



REDSTONE RESOURCES LIMITED  
ABN: 42 090 169 154

NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY MEMORANDUM

For the Annual General Meeting of the Shareholders  
of  
Redstone Resources Limited  
to be held on  
Friday, 28 January 2022 at 12.30pm (WST) at  
Country Women's Association WA (Inc) House  
1176 Hay Street  
Perth, Western Australia

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

**REDSTONE RESOURCES LIMITED**  
**ABN 42 090 169 154**

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that an Annual General Meeting of Redstone Resources Limited will be held at Country Women's Association of WA (Inc) House, 1176 Hay Street, West Perth Western Australia, at 12.30pm WST on Friday, 28 January 2022.

The attached Explanatory Memorandum is provided to supply Shareholders with information to enable them to make an informed decision regarding the Resolutions set out in this Notice. The business of the Annual General Meeting affects your shareholding in the Company and your vote is important.

The Explanatory Memorandum is intended to be read in conjunction with, and forms part of, this Notice. Terms and abbreviations used in this Notice are defined in the Glossary contained in the Explanatory Memorandum.

In accordance with the *Treasury Laws Amendment (2021 Measures No.1) Act 2021* the Company will not be dispatching physical copies of the Notice. Instead the Notice is being made available to Shareholders electronically and can be viewed and downloaded online on the ASX Company Announcements Platform <https://www2.asx.com.au/markets/trade-our-cash-market/announcements> and enter RDS at the prompt or on the Company's website at <http://www.redstone.com.au/investors/asx-announcements>.

## AGENDA

### Financial, Directors' and Auditor's Report

To receive and consider the 2021 Annual Report and the reports of the Directors and the auditor to the Company thereon.

### Resolution 1 – Re-election of Mr Richard Homsany

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

*"That Mr Richard Homsany, being a Director who retires in accordance with the Constitution, ASX Listing Rule 14.4 and for all other purposes, and, being willing and eligible for re-election, is hereby re-elected as a Director."*

### Resolution 2 – Re-election of Mr Edward van Heemst

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

*"That Mr van Heemst, being a Director who retires in accordance with the Constitution, ASX Listing Rule 14.4 and for all other purposes, and, being willing and eligible for re-election, is hereby re-elected as a Director."*

### Resolution 3 – Adoption of the Remuneration Report (Non-Binding)

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

*"That for the purpose 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 Report for the financial year ended 30 June 2021."*

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

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**Voting Prohibition Statement**

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and

- (a) the person 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 proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly with the remuneration of a member of the Key Management Personnel.

**Resolution 4 – Ratification of Previous Issue of Placement Shares**

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

*“That under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify and approve the issue by the Company of 4,891,760 Placement Shares to sophisticated and professional investors at an issue price of \$0.012 per Share, on the terms and conditions and in the manner described in the Explanatory Memorandum.”*

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 7.4, the Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who participated in the issue of Placement Shares or an associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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:
  - 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 the directions given by the beneficiary to the holder to vote in that way.

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**Resolution 5 – Approval of the Issue of Placement Shares to a Director, Mr Richard Homsany**

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

*“That under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 8,333,333 Placement Shares to Mr Richard Homsany, a Director (and/or his nominee(s)) as set out, on the terms and conditions and in the manner described in the Explanatory Memorandum.”*

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 10.11, the Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Richard Homsany (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

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

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

**Resolution 6 – Approval of the Issue of Placement Shares to a Director, Mr Edward van Heemst**

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

*“That under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 16,666,667 Placement Shares to Mr Edward van Heemst, a Director (and/or his nominee(s)) as set out, on the terms and conditions and in the manner described in the Explanatory Memorandum.”*

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**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 10.11, the Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Edward van Heemst (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

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

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

**Resolution 7 – Approval of the Issue of Placement Shares to a Director, Mr Brett Hodgins**

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

*"That under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 2,083,333 Placement Shares to Mr Brett Hodgins, a Director (and/or his nominee(s)) as set out, on the terms and conditions and in the manner described in the Explanatory Memorandum."*

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 10.11, the Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Brett Hodgins (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

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

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

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**Resolution 8 – Approval of the Issue of Annexure A Options to a Director, Mr Richard Homsany**

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

*"That under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 10,000,000 Annexure A Options to Mr Richard Homsany, a Director (and/or his nominee(s)) as set out, on the terms and conditions and in the manner described in the Explanatory Memorandum."*

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 10.11, the Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Richard Homsany (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

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

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

**Voting Prohibition Statement**

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and

- (a) the person 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 proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly with the remuneration of a member of the Key Management Personnel.

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**Resolution 9 – Approval of the Issue of Annexure A Options to a Director, Mr van Heemst**

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

*"That under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 6,000,000 Annexure A Options to Mr Edward van Heemst, a Director (and/or his nominee(s)) as set out, on the terms and conditions and in the manner described in the Explanatory Memorandum."*

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 10.11, the Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Edward van Heemst (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

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

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

**Voting Prohibition Statement**

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and

- (a) the person 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 proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly with the remuneration of a member of the Key Management Personnel.

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**Resolution 10 – Approval of the Issue of Annexure A Options to a Director, Mr Brett Hodgins**

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

*“That under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 6,000,000 Annexure A Options to Mr Brett Hodgins, a Director (and/or his nominee(s)) as set out, on the terms and conditions and in the manner described in the Explanatory Memorandum.”*

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 10.11, the Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Brett Hodgins (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

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

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

**Voting Prohibition Statement**

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and

- (a) the person 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 proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly with the remuneration of a member of the Key Management Personnel.



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**Resolution 11 – Approval of the Issue of Annexure A Options to Key Consultants and/or Employees**

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

*"That under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 10,000,000 Annexure A Options to key consultants and/or employees as set out, on the terms and conditions and in the manner described in the Explanatory Memorandum."*

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 7.1, the Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

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

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

**Resolution 12 – Approval of Issue of Shares – Equity Capital Raising**

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

*"That under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment by the Company of up to 200,000,000 Shares, on the terms and conditions and in the manner set out in the Explanatory Memorandum."*

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**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 7.1, the Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

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

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

**Resolution 13 – Approval of 10% Placement Capacity**

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

*"That, under and for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the Shares on issue (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour on this Resolution, if at the time the approval is sought the Company is proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A.2, by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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:
  - 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 the directions given by the beneficiary to the holder to vote in that way.

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**Resolution 14 – Approval of Employee Share Option Plan**

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

*"That, for the purpose of ASX Listing Rule 7.2 exception 13 and for all other purposes, approval is hereby given for the grant of Options under the Company's Employee Share Option Plan (ESOP) within three (3) years from the date of this approval and for the issue and allotment of Shares upon the exercise of those Options, from time to time, upon the terms and conditions specified in the rules of the ESOP (which are summarised in the Explanatory Memorandum) as an exception to ASX Listing Rule 7.1."*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour on this Resolution by a person who is eligible to participate in the employee incentive scheme or an associate of such a person.

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

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

**Voting Prohibition Statement**

For the purposes of section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person 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 proxy
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly with the remuneration of a member of the Key Management Personnel.

**Other Business**

To deal with any other business that may be lawfully brought forward.

