

22 October 2020

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

### **Notice of Annual General Meeting**

Attached is the Notice of the Red Hill Iron Limited Annual General Meeting to be held on 25 November 2020.

By authority of the board.

P.C.Ruttledge  
Company Secretary

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## **RED HILL IRON LIMITED**

**ACN 114 553 392**

## **NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10.00am (WST)

**DATE:** Wednesday 25 November 2020

**PLACE:** Second Floor,  
9 Havelock Street, West Perth,  
Western Australia 6005

***In light of the current global outbreak of the Coronavirus (COVID 19), the Company has determined not to allow Shareholders to physically attend the Meeting.***

***The Company will publish a Virtual Meeting Guide on the ASX and the Company's website in the week prior to the General Meeting, outlining how Shareholders will be able to participate in the Meeting via the internet.***

***If the situation in relation to COVID-19 changes, the Company will provide an update ahead of the meeting by way of an ASX announcement.***

***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.***

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## IMPORTANT INFORMATION

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### HYBRID MEETING

Due to restrictions on physical meetings as a result of COVID-19, Shareholders will not be permitted to attend the Annual General Meeting in person. The Shareholder Meeting will be accessible to Shareholders, proxies and corporate representatives on the internet via a live webinar.

To facilitate an orderly and secure Meeting, Shareholders who wish to attend the webinar must register their attendance with the Company by 5.00pm (WST) on the day prior to the Meeting by emailing the Company Secretary at [redhillinfo@redhilliron.com.au](mailto:redhillinfo@redhilliron.com.au) and including your Holder Name, Address and HIN or SRN. The Company will then provide you via return email with the access details and password to participate in the Meeting via the live webinar facility.

The Company will publish a Virtual Meeting Guide on the ASX and Company's website in the week prior to the Meeting as to how Shareholders, proxies and corporate representatives will be able to participate and vote at the Meeting.

The situation regarding COVID-19 continues to evolve and the Company is following the health advice of the Australian Government. Shareholders are encouraged to monitor the Company's ASX announcements and website for any further updates in relation to arrangements for the Meeting.

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 23 November 2020.

### VOTING IN PERSON

Due to restrictions on physical meetings as a result of COVID-19, Shareholders or their proxies or corporate representatives will not be permitted to attend the Annual General Meeting in person.

### VOTING BY PROXY

If you do not wish, or are unable, to attend the virtual Meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a Shareholder.

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) by any of the following means:

- Hand Delivery: Registered Office of Red Hill Iron Limited  
Level 2, 9 Havelock Street, West Perth WA 6005
- By mail: Red Hill Iron Limited  
PO Box 689, West Perth, WA 6872
- By fax: +61 8 9322 3456
- By email: [redhillinfo@redhilliron.com.au](mailto:redhillinfo@redhilliron.com.au)

**Proxy Forms must be received by no later than 48 hours before the Meeting, being 10.00am (WST) on Monday 23 November 2020.**

You are entitled to appoint up to 2 proxies to attend the meeting (virtually) and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

### 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.

Shareholders who wish to vote by appointing a proxy are strongly urged to appoint the Chair of the Meeting as their proxy.

Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be exercised on each item of business, and the Chair of the Meeting must follow your instructions. Lodgement instructions are set out in the Proxy Form attached to the Notice of Meeting.

Shareholders who wish to vote by poll during the virtual Meeting must first notify the Company Secretary of their intention by emailing the Company Secretary at [redhillinfo@redhilliron.com.au](mailto:redhillinfo@redhilliron.com.au) by no later than 5.00pm (WST) on Tuesday 24 November 2020, the day prior to the Meeting, and provide their registered shareholding details and the Company Secretary will verify their Shareholding.

Shareholders who register in this manner will be able to submit their email poll votes immediately after the Chair calls for a vote on each Resolution. This means that the outcome of each Resolution may not be able to be determined until the conclusion of the Meeting to allow the Company Secretary sufficient time to count such poll votes submitted by email.

#### **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**

Shareholders who are a body corporate may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority 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 ([www.automicgroup.com.au](http://www.automicgroup.com.au)).

#### **HOW TO ASK QUESTIONS**

Shareholders are able to submit written questions to the Company or auditor in advance of the Meeting. Questions may be submitted to the Company Secretary by email to [redhillinfo@redhilliron.com.au](mailto:redhillinfo@redhilliron.com.au). Questions should be submitted no later than 5.00pm (WST) on Tuesday 24 November 2020, the day before the Meeting. We will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders. Shareholders, proxyholders and corporate representatives who attend the Meeting by webinar will be given an opportunity to ask questions.

