



ASX : RMX
Company Directors
Jeremy King
Jason Bontempo
Lincoln Ho
Company Secretary
Shannon Coates

RED MOUNTAIN MINING LTD
26 October 2016

DESPATCH OF SHARE PURCHASE PLAN OFFER DOCUMENT

Further to the announcement on 24 October 2016, the attached Share Purchase Plan (**SPP**) Offer document has today been posted to Eligible Shareholders, together with a personalised Application Form. Upon receipt of the personalised Application Form, Eligible Shareholders who wish to participate in the SPP should follow the instructions in the SPP Offer document and Application Form prior to the updated Closing Date, being **3 November 2016**.

As announced 24 October 2016, the Directors provided an updated timetable for the SPP. The below timetable replaces the timetable provided in the SPP Offer Document.

Record Date (5:00pm WST)	20 October 2016
Announcement Date of Plan	21 October 2016
Despatch of SPP Offer and Application Form	26 October 2016
Opening Date of Plan	26 October 2016
Closing Date of Plan (5:00pm WST)	3 November 2016
Issue of Shares under the Plan	9 November 2016
Quotation of Shares	11 November 2016

The Company advised on 21 October 2016 that the Directors reserve the right to increase the maximum amount to be raised under the SPP if applications are received in excess of \$350,000. The Board has since resolved not to increase the maximum amount above \$350,000 and any applications received in excess of that amount will be scaled back at the Directors' discretion.

For and on behalf of the Board

Shannon Coates
Company Secretary

24 October 2016

Dear Shareholder

Red Mountain Mining Ltd Share Purchase Plan

On behalf of the Board of Red Mountain Mining Ltd (ACN 119 568 106) (**Red Mountain or Company**), I am pleased to offer you the opportunity to subscribe for fully paid, ordinary shares in Red Mountain (**Shares**) under a Share Purchase Plan (**SPP or Plan**).

Red Mountain is offering Shareholders whose registered address is in Australia and New Zealand as at 5:00pm (WST) on the Record Date of Thursday, 20 October 2016 (**Eligible Shareholders**) the opportunity to subscribe under the Plan for up to A\$15,000 worth of Shares (subject to scale back at Red Mountain's absolute discretion) at an issue price of \$0.01 per Share, representing a discount to the volume weighted average market price (**VWAP**) of Shares over the last 5 days on which sales were recorded on the financial market operated by ASX Limited (**ASX**) immediately prior to the announcement of the SPP on 21 October 2016 (**Issue Price**)(**Offer**). The Issue Price is free of brokerage and commission.

A maximum of 93,162,654 Shares can be issued pursuant to the SPP, which would raise a maximum of \$931,626 if priced at \$0.01 per share. If applications are received in excess of \$350,000, the intention of the Directors is to scale back the applications on a pro rata basis.

The SPP is not underwritten.

Application for new Shares under the SPP will be made on the Application Form that will be supplied in hard copy with this Offer document and Shareholders may apply for Shares under the SPP at any time from 24 October 2016 to 5:00pm (WST) on 31 October 2016.

The Offer of Shares under the SPP is made in accordance with ASIC Class Order 09/425 and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act.

Use of Funds

It is intended that the funds raised from the SPP (and any shortfall that is placed) will be applied towards:

- (a) continuing to optimise the Company's Batangas Gold Project (**Batangas Project**);
- (b) identification and assessment of new opportunities; and
- (c) to provide general working capital.

Details of the Company's current activities are set out in the announcements made by Red Mountain to the ASX and are available from the ASX or Red Mountain's website (www.redmm.com.au).

How much can you invest?

Eligible Shareholders may subscribe for a maximum of up to A\$15,000 worth of Shares under the Plan.