**BY ORDER OF THE BOARD OF DIRECTORS**



**Miranda Conti**  
COMPANY SECRETARY  
REDSTONE RESOURCES LIMITED  
Dated this 21<sup>st</sup> day of December 2021

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### **Attendance and Voting Eligibility**

The Company intends to hold a physical in-person meeting. Due to public health measures mandated by various regulatory authorities as means of combating the COVID-19 pandemic, for the health and safety of all Shareholders and Company officers Redstone Resources Limited encourages shareholders to vote by proxy, rather than attending the meeting in person.

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the Shares quoted on the ASX at the close of business on Tuesday, 25 January 2022 shall be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

### **Voting**

Shareholders are encouraged to vote by voting online or by completing a Proxy Form.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by Shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions provided below.

### **Voting in Person**

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

### **Voting by Proxy**

A Shareholder who is entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If such evidence is not received before the Meeting, then the body corporate (through) its representative will not be permitted to act as proxy.

A Shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

A Proxy Form accompanies this Notice and to be effective the Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company no later than 48 hours before the commencement of the Meeting by:

- online vote at [www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login); or
- email to [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au); or
- in person to Advanced Share Registry Limited, 110 Stirling Hwy, Nedlands WA 6009; or
- post to Advanced Share Registry Limited, PO Box 1156, Nedlands, WA 6909; or 110 Stirling Hwy, Nedlands WA 6009; or
- facsimile to Advanced Share Registry Limited on facsimile number (08) 6370 4203 (International: + (61 8) 6370 4203); or
- delivery to the Redstone Resources Limited registered office, 60 Havelock Street, West Perth, WA 6005.

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Proxies must be received by the Company no later than 48 hours prior to the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the Meeting.

Proxies given by corporate Shareholders must be executed in accordance with their constitutions or signed by a duly authorised attorney. 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.

The **enclosed** Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

**Undirected and Directed Proxies**

**The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on each Resolution.**

The Company will not disregard any votes cast on a Resolution by a person if the person is the Chair voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy.

If you intend to appoint the Chair as your proxy, you can direct him how to vote by marking the boxes for each Resolution (for example, if you wish to vote "For", "Against" or "Abstain"). If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions, by signing and returning the Proxy Form you are considered to have provided the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected, directly or indirectly, with the remuneration of a member of the Key Management Personnel of the Company.

If you intend to appoint a Director (other than the Chair) or another member of the Key Management Personnel, or their Closely Related Parties as your proxy, you must specify how they should vote on Resolutions 3, 8, 9, 10 and 14 by marking the appropriate box. If you don't, your proxy will not be able to exercise your vote for Resolutions 3, 8, 9, 10 and 14. If the Chair is your proxy (or if they are appointed by default) but you do not direct them how to vote on a Resolution (that is, you do not mark any of the boxes "For", "Against" or "Abstain" opposite that Resolution), the Chair may then vote as they see fit on that Resolution.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution under section 224 of the Corporations Act, the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form. Shareholders are therefore encouraged to specify their voting intention for every Resolution in the Proxy Form.

If you mark more than one box on an item your vote will be invalid on that item.

In accordance with the Corporations Act, any directed proxies that are not voted on a poll at the meeting will automatically default to the Chair, who is required to vote proxies as directed.

**It is the Chair's intention to vote all undirected proxies in favour of all Resolutions including Resolutions 3, 8, 9 and 10.**

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This Explanatory Memorandum and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

### **General Information**

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the Annual General Meeting to be held on Friday, 28 January 2022.

The purpose of the Explanatory Memorandum is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the above resolutions in the Notice (of which this Explanatory Memorandum forms a part).

## **AGENDA**

### **1. Financial Report, Directors' and Auditor's Report**

The Corporations Act requires:

- the reports of the Directors and auditors; and
- the 2021 Annual Report,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders at the Meeting will be given reasonable opportunity to raise questions or comments.

Reasonable opportunity will also be given to Shareholders at the Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Company will not provide a hard copy of the 2021 Annual Report to Shareholders unless specifically requested to do so. The 2021 Annual Report is available on the Company's website at [www.redstone.com.au](http://www.redstone.com.au).

### **2. Resolutions 1 & 2 – Re-election of Messrs Richard Homsany and Edward van Heemst**

Rule 8.1(d) of the Constitution requires that at every annual general meeting of the Company, one third of Directors (after excluding a Director who is the Managing Director or any Director appointed by the Board since the date of the last annual general meeting of the Company), or if this number of Directors is 5 or less, then 2 of the remaining Directors, must retire from office and if eligible seek re-election in accordance with Rule 8.1(i) of the Constitution.

ASX Listing Rule 14.4 provides that other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

Accordingly, Messrs Homsany and Van Heemst retire by rotation and, being willing and eligible, offer themselves for re-election.

The experience and qualifications of, and other information about, Messrs Homsany and Van Heemst can be found in the 2021 Annual Report.

### **Directors' Recommendation**

The Directors (excluding Mr Homsany) recommend that Shareholders vote in favour of Resolution 1.

The Directors (excluding Mr Van Heemst) recommend that Shareholders vote in favour of Resolution 2.

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### **3. Resolution 3 – Adoption of the Remuneration Report (Non-Binding)**

#### **General**

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 Board or the Company.

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 2021 Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

#### **Voting consequences**

While the vote does not bind the Company or the Directors, there are important consequences if there is a material 'against' vote on Resolution 3. Changes to the Corporations Act that came into effect on 1 July 2011 introduced what is referred to as the 'two strikes' rule, whereby if at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, a company will be required to put to its shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the company (the **Spill Resolution**) at the second annual general meeting.

If at least 25% of the votes cast on Resolution 3 at the Annual General Meeting are voted against adoption of the Remuneration Report, this will constitute a 'first strike', and if at least 25% of the votes are cast against the 2022 Remuneration Report resolution at the Company's 2022 annual general meeting, constituting a 'second strike', then the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider a Spill Resolution.

The Board considers that the Company's remuneration arrangements as set out in the Remuneration Report are fair, reasonable and appropriate, in line with industry standards and structured in a way that the Company can attract and retain suitably qualified and experienced employees to manage the Company.

#### **Directors' Recommendation**

The Directors unanimously recommend the Shareholders vote in favour of Resolution 3.

### **4. Resolution 4 - Ratification of Previous Issue of Placement Shares**

#### **4.1. Background**

On 1 March 2021 the Company announced a placement of Shares (**Placement Shares**), at an issue price of \$0.012 per Placement Share, to raise gross proceeds of up to \$2,600,000.

The announcement also stated that all Directors would participate in the placement. The issue of Placement Shares for up to \$325,000 (before costs) to any of the Directors and/or their nominee(s) is dependent on the Company obtaining Shareholder approval, which Shareholder approval is the subject of Resolutions 5 to 7 inclusive.

4,891,760 Placement Shares were issued pursuant to ASX Listing Rule 7.1 on 26 February 2021 (**Issue Date**). The ratification of the issue of these 4,891,760 Placement Shares is sought under Resolution 4 in accordance with the requirements of ASX Listing Rule 7.4.

