



ASX ANNOUNCEMENT

RED MOUNTAIN MINING LTD (ASX:RMX)

25 May 2016

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**NOTICE OF MEETING CALLED UNDER SECTION 249D OF THE CORPORATIONS ACT 2001**

Perth, Western Australia: Red Mountain Mining Limited (**RMX, Red Mountain, or the Company**) provides the Notice of General Meeting and green and white proxy forms in respect of a General Meeting of shareholders to be held in Perth on Friday, 1 July 2016.

Shareholders are being asked to consider six items of business relating to requests from a shareholder group.

Attached to the Notice of Meeting are:

- A joint statement from your Directors
- A joint statement from the requisitioning shareholders

Shareholders are strongly advised to read the Meeting booklet in full, including both the statement of your Directors and of the requisitioning shareholders

They contain important information regarding the business to be considered at the General Meeting.

The enclosed green proxy form has, for your convenience, been completed in accordance with the recommendation of your Directors. You should use this proxy form if you support your Directors; otherwise, use the white proxy form.

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For further information about Red Mountain please visit [www.redmm.com.au](http://www.redmm.com.au) or contact:

**Company Investors:**

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Managing Director  
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## STATEMENT FROM THE DIRECTORS OF RED MOUNTAIN MINING LTD

23 May 2016

Dear Red Mountain Mining Shareholder

As you will read in the Notice of General Meeting, Red Mountain Mining Ltd (“Red Mountain” or the “Company”) has received requests from a shareholder group to put certain resolutions to shareholders, which resolutions are to be considered at a General Meeting of the Company to be held on 1 July 2016 (“General Meeting”).

The shareholder group, comprising Mr Bin Liu, The M Grocer Pty Ltd <Gideon Harkham Family A/C>, Mr Scott Williams and Sport & Health Allied Professionals & Executives (Shape) Pty Ltd (together, the “Requisitionists”), has requested resolutions that Messrs Jason Anthony Bontempo, Lincoln Ho and Robert Norman Parton (together, the “Nominee Directors”) be elected to the Board, and that Non-Executive Chairman, Mr Neil Warburton, Managing Director, Mr Jon Dugdale, and Non-Executive Director, Mr Michael Wolley, be removed from the Board.

Your Directors are unanimous in their view that the best interests of the Company will be served by rejecting each of the resolutions requested by the Requisitionists.

That being the case, the Board of the Company going forward will comprise of the current Directors, being Messrs Warburton, Dugdale and Wolley, who together hold 77,065,891 million ordinary shares, 24,413,507 options and 59,800,000 performance rights in the capital of the Company.

In the alternative, the Board of the Company going forward will comprise Messrs Bontempo, Ho and Parton who, so far as your Directors are aware, hold no shares, no options and no performance rights.

Your Directors’ key reasons for recommending you vote AGAINST the resolutions to remove Messrs Warburton, Dugdale and Wolley, and AGAINST the resolutions to elect Messrs Bontempo, Ho and Parton, are:

- Due to the efforts of your Directors, in conjunction with those of the Company’s small but dedicated team of executives and consultants, Red Mountain has survived the extended resources industry down-turn debt-free and in good shape, and is now poised to move forward with the benefit of the higher gold price now prevailing.
- Your Directors have secured capital from new joint venture partner and recently London Stock Exchange-listed Bluebird Merchant Ventures Ltd (“Bluebird”) totaling USD 1.7 million in aggregate since initial agreement, for a 25% stake in the Company’s highly prospective Batangas Gold Project (“Batangas” or the “Project”) in the Philippines. This capital has been raised at a significant premium to the current market capitalization of the Company, and will enable the Joint Venture to immediately complete a pre-feasibility study (“PFS”), due within weeks, that your Directors anticipate, at current gold prices, will demonstrate potential free cash-flow well in excess of that reported in the previous Scoping Study released in March 2014, and updated early 2015.
- The Warburton-Dugdale-Wolley team not only has the right credentials, and the development and discovery track record (please refer to the Attachment for these details), to be taking Batangas forward, but is also pursuing other advanced opportunities in the resources sector in Australia.
- To date, none of the Requisitionists have personally contacted the Company or your Directors to express any concerns regarding the Company’s direction or enunciated strategy. On the contrary, the Requisitionists and other, apparently associated, shareholders took part in the recent capital raising seemingly in support of the Company’s direction, strategy and prospects.
- The Requisitionists are represented by former BBY Ltd (“BBY”) stockbrokers Messrs Sebastian Jurd and Eli Ekman of recently established stockbroking firm, APP Securities (the “Stockbrokers”). BBY was Lead Manager and corporate advisor to Red Mountain prior to

BBY collapsing under a litigation cloud in May 2014. The former BBY Stockbrokers are on record as stating that *"the voting power of our clients sits above 30%"*. The Corporations Act prohibits a person or persons from increasing their voting power in a public company from below 20% to above 20% except by way of one of the exemptions to the general prohibition. As none of the exemptions were utilized in the present circumstances, this raises the prospect that the Requisitionists and their associates are in contravention of this requirement under the Corporations Act. Moreover, having built their clients' stake through capital raisings when BBY was Red Mountain's advisor, and through a recently completed capital raising, for which APP Securities received sub-underwriting fees, the Stockbrokers have arguably acted without the level of integrity one might reasonably expect of representatives of an Australian Financial Services license-holder.

- Two of the Nominee Directors claim no resources industry qualifications, memberships or experience, and seemingly have limited relevant skills. The Requisitionists have not presented any plan or strategy that, by any reasonable measure, would advance the Company's prospects. Indeed, there is no indication whatsoever of an intent to bring Batangas into production.
- Shareholders should stop the Requisitionists and Nominee Directors from taking control of your Company by stealth and, instead, urge them to make a takeover bid on terms that are fair and reasonable for all shareholders.

Shareholders are strongly encouraged to read further information in support of this position, which is set out as an attachment.

Your Directors respect the right of every shareholder to be heard. Equally, your Directors have an obligation to act without fear or favour, and not to subjugate the interests of the Company to the dictates of a small minority.


The actions of the Requisitionists have come at a significant cost and inconvenience to you, your Directors and your Company.

