



Red Mountain Mining Limited
(ACN 119 568 106)

SHARE PURCHASE PLAN

TO RAISE UP TO \$300,000

CLOSING DATE : 5.00pm WST on Thursday, 25 June 2020

This document is important and requires your immediate attention. Carefully read this document in full and consult your stockbroker, accountant, licensed financial advisor or other professional adviser if you are in any doubt as to what to do.

This document is not a Prospectus. It does not contain all the information that an investor would find in a prospectus or which may be required in order to make an informed decision regarding, or about the rights attaching to, the Shares offered in this document.

This document does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder.

This document provides details of the Red Mountain Mining Limited Share Purchase Plan and explains how Eligible Shareholders can participate.

Each Eligible Shareholder has the opportunity to participate in the Red Mountain Mining Limited Share Purchase Plan by applying for up to \$15,000 worth of new ordinary shares in Red Mountain Mining Limited without incurring brokerage or other transaction costs.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

4 June 2020

Dear Shareholder,

Invitation to Participate in Red Mountain Mining Limited's Share Purchase Plan

On 29 May 2020, Red Mountain Mining Limited (ASX: RMX) (**Company**) announced that it received firm commitments to raise \$240,000 through the issue of 60,000,000 fully paid ordinary shares in the Company (**Placement Shares**) to sophisticated and professional investors at an issue price of \$0.004 per Placement Share, together with one (1) free attaching option (exercisable at \$0.008 and expiring 12 months from the date of issue) (**Placement Options**) for every two (2) Placement Shares issued (**Placement**). The Placement Shares were issued on Tuesday, 2 June 2020.

On 29 May 2020, the Company also announced its intention to offer eligible shareholders the chance to participate in a share purchase plan (**Plan**) to subscribe for fully paid ordinary shares in the capital of the Company (**Shares**). Consistent with the Placement, eligible shareholders who receive Shares under the Plan will also be entitled to receive one (1) free attaching option (exercisable at \$0.008 and expiring 12 months from the date of issue) for every two (2) Shares issued under the Plan (**SPP Options**).

The offer of the Placement Options and the SPP Options to eligible shareholders will be made separately, after close of the Plan following lodgement of a prospectus by the Company (**Prospectus**).

The Company's Board of Directors is now pleased to make that offer to eligible shareholders on the Terms and Conditions enclosed with this letter.

Shareholders eligible to participate in the Plan

The right to participate in the Plan is optional and is only available to shareholders who are registered as holders of Shares at 5.00pm (WST) on the Record Date of Thursday, 28 May 2020 and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Share Purchase Plan

The Plan entitles Eligible Shareholders in the Company, irrespective of the size of their shareholding, to purchase up to \$15,000 worth of Shares at \$0.004 per Share (**Issue Price**) (being the same issue price as the Placement Shares), free of brokerage and commission (**Offer**).

The Offer is not underwritten.

The Issue Price is less than the average market price of the Company's Shares on the ASX during the 5 trading days immediately prior to the announcement date of the Offer was \$0.0048.

Details of the Offer are set out in this letter and the enclosed Terms and Conditions. An application form for the Offer (**Application Form**) is included in this package.

Indicative Timetable

EVENT	DATE*
Record Date	5.00pm (WST) Thursday, 28 May 2020
Announcement of Plan and Placement	Friday, 29 May 2020
Issue of Placement Shares	Tuesday, 2 June 2020
Opening Date of Plan and Dispatch of Plan Documentation	Thursday, 4 June 2020
Closing Date	5.00pm (WST) Thursday, 25 June 2020
Announcement of results of Plan	Tuesday, 30 June 2020
Issue of Shares under the Plan	Friday, 3 July 2020
Quotation of Shares under the Plan on ASX	Friday, 3 July 2020

**The above dates are indicative only and are subject to change at the Company's discretion without notice. Accordingly, shareholders are encouraged to submit their entitlement and Application Forms as early as possible.*

Purpose of the Plan

It is intended that the funds raised under the Plan and the Placement will be directed towards assessment of new assets, further ongoing assessment of the Mokabi-Kasiri Projects results for copper potential, general working capital and any costs of the Plan and the Placement.

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX, or the Company's website at <https://www.redmountainmining.com.au/>.

How much can you invest?

Under the Plan, Eligible Shareholders may purchase Shares in specific parcels up to a maximum of \$15,000 worth of Shares. Eligible Shareholders may participate by selecting one of the alternative offers set out in the table below.

