

Red Ridge Group Limited



4 October 2024

Dear Shareholder,

RED RIDGE GROUP LIMITED – UPCOMING EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Red Ridge Group Limited (NSX: RRG) is convening an Extraordinary General Meeting of Shareholders to be held on **8 November 2024 at 1:00pm (AEDT)** via a virtual meeting (**Meeting**).

In accordance with the Corporations Act, the Company is not sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from this website link: <https://www.nsga.com.au>

You may vote by attending the virtual Meeting, by proxy, or by appointing an authorised representative.

How to participate in the Extraordinary General Meeting

Shareholders intending to attend the Meeting via Zoom facility are required to register their intention to do so by 1:00pm (AEDT) on Wednesday, 6 November 2024 by sending an email with their full name and registered address to: enquiries@redridgeglobal.com

Once your details have been verified, shareholders will receive an email containing a link to enable them to participate in the Zoom meeting.

Shareholders who attend the Meeting via Zoom will be able to vote in real time using the online voting facility. All resolutions will be conducted and determined on a poll.

Voting by Proxy

Appointment of Proxy: Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf. The proxy does not need to be a Shareholder.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and should specify the proportion of votes each proxy is entitled to exercise. If a Shareholder appoints two proxies, each proxy may exercise half of the Shareholder's votes if no proportion or number of votes is specified.

Voting by proxy: A Shareholder can direct its proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box in the voting directions to your proxy section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed in the Proxy Form.

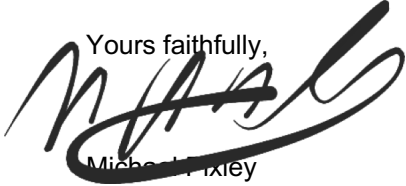
Proxy Forms must be received by **1:00pm (AEDT) on 6 November 2024**.

Details on how to lodge your Proxy Form can be found on the enclosed Proxy Form. If you have any questions about your Proxy Form, please send an email to: enquiries@redridgeglobal.com

The Company will advise via an NSX announcement as to any changes to the upcoming Extraordinary General Meeting of shareholders.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'M. Pixley', written over the printed name.

Michael Pixley
Non-Executive Chairman
Red Ridge Group Limited

T: +61 2 8005 6155

E: enquiries@redridgeglobal.com

RED RIDGE GROUP LIMITED
ACN 644 257 465
NOTICE OF NOVEMBER 2024
EXTRAORDINARY GENERAL MEETING

Notice is given that the November 2024 Extraordinary General Meeting of the members of Red Ridge Group Limited (**RRG** or **Company**) will be held as a virtual meeting at 1:00pm (AEDT) on Friday, 8 November 2024 (**Meeting**).

The Meeting will be held as a virtual meeting to encourage greater shareholder participation. If any changes are required, the Company will advise shareholders by way of an announcement on the NSX website at www.nsx.com.au. The Company strongly encourages all shareholders to check the Company's announcements at www.nsx.com.au regularly prior to the Meeting. Please see page 3 for details outlining the process which Shareholders should follow to participate in the Extraordinary General Meeting.

In accordance with the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders, and instead this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address, or will otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a Letter sent to them by mail. Please see page 3 for further details regarding the despatch of this Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from this website link: www.nsx.com.au

If you are unable to attend the Meeting, you may appoint a proxy to vote for you at the meeting by completing the enclosed Proxy Form. Alternatively, you are invited to vote online at: <https://investor.automic.com.au/#/loginsah>

The Company is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communication and provide us with your email address. To make the change, go to <https://automicgroup.com.au/> and follow the prompts. Shareholder documents are always available to access on the Company's website and the NSX platform.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the November 2024 Extraordinary General Meeting. The Explanatory Memorandum forms part of this Notice of Meeting.

Certain terms and abbreviations used in this Notice of Meeting and Explanatory are defined in the Glossary of the Explanatory Memorandum.

1. RESOLUTION 1 – APPROVAL OF SIGNIFICANT CHANGE TO RED RIDGE GROUP’S PRINCIPAL BUSINESS ACTIVITIES

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

‘That, for the purpose of NSX Listing Rule 6.41, the Shareholders of the Company approve a significant change to Red Ridge Group’s principal business activities for the purposes and on the terms and conditions as set out in the Explanatory Memorandum.’