Reflecting the fact that the outcome of the General Meeting is crucial to the value of your shares, **we urge shareholders to support your Directors and let us get on with the important task of running your Company.**

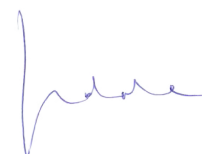
**Please be aware...every single vote is very important! Your vote might just make the difference.**

Finally, we sincerely thank you for your past and current support, and very much look forward to bringing Batangas into production, whilst seeking out other advanced value-adding resources opportunities, without the distraction of unwarranted value-destroying agitation by office-bound personnel who apparently have no idea what it is like getting their hands dirty at the helm of a junior ASX-listed resources company.


Yours faithfully,



**Mr Neil Warburton**  
**Non-Executive Chairman**



**Mr Jon Dugdale**  
**Managing Director**



**Mr Michael Wolley**  
**Non-Executive Director**

This letter is a statement provided by Directors Messrs Warburton, Dugdale and Wolley pursuant to section 203D(4) of the Corporations Act 2001 (Cth) for circulation to you and forms part of the accompanying Notice of General Meeting in respect of the forthcoming General Meeting of the Company to be held on 1 July 2016.

**The preparation of this letter has been paid for by Directors Messrs Warburton, Dugdale and Wolley out of their personal funds.**

## ATTACHMENT

### **BECAUSE OF YOUR DIRECTORS' EFFORTS, THE COMPANY HAS NOT ONLY SURVIVED THE RESOURCES INDUSTRY DOWNTURN BUT EMERGED IN GOOD SHAPE**

Your Directors believe that, because of their efforts, in conjunction with those of the Company's small but dedicated team of executives and consultants, Red Mountain has not only survived the resources industry downturn of recent years but emerged in relatively good shape.

As any shareholder with a reasonable understanding of the stockmarket would be aware, this period has been extremely challenging for resources exploration and development companies such as Red Mountain.

New capital, the lifeblood of each and every junior explorer, has been near impossible for companies to obtain on reasonable terms.

Indeed, since the 2008 Global Financial Crisis, many ASX-listed junior resources companies (and some larger ones) have found themselves without sufficient capital to continue trading, many going into administration with, in many cases, shareholders' funds permanently lost.

On the other hand, for those companies able to continue on with perhaps a modest exploration effort, all but the most exciting announcements (eg a major new resource discovery) were met not with the sentiment one might reasonably anticipate - "*how high is the share price going to go?*" - but rather - "*does this mean the company is going to require new capital and will this see the share price decrease?*"

Red Mountain, of course, was not immune from this industry-wide malaise. However, despite these difficulties, your Directors have been able to raise capital and maintain liquidity when so required.

That said, not for one moment do your Directors shy away from the fact that, on their watch, the Company's share price, impacted by the need to raise capital to maintain some progress on the Company's projects, has generally been weak. Rather, your Directors accept responsibility as a director of any company, acting with integrity, rightfully should.

Shareholders should be aware that the share price performance of the Company was no less disappointing for your Directors, having personally invested more than \$600,000. Such support not only reflects the duty they owe shareholders but their anticipation that all the hard work and effort will pay off in the short to medium term when cash-flow from Batangas is achieved.

**Against that background, of far more relevance than looking to the past is the fact that the industry-wide malaise appears (hopefully) to have passed, the Company has survived, emerging in relatively good shape, with no debt, adequate cash at its disposal, tenements in good standing, an exciting project, and a well-credentialed team at the helm to deliver the enunciated strategy of developing cash-flow in the near to medium term.**

Moreover, with the Australian dollar gold price seemingly on the general increase, the Company appears well-placed to enjoy the upturn in the market for junior gold resources companies that is now widely anticipated by commentators and investors alike.

Always prudently cautious, your Directors are excited about the future prospects of Red Mountain, and believe all shareholders should be as well.

### **YOUR COMPANY IS NOW PROCEEDING WITH THE EXCITING BATANGAS GOLD PROJECT IN THE PHILIPPINES**

What currently has your Directors most excited is the opportunity to progress the Company's Batangas Gold Project in Philippines.

As shareholders would be aware, the Company, through your Directors efforts, secured capital from new joint venture partner and recently London Stock Exchange-listed Bluebird Merchant Ventures Ltd (“Bluebird”) totaling USD 1.7 million in aggregate since initial agreement in late 2014. Bluebird now has a 25% stake in the Batangas Gold Project joint venture and is contributing its share of expenditure on the Joint Venture, which is now funded and operational.

Batangas includes high-grade epithermal gold resources, outcropping at-surface, and hence many of the costs typically associated with development of a mining project (e.g. removal of overburden) will not be applicable.

The Batangas Gold Project includes significant gold resources (see ASX announcement 30 June 2014) and in March 2014 the Company announced a Scoping Study at Batangas, that on the basis of economic parameters prevailing at the time, demonstrated potentially low capital and operating costs and strong potential cash-flow during the initial 5 to 6 years of production (see ASX release 20 March 2014, updated 20 November 2014, 23 January 2015).

Next step for the Joint Venture is to complete a PFS based on work completed to date and a new mining and processing schedule. It is expected that many of the input costs (the price of diesel, for instance) will be less than when the previous evaluation was undertaken and the prevailing gold price, currently in excess of AUD 1,700 per ounce, will likely be higher. Accordingly, the Company anticipates that results of the PFS, due within weeks, will be superior to the Scoping Study assessment referred to above.

It is noted that the Company has identified significant upside exploration potential at Batangas, which would, if realised, only add further to the value of the Project. Your Directors, of course, have the requisite skills and track record to realise this potential.

**YOUR DIRECTORS ARE WELL-CREDENTIALLED TO BE AT THE HELM DURING THE BATANGAS DEVELOPMENT, TO TAKE THE COMPANY FORWARD AND DELIVER THE ENUNCIATED STRATEGY TO DELIVER GOLD PRODUCTION**

Your Directors are the right team to take the Company forward.

Developing any gold project, let alone one that is both isolated and located in an offshore jurisdiction, requires personnel with considerable resources industry experience.

The fact is, your Directors – Neil Warburton, Jon Dugdale and Michael Wolley – have all the requisite experience.

***Neil Warburton***

Neil, an experienced mining professional, has been a Director of Red Mountain since 5 May 2006, and was appointed Chairman on 3 April 2012.

He has worked in the mining industry through his entire career in roles ranging from non-executive directorships to managing large mining and contracting companies, involving both gold and base metals. He was until March 2012 the Chief Executive Officer of Barmenco, one of Australia’s largest underground hard-rock mining contractors.

Neil is also currently on the Board as a non-executive director of ASX-listed companies Independence Group Ltd, Australian Mines Ltd, and Namibian Copper Ltd.