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#### **4.2. ASX Listing Rule 7.4**

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

The Issue of 4,891,760 Placement Shares on the Issue Date does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Dates.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with Shareholder approval for the purposes of those Listing Rules if Shareholders subsequently approve it and the issue did not breach Listing Rule 7.1, and so does not reduce Redstone's capacity to issue further equity securities without Shareholder approval under that Listing Rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, Resolution 4 seeks Shareholder approval for the issue of the 4,891,760 Placement Shares under and for the purposes of ASX Listing Rule 7.4.

To this end Resolution 4 seeks Shareholder approval to the issue of 4,891,760 Placement Shares on the Issue Date under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of 4,891,760 Placement Shares on the Issue Date will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1 effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 4 is not passed, the issue of 4,891,760 Placement Shares on the Issue Date will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

#### **4.3. ASX Listing Rule Disclosure Requirements**

The following information is provided for the purpose of ASX Listing Rule 7.5:

(a) Number and class of securities issued

Placement Shares – 4,891,760 fully paid ordinary shares

(b) The price or other consideration the entity has received or will receive for the issue

\$0.012 per Placement Share

(c) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

The Placement Shares are fully paid ordinary shares and rank pari passu in all respects with the Company's other Shares on issue and are listed on the ASX.

(d) The date or dates on which the securities were issued

The 4,891,760 Placement Shares were issued on 26 February 2021.

(e) The name of the persons to whom Redstone issued the securities or the basis on which those persons were identified or selected

The Placement Shares were issued to various professional or sophisticated investors who were clients of 180 Markets Pty Ltd, the Lead Manager to the Placement. The investors were identified and selected from offer applications received following 180 Markets Pty Ltd inviting its professional and sophisticated investor clients to subscribe to the offer. None of the persons to whom Placement Shares the subject of Resolution 4 were issued were related parties of the



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Company or associates of those persons. The issue of Placement Shares to Directors is the subject of the Shareholder approval sought pursuant to Resolutions 5, 6 and 7.

- (f) The purpose of the issue, including the use (or intended use) of funds raised

The net funds raised by the issue of the Placement Shares will enable Redstone to continue to evaluate its 100% owned West Musgrave Project, to evaluate and develop the HanTails Gold Project Farmin and Joint Venture, and for working capital purposes.

#### **Directors' Recommendation**

The Board recommends Shareholders vote in favour of Resolution 4 as it allows the Company greater flexibility to issue further Securities representing up to 15% (under ASX Listing Rule 7.1) of the total number of Shares on issue in any 12 month period without Shareholder approval.

### **5. Resolutions 5,6 and 7- Approval of the Issue of Placement Shares to Redstone Directors**

#### **5.1. Background**

Please see Section 4.1 of this Explanatory Memorandum for the background to Resolutions 5 to 7 (inclusive), which seek Shareholder approval for the grant of a total of up to 27,083,333 Placement Shares to Directors and/or their nominee(s). Resolutions 5, 6 and 7 are separate resolutions and they are not conditional on the passing of each other.

The number of Placement Shares Redstone is proposing to issue to the Directors and/or their nominee(s), subject to the receipt of Shareholder approval, for the purposes ASX Listing Rule 10.11, is as follows:

<b>Resolution</b>	<b>Director</b>	<b># of Placement Shares</b>
Resolution 5	Richard Homsany	8,333,333
Resolution 6	Edward van Heemst	16,666,667
Resolution 7	Brett Hodgins	2,083,333
<b>Total</b>		<b>27,083,333</b>

#### **5.2. ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (ASX Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The proposed issues of Placement Shares, the subject of Resolutions 5 to 7 (inclusive), to Messrs Homsany, van Heemst and Hodgins fall within Listing Rule 10.11.1 as they are to related parties of the Company, in their capacity as Directors. As the proposed issue does not fall within any of the exceptions in Listing Rule 10.12 it therefore requires the approval of Shareholders under Listing Rule 10.11.

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Accordingly, Resolutions 5 to 7 seek the required Shareholder approval for the issue of Placement Shares, the subject of Resolutions 5 to 7 (inclusive), to Messrs Homsany, van Heemst and Hodgins respectively under and for the purposes of Listing Rule 10.11.

If Resolutions 5 to 7 are passed, the Company will be able to proceed with the issue of the Placement Shares to Directors to raise additional funds up to a total of \$325,000 for the Company to use for the purpose as outlined in item (g) below.

If Resolutions 5 to 7 are not passed, the Company will not be able to proceed with the Issue of Placement Shares to raise additional funds up to a total of \$325,000 for the Company to use for the purpose as outlined in item (g) below.

Information required for the purposes of ASX Listing Rule 10.13 in relation to the Shareholder approval sought under ASX Listing Rule 10.11 pursuant to Resolutions 5 to 7 is set out below.

(a) The name of the person

Resolution 5 – to be issued to Mr Homsany (and/or his nominee(s)).  
Resolution 6 – to be issued to Mr van Heemst (and/or his nominee(s)).  
Resolution 7 – to be issued to Mr Hodgins (and/or his nominee(s)).

(b) Which category in Listing Rules 10.11.1 – 10.11.5 the person falls within and why

Each of Messrs Homsany, van Heemst and Hodgins is a Director and is therefore a related party of the Company for the purposes of ASX Listing Rule 10.11.1.

(c) The number and class of securities to be issued to the person

Mr Homsany – 8,333,333 Placement Shares (Resolution 5)  
Mr van Heemst – 16,666,667 Placement Shares (Resolution 6)  
Mr Hodgins – 2,083,333 Placement Shares (Resolution 7)

(d) If the securities are not fully paid ordinary securities, a summary of the material terms of the Securities

The Placement Shares are fully paid ordinary shares and will rank pari passu with existing issued Shares from the date of issue.

(e) The date or dates by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting

The Placement Shares will be issued within one month after the date of this Annual General Meeting (or such later date as may be permitted by any ASX waiver or modification of the ASX Listing Rules).

(f) The price or other consideration the entity will receive for the issue

Each Placement Share will be issued at a price of \$0.012 per Placement Share.

(g) The purpose of the issue, including the use (or intended use) of funds raised.

The net funds raised by the issue of the Placement Shares will contribute to cash reserves to enable Redstone to further evaluate its 100% owned West Musgrave Project, to continue to evaluate and develop the HanTails Gold Project Farmin and Joint Venture and for working capital purposes.

### 5.3. ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 provides that prior approval of Shareholders is required for an issue of Equity Securities if the Equity Securities will, when aggregated with the Equity Securities issued by a company during the previous 12 months, exceed 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Approval pursuant to ASX Listing Rule 7.1 is not required under Exception 14 to ASX Listing Rule 7.1 in order to issue the Placement Shares to the Directors and/or their nominee(s) if approval is obtained under ASX Listing Rule 10.11.

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If Shareholders approve Resolutions 5 to 7 inclusive, the issue of a total of 27,083,333 Placement Shares to the Directors and/or their nominee(s) will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

#### **5.4. Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of Placement Shares to the Directors under Resolutions 5 to 7 inclusive, constitutes the provision of a financial benefit to related parties.

It is the view of the Directors that the issue of Placement Shares falls within the arm's length exception under section 210 of the Corporations Act. In forming this view, the Directors consider the issue of Placement Shares:

- were negotiated at arm's length;
- are issued on the same terms and conditions as those for the other placement participants; and
- are reasonable in the circumstances at the time if the Company were dealing at arm's length.