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Red Hill Iron Limited will be held at Second Floor, 9 Havelock Street, West Perth, Western Australia on Wednesday 25 November 2020 at 10.00am (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

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### ORDINARY BUSINESS

#### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

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#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*“That for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30 June 2020.”*

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

##### Voting Prohibition Statement:

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

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

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

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

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

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

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#### 3. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – MR NEIL TOMKINSON

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

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

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#### 4. RESOLUTION 4 – APPROVAL OF REPLACEMENT CONSTITUTION

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

*“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”*

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#### 5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE - OPTIONS

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 2,450,000 Options to members of staff on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person that participated in the issue or any of their associates. However, the Company will not disregard a vote if it is cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney on the resolution in that way;
  - (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
  - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way
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**DATED: 15 OCTOBER 2020**

**BY ORDER OF THE BOARD**

**PETER RUTTLEDGE  
COMPANY SECRETARY  
RED HILL IRON LIMITED**

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## EXPLANATORY STATEMENT

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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 Second Floor, 9 Havelock Street, West Perth, Western Australia on Wednesday 25 November 2020 at 10.00am (WST).

This 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.

For those Shareholders who have not elected to receive a hard copy of the Annual Report, it can be access on the Company's website at [www.redhilliron.com.au](http://www.redhilliron.com.au).

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## FINANCIAL STATEMENTS AND REPORTS

The annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report are presented for consideration at the Meeting.

The Chairman will allow a reasonable time for shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, and the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit. There is no requirement for shareholders to approve these reports.

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### 1.0 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 1.1 General

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2020. A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

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.

#### 1.2 Voting consequences

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

#### 1.3 Previous voting results

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

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### 2.0 RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MARK OKEBY

#### 2.1 General

Clause 14.4 of the Constitution requires that, at the Company's annual general meeting in every year, one-third of the Directors for the time being shall retire from office, provided always that no Director except the Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his appointment, whichever is the longer, without submitting for re-election.

A Director who retires by rotation under clause 14.4 of the Constitution is eligible for re-election. Accordingly, Mr Mark Okeby, who was last re-appointed by Shareholders at the 2017 Annual General Meeting on 29 November 2017, retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

#### 2.2 Qualifications and other material directorships

Mr Okeby has been a Director of the Company since 12 August 2015.

Details of the qualifications and material directorships of Mr Okeby are set out in the 2020 Annual Report for the Company.

### 2.3 Independence

Mr Okeby is considered an independent Director of the Company.

### 2.4 Board recommendation

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

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## 3.0 RESOLUTION 3 – RE-ELECTION OF DIRECTOR – NEIL TOMKINSON

### 3.1 General

Clause 14.4 of the Constitution requires that, at the Company's annual general meeting in every year, one-third of the Directors for the time being shall retire from office, provided always that no Director except the Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his appointment, whichever is the longer, without submitting for re-election.

A Director who retires by rotation under clause 14.4 of the Constitution is eligible for re-election. Accordingly, Mr Neil Tomkinson retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

### 3.2 Qualifications and other material directorships

Mr Tomkinson has been a Director of the Company since 1 April 2008.

Details of the qualifications and material directorships of Mr Tomkinson are set out in the 2020 Annual Report for the Company.

### 3.3 Independence

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

### 3.4 Board recommendation

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

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## 4.0 RESOLUTION 4 – APPROVAL OF REPLACEMENT CONSTITUTION

### 4.1 General

Section 136 of the Corporations Act provides that a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 4 is a special resolution proposing to replace the Company's existing Constitution with a constitution that reflects the current provisions of the Corporations Act and Listing Rules (**Proposed Constitution**).

This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was adopted in 2005.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

- (a) updating references to bodies or legislation which have been renamed (e.g. references to ASX Limited, Australian Settlement and Transfer Corporation Pty Ltd, ASTC Settlement Rules and ASTC Transfer); and
- (b) expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments will not have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website [www.redhilliron.com.au](http://www.redhilliron.com.au) and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61) 08 9481 8627). Shareholders are invited to contact the Company if they have any queries or concerns.

