration for the issue of the Lead Manager Options (other than in respect of funds received on exercise of the Lead Manager Options);

(e) the purpose of the issue of the Lead Manager Options was to satisfy the Company's obligations under the Lead Manager Mandate; and

(f) the Lead Manager Options were issued to Xcel Capital under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 1.1.

3. RESOLUTION 5 – ISSUE OF DIRECTOR OPTIONS TO JEREMY KING PURSUANT TO SPP

3.1 General

As set out in Section 1 above, Director Jeremy King participated in the SPP through an associated entity and is entitled to receive SPP Options on the same terms as all other Shareholders that participated in the SPP. Resolution 5 seeks Shareholder approval for the issue of 1,500,000 SPP Options to Bushwood Nominees Pty Ltd, an entity associated with Jeremy King for this purpose.

3.2 Chapter 2E of the Corporations Act

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

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The Participation will result in the issue of Director Options which constitutes giving a financial benefit and Jeremy King, is a related party of the Company by virtue of being a Director.

The Directors (other than Jeremy King who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Director Options will be issued to Jeremy King (or their nominee) on the same terms as the SPP Options issued to non-related party participants in the SPP and as such the giving of the financial benefit is on arm's length terms.

3.3 Listing Rule 10.11

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 a related party unless it obtains the approval of its Shareholders.

The issue under Resolution 5 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.

Resolution 5 seeks Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the SPP Options under this Resolution 5 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 Director Options (because approval is being obtained under Listing

Rule 10.11), the issue of the Director Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Director Options the subject of this Resolution 5.

3.4 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 5:

(a) the Director Options will be issued to Bushwood Nominees Pty Ltd, an associated entity of Mr Jeremy King, who falls within the category set out in Listing Rule 10.11.1, as Jeremy King is a related party of the Company by virtue of being a Director;

(b) the maximum number of Director Options to be issued to Jeremy King (or their nominee) is 1,500,000;

(c) the Director Options issued will be issued on the same terms and conditions as the SPP Options (as set out in Schedule 1);

(d) the Director Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Director Options will be issued on the same date;

(e) the issue price of the Director Options will be nil as the Director Options will be issued as free attaching options to the SPP Shares on a one (1) for two (2) basis. The Company has not and will not receive any other consideration for the issue of the Director Options (other than in respect of funds received on exercise of the Director Options);

(f) the purpose of the issue of the Director Options is to satisfy the Company's obligations to Mr King pursuant to his participation as an eligible shareholder in the SPP;

(g) the Director Options are not intended to remunerate or incentivise the Director; and

(h) the Director Options are not being issued under an agreement.

4. RESOLUTION 6 – APPROVAL TO ISSUE CONSULTANCY OPTIONS TO TROY FLANNERY

4.1 Background to Resolution 6

On 22 July 2020, the company announced it had appointed Mr Troy Flannery as Technical Consultant to the Company as it progresses its due diligence at Mt Maitland gold project in WA, and continues to assess the Koonenberry Gold Project in western NSW.

Mr Flannery is an unrelated party to the Company and it is envisaged he will provide advice concerning the technical strategy surrounding its projects. Initially, the consultancy will span a 6-month period.

As part of Mr Flannery's remuneration for his services, the Company has agreed to:

(a) pay Mr Flannery a fee of $3,000 per month plus GST; and

(b) upon execution of the consultancy and subject to this resolution being approved by Shareholders, the Company shall issue Jack Rory Pty Ltd (or its nominee) 4,000,000 quoted options, on the terms set out in Schedule 24 (**Consultancy Options**).

The Consultancy Agreement also includes other terms and conditions considered standard for a consultancy arrangement.

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Consultancy Options does not fit within any of these exceptions. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Consultancy Options . In addition, the issue of the Consultancy Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the issue of the Consultancy Options can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Consultancy Options.