Accordingly, the Directors have determined that Shareholder approval under section 208 of the Corporations Act is not required for the issue of Placement Shares to the Directors pursuant to Resolutions 5 to 7 inclusive.

#### **Directors' recommendation**

Mr Homsany declines to make a recommendation to Shareholders in relation to Resolution 5 due to his personal interest in the outcome of the Resolution. The other Directors, who do not have an interest in the outcome of Resolution 5, recommend that Shareholders vote in favour of Resolution 5.

Mr van Heemst declines to make a recommendation to Shareholders in relation to Resolution 6 due to his personal interest in the outcome of the Resolution. The other Directors, who do not have an interest in the outcome of Resolution 6, recommend that Shareholders vote in favour of Resolution 6.

Mr Hodgins declines to make a recommendation to Shareholders in relation to Resolution 7 due to his personal interest in the outcome of the Resolution. The other Directors, who do not have an interest in the outcome of Resolution 7, recommend that Shareholders vote in favour of Resolution 7.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 5 to 7 (inclusive).

## **6. Resolutions 8 to 10 (inclusive) - Approval of the Issue of Annexure A Options to Directors**

### **6.1. Background**

Resolutions 8 to 10 (inclusive) seek the approval of Shareholders for the issue of up to 22,000,000 Annexure A Options to Directors and/or their nominee(s) for the purposes ASX Listing Rule 10.11 as follows:

<b>Resolution</b>	<b>Director</b>	<b># of Annexure A Options (*)</b>
Resolution 8	Richard Homsany	10,000,000
Resolution 9	Edward van Heemst	6,000,000
Resolution 10	Brett Hodgins	6,000,000
<b>Total</b>		<b>22,000,000</b>

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(\*) Expiry date on or before 5.00pm WST on 23 January 2027 and an exercise price that is at least 145% of the volume weighted average price for Shares traded on the ASX over the five (5) Trading Days immediately preceding the day of the Annual General Meeting.

## **6.2. Options to Directors (Resolutions 8 to 10 inclusive)**

ASX Listing Rule 10.11 provides that, subject to certain exceptions (none of which are relevant here), a company must not issue or grant securities to a related party without shareholder approval.

The object of Resolutions 8 to 10 inclusive is to provide the Directors with a mechanism to participate in the future development of the Company and an incentive for their future involvement with and commitment to the Company. The Directors believe that the success of the Company in the future will depend in part, largely, upon the skills of the people engaged to manage the Company's operations. Accordingly, it is important that the Company is able to attract and retain people of the highest calibre. The Directors consider that the most appropriate means of achieving this is to provide directors with an opportunity to participate in the Company's future growth and an incentive to contribute to that growth.

The Directors believe that the grant of the Annexure A Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties.

## **6.3. Terms of Annexure A Options**

Subject to Shareholder approval, the Annexure A Options will be granted on the terms and conditions set out in Annexure A to this Explanatory Memorandum.

The Annexure A Options will have an expiry date on or before 5.00pm WST on 23 January 2027 and an exercise price that is at least 145% of the volume weighted average price for Shares traded on the ASX over the five (5) Trading Days immediately preceding the day of the Annual General Meeting

## **6.4. Part 2E of the Corporations Act**

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of the Annexure A Options to Messrs Homsany, van Heemst and Hodgins under Resolutions 8, 9 and 10 respectively, constitutes the provision of a financial benefit to related parties.

It is the view of the Directors that the proposed grant of Annexure A Options pursuant to Resolutions 8 to 10 inclusive, falls within the exception under section 211 of the Corporations Act (reasonable remuneration) given the circumstances of the Company and the positions held by Messrs Homsany, van Heemst and Hodgins. Accordingly, the Directors have determined not to seek Shareholder approval under section 208 of the Corporations Act for the grant of the Annexure A Options to Messrs Homsany, van Heemst and Hodgins pursuant to Resolutions 8, 9 and 10 respectively.

The Board's view concluded that the totality of Messrs Homsany, van Heemst and Hodgins remuneration packages, including the equity component of up to 22,000,000 Annexure A Options now to be considered for approval by Shareholders, is fair and reasonable in the circumstances of Redstone given its size and stage of development, market practice of other companies in the mineral exploration industry and given the necessity to attract and retain the highest calibre of skilled professionals to the Company whilst maintaining the Company's cash reserves, and in light of Messrs Homsany, van Heemst and Hodgins' management experience and knowledge of the mineral exploration industry.

## **6.5. ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a

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substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);

- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (ASX Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The proposed issues of Annexure A Options, the subject of Resolutions 8 to 10 (inclusive), to Messrs Homsany, van Heemst and Hodgins fall within Listing Rule 10.11.1 as they are to related parties of the Company, in their capacity as Directors. As the proposed issue does not fall within any of the exceptions in Listing Rule 10.12 it therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Accordingly, Resolutions 8, 9 and 10 seek the required Shareholder approval to the issue of Annexure A Options, the subject of Resolutions 8, 9 and 10, to Messrs Homsany, van Heemst and Hodgins under and for the purposes of Listing Rule 10.11.

If Shareholders do not approve Resolutions 8, 9 and 10, the Company will not be able to issue the Annexure A Options, the subject of Resolutions 8, 9 and 10, to Messrs Homsany, van Heemst and Hodgins.

If Shareholder approval is obtained for Resolutions 8, 9 and 10, the Annexure A Options, the subject of Resolutions 8, 9 and 10, to Messrs Homsany, van Heemst and Hodgins will be issued by the Company within one month of Shareholder approval.

Information required for the purposes of ASX Listing Rule 10.13 in relation to the Shareholder approval sought under ASX Listing Rule 10.11 pursuant to Resolutions 8 to 10 inclusive is set out below:

(a) *Name of the persons*

Resolution 8 – to be issued to Mr Homsany (and/or his nominee(s)).

Resolution 9 – to be issued to Mr van Heemst (and/or his nominee(s)).

Resolution 10 – to be issued to Mr Hodgins (and/or his nominee(s)).

(b) *Which category in Listing Rules 10.11.1 – 10.11.5 the person falls within and why*

Each of Messrs Homsany, van Heemst and Hodgins is a Director and is therefore a related party of the Company for the purposes of ASX Listing Rule 10.11.1.

(c) *The number and class of securities to be issued to the person*

Mr Homsany (Resolution 8) – up to 10,000,000 Annexure A Options

Mr van Heemst (Resolution 9) – up to 6,000,000 Annexure A Options

Mr Hodgins (Resolution 10) – up to 6,000,000 Annexure A Options

(d) *If the securities are not fully paid ordinary securities, a summary of the material terms of the securities*

The terms and conditions of the Annexure A Options are set out in Annexure A.

(e) *The date by which the entity will issue the securities, which must not be more than one month after the date of the meeting*

The Annexure A Options will be issued within one month of the date of the Meeting.

(f) *The price or other consideration the entity will receive for the issue*

No consideration is payable by Messrs Homsany, van Heemst or Hodgins on grant of the Annexure A Options.