He holds an Associate Degree in Mining Engineering from WASM, is a Fellow of the Australian Institute of Company Directors, a Member of the Australasian Institute of Mining and Metallurgy and a Councilor of the WA School of Mines Alumni.

Neil is a Member of the Audit and Risk Committee, and the Nomination and Remuneration Committee, and Chairman of the Sustainability Committee.

He has an interest in 52,065,891 shares, 18,746,982 options and 6,000,000 performance rights in the capital of the Company.

### ***Jon Dugdale***

Jon joined the Board of Red Mountain on 30 October 2012. He was appointed as Managing Director of the Company on 1 April 2013.

Jon graduated as a geologist with Honours from the University of Melbourne in 1986, and has been involved in the resources industry for approximately 30 years, not only in a senior operational capacity, but also as a research analyst, investment manager and company director and CEO.

He has established a strong track record of resource discovery, initially with WMC Ltd, then with MPI Mines Ltd, including direct involvement in the one-million-ounce Golden Gift discovery at Stawell in Victoria, receiving the "Joe Harmes" medal for "distinguished excellence in mineral exploration and contribution to the discovery of ore deposits".

More recently, Jon gained extensive capital markets experience as a research analyst with investment group Lion Selection, running the Asian Lion Fund, then President and CEO of TSXV listed Mindoro Resources Ltd.

Since joining Red Mountain, Jon has been primarily responsible for advancing Batangas from a raw exploration play to its current advanced project status. Jon's recent efforts have been focused on completing the recently-consummated joint venture with Bluebird.

Jon is a Fellow of the Australasian Institute of Mining and Metallurgy, and a graduate Member of the Australian Institute of Company Directors.

Jon, a member of the Company's Sustainability Committee, has an interest in 25,000,000 shares, 5,666,525 options and 49,800,000 performance rights in the capital of the Company.

### ***Michael Wolley***

Michael joined the Board of Red Mountain as a Non-Executive Director on 4 April 2011.

He has a career of experience in the resources industry, having held senior positions for companies of high standing, including Mobil Oil Australia, BlueScope Steel and Lynas Corporation.

Michael is currently Vice President, Minerals of Todd Corporation, one of New Zealand's largest and most successful companies.

He holds a first class honours degree in Chemical and Materials Engineering from Auckland University, as well as a Masters of Management from Macquarie Graduate School of Management. He is a Member of both the Australian and New Zealand Institutes of Company Directors.

Michael is Chairman of both the Company's Audit and Risk Committee, and Nomination and Remuneration Committee.

Michael has an interest in 4,000,000 performance rights in the capital of the Company.

**In conclusion, on any objective assessment, the Warburton-Dugdale-Wolley team has the necessary credentials to bring Batangas into production, as well as to pursue and deliver on other value-adding, advanced resources opportunities.**

Moreover, having variously acquired a material number of shares, options and/ or performance rights in the capital of the Company over time, your Directors also have much "skin-in-the-game".

### **INFORMATION CONCERNING THE REQUISITIONISTS AND THEIR MEETING REQUEST**

The Requisitionists, none of whom have previously contacted the company and are seemingly unknown within resource industry circles, are represented by former BBY stockbrokers Messrs Sebastian Jurd and Eli Ekman of recently established stockbroking firm, APP Securities (the "Stockbrokers").

In recent email and telephone correspondence with Messrs Ekman and Jurd the thrust of their concern seems to be frustration at the Company's share price.

As set out above, your Directors, too, are frustrated with the Company's share price.

Having presumably never led a junior ASX-listed resources company, let alone through a sustained industry-wide downturn, Messrs Ekman and Jurd seemingly have little or no understanding of the deleterious impact of a market malaise on a company and the challenges faced in moving exploration and development assets forward in such difficult circumstances, particularly when those assets are in a challenging overseas jurisdiction.

In conversations with your Directors, and confirmed in an email to Mr Warburton of 5 May 2016, Mr Ekman states that:

*"Currently the voting power of our clients sits above 30%..."*

Given that, pursuant to the *Corporations Act 2001* (Cth), a person's "voting power" is broadly defined as the votes in which that person or any associate holds a "relevant interest" (also defined), this begs the question, are APP Securities, the Stockbrokers, and their respective clients potentially in contravention of the 20% threshold in the takeovers provisions of the *Corporations Act*?

**To this end, the Company is considering making application to the Takeovers Panel in relation to this possible breach of the Corporations Act.**

In Red Mountain's March 2016 capital raising, APP Securities acted as sub-underwriters, receiving underwriting fees in the process. During this capital raising a large number of shares were subscribed for and allocated to both the Requisitionists and other associates, which increased their collective stake in the Company to the "above 30%" level they are now claiming, apparently for the purpose of voting against your Directors at the General Meeting they subsequently requisitioned.

Two key points of interest arise:

Firstly, having built their clients' stake through capital raisings when BBY was Red Mountain's advisors, and through a recently completed capital raising, for which they received sub-underwriting fees, we query whether the Stockbrokers were acting with a level of integrity one might reasonably expect of an Australian Financial Services licence-holder?

Secondly, we query whether it was appropriate for the Stockbrokers to accept sub-underwriting fees from the Company, then, within two months thereafter, to have applied both their efforts and resources to that same Company's detriment, in your Directors view, through replacement of experienced mining personnel with those of very limited mining or exploration experience.

**THE NOMINEE DIRECTORS HAVE LIMITED RELEVANT SKILLS AND NO ENUNCIATED PLAN, AND SO BRING NOTHING OF REAL VALUE TO THE COMPANY**

As is their right, the Requisitionists have prepared a section 249P statement, which the Company has duly circulated to shareholders as is its obligation.

The first point of note is the stated reasons behind the request for the General Meeting.

Your Directors agree that the progress of Batangas was slower than everyone might have liked. The fact is, it took a lot longer for Bluebird to achieve its listing and provide its share of the finance than anyone could reasonably have anticipated. Your Directors, in particular Jon Dugdale, assisted Bluebird to achieve this outcome and a new Joint Venture is now established and already driving the Project forward.

The poor share price performance is also acknowledged. As set out above, the Company has not been immune from the malaise that has impacted essentially all resources companies over this period. That said, the Company not only survived the downturn, which puts it ahead of many of its (former) peers, but has emerged in relatively good shape, debt free, with cash, offering brightness of future for shareholders prepared to give your Directors the opportunity to now bring the exciting Project into production.

Your Directors refute both the suggestion of lack of a coherent strategy – the strategy all along has been to bring Batangas into production as soon as possible – and poor capital management – capital was raised only when required and at the best possible terms at the time in very difficult market conditions.