4.2 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 6:

(a) the Consultancy Options will be issued to Jack Rory Pty Ltd, an entity associated with Troy Flannery, who is not a related party of the Company;

(b) the maximum number of Consultancy Options to be issued is 4,000,000. The terms and conditions of the Consultancy Options are set out in Schedule 1;

(c) the Consultancy Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Consultancy Options will occur on the same date;

(d) the Consultancy Options will be issued at a nil issue price, in consideration for consultancy services concerning the technical strategy surrounding the Company's mining projects;

(e) the purpose of the issue of the Consultancy Options is to satisfy the Company's obligations under the Consultancy Agreement; and

(f) the Consultancy Options are being issued to Jack Rory Pty Ltd under the Consultancy Agreement. A summary of the material terms of the Consultancy Agreement is set out in Section 7.2 above.

5. RESOLUTION 7 TO 9 – ISSUE OF OPTIONS TO RELATED PARTIES

5.1 General

As set out in Section 1 above, the Company has agreed, subject to obtaining Shareholder approval, to issue up to an aggregate of 7,000,000 Options (**Related Party Options**) to Rob Parton, Lincoln Ho and Jeremy King (or their nominee) (**Related Parties**) on the terms and conditions set out below.

Resolutions 7 to 9 seek Shareholder approval for the issue of the Related Party Options to the Related Parties.

A summary of Chapter 2E of the Corporations Act is set out in Section 3.2 above

The issue of Related Party Options to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Related Party Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Related Party Options. Accordingly, Shareholder approval for the issue of Related Party Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

5.2 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 3.3 above.

The issue of Related Party 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.

Resolutions 7 to 9 seek the required Shareholder approval for the issue of the Related Party Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

5.3 Technical information required by Listing Rule 14.1A

If Resolutions 7 to 9 are passed, the Company will be able to proceed with the issue of the Related Party Options to the Related Parties 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 Related Party Options (because approval is being obtained under Listing Rule 10.11), the issue of the Related Party Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 7 to 9 are not passed, the Company will not be able to proceed with the issue of the Related Party Options.

5.4 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 7 to 9:

(a) the Related Party Options will be issued to the following persons:

(i) Rob Parton (or their nominee) pursuant to Resolution 7;

(ii) Lincoln Ho (or their nominee) pursuant to Resolution 8; and

(iii) Jeremy King (or their nominee) pursuant to Resolution 9,

each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;

(b) the maximum number of Related Party Options to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 7,000,000 comprising:

(i) 1,000,000 Related Party Options to Rob Parton (or their nominee) pursuant to Resolution 7;

(ii) 2,000,000 Related Party Options to Lincoln Ho (or their nominee) pursuant to Resolution 8; and

(iii) 4,000,000 Related Party Options to Jeremy King (or their nominee) pursuant to Resolution 9;

(c) the terms and conditions of the Related Party Options are set out in Schedule 1;

(d) the Related Party Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Related Party Options will occur on the same date;

(e) the issue price of the Related Party Options will be nil. The Company will not receive any other consideration in respect of the issue of the Related Party Options (other than in respect of funds received on exercise of the Related Party Options);

(f) the purpose of the issue of the Related Party Options is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way for the Company to remunerate the Related Parties, 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 the Related Parties;

(g) the Related Party Options are quoted Options. The Company has agreed to issue the Related Party Options to the Related Parties subject to Shareholder for the following reasons:

(i) the deferred taxation benefit which is available to the Related Parties in respect of an issue of Options is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Related Party Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; 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 Related Party Options on the terms proposed;

(h) the number of Related Party Options to be issued to each of the Related Parties 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 the Related Parties; and

(iii) incentives to attract and ensure continuity of service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves,

the Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options upon the terms proposed;

(i) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Rob Parton[1]	$24,000[4]	$24,000
Lincoln Ho[2]	$36,000[5]	$36,000
Jeremy King[3]	$120,006[6]	$120,000

Notes:

1. Robert Parton was appointed as Non-Executive Director on 1 December 2016
2. Lincoln Ho was appointed as Non-Executive Director on 1 July 2016.
   Jeremy King was appointed as Non-Executive Director on 19 July 2016
3. Mr Parton also received (following Shareholder approval) 500,000 Tranche 1 Performance Rights, 500,000 Tranche 2 Performance Rights and 500,000 Tranche 3 Performance Rights as part of his remuneration as a Non-Executive Director of the Company. The Tranche 1 Performance Rights and Tranche 2 Performance Rights have lapsed as the vesting conditions are incapable of satisfaction. Refer to the Company's notice of meeting for its general meeting held on 15 May 2018 for the full terms and conditions of the Performance Rights.
4. Mr Ho also received (following Shareholder approval) 2,000,000 Tranche 1 Performance Rights, 3,000,000 Tranche 2 Performance Rights and 6,000,000

Tranche 3 Performance Rights as part of his remuneration as a Non-Executive Director of the Company. The Tranche 1 Performance Rights and Tranche 2 Performance Rights have lapsed as the vesting conditions are incapable of satisfaction. Refer to the Company's notice of meeting for its general meeting held on 15 May 2018 for the full terms and conditions of the Performance Rights.

5. Mr King also received (following Shareholder approval) 3,000,000 Tranche 1 Performance Rights, 6,000,000 Tranche 2 Performance Rights and 13,000,000 Tranche 3 Performance Rights as part of his remuneration as a Non-Executive Director of the Company. The Tranche 1 Performance Rights and Tranche 2 Performance Rights have lapsed as the vesting conditions are incapable of satisfaction. Refer to the Company's notice of meeting for its general meeting held on 15 May 2018 for the full terms and conditions of the Performance Rights.

(j) the value of the Related Party Options and the pricing methodology is set out in Schedule 27.

(k) the Related Party Options are not being issued under an agreement;

(l) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares[1]	Options	Performance Rights[1]
Rob Parton[2]	Nil	Nil	500,000
Lincoln Ho[3]	4,000,000	Nil	6,000,000
Jeremy King[4]	13,000,000	Nil[5]	13,000,000

Notes:

1. Comprising19,500,000 Tranche 3 Performance Rights which vest upon the VWAP for 10 consecutive trading days of Shares on ASX equalling or exceeding $0.05 within 36 months of the date of issue. The Tranche 1 Performance Rights and Tranche 2 Performance Rights have lapsed as the vesting conditions are incapable of satisfaction. The Performance Rights were issued to the Directors on 1 June 2018 following Shareholder approval at the Company's general meeting held on 15 May 2018. Refer to the Company's notice of meeting for its general meeting held on 15 May 2018 for the full terms and conditions of the Performance Rights.
2. Held indirectly by TPG Australasia Pty Ltd, a company of which Mr Parton is a director.
3. 3,000,000 Shares held indirectly by Saltus Corporate Pty Ltd as trustee for the LLPMH Investment Trust. Mr Ho is a director of the trustee and beneficiary of the trust.
4. Held indirectly by Bushwood Nominees Pty Ltd, a company of which Mr King is a director.
5. The Company is seeking Shareholder approval to issue 1,500,000 SPP Options to Mr King (or his nominee), pursuant to Resolution 5 of this Notice of Meeting.

(m) if the Related Party Options issued to the Related Parties are exercised, a total of 7,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,013,036,775 (being the total number of Shares on issue as at the date of this Notice) to 1,020,036,775 (assuming that no 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 0.67%, comprising 0.1% by Rob Parton, 0.19% by Lincoln ho and 0.38% by Jeremy King.