(g) *The purpose of the issue, including the intended use of funds raised*

As the Annexure A Options are being issued for no consideration, no funds will be raised by their issue. Any funds received by the Company upon exercise of the Annexure A Options will be used for general exploration and development work on Redstone projects and for working capital purposes.

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## 6.6. ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of equity securities if the equity securities will, when aggregated with the equity securities issued by a company during the previous 12 months, exceed 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Approval pursuant to ASX Listing Rule 7.1 is not required (under Exception 14 to ASX Listing Rule 7.1) in order to issue the Annexure A Options to Messrs Homsany, van Heemst and Hodgins and/or their nominee(s) as approval is being obtained under ASX Listing Rule 10.11.

Shareholders should note that the issue of securities to Messrs Homsany, van Heemst and Hodgins and/or their nominee(s) will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

### Other Information

All the Director's relevant interests (direct and indirect) in Securities as at the date of this Notice of Meeting, and annual remuneration, are set out below:

Name	Shares	Unquoted Options <sup>(1)</sup>	Annual Salary (including Superannuation)	Estimated Value of Director Options to be issued <sup>(2)</sup>
Mr Homsany	63,814,778	5,000,000	\$65,700	\$90,221
Mr van Heemst	72,750,001	2,500,000	\$18,000	\$54,132
Mr Hodgins	6,175,143	2,500,000	\$12,000	\$54,132

(1) Unquoted options exercisable at \$0.0204 on or before 20 November 2025

(2) Refer to Annexure B of this Explanatory Memorandum for the Black & Scholes option valuation of Annexure A Options and the assumptions used.

## Directors' Recommendation

Mr Richard Homsany declines to make a recommendation to Shareholders in relation to Resolution 8 due to his material personal interest in the outcome of the Resolution. The Directors (other than Mr Homsany) recommend that, for the reasons set out above, Shareholders vote in favour of Resolution 8.

Mr Edward van Heemst declines to make a recommendation to Shareholders in relation to Resolution 9 due to his material personal interest in the outcome of the Resolution. The Directors (other than Mr van Heemst) recommend that, for the reasons set out above, Shareholders vote in favour of Resolution 9.

Mr Brett Hodgins declines to make a recommendation to Shareholders in relation to Resolution 10 due to his material personal interest in the outcome of the Resolution. The Directors (other than Mr Hodgins) recommend that, for the reasons set out above, Shareholders vote in favour of Resolution 10.

## **7. Resolution 11 – Approval of the Issue of Annexure A Options to Key Consultants and/or Employees**

### **7.1. Background**

The Board has decided to reward the efforts of key consultants and/or employees for services previously rendered to the Company over the past 12 months. The Company is seeking Shareholder approval for the issue of up to 5,000,000 Annexure A Options to Dr Greg Shirliff of Zephyr Professional Pty Ltd, a key technical geological consultant to the Company, and 5,000,000 Annexure A Options to Ms Miranda Conti, Company Secretary, a key employee of the Company.

The Annexure A Options will have an expiry date on or before 5.00pm WST on 23 January 2022 and an exercise price that is at least 145% of the volume weighted average price for Shares traded on the ASX over the five (5) Trading Days immediately preceding the day of the Annual General Meeting.

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## 7.2. ASX Listing Rule 7.3

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

The issue of up to 10,000,000 Annexure A Options to key consultants and/or employees of the Company does not fit within any of these exceptions. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of up to 10,000,000 Annexure A Options to key consultants and/or employees of the Company under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 11 seeks Shareholder approval to the issue of up to 10,000,000 Annexure A Options to key consultants and/or employees of the Company under and for the purposes of Listing Rule 7.1.

If Resolution 11 is passed, the issue of up to 10,000,000 Annexure A Options to key consultants and/or employees of the Company can proceed without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 11 is not passed, the issue of up to 10,000,000 Annexure A Options to key consultants and/or employees of the Company can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue of up to 10,000,000 Annexure A Options to key consultants and/or employees of the Company.

The following information is provided for the purpose of ASX Listing Rule 7.3.

(a) *The name of the persons to whom Redstone will issue the securities or the basis on which those persons were identified or selected*

Key consultants and/or employees (and/or their nominee(s)), none of whom are related parties or substantial shareholders of the Company:

- Dr Greg Shirliff (or his nominee), Geological Consultant – up to 5,000,000 Annexure A Options
- Ms Miranda Conti (or her nominee), Company Secretary – up to 5,000,000 Annexure A Options

(b) *Number and class of securities the entity will issue*

Up to 10,000,000 Annexure A Options.

(c) *If the securities are not fully paid ordinary securities, a summary of the material terms of the securities*

The Annexure A Options will have an expiry date on or before 5.00pm WST on 23 January 2027 and an exercise price that is at least 145% of the volume weighted average price for Shares traded on the ASX over the five (5) Trading Days immediately preceding the day of the Annual General Meeting.

The terms and conditions of the Annexure A Options are set out in Annexure A.

(d) *The date or dates on or by which the entity will issue the securities*

The Annexure A Options will be issued within three months of the date of the Meeting (or such later date as may be approved by ASX (including such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

(e) *The price or other consideration the entity will receive for the issue*

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Nil. The Annexure A Options will be issued as an incentive for technical, management and corporate administration services provided to the Company.

(f) *The purpose of the issue, including the intended use of any funds raised by the issue*

As the Annexure A Options are being issued for no consideration, no funds will be raised by their issue. Any funds received by the Company upon exercise of the Annexure A Options will be used for general exploration and development work on Redstone projects and for working capital purposes.

### **Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 11, as it approves the above issue of up to 10,000,000 Annexure A Options to key consultants and/or employees and retains the Company's flexibility to issue further securities representing up to 15% of the Company's Share capital during the next 12 months.

## **8. Resolution 12 – Approval of the Issue of Shares – Equity Capital Raising**

### **8.1. Background**

Resolution 12 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue and allotment of up to 200,000,000 Shares to sophisticated and/or professional investors under any proposed private placement (**Proposed Private Placement**).

The net funds raised by any proposed issue of the Shares will contribute to cash reserves to enable Redstone to undertake further reverse circulation (RC) and/or aircore drilling at its 100% owned West Musgrave Project to evaluate oxide copper resource, to re-evaluate the Tolu resource and to continue testing identified targets (structural geophysical and geochemical) and to further evaluate and develop the HanTails Gold Project, including, where warranted, for metallurgical testing of recoveries of metal and to undertake RC drilling to evaluate structures beneath the tailings dam and for working capital purposes.

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

The Proposed Private Placement does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 12 seeks the required Shareholder approval to the Proposed Private Placement under and for the purposes of Listing Rule 7.1.

If Resolution 12 is passed, Redstone will be able to proceed with the Proposed Private Placement to sophisticated and/or professional investors and raise funds for the purposes set out above. In addition, the Proposed Private Placement will be excluded from the calculation of the number of equity securities that Redstone can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 12 is not passed, and Redstone has the requisite capacity under Listing Rule 7.1 and 7.1A, the issue of up to 200,000,000 Shares under the Proposed Private Placement will reduce to that extent the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue of up to 200,000,000 Shares under the Proposed Private Placement.