The maximum investment any Eligible Shareholder may apply for must be \$15,000 even if they receive more than one offer (whether in respect of a joint holding or because they have more than one holding under a separate account). Please note, that as set out in section 5 of the Plan, the Company reserves the right to:

- (a) issue fewer Shares than an Eligible Shareholder applies for under the Offer or none at all and its right to scale back applications in such manner as the Directors see fit at their sole discretion; and
- (b) raise a higher total amount, being an amount over and above \$300,000, at the Company's sole discretion depending on the total subscription under the Plan.

Any determination by the Directors in respect of any scaling back or refusal of any application for Shares will be final. If a scale back occurs or the Company refuses an application for Shares, the Company will refund any excess application monies to the relevant Eligible Shareholders in full (without interest).

Subscription and Application Procedure

If you are an Eligible Shareholder, you can apply for up to a maximum of \$15,000 worth of Shares (with free attaching SPP Options offered pursuant to the Prospectus). Eligible Shareholders can select one of the following alternatives:

Offer	Application Amount	Number of Shares	SPP Options (offered pursuant to the Prospectus)
Offer A	\$15,000	3,750,000	1,875,000
Offer B	\$12,000	3,000,000	1,500,000
Offer C	\$10,000	2,500,000	1,250,000
Offer D	\$8,000	2,000,000	1,000,000
Offer E	\$6,000	1,500,000	750,000
Offer F	\$4,000	1,000,000	500,000
Offer G	\$2,000	500,000	250,000

No fractions of Shares will be issued. Fractional Shares will be rounded down to the nearest whole number.

All application monies must be paid in Australian dollars. Any application monies received for more than an Applicant's final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded.

No brokerage, stamp duty or other costs are payable by applicants in respect of an application for Shares under this Offer.

Applications for the SPP Options will only be accepted on an application form attached to or provided by the Company with a copy of the Prospectus.

If you would like to participate in the Offer, please return your completed Application Form (enclosed), with payment or make a BPAY® payment, in accordance with the instructions on the Application Form, so that it is received by the Company's share registry **no later than 5:00pm (WST) on the Closing Date.**

Payment by Cheque

All cheques must be drawn on an Australian bank in accordance with the instructions on the Application Form. Your cheque made payable to **"Red Mountain Mining Limited – SPP Offer Account)"** and crossed **"Not Negotiable"** for the application amount for the Shares you wish to acquire. Your completed Application Form and cheque must reach the Company's share registry no later than 5:00pm WST on the Closing Date.

Payment by BPAY

For payment by BPAY®, please follow the instructions on the Application Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Application Form but are taken to have made the declarations on that Application Form; and
- (b) if you do not pay for your full entitlement under the Offer, you are deemed to have taken up your entitlement in respect of such whole number of Shares which

is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5:00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

Applications (together with payment) must be received on or before the **Closing Date of 5.00pm (WST) on Thursday, 25 June 2020** (unless extended). Once an application has been made, it cannot be revoked. All valid applications shall be deemed accepted if received before the Closing Date.

Please refer to the Plan Terms & Conditions for details of the certification you will be deemed to provide when you participate in the Offer by returning an Application Form or by paying by BPAY.

Purchase Price and acceptance of risk factors

The purchase price of Shares under the Offer will be \$0.004 (**Offer Price**). On the trading day immediately prior to the announcement date of the Offer (**Announcement Date**), the closing price of the Company traded on the ASX was \$0.005. The Offer Price represents a 20% discount to the closing price of the Company Shares on the Announcement Date.

The market price of the Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued to you as a result of your acceptance of this Offer.

By applying for Shares under the Plan, each Eligible Shareholder acknowledges that, although the Issue Price is at a discount to the closing price on the Announcement Date, Shares are a speculative investment and the price of Shares on the ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer, and that the value of the Shares received under the Plan may rise or fall accordingly.

In accordance with ASX Listing Rule 7.2 Exception 5, the Issue Price is equal to or greater than 80% of the volume weighted average price for the 5 days in which trading in Shares occurred before the Announcement Date.

The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to accepting this Offer.

Shareholder Approval

The Offer is limited to 30% of the Company's ordinary shares on issue as at the date of this document and the Company will issue the Shares pursuant to ASX Listing Rule 7.2 Exception 15. Accordingly, Shareholder approval is not required for the issue of the Shares under the Offer.