The second point of note is the credentials of the Nominee Directors.

Based on the resumes provided, two of the Nominee Directors, Messrs Parton and Ho:

- Have no stated formal resource company-specific credentials (in fact, Mr Lo’s qualifications are in the fields of optometry and music)
- Have no stated resources company experience, let alone mine development experience
- Have no stated resources company memberships or associations

Messrs Bontempo and Parton are both Chartered Accountants. One asks, does a junior resources company really need two accountants on a board of three?

Mr Ho has apparently never previously been a director of an ASX-listed public company. One asks, does Red Mountain have to bear the cost of training him to be one?

Moreover, whilst your Directors are a coherent team, one asks, have Messrs Bontempo, Parton and Ho even met each other?

On any reasonable criteria, the credentials of the Nominee Directors fall well short of those of your current Directors, as set out in the following table (based on information so provided):

	YOUR DIRECTORS			NOMINEE DIRECTORS		
	Warburton	Dugdale	Wolley	Bontempo	Ho	Parton
Institute of Company Directors	✓	✓	✓	?	✗	✗
Aust. Inst. Mining/ Metallurgy	✓	✓	✗	✗	✗	✗
Public company board experience	✓	✓	✓	✓	✗	✓
Resource company experience	✓	✓	✓	✓	✗	✗
Mine development experience	✓	✓	✓	?	✗	✗
Relavant formal credentials	✓	✓	✓	?	✗	?

The final point of note your Directors take from the Requisitionists’ statement is that the Requisitionists and the Nominee Directors have no stated plan for taking the Company forward.

Their section 249P statement, delivered to the Company post announcement that the Joint Venture was now funded and operational, makes absolutely no mention whatsoever of any intention to move forward with Batangas.

Indeed, in a conversation between Jon Dugdale and Mr Ekman of APP Securities in early May 2016, the latter stated (to the general effect) that the Nominee Directors “...aren’t going to build a mine...”, and indicated that they do not intend to pursue the development of the Batangas Project.

**One asks, why would the Requisitionists expect the Nominee Directors “...to focus on identifying and assessing new ventures” when the Company right now has in Batangas a very exciting advanced gold project with a high potential rate of capital return and strong potential cash-flow, demonstrated through studies completed to date and expected to be confirmed through the imminent completion of a PFS?**

**Could it be perhaps that the Requisitionists know that their own Nominee Directors do not have the credentials to bring the Project into production and are merely trying to take over your Company for ambitions not outlined in their statement?**



It is noted that the Requisitionist's Statement makes no mention of who will be Managing Director or Chief Executive Officer of the Company moving forward. Have they not even considered this matter?

**Lacking in relevant credentials and with no plan for taking the Company forward, your Directors are of the opinion that the Nominee Directors bring nothing of real value to the Company.**

#### **SHAREHOLDERS SHOULD STOP THE REQUISITIONISTS AND THE NOMINEE DIRECTORS SEIZING CONTROL OF YOUR COMPANY BY STEALTH**

Finally, what is proposed by the Requisitionists would see them and the Nominee Directors effectively seize control of your Company by stealth. In the interests of all shareholders, your Directors are of the opinion that this must be stopped.

The apparent attempt to seize control is opportunistic, occurring at a time when sentiment surrounding resources stocks generally is finally on the rise after an extended malaise, and when, as discussed above, the Company's exciting Project is now the subject of a Joint Venture that is both funded and operational.

Given these circumstances, our message to the Requisitionists is that, if they want to take control of Red Mountain, they should go about it in the usual manner in which a change of company control is effected, being a takeover offer **under which a typical premium for control is offered to other shareholders.**

Indeed, your Directors would welcome a takeover offer from the Requisitionists at a price that fully reflects the Company's underlying value and on terms that are fair and reasonable for all shareholders.

**The Requisitionists' attempt to seize control of the Company without any financial outlay is entirely inappropriate and not something a prudent shareholder should support.**

**Lodge your vote:**



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

 **For your vote to be effective it must be received by 11:00am (WST) Wednesday, 29 June 2016**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this 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 also 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. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN:**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Red Mountain Mining Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 General Meeting of Red Mountain Mining Limited to be held at the Quest West Perth, Level 1, 54 Kings Park Road, West Perth, Western Australia on Friday, 1 July 2016 at 11:00am (WST) and at any adjournment or postponement of that meeting.

## STEP 2 Items of Business

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

Your Directors recommend you vote **AGAINST** all six items

		For	Against	Abstain
Resolution 1	Election of Director - Mr Jason Anthony Bontempo	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director - Mr Lincoln Ho	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director - Mr Robert Norman Parton	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Director - Mr Michael Wolley	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Removal of Director - Mr Jon Dugdale	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Removal of Director - Mr Neil Warburton	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** each item of business.

The cost of providing this proxy form was borne by your Directors. If you do not support your Directors, you should not use this form.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /





ACN 119 568 106

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**NOTICE OF GENERAL MEETING,  
EXPLANATORY MEMORANDUM AND PROXY FORM**

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To be held at

**Quest West Perth  
Level 1, 54 Kings Park Road  
West Perth, Western Australia**

on

**Friday, 1 July 2016**

at

**11:00 am WST**

**Your Directors recommend you vote:**

**AGAINST All Six Resolutions**

**This is an important document that requires your immediate attention.**

You should read this document in its entirety before deciding whether or not to vote for or against any resolution at the General Meeting. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

If you have questions about the General Meeting or the resolutions to be voted on, please call the **shareholder information line** on 1300 889 468 (within Australia) or +61 2 8022 7902 (outside Australia), Monday to Friday between 9:00 am and 5:00 pm EST.

## **NOTICE OF GENERAL MEETING AND AGENDA**

Notice is hereby given that a general meeting of Shareholders of Red Mountain Mining Ltd (“Red Mountain”) will be held at the offices of Quest West Perth, being Level 1, 54 Kings Park Road, West Perth, Western Australia on Friday, 1 July 2016 commencing at 11:00 am WST (“Meeting”).

The Explanatory Memorandum that accompanies and forms part of this Notice of General Meeting provides additional information on matters to be considered at the Meeting. The Proxy Form also forms part of this Notice of General Meeting.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete the Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 11:00 am WST on Wednesday, 29 June 2016.

Terms and abbreviations used in this Notice of General Meeting and Explanatory Memorandum are defined in the glossary of the Explanatory Memorandum.