### **ASX Listing Rule 7.3 Disclosure Requirements**

The following information is provided for Resolution 12 in accordance with ASX Listing Rule 7.3:

(a) *The name of the persons to whom Redstone will issue the securities or the basis on which those persons were or will be identified or selected*

The identity of the persons to whom the Shares will be issued and allotted is not yet known, however they will be sophisticated and/or professional investors identified by the Directors and/or clients of any nominated Lead Manager to any Proposed Private Placement, who are not related



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parties of the Company or their associates. Investors will be identified from either or both of the network of professional and sophisticated investors known to the Company or from applications received from investors selected from the client base of any lead manager engaged at market rates to undertake the Proposed Private Placement on behalf of the Company.

*(b) Number and class of securities issued*

A maximum of 200,000,000 Shares will be issued.

The Shares issued will rank equally in all respects with all other ordinary shares in the capital of the Company.

*(c) The date or dates on or by which the entity will issue the securities.*

The Shares will be issued by no later than 3 months after the date of this Meeting (or such later date as may be approved by ASX (including such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

Allotment of the Placement Shares may occur progressively.

*(d) The price or other consideration the entity will receive for the securities*

The issue price of the Shares will be no less than 80% of the volume weighted average price of Shares on the ASX for the 5 Trading Days immediately before the date of issue of the Shares.

*(e) The purpose of the issue, including the intended use of any funds raised by the issue*

The net funds raised by any proposed issue of the Shares will contribute to cash reserves to enable Redstone, to undertake further reverse circulation (RC) and/or aircore drilling at its 100% owned West Musgrave Project to evaluate oxide copper resource, to re-evaluate the Tollu resource and to continue testing identified targets (structural geophysical and geochemical) and to further evaluate and develop the HanTails Gold Project, including, where warranted, for metallurgical testing of recoveries of metal and to undertake RC drilling to evaluate structures beneath the tailings dam and for working capital purposes.

## **Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 12 as it allows the Company greater flexibility to issue further securities representing up to 15% of the total number of Shares on issue in any 12 month period pursuant to Listing Rule 7.1 without Shareholder approval.

## **9. Resolution 13 - Approval of 10% Placement Capacity**

### **9.1. Background**

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to issue Equity Securities up to 10% of its issued share capital over a 12 month period after the entity's annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an Eligible Entity for the purposes of ASX Listing Rule 7.1A. As at the date of this Notice the market capitalisation of the Company is \$9,346,988.

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Resolution 13 seeks Shareholder approval by way of a special resolution for Redstone to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If Shareholders approve Resolution 13, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in the Summary of ASX Listing Rule 7.1A (b) below).

If Resolution 13 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A during the period of 12 months after the Meeting without any further shareholder approval.

If Resolution 13 is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issued Equity Securities without shareholder approval set out in Listing Rule 7.1.

Resolution 13 is a special resolution. Accordingly, 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 13 for it to be passed.

## 9.2. Summary of ASX Listing Rule 7.1A

(a) Equity Securities

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities. At the date of this Notice, the Company has one class of quoted Equity Securities, being its Shares.

(b) Formula for calculating 10% Placement Capacity

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the 12 months;
- (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval;
- (d) less the number of fully paid shares cancelled in the 12 months.

*Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

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**9.3. Information required by ASX Listing Rule 7.3A**

Under ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 13:

(a) Minimum Price at which Equity Securities may be issued

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a)(i) above, the date on which the Equity Securities are issued.

(b) Risk of economic and voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 13 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice assuming the full 10% dilution.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.007 (50% decrease in issue price)	\$0.014 (Issue price)	\$0.021 (50% increase in issue price)
718,999,063 (As at date of Notice)	Shares issued	71,899,906	71,899,906	71,899,906
	Funds Raised	\$503,299	\$1,006,599	\$1,509,898
1,078,498,595 (50% increase)*	Shares issued	107,849,985	107,849,985	107,849,985
	Funds Raised	\$754,949	\$1,509,898	\$2,264,847
1,437,998,126 (100% increase)*	Shares issued	143,799,813	143,799,813	143,799,813
	Funds Raised	\$1,006,599	\$2,013,197	\$3,019,796

\*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

1. The current Shares on issue are as at the date of the Notice.

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2. The issue price set out above is the closing price of the Shares on 9 December 2021 of \$0.014.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity hence the voting dilution is shown in each example as 10%.
4. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own Shareholding depending on their specific circumstances, and if necessary, seek advice from their professional advisers.
5. No Options are exercised into Shares before the date of issue of the Equity Securities.
6. The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, and not dilution under the 15% placement capacity under ASX Listing Rule 7.1, under ASX Listing Rule 7.2, or Shareholder approvals under ASX Listing Rule 7.1.
7. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes listed options, it is assumed that those listed options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

Shareholders should note that there is a risk that:

- (i) the market price for the Equity Securities to be issued may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue.

(c) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) The date that is 12 months after the date of this Meeting;
- (ii) The time and date of the Company's next annual general meeting; and
- (iii) the date of approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

**(10% Placement Capacity Period).**

(d) Purpose of Funds Raised under an Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration, in which case the Company intends to use funds to continue to evaluate its 100% owned West Musgrave Project, to further evaluate and develop the HanTails Gold Project Farmin and Joint Venture and for working capital purposes.

(e) Allocation policy for issues under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities will be current Shareholders or new investors (or both), but in either case will not be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

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(f) Previous Approval under ASX Listing Rule 7.1A

The Company has previously obtained approval from Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meetings held on 27 November 2020 (**2020 Previous Approval**), 29 November 2019, 29 November 2018, 28 November 2017, 29 November 2016, 27 November 2015, 28 November 2014, 29 November 2013 and 29 November 2012.

During the period preceding the date of the Meeting, being on and from 27 November 2020 the Company issued 64,691,573 Equity Securities on 26 February 2021 pursuant to the 2020 Previous Approval, representing approximately 9.13% of the total diluted number of Equity Securities on issue in the Company as at the date of the issue, which number was 708,930,778.

Further details of the issue of Equity Securities by the Company under ASX Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting as required by Listing Rule 7.3A.6 is set out in Schedule 1.

(g) Voting Exclusion Statement

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not invited any existing Shareholder or security holder or an identifiable class of security holder to participate in any such issue. Therefore, no existing Shareholders will be excluded from voting on Resolution 13.

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

#### **9.4. Compliance with ASX Listing Rules 7.1A.4 and 3.105A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

#### **Directors' Recommendation**

The Directors consider that the approval of the issue of the 10% Placement Capacity described above is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under ASX Listing Rule 7.1A in the next 12 months (without further Shareholder approval), should it be required. At the date of the Notice, the Company has no plans to use the 10% Placement Capacity should it be approved.

## **10. Resolution 14 - Approval of Employee Share Option Plan**

### **10.1. Background**

Resolution 14 seeks Shareholder approval under Listing Rule 7.2 Exception 13, for the grant of Options under the 2006 Redstone Resources Limited Employee Share Option Plan (**ESOP**) (and the issue of Shares in the Company on exercise of those Options) from time to time as an exception to Listing Rule 7.1 for a period of three years commencing on the date of the Meeting without being required to count those securities as part of, and without reducing, the number of securities which the Company can issue under its annual 15% limit. The impact is that for a period of three years the grant of Options, or issue of Shares upon exercise of the Options, will be excluded from the number of securities used to determine the Company's annual 15% limit in each rolling 12 month period.