The SPP Options will be issued pursuant to the Prospectus and utilising the Company's placement capacity (unless prior shareholder approval is obtained). The maximum number of SPP Options to be issued will be equal to 50% of the number of Shares issued under the Plan.

Shortfall Placement

If less than the total amount of Shares under the Offer (being less than \$300,000 worth of Shares) are applied for pursuant to the Offer, subject to obtaining any necessary shareholder or regulatory approvals (if any), any shortfall Shares (and free attaching SPP Options) will be placed by the Company at the Director's discretion in consultation with the Lead Manager.

Lead Manager

The Company has engaged the services of Xcel Capital Pty Ltd (**Lead Manager**) and entered into a lead manager mandate in respect of the Plan whereby it will act as Lead Manager to the Plan and assist the Company through the provision of corporate advisory, capital raising services and assistance in placing any shortfall under the Plan. In consideration for the services provided in respect of the Plan, the Lead Manager will be paid fees a fee of 6% (exclusive of GST) of the gross proceeds of all funds raised under the Plan.

Additional Information and Important Dates

The Offer cannot be transferred (it is non-renounceable) and the Board reserves the right to reject any application. Shares allotted under the Plan will be issued as soon as practicable after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

Subject to compliance with the ASX Listing Rules, the Company intends to seek quotation of the SPP Options (and Placement Options). In the event that quotation of the SPP Options (and Placement Options) cannot be obtained, they will remain as unlisted options.

In the event of an oversubscription by the Closing Date, the Directors may, in their absolute discretion, scale-back all applications on any basis they deem fit and/or determine to raise an amount higher than \$300,000. The Directors may also elect to accept less than the maximum number of Shares that may be issued under the Offer.

As set out in section 5 of the Plan, if the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

The offer of Shares under the Plan is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth).

As mentioned previously, the SPP Options are not being issued under the Plan, rather, they are being issued pursuant to the Prospectus.

New Zealand offer restrictions

The Plan Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance with New Zealand law.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under New Zealand law. This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Yours faithfully

A handwritten signature in dark ink, appearing to read 'Mauro Piccini'. The signature is fluid and cursive, with the first name 'Mauro' and last name 'Piccini' clearly distinguishable.

Mauro Piccini
Company Secretary
Red Mountain Mining Limited

Red Mountain Mining Limited

(ACN 119 568 106)

Share Purchase Plan – Terms and Conditions

1. Purpose

The purpose of the Shareholder Share Purchase Plan (**Plan**) is to offer existing shareholders of Red Mountain Mining Limited (ACN 119 568 106) (**Company**) the opportunity to acquire additional fully paid ordinary shares in the Company (**Shares**) up to a maximum of \$15,000 (when combined with any Shares issued under any share purchase plan in the 12 months preceding the date of the Plan) at an issue price of \$0.004 per Share (without the need to pay brokerage costs and without the need for the Company to issue a prospectus).

Shareholders who participate in the Plan will also be entitled to free attaching options (exercisable at \$0.008 and expiring 12 months from the date of issue) (**SPP Options**) on the basis of one (1) SPP Option for every two (2) Shares issued under the Plan. The SPP Options will be issued separately, after close of the Plan, following lodgement of a prospectus by the Company (**Prospectus**). Accordingly, the SPP Options are not being issued pursuant to the Plan. The proposed terms of the SPP Options are set out in Schedule 1 of this Plan.

The Plan Terms and Conditions have been determined by the Board of Directors of the Company.

2. Shareholders eligible to participate

The right to participate in the Plan is optional and is only available to shareholders who are registered as holders of fully paid ordinary shares in the capital of the Company at 5.00pm (WST) on the Record Date of Thursday, 28 May 2020 with a registered address in Australia or New Zealand (**Eligible Shareholders**).

Participation in the Plan is optional and is subject to these Terms and Conditions. Offers made under the Plan are non-renounceable (that is, Eligible Shareholders may not transfer their rights to any Shares or SPP Options offered under the Plan).

The maximum amount, which any Eligible Shareholder may subscribe for in any consecutive 12 month period under the Plan, is \$15,000. The Board may also determine in its discretion, the minimum amount for participation, the multiple of Shares to be offered under the Plan and the period the Offer is available to Eligible Shareholders.

Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the Plan.