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - 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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| The Company will disregard votes cast by: |
| any person who will obtain a material benefit as a result of the significant change to the Company’s principal business activities (except a benefit solely by reason of being a holder of ordinary securities in the entity); |
| a person whose votes, in NSX’s opinion, should be disregarded. |

EXPLANATORY MEMORANDUM

An Explanatory Memorandum in respect of the Resolutions set out above is **enclosed** with this Notice of Meeting. Expressions defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

By Order of the Board

Michael Pixley
Non-Executive Chairman
4 November 2024

DISPATCH OF NOTICE OF MEETING

In accordance with the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- If the Share Registry has a record of a Shareholders email address, the Company will send an email to that Shareholder which will contain this Notice of Meeting; or
- If the Share Registry does not have a record of a Shareholders email address, the Company will mail a letter to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

HOW TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING

Shareholders intending to attend the Extraordinary General Meeting via Zoom facility are required to register their intention to do so by 1:00pm (AEDT) on Friday, 6 November 2024 by sending an email with their full name and registered address to: enquiries@redridgeglobal.com

Once your details have been verified, shareholders will receive an email containing a link to enable them to participate in the Zoom meeting.

VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 7:00pm (AEDT) on Wednesday, 6 November 2024 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

PROXIES

A Shareholder who is entitled to attend and vote at the General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder. A Proxy Form is included with this Notice. If you require an additional Proxy Form, please contact Automic.

If a Shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. The Proxy Form must be signed by the Shareholder or their duly appointed attorney, or in the case of a body corporate, executed in accordance with the corporation's constitution, or signed by a duly authorised officer or attorney. A proxy need not be a Shareholder of the Company.

To be effective, the Company must receive the completed Proxy Form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 1:00pm (AEDT) on Wednesday 6 November 2024 by post or fax to the Company's share registrar, Automic, as listed below.

| BY MAIL: | BY FAX: |
|--|----------------------------|
| Automic GPO Box 5193 Sydney NSW 2001 | Automic +61 2 8583 3040 |

BODY CORPORATE REPRESENTATIVES

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of the Company.
- To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.

VOTING BY PROXIES

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the Chairman to vote in accordance with the directions on the Proxy Form.

Subject to the statement below, if a Shareholder appoints the Chairman of the General Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of that item on a poll.

Please read the directions on the Proxy Form carefully, especially if you intend to appoint the Chairman of the General Meeting as your proxy.

UNDIRECTED PROXIES

The Chairman will vote undirected proxies in favour of all resolutions on the agenda for the General Meeting. The Company recommends that Shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each Resolution.

If you complete a proxy form that authorises the Chairman to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, you will be expressly authorising the chair to exercise your proxy in accordance the Chairman's stated voting intention on all resolutions even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you wish to appoint the Chairman as your proxyholder but you do not want to put him in the position to cast your votes in accordance with Chairman's stated voting intention, you can direct the Chairman by completing the appropriate box on the Proxy Form, to vote for, against or abstain from voting on the Resolutions.

SHAREHOLDER COMMUNICATIONS

Shareholders may elect to receive certain documents including annual reports and notice of meetings (proxy/voting forms) as follows:

- i. You can make a standing election to receive the documents in physical or electronic form;
- ii. You can make a one-off request to receive a document in physical or electronic form; or
- iii. You can tell us if you do not want to receive a hard-copy of the Annual Report.

The Company is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communications and provide us with your email address. To make the change, go to <https://automicgroup.com.au/> and follow the prompts. Shareholder documents are always available to access on our website and the NSX Platform.

RED RIDGE GROUP LIMITED
ACN 644 257 465
EXPLANATORY MEMORANDUM

1. RESOLUTION 1 – APPROVAL OF SIGNIFICANT CHANGE TO RED RIDGE GROUP’S PRINCIPAL BUSINESS ACTIVITIES

1.1 Background

The Company has been working with Mr. Vikram J. Rana (executive director and controlling shareholder of the Company) to develop a new business opportunity for the Company which results in a significant change to Red Ridge Group’s principal business activities. Mr. Rana specializes in producing Arts & Crafts & Licensed Children Toys for international trade, serving customers in the United States, Middle East and European countries. He has extensive market experience and materials sourcing networks in China, India and other Asian countries.