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The Options will be granted and issued under the ESOP at the discretion of the Board. The Company wishes to exempt issues of securities under the ESOP from contributing towards the rolling annual limit of 15% of issued ordinary shares prescribed by Listing Rule 7.1 (i.e. the 15% placement capacity). This limit otherwise applies to all new issues of equity securities made without Shareholder approval.

The purpose of the ESOP is to:

- Assist in the reward, retention and motivation of eligible employees;
- Link the reward of eligible employees to shareholder value creation; and
- Align the interests of eligible employees with Shareholders by providing an opportunity to eligible employees to receive an equity interest in the form of Options

### **10.2. Exception to Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of Equity Securities that the Company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary securities on issue at the start of that period (15% Placement Capacity) except with prior Shareholder approval in general meeting of the terms and conditions of the proposed issue.

ASX Listing Rule 7.2 Exception 13 sets out an exception to ASX Listing Rule 7.1 such that an issue under an employee incentive scheme (which includes the ESOP) does not use the Company's 15% Placement Capacity if within three years before the issue date ordinary security holders approved the issue of equity securities under the scheme as an exception to ASX Listing Rule 7.1 in accordance with the ASX Listing Rules.

Any future issues of Options under the ESOP to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained, will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

As at the date of this Notice, the Company proposes to issue a maximum of 90 million options under the ESOP within the three year period following approval of this Resolution. It is however noted that this maximum number is not intended to be a prediction of the actual number of securities to be issued under the Plan, but is instead a ceiling for the purposes of ASX Listing Rule 7.2 Exception 13.

If Resolution 14 is passed, the Company will be able to issue Options under the ESOP to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

In the event that Shareholders do not approve Resolution 14, the Company will not be able to issue Options under the ESOP to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without seeking Shareholder approval in any 12 month period.

### **10.3. Summary of ESOP**

A summary of the key terms and conditions of the ESOP is set out below:

- (a) The primary purpose of the ESOP is to recognise the ability and efforts of employees of the Company, to attract persons of ability and experience and to foster and promote loyalty between the Company and its employees.
- (b) The ESOP is available to eligible persons who will be determined by the Board but must be persons who are Directors or employees (whether full-time or part-time) of the Company or its subsidiaries. The issue of Options to Directors under the ESOP will require Shareholder approval in accordance with the ASX Listing Rules and the Corporations Act.
- (c) Options will lapse if the eligible person ceases to be an eligible person for any reason other than retirement, permanent disability, redundancy or death.
- (d) Options will be issued for nil consideration.
- (e) Options issued will be subject to conditions that must be satisfied in order for them to be exercised. These conditions will be determined by the Board when it resolves to offer the Options and will be in accordance with the purpose of the ESOP.

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- (f) The expiry date of the Options will be determined by the Board prior to the offer of the relevant Options, subject to any restriction in the Corporations Act, but in any event no longer than 5 years from the date of issue.
- (g) The exercise price of the Options will be determined by the Board with regard to the market value of the Shares when it resolves to offer the Options.
- (h) The Company will not apply for Official Quotation of any Options. If shares of the same class as those allotted under the ESOP are listed on the ASX, the Company must apply for Official Quotation of those Shares allotted pursuant to the exercise of Options within the time required by the Listing Rules after the date of allotment.
- (i) Options are not transferable.
- (j) Options not validly exercised on or before the expiry date will automatically lapse.
- (k) Any Shares issued upon exercise of the Options will rank equally with the Company's then existing issued Shares.
- (l) Holders may only participate in new issues of securities to holders of Shares if an Option has been exercised and Shares allotted in respect of the Option before the record date for determining entitlements to the issue. The Company must give notice as required under the Listing Rules to holders of any new issue before the record date for determining entitlements to the issue in accordance with the Listing Rules.
- (m) If there is a bonus share issue (**Bonus Issue**) to the holders of Shares, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the Holder would have received if the Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.
- (n) If there is a pro rata issue (other than a Bonus Issue) to the holders of Shares during the currency of, and prior to the exercise of any Options, the Exercise Price of an Option will be adjusted in the manner provided for in the Listing Rules.
- (o) If, prior to the expiry of any Options, there is a reorganisation of the issued capital of the Company, Options will be reorganised in accordance with the Listing Rules.
- (p) The Company shall not offer or issue Options to any eligible person in accordance with the ESOP if the total number of Shares the subject of the Options being offered, when aggregated with any other Shares issued under the ESOP over the previous five years, would exceed 5% of the total number of issued Shares in the Company at the time of the offer under the ESOP.
- (q) The Board may, subject to the Listing Rules (if applicable) alter, delete or add to the terms and conditions of the ESOP at any time

#### **10.4. ASX Listing Rule 7.2 (Exception 13) Disclosure Requirements**

In accordance with Listing Rule 7.2 (Exception 13), the following information is disclosed to Shareholders for the purposes of Resolution 14:

- (a) A summary of the terms and conditions of the ESOP is set out above. A copy of the full terms and conditions of the ESOP is available to any Shareholder on request to the Company.
- (b) No Options have been granted under the ESOP since the date of the last approval.
- (c) A voting exclusion statement is included in the Notice of Meeting.

**The Directors unanimously recommend the Shareholders vote in favour of Resolution 14.**

#### **Enquiries**

Shareholders are invited to contact the Company Secretary, Miranda Conti on (08) 9328 2552 if they have any queries in respect of the matters set out in this Notice.

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**GLOSSARY**

In this Explanatory Memorandum and Notice of Annual General Meeting:

**\$** means Australian dollars.

**2021 Remuneration Report** means that section of the Directors' report contained in the 2021 Annual Report, under the heading 'Remuneration Report', prepared in accordance with Section 300A of the Corporations Act.

**2021 Annual Report** means the annual report of the Company including the reports of the Directors and auditor and the financial statements of the Company for the financial year ended 30 June 2021, which can be downloaded from the Company's website at [www.redstone.com.au](http://www.redstone.com.au).

**Annexure** means an annexure to this Explanatory Memorandum.

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

**ASX** means ASX Limited (ACN 008 624 691) and the market operated by it, as the context requires.

**ASX Listing Rules** or **Listing Rules** means the official listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time except to the extent of any express written waiver by ASX.

**Board** means the board of Directors.

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

**Chair** means the chairperson of the Meeting.

**Closely Related Party** is defined in respect of a member of Key Management Personnel as:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- 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 dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations that may be made for this purpose.

**Company** or **Redstone** means Redstone Resources Limited (ABN 42 090 169 154).

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001*(Cth) and any regulations made under it, each as amended from time to time.

**Director** means a director of the Company.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the A&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**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.

**ESOP** means the employee share option plan the subject of Resolution 14.



**REDSTONE RESOURCES LIMITED**  
**ABN 42 090 169 154**  
**EXPLANATORY MEMORANDUM**

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**Explanatory Memorandum** means the explanatory memorandum that accompanies and forms part of the Notice.

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

**Key Management Personnel** has the same meaning given in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means the notice of Annual General Meeting accompanying this Explanatory Memorandum.