### 4.2 Summary of material proposed changes

- (a) Restricted Securities (clause 2.12)

On 1 December 2019, the ASX Listing Rules were amended to vary the regime applying to restricted securities. Under the new regime:

- (i) certain more significant holders of restricted securities (related parties, promoters, substantial holders, service providers and their associates) and their controllers, as determined by ASX, must execute formal escrow agreements in the form of an ASX compliant restriction agreement; and
- (ii) less significant holders of restricted securities, as determined by ASX, must be made subject to provisions in an entity's constitution imposing appropriate escrow restrictions.

ASX Listing Rule 15.12 sets out provisions that a listed entity's constitution must include while the entity has restricted securities on issue. On 1 December 2019, ASX Listing Rule 15.12 was amended to reflect the ASX's new regime for restricted securities.

Clause 2.12 of the Proposed Constitution contains the provisions required by ASX Listing Rule 15.12 as now in force. This will allow the Company to issue restricted securities in the future should that be necessary.

(b) Minimum Shareholding (clause 3)

Clause 3 of the Constitution outlines how the Company can manage shareholdings which represent an "unmarketable parcel" of shares, being a shareholding that is less than \$500 based on the closing price of the Company's Shares on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

(c) Fee for registration of off market transfers (clause 8.4(c))

Listing Rule 8.14 provides that the Company may charge a "reasonable fee" for registering paper-based transfers, sometimes referred to "off-market transfers".

Clause 8.4 of the Proposed Constitution is being made to enable the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.

(d) Dividends (clause 21)

Section 254T of the Corporations Act was amended effective 28 June 2010. There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits.

The amended requirements provide that a company must not pay a dividend unless:

- (i) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (ii) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- (iii) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The existing Constitution (clause 21.3) reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. The Proposed Constitution is updated to allow a dividend to be declared in accordance with the current requirements of the Corporations Act (see clause 22.1). The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

(e) Partial (proportional) takeover provisions (clause 36)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

## Information required by section 648G of the Corporations Act

### (i) Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

### (ii) Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

### (iii) Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

### (iv) Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (A) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (B) assisting in preventing Shareholders from being locked in as a minority;
- (C) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (D) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (A) proportional takeover bids may be discouraged;
- (B) lost opportunity to sell a portion of their Shares at a premium; and
- (C) the likelihood of a proportional takeover bid succeeding may be reduced.

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders.

## 4.3 Board Recommendation

The Directors recommend that Shareholders vote to replace the Constitution with the Proposed Constitution. The Chairman intends to exercise all undirected proxies in favour of Resolution 4.

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## 5.0 RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE - OPTIONS

### 5.1 Background

As announced to the ASX on 10 July 2020, the Company issued 2,450,000 Options to certain members of staff of the Company (\$0.25 exercise price, expiring 30 June 2022) (**Options**) under the Company's placement capacity afforded under ASX Listing Rule 7.1.

### 5.2 ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 provides that a company may, without shareholder approval, issue or agree to issue that number of Equity Securities that total up to 15% of the number of fully paid, ordinary securities on issue 12 months before the issue or agreement to issue plus the number of fully

paid, ordinary securities issued by the company in that 12 month period with shareholder approval or under an exception to ASX Listing Rule 7.1.

The issue of the Options does not fit within any of the exceptions to ASX Listing Rule 7.1 and has reduced the Company's 15% placement capacity under ASX Listing Rule 7.1 for a period of 12 months from the issue date of those Options.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of Equity Securities that has reduced the listed company's 15% placement capacity under ASX Listing Rule 7.1. If Shareholders approve the issue under ASX Listing Rule 7.4, the issue is taken to have been approved under ASX Listing Rule 7.1 and ceases to reduce the Company's 15% placement capacity under that rule.

To this end, Resolution 5 seeks Shareholder approval under ASX Listing Rule 7.4 for the 2,450,000 Options issued under the Company's 15% placement capacity.

If Resolution 5 is passed, the Options will no longer reduce the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Options will continue to reduce the Company's 15% limit in ASX Listing Rule 7.1 until 12 months after the issue date of those Options unless subsequently approved by Shareholders before that date.