The Company believes that this is an opportunity to create shareholder value by developing the new business operation in Australia with Mr. Rana’s new customer contracts and being able to utilise the experience of Mr. Rana and his team to establish a business model which already exists in other jurisdictions (United States, Singapore, Dubai, Hong Kong and Shanghai).

The proposed business activities are categorised as “sourcing, design and distribution of toys and arts & craft related products”.

The Company has established Red Ridge Holding Ltd (a new offshore investment holding company to hold an operating subsidiary) and Red Ridge Asia Ltd (the operating subsidiary) to accommodate the new customer contracts sourced by Mr. Rana and his business team. The sourcing team in the operating subsidiary of the Group, Red Ridge Asia Ltd, will work with local manufactures (i.e. China, Malaysia, and India) according to customers’ specifications and needs (design), and export to customers (i.e. USA) directly from the local suppliers. Red Ridge Asia Ltd will also be an operating centre for (i) sourcing, (ii) finance accounting, (iii) design, (iv) sales and marketing. All revenue and payment will be recorded and recognised in the books of this entity.

The current management team, consisting of the executive directors are currently in the process of organising all the groundwork to have the new customer contracts in place. The contracts are anticipated to be for US wholesale customers and brokers, online and offline suppliers of department stores and network chains, and the product source will be derived from China and India.

Refer to sections 1.3 Corporate Structure and 1.4 Process Diagram, for more information on the proposed principal business activities.

1.2 NSX Listing Rule Requirements

NSX Listing Rule 6.41 requires an issuer to provide full details to NSX as soon as practicable of any proposed significant change to the nature or scale of its activities and must do any of the following required by NSX:

- (i) Provide additional information to NSX;
- (ii) Obtain the approval of members for the change; or

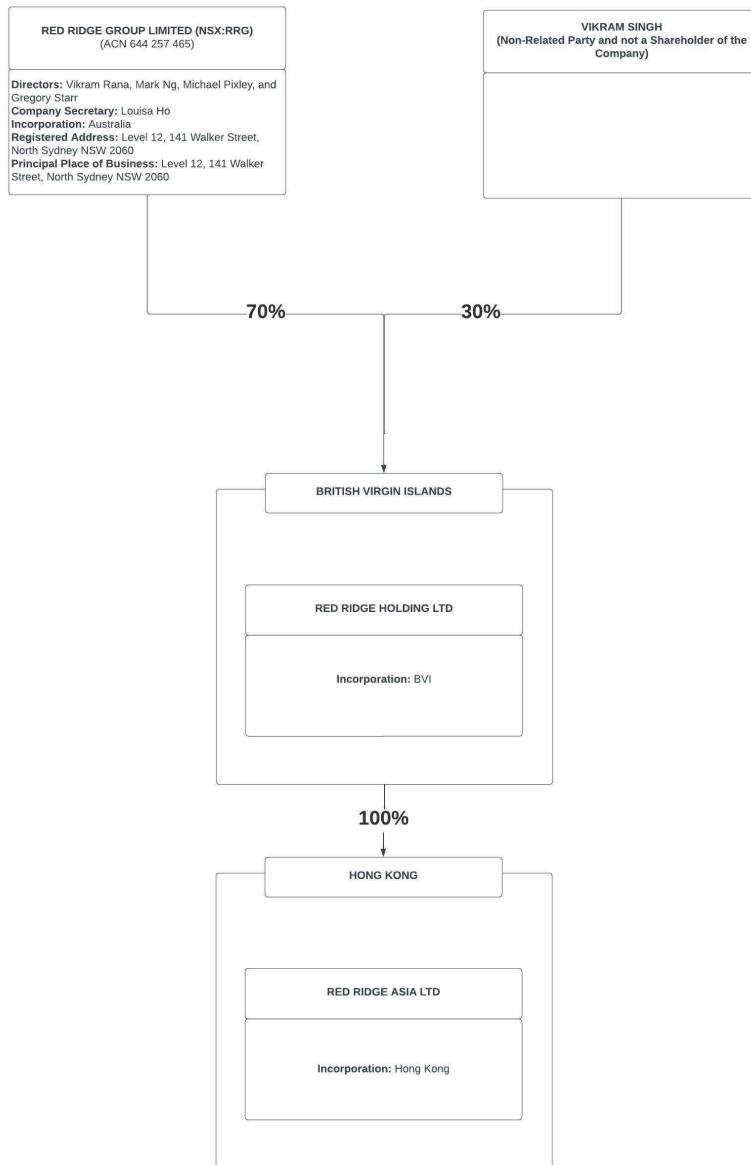
(iii) Meet the requirements of Chapter 4 of the Listing Rules as if applying for a listing.