Shareholders should read the Explanatory Memorandum before deciding how to vote.

## **AGENDA**

### **Resolution 1: Election of Director - Mr Jason Anthony Bontempo**



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

***“That, pursuant to Article 7.2(f) of the Company’s constitution and for all other purposes, Jason Anthony Bontempo be and is hereby appointed a director of the Company (effective immediately on passing of this resolution).”***

**Your Directors recommend you vote AGAINST this resolution.**

The Chairman intends to vote all undirected proxies **against** Resolution 1.

### **Resolution 2: Election of Director - Mr Lincoln Ho**



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

***“That, pursuant to Article 7.2(f) of the Company’s constitution and for all other purposes, Lincoln Ho be and is hereby appointed a director of the Company (effective immediately on passing of this resolution).”***

**Your Directors recommend you vote AGAINST this resolution.**

The Chairman intends to vote all undirected proxies **against** Resolution 2.

### Resolution 3: Election of Director - Mr Robert Norman Parton



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

***“That, pursuant to Article 7.2(f) of the Company’s constitution and for all other purposes, Robert Norman Parton be and is hereby appointed a director of the Company (effective immediately on passing of this resolution).”***

Your Directors recommend you vote **AGAINST** this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 3.

### Resolution 4: Removal of Director - Mr Michael Wolley



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

***“That, pursuant to section 203D of the Corporations Act, Michael Wolley be and is hereby removed as a director of the Company (effective immediately on passing of this resolution).”***

Your Directors, Mr Wolley abstaining, recommend you vote **AGAINST** this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 4.

### Resolution 5: Removal of Director - Mr Jon Dugdale



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

***“That, pursuant to section 203D of the Corporations Act, Jon Dugdale be and is hereby removed as a director of the Company (effective immediately on passing of this resolution).”***

Your Directors, Mr Dugdale abstaining, recommend you vote **AGAINST** this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 5.

### Resolution 6: Removal of Director - Mr Neil Warburton



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

***“That, pursuant to section 203D of the Corporations Act, Neil Warburton be and is hereby removed as a director of the Company (effective immediately on passing of this resolution).”***

Your Directors, Mr Warburton abstaining, recommend you vote **AGAINST** this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 6.

## Proxies, attorneys and corporate representatives

A member entitled to attend and vote at the meeting may appoint a proxy, attorney or representative to give its vote and, if entitled to cast two or more votes, is entitled to appoint no more than two proxies. If two proxies are appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If such proportion is not specified, each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded. A proxy may but need not be a member of the Company and a member may appoint an individual or a body corporate to act as its proxy.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, executed in accordance with the Corporations Act.

**For the convenience of Shareholders, two proxy forms have been included with this Explanatory Memorandum, a green proxy form and a white proxy form.**

The green proxy form has been completed in line with the recommendation of your Directors and has been paid for by them out of their personal funds. If you wish to vote in accordance with the recommendations of your Directors, you should execute the **green proxy form** and return the form to the Company Secretary following the instructions on the form. **If you execute and return the green proxy form, you do not need to complete the white proxy form.**

If you want to appoint a proxy and do not wish to vote in accordance with the recommendations of your Directors, you should follow the instructions on the white proxy form to indicate your voting directions and return it to the Company's Share Registry following the instructions on the form.

Proxy forms and, if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged directly by the member making the appointment at least 48 hours before the appointed time of the meeting. The Company will accept any appointment of a proxy that complies with the requirements of section 250A of the Corporations Act.

Lodgment details are as follows:

<b>Post</b>	Computershare Investor Services Pty Limited GPO Box 242 Melbourne, Victoria 3001 Australia
<b>Facsimile</b>	(within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
<b>Intermediary Subscribers</b>	For Intermediary Online subscribers only (custodians) <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a>

## Voting

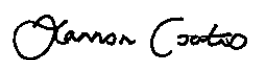
The Chairman intends to put each Resolution that is moved to a poll at the Meeting. Voting results will be announced to the ASX as soon as practicable after the Meeting.

## Entitlement to attend and vote

All Shareholders may attend the General Meeting.

The Directors have determined pursuant to regulation 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 5:00 pm WST on 29 June 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

**By order of the Board**

A handwritten signature in black ink that reads "Shannon Coates". The signature is written in a cursive style with a large initial 'S'.

**Shannon Coates**  
Company Secretary

23 May 2016



## **EXPLANATORY MEMORANDUM**

### **Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting of the Company to be held at the offices of Quest West Perth, being Level 1, 54 Kings Park Road, West Perth, Western Australia, on Friday, 1 July 2016 commencing at 11:00 am (WST).

The purpose of this Explanatory Memorandum is to explain the Resolutions and to provide information that the Board believes is material to Shareholders in relation to the Resolutions.

The Company recommends that Shareholders read this Explanatory Memorandum before making any decisions in relation to the Resolutions and the enclosed Statements.

### **Background to special business being put to the Meeting**

On 4 May 2016, the Company received a notice of requisition of meeting (the **Notice**) from shareholders Mr Bin Liu, The M Grocer Pty Ltd <Gideon Harkham Family A/C>, Mr Scott Williams and Sport & Health Allied Professionals & Executives (Shape) Pty Ltd (together the **Requisitioning Shareholders**) who, at the time, held in aggregate 158,861,884 Shares, or approximately 6.04% of the capital of the Company.

The Notice requires the Company to call a meeting to consider resolutions to remove the entire Board of the Company, Messrs Michael Wolley, Jon Dugdale and Neil Warburton, and to elect Messrs Jason Anthony Bontempo, Lincoln Ho and Robert Norman Parton as Directors.

In compliance with the above, the Company has included in the Notice of General Meeting the following items of special business:

- Resolution 1 – Election of Mr Jason Anthony Bontempo as a Director
- Resolution 2 – Election of Mr Lincoln Ho as a Director
- Resolution 3 – Election of Mr Robert Norman Parton as a Director
- Resolution 4 – Removal of Mr Michael Wolley as a Director
- Resolution 5 – Removal of Mr Jon Dugdale as a Director
- Resolution 6 – Removal of Mr Neil Warburton as a Director

Voting in accordance with the recommendation of your Directors will result in a Board comprising **Messrs Michael Wolley, Jon Dugdale and Neil Warburton** (i.e. retention of the current Board).

Voting contrary to the recommendation of your Directors will result in a Board comprising Messrs Jason Anthony Bontempo, Lincoln Ho and Robert Norman Parton (i.e. all new Directors).