### **5.3 Information required by ASX Listing Rule 7.5**

ASX Listing Rule 7.5 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4 and the following information is included in this Explanatory Statement for this purpose:

- (a) the Options were issued to all staff members of the Company other than Directors and their associates on the basis that the Company wished to incentivise all such staff members through the grant of the Options. None of the staff members were related parties of the Company or their associates, and no members of the Key Management Personnel, Substantial Holders, advisors to the Company or their associates were individually issued Options that could be converted into Shares totalling more than 1% of the Company's Shares on issue at the date of this Notice;
- (b) the Options are not quoted and the material terms and conditions of the Options are set out in Schedule A;
- (c) a total of 2,450,000 Options were issued on 10 July 2020;
- (d) the Options were issued for nil cash consideration;
- (e) the purpose of the issue of the Options was to provide incentive remuneration to selected members of staff:  
and
- (f) a voting exclusion statement is included in the Notice.

### **5.4 Board Recommendation**

The Board recommends Shareholders vote in favour of Resolution 5. The Chairman intends to exercise all undirected proxies in favour of Resolution 5.

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## **ENQUIRIES**

Shareholders are required to contact the Company Secretary on +61 8 9481 8627 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**\$** means Australian dollars.

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

**ASIC** means the Australian Securities and Investments Commission.

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

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

**Board** means the board of directors of the Company.

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

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

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

**Company** means Red Hill Iron 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.

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

**Explanatory Statement** means the explanatory statement to the Notice.

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

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

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

**Proposed Constitution** means the constitution proposed to be adopted under Resolution 4.

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

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

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

**Shareholder** means a shareholder in the Company.

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

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

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

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

## SCHEDULE A – OPTION TERMS

- (a) Each option entitles the holder to subscribe for one fully paid ordinary share in the capital of Red Hill Iron Limited
- (b) Issue Price: Each option is issued for nil consideration;
- (c) Exercise Price: The Exercise Price is 25 cents per share;
- (d) Expiry Date: The options will expire at 5pm Western Standard Time (WST) on 30 June 2022 unless expiry occurs earlier under these terms and conditions;
- (e) Issue Date: 10 July 2020;
- (f) Not transferable and not listed: The options are not transferable and not listed;
- (g) Exercise: Subject to (h) below, the options may be exercised by notice in writing to the Company (the Exercise Notice), delivery of the option certificate and payment of the Exercise Price to the Company at any time prior to 5.00 pm WST on the Expiry Date (the Exercise Period). The options may be exercised in one or more lots on different occasions during the Exercise Period, provided that such lots are equal to or a multiple of 50,000 options. Within 10 business days of receipt of the Exercise Notice and option certificate and payment of the Exercise Price, the Company will allot the corresponding number of fully paid ordinary shares to the option holder, procure the issue of a statement of holding for the shares and apply for the shares to be listed on the Australian Securities Exchange (ASX). The shares issued as a result of exercise of the options shall rank equally in all respects with the other issued fully paid shares in the Company. In the event of an exercise of less than all of the options a balance option certificate will also be issued.
- (h) Cessation of engagement:
  - (i) In the event that the Staff Member is deceased or ceases to be engaged by the Company at any time prior to the Expiry Date, then, with effect from the date of ceasing to be engaged (the Cessation Date), the number of that Staff Member's options which can validly be exercised as at the Cessation Date may be exercised by or on behalf of the Staff Member or his nominated option holder within the lesser of 3 months from the Cessation Date and the term remaining to the Expiry Date of the options, following which the options shall forthwith lapse and have no further effect, unless otherwise determined by the directors of the Company;
  - (ii) In the event that the staff member's services to the Company are terminated by the Company following, or as a result of, the takeover of the Company, or following a change of control of the Company (being a change in the composition of the shareholders of the Company whereby a person who does not presently control the Company within the meaning of Section 500A of the Corporations Act 2001 (Cth) gains such control over the Company), all the options shall remain in full force and effect for the full term up until the Expiry Date;
- (i) New share issues: There are no participation rights or entitlements inherent in the options and their holder will not be entitled to participate in new issues of capital offered to shareholders without exercising the options. The Company, however, will ensure that, for the purposes of determining entitlements to any such issue, the books closing date will be in accordance with the ASX Listing Rules. This will give the option holder the opportunity to exercise his options (should he otherwise be entitled to) prior to the date for determining entitlements to participate in any such issue;
- (j) Reorganisations: In the event of any reorganisation of the issued capital of the Company, the number of options or the exercise price of the options or both shall be reconstructed in a manner which complies with the ASX Listing Rules in force at that time and in all other respects the terms for the exercise of the options shall remain unchanged; and
- (k) Options not exercised by 5.00 pm WST on the Expiry Date will automatically expire.