NSX has advised that it requires the Company to obtain the approval of Shareholders for the significant change to the Company’s principal business activities under NSX Listing Rule 6.41(ii).

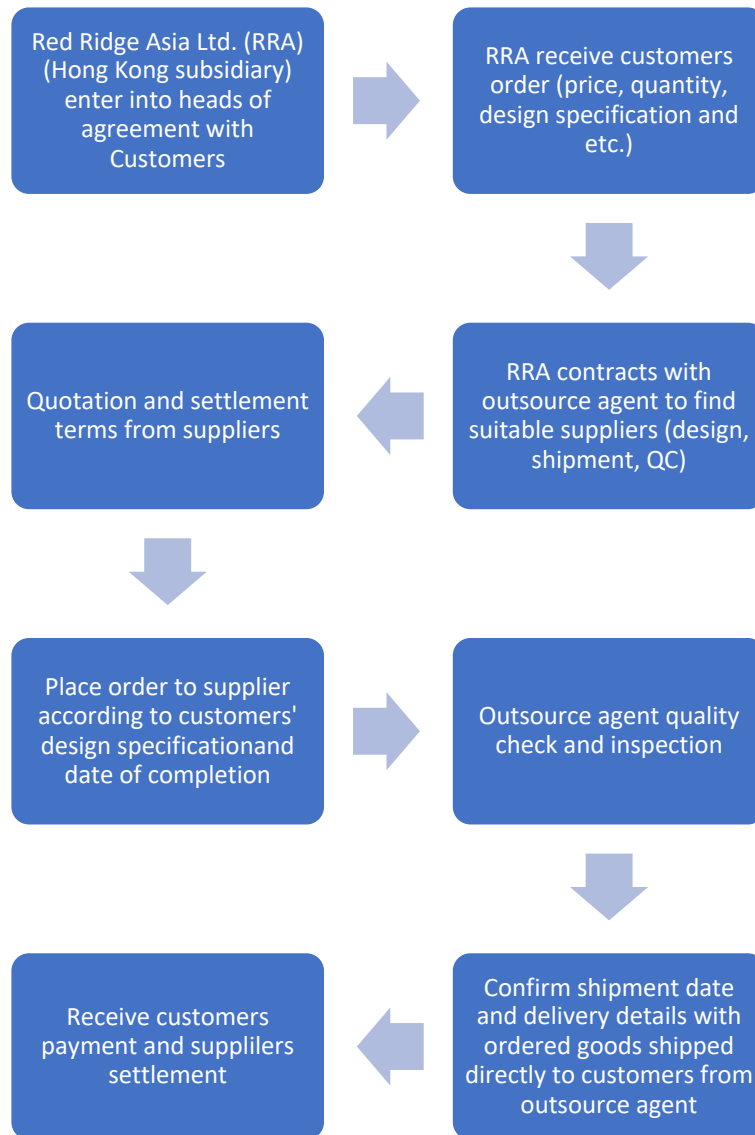
For this reason, the Company is seeking Shareholder approval pursuant to Resolution 1 for the Company to effect a significant change to Red Ridge Group’s principal business activities.

The Company notes that in the event that Shareholder approval is obtained by the passing of Resolution 1, the Company is still required to meet the requirements of Chapter 4 of the Listing Rules as if applying for a listing. Shareholder approval of Resolution 1 does not guarantee the Company’s compliance with Chapter 4 of the Listing Rules.

1.3 Corporate Structure



1.4 Process Diagram



1.5 Risk Factors

The Company anticipates that the key risks include but not limited to:

Service safety and efficacy: The reputation and commercial success of the Group hinges on the safety, and efficacy of its service. Serious or unforeseen health, safety, or efficacy concerns could result in reduced market acceptance, reputational damage, and potential liability claims. Any concerns regarding the health, safety, or efficacy of the Company's service are likely to diminish customer demand and adversely affect the Company's profitability.