## Frequently asked questions

<p><b>On what basis have these resolutions been requested?</b></p>	<p>Any shareholder (or group of shareholders) holding more than 5% of the Company's issued capital is entitled to requisition a general meeting be called to have resolutions considered. The six Resolutions are being put before the Meeting as a result of a request from the Requisitioning Shareholders, who together hold more than 5% of the Company's Shares.</p>
<p><b>Why do the Requisitioning Shareholders wish to replace on the Board Messrs Wolley, Dugdale and Warburton with Messrs Bontempo, Ho and Parton?</b></p>	<p>The Requisitioning Shareholders have provided a statement that sets out their reasons for requesting the Resolutions, which statement accompanies this Explanatory Memorandum.</p> <p>Your Directors are not responsible for the content of this statement, nor do they agree with the reasons cited by the Requisitioning Shareholders.</p>
<p><b>Why does your Board recommend you vote against all six Resolutions?</b></p>	<p>Your Directors recommend you vote <b><u>AGAINST</u></b> all Resolutions put forward by the Requisitioning Shareholders for the reasons set out in their statement to Shareholders, which accompanies this Explanatory Memorandum.</p>

## Further information

If you have questions about the General Meeting or the Resolutions to be voted on, please call the **shareholder information line** on 1300 889 468 (within Australia) or +61 2 8022 7902 (outside Australia), Monday to Friday between 9:00 am and 5:00 pm EST.

## Important dates and times

<p><b>Record time/date to determine Shareholders eligible to vote</b></p>	<p>5:00 pm WST on Wednesday, 29 June 2016</p>
<p><b>Last time/date for receipt of valid proxies</b></p>	<p>11:00 am WST on Wednesday, 29 June 2016</p>
<p><b>General Meeting</b></p>	<p>11:00 am WST on Friday, 1 July 2016</p>

## Nature of Resolutions

All of the Resolutions are ordinary resolutions, meaning that they can be passed by a simple majority of votes cast by Shareholders entitled to vote.

## Special Business

### Resolution 1 – Election of Director – Mr Jason Anthony Bontempo

Resolution 1 relates to the election of Mr Jason Anthony Bontempo as a Director.

Information concerning Mr Bontempo is set out in the statement of the Requisitioning Shareholders that accompanies this Explanatory Memorandum.

Your Directors are not aware of Mr Bontempo holding any Shares, Options or Performance Rights.

Information as to why your Directors recommend Shareholders vote against, and will be voting their own Shares against, the election of Mr Bontempo is set out in detail in the statement of your Directors, accompanying this Explanatory Memorandum.



***Your Directors do not support this Resolution and recommend you vote (and will be voting their own Shares) AGAINST the election of Mr Bontempo as a Director.***

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## Resolution 2 – Election of Director – Mr Lincoln Ho

Resolution 2 relates to the election of Mr Lincoln Ho as a Director.

Information concerning Mr Ho is set out in the statement of the Requisitioning Shareholders that accompanies this Explanatory Memorandum.

Your Directors are not aware of Mr Ho holding any Shares, Options or Performance Rights.

Information as to why your Directors recommend Shareholders vote against, and will be voting their own Shares against, the election of Mr Ho is set out in detail in the statement of your Directors, accompanying this Explanatory Memorandum.



***Your Directors do not support this Resolution and recommend you vote (and will be voting their own Shares) AGAINST the election of Mr Ho as a Director.***

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## Resolution 3 – Election of Director – Mr Robert Norman Parton

Resolution 3 relates to the election of Mr Robert Norman Parton as a Director.

Information concerning Mr Parton is set out in the statement of the Requisitioning Shareholders that accompanies this Explanatory Memorandum.

Your Directors are not aware of Mr Parton holding any Shares, Options or Performance Rights.

Information as to why your Directors recommend Shareholders vote against, and will be voting their own Shares against, the election of Mr Parton is set out in detail in the statement of your Directors, accompanying this Explanatory Memorandum.



***Your Directors do not support this Resolution and recommend you vote (and will be voting their own Shares) AGAINST the election of Mr Parton as a Director.***

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## Resolution 4 – Removal of Director - Mr Michael Wolley

Resolution 4 relates to the removal of Mr Michael Wolley as a Director.

Michael joined the Board of Red Mountain as a Non-Executive Director on 4 April 2011.

He has a career of experience in the resources industry, having held senior positions for companies of high standing, including Mobil Oil Australia, BlueScope Steel and Lynas Corporation.

Michael is currently Vice President, Minerals of Todd Corporation, one of New Zealand's largest and most successful companies with interests in such areas as oil and gas exploration and production, electricity generation, energy retailing, minerals, property development, healthcare and technology.

He holds a first class honours degree in Chemical and Materials Engineering, as well as a Masters of Management from Macquarie Graduate School of Management. He is a Member of both the Australian and New Zealand Institutes of Company Directors.

Michael is Chairman of both the Company's Audit and Risk Committee, and Nomination and Remuneration Committee.

Michael has an interest in 4,000,000 Performance Rights in the Company.

Information as to why your Directors (Mr Wolley abstaining) recommend Shareholders vote against, and will be voting their own Shares against, the removal of Mr Wolley is set out in the statement of your Directors, which accompanies this Explanatory Memorandum.



***Your Directors do not support this Resolution and recommend you vote (and will be voting their own Shares) AGAINST the removal of Mr Wolley as a Director.***

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## Resolution 5 – Removal of Director – Mr Jon Dugdale

Resolution 5 relates to the removal of Mr Jon Dugdale as a Director.

Jon joined the Board of Red Mountain on 30 October 2012. He was appointed as Managing Director of the Company on 1 April 2013.

Jon graduated as a geologist with Honours from the University of Melbourne in 1986, and has been involved in the resources industry for approximately 30 years, not only in a senior operational capacity, but also as a research analyst, investment manager and company director and CEO.

He has established a strong track record of resource discovery, initially with WMC Ltd, then with MPI Mines Ltd, including direct involvement in the one-million-ounce Golden Gift discovery at Stawell in Victoria, receiving the “Joe Harmes” medal for “distinguished excellence in mineral exploration and contribution to the discovery of ore deposits”.

More recently, Jon gained extensive capital markets experience as a research analyst with investment group Lion Selection, running the Asian Lion Fund, then President and CEO of TSXV listed Mindoro Resources Ltd.

Since joining Red Mountain, Jon has been primarily responsible for advancing Batangas from a raw exploration play to its current advanced project status. Jon’s recent efforts have been focused on completing the recently consummated joint venture with Bluebird.