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that making an application under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

3. Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for up to the maximum number of new Shares for each beneficiary for

whom you act as custodian, provided you annexe to your Application Form a certificate to the Company (**Custodian Certificate**) confirming the following:

- (i) that you held Shares on behalf of:
 - (i) one or more other persons that are not custodians; and/or
 - (ii) Another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons to which those beneficial interests relate,

(each a **Participating Beneficiary**) at 5.00pm (WST) on the Record Date of Thursday, 28 May 2020 who have subsequently instructed you, and/or the Downstream Custodian, to apply for Shares under the Plan on their behalf;
- (ii) the number of Participating Beneficiaries and their names and addresses;
- (iii) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (iv) the number or dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- (v) that the application price for Shares applied for under the Plan for each Participating Beneficiary for whom you act in addition to the application price for any other Shares issued to you as custodian (as a result of instruction given to you as a Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$30,000;
- (vi) that a copy of the written offer document was given to each Participating Beneficiary; and
- (vii) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.

For the purposes of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, you are a 'custodian' if you are a registered holder that provides custodial or depository services in relation to shares of a body or interests in a registered scheme and who:

- (a) holds an Australian financial services licence covering the provision of a custodial or depository service;
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) holds an Australian financial services licence covering the operation an IDPS or is a responsible entity of an IDPS-like scheme, (as defined in ASIC Class Order [CO 13/763] and [CO 13/762] respectively);
- (d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate from the Company's share registry when making an application on behalf of Participating Beneficiaries.

The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply

with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

4. Price of Shares

The price of Shares to be issued under the Plan is \$0.004 per Share. This price represents a discount of 16.7% of the volume weighted average market price for the Shares over the last 5 trading days on which sales in the Shares were recorded prior to announcement of the Plan (on 29 May 2020).

In accordance with ASX Listing Rule 7.2 Exception 5, the Issue Price is equal to or greater than 80% of the volume weighted average price for the 5 days in which trading in Shares occurred before the Announcement Date.

5. Applications, notices and certification

The Company will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Shares under the Plan, and accompanied by the Terms and Conditions of the Plan and an Application Form. Applications will not be accepted after the Closing Date of the Offer. Oversubscriptions to the Offer may be refunded without interest.

Notices and statements made by the Company to participants may be given in any manner prescribed by its Constitution.

As an Eligible Shareholder, you may participate by accepting one of the seven designated parcels of Shares (with free attaching SPP Options offered pursuant to the Prospectus) as follows:

Offer	Application Amount	Number of Shares	SPP Options (offered pursuant to the Prospectus)
Offer A	\$15,000	3,750,000	1,875,000
Offer B	\$12,000	3,000,000	1,500,000
Offer C	\$10,000	2,500,000	1,250,000
Offer D	\$8,000	2,000,000	1,000,000
Offer E	\$6,000	1,500,000	750,000
Offer F	\$4,000	1,000,000	500,000
Offer G	\$2,000	500,000	250,000

By returning an Application Form or by paying by BPAY, an applicant:

- (a) acknowledges that the application is irrevocable;
- (b) irrevocably and unconditionally agree to these terms and conditions and the terms of the Application Form;
- (c) acknowledges and warrants they are an Eligible Shareholder; and
- (d) certifies that the aggregate of the application price for the following does not exceed \$15,000:
 - (iii) the Shares that are the subject of the application; and
 - (iv) any other Shares applied for by the applicant under the Plan (or any similar arrangement in the 12 months prior to the application), whether:
 - (A) in the applicant's own right; or
 - (B) jointly with one or more persons; or
 - (C) in the applicant's capacity as a beneficiary (as defined below),

but not including in the applicant's capacity as a trustee or nominee where it is expressly noted on the Company's register of members that the shareholding is held on account of another person.

If 2 or more persons are recorded in the register of members as jointly holding the Shares to which an applicant's application relates, they are taken to be a single registered holder and these statements are taken to be given by all of them.

If a trustee or nominee is expressly noted on the Company's register of members as holding the shares to which an application relates on account of another person (the "**beneficiary**"), these statements and confirmations are taken to be given by the beneficiary in respect of him/her/itself (and not the trustee or nominee).

The Company is targeting to raise \$300,000 under the Plan. The Company reserves its right, in its absolute discretion, to:

- (a) issue fewer Shares than an Eligible Shareholder applies for under the Offer or none at all and its right to scale back applications in such manner as the Directors see fit at their sole discretion; and/or
- (b) raise a higher total amount, being an amount over and above \$300,000, at the Company's sole discretion depending on the total subscription under the Plan subject to regulatory restrictions.