**Official Quotation** means official quotation by the ASX in accordance with the Listing Rules.

**Option** means an option to acquire a Share.

**Placement Shares** is defined in Section 4.1 of the Explanatory Memorandum.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution contained in the Notice.

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

**Shareholder** means the holder of a Share.

**Trading Day** means a day determined by ASX to be a trading day and notified to market participants being:

- (a) a day other than:
  - (i) a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day; and
  - (ii) any other day which ASX declares and publishes is not a trading day; and
- (b) notwithstanding (a), a day which for the purposes of settlement, ASX declares is a trading day notwithstanding that dealings between market participants are suspended on that day.

**VWAP** means volume weighted average price.

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

Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

**REDSTONE RESOURCES LIMITED**  
**ABN 42 090 169 154**  
**EXPLANATORY MEMORANDUM**

**SCHEDULE 1 – INFORMATION REQUIRED BY LISTING RULE 7.3A.6**

Date of Issue	Number of Equity Securities	Class of Securities and summary of terms	Persons to whom the securities were issued	Issue Price of Equity Securities and discount to Market Price <sup>1</sup> on the trading day prior to the issue	Consideration
26/02/2021	64,691,573	Shares (ASX: RDS)	Participants to the Placement being sophisticated and professional investor clients of either 180 Markets Pty Ltd, the lead manager to the Placement or those investors identified by the Directors of the Company. The investors were identified and selected from offer applications received following 180 Markets Pty Ltd inviting its professional and sophisticated investor clients to subscribe to the offer.	\$0.012 per Share  20% discount (\$0.003) to the Market Price of the Shares of \$0.015 on 24 February 2021 and a 13.85% discount to the 15 day VWAP of \$0.014.	Cash consideration of \$776,299 (before costs).  Cash consideration will be used to continue targeted evaluation and exploration of the Company's 100% owned West Musgrave Project, primarily for a follow-up RC drilling program which commenced in the December 2021 quarter, geological consulting as well as for expenses associated with tenements and access costs required to maintain tenement holdings, and general corporate and administration expenses of the Company.

**Notes:**

1. **Market Price** means the closing price on ASX on the day prior to issue of the Equity Securities (excluding special crossings, overnight sales and exchange traded option exercises).
2. Expenditure incurred on the Company's Projects from 27 November 2020 to the date of the Meeting included exploration on the Company's HanTails Gold Tailings Project, including air core, auger and sonic drilling, assays and geological consulting and for continued evaluation of the West Musgrave Project, including for geological consulting as well for expenses associated with tenement and access costs required to maintain the West Musgrave Project tenement holdings. General administration costs primarily relate to wages, office costs, share registry fees, ASX fees, other compliance costs and general working capital. Funds raised of \$776,299 (before costs) from the 26 February 2021 Placement pursuant to Listing Rule 7.1A.2 have been applied against a first stage follow up RC drilling program on the West Musgrave Project undertaken in October/November 2021, which was significantly delayed due to shortages and consequent delays in securing the required drilling resources and geological personnel.

## **Annexure A – Terms and Conditions of Annexure A Options**

Each Option entitles the holder to subscribe for Shares on the following terms and conditions:

**1. Entitlement**

Each Annexure A Option entitles the holder to subscribe for one Share upon exercise of each Annexure A Option.

**2. Exercise Price**

The exercise price of each Annexure A Option is that price which is at least 145% of the volume weighted average price for Shares traded on the ASX over the five (5) Trading Days immediately preceding the day of the Annual General Meeting.

**3. Expiry Date**

Each Annexure A Option has an expiry date of 5.00pm WST on 23 January 2027.

**4. Exercise Period**

Each Annexure A Option is exercisable at any time on the Expiry Date.

**5. Notice of Exercise**

Each Annexure A Option may be exercised by notice in writing to the Company. Any notice of exercise of Annexure A Options received by the Company will be deemed to be a notice of the exercise of the Annexure A Option as at the date of receipt.

**6. Timing of issue of Shares**

After an Annexure A Option is validly exercised, the Company must as soon as possible:

- (a) issue and allot the Share; and
- (b) do all such acts matters and things to obtain the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Annexure A Option.

**7. Shares issued on exercise**

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

**8. Quotation of Shares on exercise**

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Annexure A Options.

**9. Participation in new issues**

There are no participation rights or entitlements inherent in the Annexure A Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Annexure A Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least three business days after the issue is announced. This will give holders of Annexure A Options the opportunity to exercise their Annexure A Options prior to the date for determining entitlements to participate in any such issue.

**10. 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):

- (a) the number of Shares which must be issued on the exercise of an Annexure A Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Annexure A Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

#### 11. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of a Annexure A Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P - (S + D)]}{N + 1}$$

O = the old Exercise Price of the Annexure A Option.

E = the number of underlying Shares into which one Annexure A Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

#### 12. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders will be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

#### 13. Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Annexure A Options with the appropriate remittance should be lodged with the Company Secretary, at the Company's registered office.

**Annexure B – Estimated Value of Annexure A Options proposed to be issued to Directors  
(Resolutions 8 to 10 inclusive)**

Using the Black & Scholes option valuation model and based on the assumptions set out below, the Annexure A Options proposed to be issued pursuant to Resolutions 8 to 10 inclusive were ascribed the following values:

Assumptions:	R Homsany	E van Heemst	B Hodgins
Number of Director Options	10,000,000	6,000,000	6,000,000
Valuation date	2 December 2021	2 December 2021	2 December 2021
Market price of Shares	\$0.013	\$0.013	\$0.013
Exercise price (145% of market price)	\$0.016	\$0.019	\$0.019
Expiry date (length of time from issue)	4.99 years	4.99 years	4.99 years
Risk free interest rate	1.33%	1.33%	1.33%
Volatility (discount)	100%	100%	100%
<b>Indicative value per Option</b>	\$0.009	\$0.009	\$0.009
<b>Total Value of Related Party Options</b>	\$90,221	\$54,132	\$54,132

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



## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

## ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Redstone Resources Limited and entitled to attend and vote hereby:

### APPOINT A PROXY

The Chair of the Meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **Country Women's Association of WA (Inc) House, 1176 Hay Street, West Perth Western Australia on 28 January 2022 at 12.30pm (WST)** and at any adjournment or postponement of that Meeting. **Chair's voting intentions in relation to undirected proxies:** The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 3, 8, 9, 10 & 14 (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

### VOTING DIRECTIONS

Resolutions	For	Against	Abstain*
1 Re-election of Mr Richard Homsany	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Edward van Heemst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of the Remuneration Report (Non-Binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Previous Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of the Issue of Placement Shares to a Director, Mr Richard Homsany	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of the Issue of Placement Shares to a Director, Mr Edward van Heemst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of the Issue of Placement Shares to a Director, Mr Brett Hodgins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of the Issue of Annexure A Options to a Director, Mr Richard Homsany	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of the Issue of Annexure A Options to a Director, Mr van Heemst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Approval of the Issue of Annexure A Options to a Director, Mr Brett Hodgins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Approval of the Issue of Annexure A Options to Key Consultants and/or Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Approval of Issue of Shares – Equity Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Approval of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

STEP 1

STEP 2

STEP 3

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 3, 8, 9, 10 & 14, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 3, 8, 9, 10 & 14.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 12.30pm (WST) on 26 January 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033