Jon is a Fellow of the Australasian Institute of Mining and Metallurgy, and a graduate Member of the Australian Institute of Company Directors.

Jon, a member of the Company’s Sustainability Committee, has an interest in 25,000,000 shares, 5,666,525 options and 49,800,000 performance rights in the capital of the Company.

Information as to why your Directors (Mr Dugdale abstaining) recommend Shareholders vote against, and will be voting their own Shares against, the removal of Mr Dugdale is set out in detail in the statement of your Directors, which accompanies this Explanatory Memorandum.



***Your Directors do not support this Resolution and recommend you vote (and will be voting their own Shares) AGAINST the removal of Mr Dugdale as a Director.***

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## Resolution 6 – Removal of Director – Mr Neil Warburton

Resolution 6 relates to the removal of Mr Neil Warburton as a Director.

Neil was appointed as a Director in 5 May 2006 and was appointed Chairman on 3 April 2012.

He has worked within the mining industry throughout his entire career in roles ranging from non-executive directorship roles to managing large mining and contracting companies, involving both gold and base metals mining. He was until March 2012 the Chief Executive Officer of Barminto, one of Australia’s largest underground hard rock mining contractors.

Neil is also currently on the board as a non-executive director of ASX-listed companies Independence Group Ltd, Australian Mines Ltd, and Namibian Copper Ltd.

He holds an Associate Degree in Mining Engineering from WASM, is a Fellow of the Australian Institute of Company Directors, a Member of the Australian Institute of Mining and Metallurgy and a Councillor of the WA School of Mines Alumni.

Neil is a Member of the Audit and Risk Committee, Nomination and Remuneration Committee and Chairman of the Sustainability Committee.

He has an interest in 52,065,891 Shares, 18,746,982 Options and 6,000,000 Performance Rights in the Company. Since the Company listed on the ASX in September 2011, Neil has financially supported all capital raisings that have been allocated to existing Shareholders.

He is a highly regarded and experienced mining professional.

Information as to why your Directors (Mr Warburton abstaining) recommend Shareholders vote against, and will be voting their own Shares against, the removal of Mr Warburton is set out in detail in the statement of your Directors, which accompanies this Explanatory Memorandum.



***Your Directors do not support this Resolution and recommend you vote (and will be voting their own Shares) AGAINST the removal of Mr Warburton as a Director.***

## GLOSSARY

In this Notice and Explanatory Memorandum:

<b>ASX</b>	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
<b>Board</b>	means the board of Directors.
<b>Chairman</b>	means the Chairman of the Meeting.
<b>Company or Red Mountain</b>	means Red Mountain Mining Ltd (ACN 119 568 106).
<b>Constitution</b>	means the constitution of the Company as amended.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended.
<b>Director</b>	means a director of the Company.
<b>EST</b>	means Eastern Standard Time.
<b>Explanatory Memorandum</b>	means this explanatory memorandum.
<b>Listing Rule</b>	means the official Listing Rules of ASX.
<b>Meeting</b>	means the general meeting of shareholders of the Company to be held at the offices of Quest West Perth, Level 1, 54 Kings Park Road, West Perth, Western Australia, on Friday, 1 July 2016 commencing at 11:00 am WST.
<b>Notice of General Meeting</b>	means this notice of meeting.
<b>Option</b>	means an option to acquire a fully paid ordinary share in the capital of the Company (note that the Company has various series of Options on issue).
<b>Ordinary Resolution</b>	means a resolution requiring to be passed by a majority of such shareholders, as being entitled to do so, vote in person or by proxy on such resolution.
<b>Performance Right</b>	means an right which is convertible into fully paid ordinary share in the capital of the Company, subject to vesting conditions being met (note that the Company has two series of Performance Rights on issue).
<b>Requisitioning Shareholders</b>	means Mr Bin Liu, The M Grocer Pty Ltd <Gideon Harkham Family A/C>, Mr Scott Williams and Sport & Health Allied Professionals & Executives (Shape) Pty Ltd.
<b>Resolution</b>	means a resolution set out in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of a Share.
<b>WST</b>	means Western Standard Time.



Red Mountain Mining Limited  
ABN 40 119 568 106

**Lodge your vote:**

**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

**For your vote to be effective it must be received by 11:00am (WST) Wednesday, 29 June 2016**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this 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 also 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. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN:**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

Registered name and address:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Red Mountain Mining Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 General Meeting of Red Mountain Mining Limited to be held at the Quest West Perth, Level 1, 54 Kings Park Road, West Perth, Western Australia on Friday, 1 July 2016 at 11:00am (WST) and at any adjournment or postponement of that meeting.

## STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Your Directors recommend you vote **AGAINST** all six items

		For	Against	Abstain
Resolution 1	Election of Director - Mr Jason Anthony Bontempo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director - Mr Lincoln Ho	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director - Mr Robert Norman Parton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Director - Mr Michael Wolley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Removal of Director - Mr Jon Dugdale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Removal of Director - Mr Neil Warburton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

<b>Individual or Securityholder 1</b> <input type="text"/>	<b>Securityholder 2</b> <input type="text"/>	<b>Securityholder 3</b> <input type="text"/>
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Sole Director and Sole Company Secretary	Director	Director/Company Secretary
Contact Name _____	Contact Daytime Telephone _____	Date ____/____/____



## Members Statement

### Red Mountain Mining Ltd (Company)

The following shareholders (**Requisitioning Members**) request, pursuant to section 249P of the Corporations Act 2001, that the Company provide to all its members the following statement with respect to the proposed resolutions set out in the request by the Requisitioning Members that the directors of the Company call and hold a general meeting under section 249D of the Corporations Act (**Requisition Notice**).