How to Apply

If you are an Eligible Shareholder who would like to participate in the Plan, you may only apply for Shares in one of the following amounts:

Offer	Value	Number of Shares
A	\$1,500	150,000
B	\$3,000	300,000
C	\$5,000	500,000
D	\$7,500	750,000
E	\$10,000	1,000,000
F	\$15,000	1,500,000

You can apply by either:

- (a) completing the enclosed Application Form as instructed and returning it to the address indicated on the form, together with your cheque for payment; or
- (b) making the payment directly by BPAY® in accordance with the details on the Application Form. If you choose to pay via BPAY® you are not required to submit your Application Form.

BPAY® payments must be made from an Australian dollar account of an Australian financial institution.

Once an application has been made it cannot be revoked. All valid applications shall be deemed accepted if received before the Closing Date of 5:00pm WST on 31 October 2016.

The maximum investment any shareholder may apply for will remain \$15,000 even if a shareholder receives more than one Offer (whether in respect of a joint holding or because the shareholder has more than one holding under a separate account).

The Offer cannot be transferred and the Directors of the Company reserve the right to reject any application over \$15,000.

Indicative Timetable*

Record Date (5:00pm WST)	20 October 2016
Announcement Date of Plan	21 October 2016
Despatch of Offer Documents/ Application Form and Opening Date	24 October 2016
Closing Date of Plan (5:00pm WST)	31 October 2016
Issue of Shares under the Plan	7 November 2016
Quotation of Shares	9 November 2016

*These dates are indicative only. The Company may vary the dates and times of the Offer by lodging a revised notice with ASX.

Shares issued under the Plan will be issued as soon as practicable after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

Scale Back

The Company reserves absolute discretion regarding the final amount raised under the Plan (subject to the maximum permitted under the ASX Listing Rules) and if necessary the Directors may, in their absolute discretion, scale-back applications.

If there is a scale back, your application monies may be greater than the value of Shares issued to you under the Plan, in which case the excess application monies will be refunded to you, without interest.

Shortfall

Directors have sole discretion to place any shortfall in the event that the Offer is not fully subscribed. The shortfall will be placed out of the Company's existing placement capacity.

Valuation of Shares

On the date immediately prior to the announcement of this Offer on 21 October 2016, the closing price of Shares as traded on ASX was A\$0.012.

For the purposes of ASIC Class Order 09/425, the Issue Price will represent less than a 20% discount to the VWAP over the period of 5 ASX trading days on ASX immediately prior to the announcement of the Offer.

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

Important Information

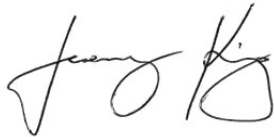
Details of the Plan are set out in the enclosed SPP Terms and Conditions. The Board urges you to read these Terms and Conditions carefully and in their entirety before deciding

whether to participate in the Plan. If you are uncertain whether Shares are a suitable investment for you, you should consult your financial or other professional adviser.

Enquiries

If you have any enquiries in relation to your Application Form or the Plan, please call Ms Shannon Coates, Company Secretary on +61 8 9322 1587.

Yours faithfully



Jeremy King
Director
RED MOUNTAIN MINING LTD

RED MOUNTAIN MINING LTD**ACN 119 568 106****SHAREHOLDER SHARE PURCHASE PLAN - TERMS AND CONDITIONS****Purpose**

The Share Purchase Plan (**Plan**) offers shareholders of Red Mountain Mining Ltd (**Company**) the opportunity to apply for fully paid ordinary shares in the Company (**Shares**), up to a maximum of A\$15,000 (when combined with any shares issued under any share purchase plan in the 12 months preceding the date of the Plan), at an issue price of \$0.01 (**Issue Price**), representing less than a 20% discount to the 5 day volume weighted average market price (**VWAP**) on which sales were recorded on ASX immediately prior to 21 October 2016, being the date the Plan was announced, without the need to pay brokerage costs and without the need for the Company to issue a prospectus, upon such terms and conditions as the Board of Directors of the Company (**Directors**), in its absolute discretion, sees fit.

