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## RED DIRT METALS LIMITED

ACN 107 244 039

### ADDENDUM TO NOTICE OF GENERAL MEETING

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Red Dirt Metals Limited (ACN 107 244 039) (**Company**) gives notice to Shareholders that in relation to the Notice of General Meeting dated 3 June 2022 (**Notice**) in respect of the Company's general meeting of members to be held at 10:00am (WST) on 7 July 2022 at Suite 4, Level 1, 6 Centro Avenue, SUBIACO WA 6008 (**Meeting**), the Directors have resolved to amend the terms of the performance rights for which approval is being sought to issue to Mr Jiahe Gower He pursuant to Resolution 6 of the Notice (**Performance Rights**).

The purpose of this addendum (**Addendum**) is to amend the terms of the Performance Rights by removing the need for a feasibility study to be undertaken by the Company for the Tranche 5 Milestone to be met.

This Addendum is supplemental to the original Notice and should be read in conjunction with the original Notice. Save for the amendments set out below, all Resolutions proposed in the original Notice remain unchanged.

The Company does not consider it necessary to issue a replacement Proxy Form, given there are no changes to the Resolutions to be considered at the Meeting.

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## AMENDMENTS

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### 1. OVERVIEW

Pursuant to this Addendum, the Notice is amended by:

- (a) amending Schedule 1 (Terms and Conditions of the Performance Rights); and
  - (b) amending Schedule 4 (Valuation of Incentive Performance Rights)
- as set out in further detail below.

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### 2. AMENDMENT TO SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

On page 20 of the Notice, the Tranche 5 Milestone in the table of paragraph (a) be deleted and replaced with the following:

*The execution by the Company of a binding agreement between the Company and a third party(s) whereby the third party(s) undertakes to:*

- (a) *purchase a minimum of 10% of the annual production of the Mt Ida Project over the first three years of operations; or*
- (b) *provide full or partial funding for the construction of the Mt Ida Project.*

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### 3. AMENDMENT TO SCHEDULE 4 – VALUATION OF INCENTIVE PERFORMANCE RIGHTS

On page 28 of the Notice, the Tranche 5 Milestone vesting condition be deleted and replaced with the following:

*The execution by the Company of a binding agreement between the Company and a third party(s) whereby the third party(s) undertakes to:*

- (a) *purchase a minimum of 10% of the annual production of the Mt Ida Project over the first three years of operations; or*
- (b) *provide full or partial funding for the construction of the Mt Ida Project.*