### Reasons for the Requisition Notice

The Requisitioning Members request that shareholders consider the following:

1. **Slow progression of Batangas Project:** The Company acquired its flagship asset, the Batangas gold project (**Batangas**), in October, 2012. In the Requisitioning Shareholders' view, progress of Batangas has been unnecessarily slow and the Requisitioning Shareholders question the Board's management of Batangas.
2. **Lack of Coherent Strategy and Poor Capital Management:** The current Board appears to have no strategy other than a constant series of dilutive capital raisings to pursue development of Batangas. However, the joint venture transaction with the Philippines investment company, Bluebird Merchant Ventures Ltd, means that the Company will ultimately not control this project, nor be leveraged to its full potential. The Requisitioning Members are therefore uncertain as to the strategy of the current Board.
3. **Poor Share Price Performance:** The Company's share price performance has declined significantly over a sustained period. The Company was admitted to the ASX on 20 August, 2011 (at which time, current directors Mr Michael Wolley and Mr Neil Warburton were directors) with a share price of \$0.20 per share. The share price as at the date of this Members Statement is \$0.001 per share – representing a mere 0.5% of the listing share price.
4. **Inappropriate Cost Structure:** The Requisitioning Members are concerned that the current cost structure is inappropriate for the Company, and believe it can be scaled lower, commensurate with the status of the Company.
5. **Lack of market confidence:** In the Requisitioning Members' view, the above factors all contribute to a lack of market confidence in the current Board and their ability to add value to the Company on an enduring basis. This lack of confidence represents part of a cycle that can be devastating for smaller, listed companies.

For the above and other reasons, the Requisitioning Members believe it is time for a new Board that will deliver a fresh approach and skill set to the Company with a view to (i) assessing the Company's existing primary assets and related cost structure, and (ii)



identifying and delivering new opportunities in order to salvage and increase shareholder value.

The Requisition Notice seeks to remove all current directors of the Company, and appoint Mr Jason Bontempo, Mr Robert Parton and Mr Lincoln Ho. Brief biographies of Messrs Bontempo, Parton and Ho are set out below.

***Jason Bontempo***

Jason Bontempo has 18 years' experience in public company management, corporate advisory and investment banking. He qualified as a chartered accountant with Ernst & Young. Jason has worked primarily in Australia and the UK providing corporate advice around the financing of resource companies on both the ASX and AIM markets including resource asset acquisitions and divestments. Jason has also served on the board and the executive management of minerals and resources public companies focusing on advancing and developing mineral resource assets and business development. This has included being the Managing Director of ASX listed gold companies, Glory Resources Limited and Tianshan Goldfields Limited. Jason is currently a non-executive director of ASX listed companies Red Emperor Resources, Orca Energy Ltd and Equator Resources Limited.

***Robert Parton B.Bus (Acc), CPA***

Commencing in 1987, Robert spent 20 years providing business analysis and management at companies including BHP, Kraft Foods, Crane Group, Mitre 10 and PDL Electronics (part of the Schneider Electric Group). Since 2006, Robert has been providing corporate advisory services utilising his extensive experience in business management, project evaluation and capital-raising across various sectors including real estate, cleantech, IT and manufacturing. He has been involved in transaction management from sourcing, analysis and due diligence evaluation through to settlement and is a qualified accountant with over 20 years' membership with CPA Australia.

Robert is currently a Director of The Pioneer Development Fund (Aust) Limited and has previously served on the board of ASX-listed companies Basper Limited (now Direct Money Limited), Telesso Technologies Limited, Motopia Limited and Viculus Limited.

***Mr Lincoln Ho B.Optom (UniMelb), A.Mus.A***

With a background in equities trading for over 8 years, Lincoln is the founding director of a private boutique corporate advisory firm in Australia. He has wide knowledge and experience in corporate restructure, mergers and acquisitions. Lincoln has the ability to negotiate deals across local & overseas markets, working in conjunction with experienced corporate financiers across the emerging caps space. In particular, Lincoln has a focus on a network of industry and finance contacts across South-East Asia.

The Requisitioning Members are seeking a Board that is deeply committed to salvaging what shareholder value is left within the Company, and, moving forward, enhancing that value. In the near term, the Requisitioning Members expect the new Board to have a focus on:

- Cost control;
- Assessment of the Company's existing projects; and
- Identifying and assessing new ventures.

### **Important Action for you to Take**

You will receive from the Company a Notice of Meeting and Proxy Form. You can support the changes by attending the general meeting and voting in favour of all the resolutions. If you cannot attend, your support can be given by completing the Proxy Form instructing the proxy to vote in favour of those resolutions.

In considering the proposed resolutions, shareholders should consider whether you believe that the current directors over the course of their tenure have enhanced shareholder value.

The Requisitioning Members strongly recommend that you vote **IN FAVOUR** of all of the proposed resolutions.

This Members Statement dated this

19<sup>th</sup>


day of May 2016

**Requisitioning Members:**

Signed by Mr Bin Liu in the presence of:

)  
)  
)

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Signature of Witness

CHUNYAN NIU  
\_\_\_\_\_  
Name of Witness in full

**Executed by The M Grocer Pty Ltd ACN 142  
531 397 <Gideon Harkham Family A/C> in  
accordance with section 127 of the  
Corporations Act:**

\_\_\_\_\_  
Signature of Sole Director

\_\_\_\_\_

\_\_\_\_\_  
Name of Sole Director in full

\_\_\_\_\_

This Members Statement dated this

day of May 2016

**Requisitioning Members:**

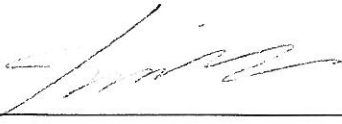
Signed by Mr Bin Liu in the presence of: )  
)  
)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature of Witness

\_\_\_\_\_  
Name of Witness in full

Executed by The M Grocer Pty Ltd ACN  
142 531 397 <Gideon Harkham Family  
A/C> in accordance with section 127 of the  
Corporations Act:



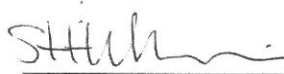
\_\_\_\_\_  
Signature of Sole Director

GIDEON HARKHAM.

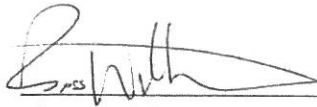
\_\_\_\_\_  
Name of Sole Director in full

Signed by Mr Scott Williams in the presence of:

)  
)  
)



Signature



Signature of Witness

ROSS WILLIAMS

Name of Witness in full

Executed by Sport & Health Allied Professionals & Executives (Shape) Pty Ltd  
ACN 006 800 308 in accordance with section 127 of the Corporations Act:

Signature of Sole Director

Name of Sole Director in full

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Signed by Mr Scott Williams in the )  
presence of: )  
)

---

Signature

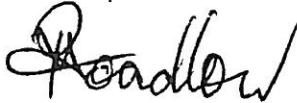
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Signature of Witness

---

Name of Witness in full

**Executed by Sport & Health Allied  
Professionals & Executives (Shape) Pty Ltd  
ACN 006 800 308** in accordance with section  
127 of the Corporations Act:



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Signature of Sole Director

Peter Michael Kenneth Koadlow

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Name of Sole Director in full