Offer

An Offer may, at the discretion of the Directors, be made under the Plan once a year. The maximum amount, which any shareholder may subscribe for in any consecutive 12 month period, is A\$15,000. The Directors may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the Plan and the period the Offer is available to Eligible Shareholders.

Shareholders eligible to participate in the Plan

Holders of Shares that are registered with an address in Australia or New Zealand at the relevant Record Date are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan. Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the Plan.

If you hold Shares on behalf of persons who reside outside Australia or New Zealand, or are in the United States, you are not an Eligible Shareholder and are not entitled to participate in the Plan.

Details of how custodians, trustees and beneficiaries are treated under the Plan are provided further below.

Participation in the Plan is optional and is subject to these terms and conditions (**Terms and Conditions**). Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Shares offered under the Plan).

Foreign offer restrictions

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

New Zealand

The Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

How much can you invest?

Under ASIC Class Order 09/425, Eligible Shareholders may only acquire a maximum of A\$15,000 worth of Shares under a share purchase plan in any 12 month period. This limitation applies even if you receive more than one Application Form, or if you hold Shares in more than one capacity.

Eligible Shareholders may only participate by applying for Shares for one of the following amounts:

Offer	Value	Number of Shares
A	\$1,500	150,000
B	\$3,000	300,000
C	\$5,000	500,000
D	\$7,500	750,000
E	\$10,000	1,000,000
F	\$15,000	1,500,000

Note: The Directors reserve the right to scale back the amount of Shares to be allotted. Accordingly the actual amount of Shares you receive under the Offer may vary in the event of oversubscription (excess money will be returned without interest).

The maximum investment any Eligible Shareholder may apply for will remain \$15,000 even if a Shareholder receives more than one Offer (whether in respect of a joint holding or because the Shareholder has more than one holding under a separate account).

How do you apply?

If you would like to participate in the Offer, the following application and payment options are available:

(a) Application Form and Accompanying Cheque

Eligible Shareholders wishing to pay by cheque must follow the instructions on the Application Form and complete the Application Form, provide a cheque that is payable to **“Red Mountain Mining Limited – Share Account”** and crossed **“Not Negotiable”** and return the completed Application Form and cheque to:

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001

to be received by the share registry no later than 5.00pm (WST) on the Closing Date under the Offer.

(b) Payment by BPAY®¹

Eligible Shareholders wishing to pay by BPAY® must use the specific biller code and customer reference numbers detailed on their personalised Application Form. Any Eligible Shareholder that chooses to pay by BPAY® is deemed to represent to the Company that the amount of Shares subscribed for pursuant to the Plan, or any other arrangement similar to the Plan in the prior 12 months, does not exceed \$15,000 (including joint or any other beneficial interests).

If you choose to pay via BPAY® you are not required to submit your Application Form. Your payment will not be accepted after 5:00pm (WST) on the Closing Date and no Shares will be issued to you in respect of that application. If you have multiple holdings you will have multiple BPAY® customer reference numbers. To ensure you receive your Shares under the Offer in respect of that holding, you must use the specific biller code and the customer reference number shown on each personalised Application Form when paying for any Shares that you wish to apply for in respect of that holding. If you inadvertently use the same Customer Reference Number for more than one of your applications, you will be deemed to have applied only for the application to which that Customer Reference Number applies and any excess amount will be refunded.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount you wish to pay via BPAY® does not exceed your limit.

Once an application under the Plan has been made or your BPAY® payment made, it cannot be revoked.

¹ ® Registered to BPAY Pty Ltd, ABN 69 079 137 518

Raising Amount and Scaleback

The Company reserves absolute discretion regarding the final amount raised under the Plan (subject to the maximum permitted under the ASX Listing Rules) and if necessary the Directors may, in their absolute discretion, scale-back applications. Scale back for Shares held by a Custodian will be applied at the level of the underlying Beneficiaries.