The market price for Shares during the term of the Related Party Options would normally determine whether the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised

and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company;

(n) 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	$0.008	04 November 2019
		19 November 2019
Lowest	$0.002	17 March 2020
		1 April 2020
		2 April 2020
		3 April 2020
		6 April 2020
Last	$0.008	11 August 2020

(o) each Director has a material personal interest in the outcome of Resolutions 7 to 9 on the basis that all of the Directors (or their nominees) are to be issued Related Party Options should Resolutions 7 to 9 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 7 to 9 of this Notice;

(p) 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 Resolutions 7 to 9; and

(q) a voting exclusion statement is included in Resolutions 7 to 9 of the Notice.

GLOSSARY

$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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.

Chair means the chair of the Meeting.

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

Constitution means the Company's constitution.

Consultancy Agreement means the agreement entered into between Troy Flannery and the Company.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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.

Lead Manager Mandate means the lead manager mandate entered into between Xcel Capital and the Company as set out in Section 1.

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share with the terms and conditions set out in Schedule 1.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Related Party Option has the meaning given in section 1.2 of the Explanatory Statement

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1. Rights and Liabilities Attaching to New Listed Options

The rights and liabilities attaching to the New Listed Options are as follows:

(a) **Entitlement**

Subject to paragraph (n), each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraphs (k) and (m), the amount payable upon exercise of each Option will be $0.008 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on the date that is 12 months from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) (**Notice of Exercise**)

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

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

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

Within 15 Business Days after the later of the following:

(i) the Exercise Date; and

(ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

(iii) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the

Notice of Exercise and for which cleared funds have been received by the Company;

(iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Quotation of Options**

The Company will seek quotation of the Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the quotation conditions of the ASX Listing Rules. In the event that quotation of the Options cannot be obtained, the Options will remain unquoted.

(i) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

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

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(k) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a Option optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(l) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(m) **Adjustment for rights issue**

In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the Exercise Price will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

(n) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option optionholder would have received if the optionholder had exercised the Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

SCHEDULE 2 – VALUATION OF RELATED PARTY OPTIONS

The Related Party Options to be issued to the Related Parties pursuant to Resolutions 7 to 9 have been valued by internal management.

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

Assumptions:	
Valuation date	03 August 2020
Market price of Shares	$0.007
Exercise price	$0.008
Expiry date (length of time from issue)	12 months from the date of issue
Risk free interest rate	0.27%
Volatility (discount)	100%
Indicative value per Related Party Option	0.00297708 cents
Total Value of Related Party Options	$20,839
- 1,000,000 (Resolution 7)	$2,977
- 2,000,000 (Resolution 8)	$5,954
- 4,000,000 (Resolution 9)	$11,908

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

PROXY FORM

RED MOUNTAIN MINING LIMITED
ACN 119 568 106
GENERAL MEETING

I/We _____

of: _____

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name: _____

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10.30am (WST), on 15 September at Suite 2, 1 Altona Street, West Perth, Western Australia, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting		**FOR**	**AGAINST**	**ABSTAIN**
Resolution 1	Ratification of prior issue of Placement Shares	☐	☐	☐
Resolution 2	Ratification of prior issue of Placement Options	☐	☐	☐
Resolution 3	Ratification of prior issue of SPP Options	☐	☐	☐
Resolution 4	Ratification of prior issue of Options to Lead Manager	☐	☐	☐
Resolution 5	Issue of Director Options to Jeremy King	☐	☐	☐
Resolution 6	Issue of Consultancy Options to Troy Flannery	☐	☐	☐
Resolution 7	Issue of Options to Related Party – Rob Parton	☐	☐	☐
Resolution 8	Issue of Options to Related Party – Lincoln Ho	☐	☐	☐
Resolution 9	Issue of Options to Related Party – Jeremy King	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ **%**

Signature of Shareholder(s):

Individual or Shareholder 1	**Shareholder 2**	**Shareholder 3**
Sole Director/Company Secretary	Director	Director/Company Secretary

Date: _____

Contact name: _____ **Contact ph (daytime):** _____

E-mail address: _____ **Consent for contact by e-mail in relation to this Proxy Form:** **YES** ☐ **NO** ☐