# RED HILL IRON LIMITED

ACN 114 553 392

Level 2, 9 Havelock Street  
West Perth WA 6005  
**Mailing Address:**  
PO Box 689, West Perth WA 6872

**Telephone:** 61 8 9481 8627  
**Facsimile:** 61 8 9322 3456  
**Email:** redhillinfo@redhilliron.com.au  
**Web:** www.redhilliron.com.au

## Proxy Form

I/we.....(full name, block letters)  
of.....  
being a member of **Red Hill Iron Limited** hereby appoint

.....  
or, failing him, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at **10.00 am on Wednesday 25 November 2020**, and at any adjournment thereof in accordance with the directions indicated below.

### MY/OUR INSTRUCTIONS AS TO VOTING ON THE RESOLUTIONS

If two proxies are being appointed, the proportion of voting rights this proxy is appointed to represent is   %    
The proxy is directed to vote in relation to the resolutions referred to in the Notice as follows:

ORDINARY BUSINESS	FOR	AGAINST	ABSTAIN
Resolution 1: Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Re-election of Mr Mark Okeby as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Re-election of Mr Neil Tomkinson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Approval of replacement constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Ratification of prior issue of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Chairman's Voting Intentions:

I/we understand that the Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

### Additional Instructions:

**Resolution 1:** Where I/we have not specified above how my/our proxy is to vote in relation to Resolution 1 and my/our proxy is a member of the key management personnel of the Company, or a closely related party of that member, I/we understand that:

- where my/our proxy is the Chairman of the Meeting, I/we hereby expressly authorise him to exercise my my/our proxy, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company;
- where my/our proxy is not the Chairman of the Meeting, he is not permitted to cast my/our vote on this resolution, and my/our vote will not be counted in computing the required majority if a poll is called on this item.

### AUTHORISED SIGNATURE/S

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Daytime Telephone

\_\_\_\_\_  
Date

This form is to be used in accordance with the instructions overleaf.

### ***Instructions for completing and lodging this Proxy Form***

1. In order to direct the proxy in relation to all votes covered by this instrument in a particular manner, place a tick or a cross in one of the boxes headed "For", "Against" or "Abstain". Where no mark is made in any of the boxes for a resolution (that is no direction is given to the proxy) the proxy may vote as he sees fit, subject to restrictions that may apply such as in the case of Resolution 1 – see below. Please note that, if you mark the "Abstain" box for a particular resolution, your votes will not be counted in computing the required majority on a poll.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in their stead.
3. Where just one proxy is appointed, that proxy may vote on a poll. Where two proxies are appointed, on a poll, the appointment shall be of no effect unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights, in which case the shareholder should indicate the proportion of voting rights this proxy represents in the box provided.
4. A proxy may, but need not, be a shareholder of the Company.
5. The Proxy Form must be signed by the shareholder or his attorney duly authorised in writing or, (if the holder is a corporation), pursuant to Section 127(1) of the Corporations Act.
6. The Proxy Form (and any power of attorney or other authority pursuant to which the Proxy Form has been signed) must:
  - either be deposited at the registered office of the Company, Level 2, 9 Havelock Street, West Perth, WA 6005,
  - or be sent by post to Red Hill Iron Limited, PO Box 689, West Perth, WA 6872,
  - or be sent by facsimile to Red Hill Iron Limited at (08) 9322 3456,
  - or be sent by email to [redhillinfo@redhilliron.com.au](mailto:redhillinfo@redhilliron.com.au)in time to be received not later than 48 hours before the time fixed for the holding of the meeting.
7. Proxy voting by key management personnel on remuneration related resolutions.

#### Resolution 1 – Remuneration Report

In accordance with subsection 250R(4) of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, either

- (a) a member of the key management personnel of the Company, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

Subsection 250R(5) however provides that a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above, and either:

- (a) the person does so as a proxy, appointed by writing that specifies how the proxy is to vote on the resolution; or
- (b) the person is the chairman of the meeting, and the appointment of the chairman as proxy
  - (i) does not specify how the proxy is to vote on the resolution; and
  - (ii) expressly authorises the chairman of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

Shareholders eligible to cast a vote on Resolution 1 are encouraged to specify how their proxy is to vote on this resolution by marking the 'For' or 'Against' boxes alongside Resolution 1 overleaf.