If the Company rejects or scales-back an application or purported application, the Company will promptly return to the Shareholder the relevant application monies, without interest.

Issue and Quotation of Shares

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the closing date specified by the Directors in the Offer.

Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in the Company from the date of issue.

Shareholding statements or CHESS notification will be issued in respect of all Shares issued under the Plan.

The Company will, promptly after the issue of Shares under the Plan, make application for those Shares to be listed for quotation on the official list of ASX.

Maximum number of Shares to be issued

The maximum number of new Shares that is able to be issued under the SPP in order to comply with the ASX Listing Rules requirements is 30% of the number of fully paid ordinary Shares in the Company currently on issue. As at the date of these Terms and Conditions, a maximum of 93,162,654 Shares is available to be issued under the SPP.

Underwriting

The Offer is not underwritten.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order 09/425 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for up to the maximum of new Shares for each beneficiary for whom you act as custodian provided you annexe to your Plan application form (**Application Form**) a certificate to the Company (**Custodian Certificate**) with the following information:

- that you held Shares in the Company on behalf of one or more other persons who are resident in Australia or New Zealand (each a **Participating Beneficiary**) at 5:00pm (WST) on Thursday, 21 October 2016 who have subsequently instructed you to apply for Shares under the Plan on their behalf;
- the number of Participating Beneficiaries and their names and addresses;
- the number of Shares that you hold on behalf of each Participating Beneficiary;
- the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;

- that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act plus the application price for any other Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed A\$15,000;
- that a copy of the written offer document was given to each beneficiary; and
- where you hold shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of ASIC Class Order 09/425 you are a 'custodian' if you are a registered holder that:

- holds an Australian financial services licence that allows you to perform custodian or depositary services or operate IDPS accounts;
- is exempt from holding an Australian financial services licence by virtue of Class Order 03/184 or by relying on the Australian financial services licence of your master custodian under regulation 7.1.06(k) of the *Corporations Regulations 2001*;
- is a trustee of a self managed superannuation fund;
- is a trustee of superannuation master trusts;
- is a responsible entity of IDPS like schemes; and
- is noted on the Company's register of members as holding the shares on account of another person.

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

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) from 8:30am to 5:00pm (WST) Monday to Friday during the Offer period.

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

Indicative Timetable*

Record Date (5:00pm WST)	20 October 2016
Announcement Date of Plan	21 October 2016
Opening Date of Plan	24 October 2016
Closing Date of Plan (5:00pm WST)	31 October 2016
Issue of Shares under the Plan	7 November 2016
Quotation of Shares	9 November 2016

*These dates are indicative only. The Company may vary the dates and times of the Offer by lodging a revised notice with ASX.

Modification and Termination of the Plan

The Company may modify or terminate the Plan, or waive strict compliance with any of the Terms and Conditions, at any time and any modification, waiver or termination is binding on all Eligible Shareholders even where the Company does not notify you of that event. In the event the Plan is terminated before the issue of Shares, all application monies will be returned to you, without interest, by direct credit to your nominated account as recorded on the Company's share register or cheque to your address as shown on the Company's share register as soon as practicable.

Without limiting the above, the Company may issue to any person fewer Shares than the person applied for under the Plan if the issue of the Shares applied for would contravene any applicable law or the Listing Rules of ASX or ASIC Class Order 09/425.

Application Form

The Application Form forms part of the Terms and Conditions for the purposes of the Plan and the Offer.

Dispute Resolution

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

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

Governing Law

The Terms and Conditions and the Offer under the Plan are governed by the laws of Western Australia.

Disclaimer

Before you apply for Shares under the Plan, you should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the Plan (taking into account your own financial situation, needs and objectives). The Company and its officers make no recommendation about whether or not you should apply for Shares under the Plan and nothing these Terms and Conditions (including the Application Form) or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the Plan.

Questions and Contact Details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser, or Ms Shannon Coates, Company Secretary on +61 8 9322 1587.