Foreign exchange: The Group will be operating in a variety of jurisdictions and as such, expects to generate revenue and incur costs and expenses in more than one currency. Consequently, movements in currency exchange rates may adversely or beneficially affect the Company's operations, results and cash flows. Any depreciation of the currencies in foreign jurisdictions in which the Company operates (including Hong Kong) may result in lower than anticipated revenue, profit and earnings of the Group.

Reliance on key personnel: The Group depends on the expertise, experience and efforts of its executive officers and other key employees. A failure to attract and retain executive, business development, technical and other key personnel could reduce the Group's revenues and operational effectiveness. An inability to attract or maintain a sufficient number of requisite personnel, particularly those with the requisite technical expertise, could have a material adverse effect on the Company's performance on or the Group's ability to capitalise on market opportunities or meet its stated objectives.

Intellectual property: A substantial part of the Group's commercial success will depend on its ability to maintain or as the case may be establish and protect its intellectual property, maintain trade secret protection and operate without infringing the property rights of third parties.

Brand maintenance: The Group believes that maintaining in the consumer discretionary industry is important to maintain and growing its proposed user base. This will depend largely on the Group's ability to provide useful and innovative products. The actions of external industry participants may affect the brand if users do not have a positive experience with the Group's offerings operating and management systems. If the Group fails to maintain its brand, its business and operating results could be adversely affected.

Market conditions: The Group will conduct business in difference market conditions which are affect by many factors such as: (i) general economic outlook, (ii) introduction of tax reform or other new legislation, (iii) interest rate and inflation rates, (iv) changes in investor sentiment toward particular market sectors, (v) the demand for and supply of goods, (vi) terrorism or other hostilities.

Chapter 4 of the NSX Listing Rules: In the event where the Company obtains Shareholder approval to proceed with the significant change to the Group's principal business activities, which is the subject of this Resolution 1, the Company is still required to comply with Chapter 4 of the NSX Listing Rules as if applying for a listing. There is no guarantee that the Company will be granted recompliance with Chapter 4 of the Listing Rules by the NSX, notwithstanding its best efforts to do so.

1.6 Effect of Resolutions

If Resolution 1 is passed, the Company will be able to proceed with the significant change to the Company's principal business activities. The Company will also be required to comply with Chapter 4 of the Listing Rules as if applying for a listing.

In the event that Resolution 1 is not passed, the Company will not be able to proceed with the significant change to the Company's principal business activities. The Company is not currently contemplating alternative business activities.

1.7 Board Recommendation

The Board recommend that you vote in favour of Resolution 1.

GLOSSARY

| | |
|---|--|
| AEDT | Australian Eastern Daylight Time |
| ASIC | Australian Securities and Investments Commission |
| A\$, AU\$ or \$ | The currency for the Australian dollar (AUD), the official currency for the Commonwealth of Australia, unless otherwise stated |
| Board | Board of directors of the Company |
| Chair | The chair of the Meeting |
| Company | Red Ridge Group Limited ACN 644 257 465 |
| Constitution | The constitution of the Company |
| Corporations Act | <i>Corporations Act 2001 (Cth)</i> |
| Director | A director of the Company |
| Listing Rules | The listing rules of NSX as applicable to the Company from time to time |
| Meeting or Extraordinary General Meeting | The general meeting of the Company to be held on 8 November 2024 |
| Notice of General Meeting | The notice of General Meeting to which this Explanatory Memorandum is attached |
| NSX | National Stock Exchange of Australia Limited ABN 11 000 902 063, or the market operated by it as the context requires |
| Proxy Form | The form that accompanies the Notice of Meeting |
| Resolutions | The resolutions to be put to Shareholders at the Meeting, as set out in the Notice of Meeting |
| Share | A fully paid ordinary share in the Company |
| Shareholder | A person who holds Shares in the Company |



Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

RED RIDGE GROUP LIMITED | ABN 57 644 257 465

Your proxy voting instruction must be received by **01.00pm (AEDT) on Wednesday, 06 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