Any determination by the Directors in respect of any scaling back or refusal of any application for Shares will be final subject to regulatory restrictions. If a scale back occurs or the Company refuses an application for Shares, the Company will refund any excess Application Monies to the relevant Eligible Shareholders in full (without interest).

Applications for the SPP Options will only be accepted on an application form attached to or provided by the Company with a copy of the Prospectus.

6. Placement of Shortfall

Any Shares offered under the Plan (along with the entitlement to the SPP Options) that are not taken up by eligible Shareholders will make up a shortfall which will be placed by the Company subject to regulatory requirements. Subject to any regulatory requirements and approval necessary (if any), any shortfall Shares (and SPP Options) will be placed at the Director's discretion in consultation with the Lead Manager.

7. Issue of Shares and SPP Options

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the Closing Date. The SPP Options will be issued, after close of the Plan, pursuant to a separate Prospectus.

Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in the Company from the date of issue. The SPP Options are exercisable at \$0.008 on or before the date that is 12 months from the date of issue.

Holding statements or CHESS notification will be issued in respect of all Shares issued under the Plan. The Company will, promptly after the issue of Shares under the Plan, make application for those Shares to be listed for quotation on the Official List of ASX. In respect of the SPP Options, applicants should consider the Prospectus when deciding whether to apply for the SPP Options. Subject to compliance with the ASX Listing Rules, the Company intends to seek quotation of the SPP Options on the Official List of ASX. In the event that quotation of the SPP Options cannot be obtained, the SPP Options will remain as unlisted options.

8. Modification and termination of the Plan

The Company may modify or terminate the Plan at any time. The Company will notify the ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not

invalidate the modification or termination.

Without limiting the above, the Company may issue to any Eligible Shareholder fewer Shares than the Eligible Shareholder applied for under the Plan if the issue of the Shares applied for would contravene any applicable law or the Listing Rules of the ASX.

9. Dispute resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or Shares. The Company's decision in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions. The Company's powers under these Terms and Conditions may be exercised by the Directors of the Company or any delegate of the directors of the Company.

10. Queries

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser in the first instance, or the Company.

Schedule 1 – Terms and conditions of SPP Options

- (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.



Red Mountain Mining Limited
ABN 40 119 568 106

For all enquiries:

Phone:
 Red Mountain Mining Limited (08) 6559 1792

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (WST) on Thursday, 25 June 2020**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Red Mountain Mining Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Red Mountain Mining Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

Red Mountain Mining Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Red Mountain Mining Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Red Mountain Mining Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Red Mountain Mining Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to **"Red Mountain Mining Limited"** and cross **"Not Negotiable"**. The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Red Mountain Mining Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (WST) on Thursday, 25 June 2020

© Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer →

STEP 1

Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name:MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details:

Record date:5:00pm (WST) on Thursday, 28 May 2020

Minimum value
available to purchase:\$2,000

Maximum value
available to purchase:\$15,000

STEP 2

Make Your Payment by 5:00pm (WST) on Thursday, 25 June 2020

To avoid postal delay make your payment via **BPAY** either online or by phone with your bank using the payment details below.

BPAY



Billers Code:
Ref No:



Cheque, bank draft or money order

Make your cheque, bank draft or money order payable to "Red Mountain Mining Limited" and cross "Not Negotiable".
Return your payment with the below payment slip to:
Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

BPAY

Neither Computershare Investor Services Pty Limited (CIS) nor Red Mountain Mining Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment.

MAIL

Neither CIS nor Red Mountain Mining Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at www.computershare.com/au/privacy-policies.

Detach here

Purchase Details for Red Mountain Mining Limited (choose one option)

☐ \$2,000 worth of Shares

OR

☐ \$4,000 worth of Shares

OR

☐ \$6,000 worth of Shares

☐ \$8,000 worth of Shares

OR

☐ \$10,000 worth of Shares

OR

☐ \$12,000 worth of Shares

☐ \$15,000 worth of Shares



Entitlement No: 12345678

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

 **BPAY** is the most efficient and secure form of payment. Your **BPAY** payment details are shown above.

Contact & Cheque Details

Contact Name

Daytime Telephone

Drawer

Cheque Number

BSB Number

Account Number

Amount of Cheque

A\$