



REDSTONE RESOURCES LIMITED  
ABN: 42 090 169 154

NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY MEMORANDUM

For the Annual General Meeting of the Shareholders

of

Redstone Resources Limited

to be held on

Tuesday 29 November 2016 at 11.00am (WST) at

Country Women's Association WA (Inc) House

1176 Hay Street

Perth, Western Australia

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

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**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Annual General Meeting of Redstone Resources Limited will be held at Country Women's Association of WA (Inc) House, 1176 Hay Street, West Perth Western Australia, at 11.00am WST on Tuesday, 29 November 2016.

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

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

**AGENDA**

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

To receive and consider the 2016 Annual Report and the reports of the Directors and the auditor to the Company thereon.

**Resolution 1 – Re-election of Mr Brett Hodgins**

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

*"That Mr Brett Hodgins, being a Director who retires in accordance with the Constitution, and being willing and eligible for re-election, is hereby re-elected as a Director."*

**Resolution 2 – Re-election of Mr Richard Homsany**

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

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

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

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

*"That for the purpose of section 250R(2) of the Corporations Act, and for all other purposes, the Company adopt the Remuneration Report for the year ended 30 June 2016."*

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

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**Voting Prohibition Statement**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the Voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

**Resolution 4 – Approval of Issue of Placement Shares – Equity Capital Raising**

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

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

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 7.1, the Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**Resolution 5 – Approval of 10% Placement Capacity**

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

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

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 7.1A the Company will disregard any votes cast on this Resolution by a person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed and any associate of such a person.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Resolution 6 – Approval of Issue and Allotment of Options to Key Consultants and/or Employees**

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

*"That, for the purpose of ASX Listing Rule 7.1 and all other purposes, the Company is authorised to issue and allot up to 10,000,000 Options to key consultants and/or employees of the Company for the purposes, on the terms and conditions and in the manner set out in the Explanatory Memorandum."*

**Voting Exclusion**

For the purposes of ASX Listing Rule 7.1, the Company will disregard any votes cast on this Resolution by a person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed and any associate of such a person.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**Resolution 7 – Approval of Issue and Allotment of Options to Key Consultants and/or Employees**

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

*"That, for the purpose of ASX Listing Rule 7.1 and all other purposes, the Company is authorised to issue and allot up to 10,000,000 Options to consultants and/or employees of the Company for the purposes, on the terms and conditions and in the manner set out in the Explanatory Memorandum."*

**Voting Exclusion**

For the purposes of ASX Listing Rule 7.1, the Company will disregard any votes cast on this Resolution by a person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed and any associate of such a person.

However, the Company will not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (d) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Other Business**

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

**BY ORDER OF THE BOARD OF DIRECTORS**



**Miranda Conti**

COMPANY SECRETARY

REDSTONE RESOURCES LIMITED

Dated this 27<sup>th</sup> day of October 2016

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### **Attendance and Voting Eligibility**

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the Shares quoted on the ASX at the close of business on 27 November 2016 shall be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

### **Proxies**

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

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

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

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

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

- delivery to the Redstone Resources Limited registered office, 60 Havelock Street, West Perth, WA 6005; or
- facsimile to the Company on facsimile number (08) 9328 2660 (International: + (61 8) 9328 2660);
- post to Redstone Resources Limited, PO Box 8646, Perth Business Centre, Western Australia, 6849; or
- post to Advanced Share Registry, PO Box 1156, Nedlands, WA 6909.

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

Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or signed by a duly authorised attorney. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy.

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

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**Proxy Restrictions**

Shareholders (who are not a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of that member) appointing a proxy for Resolution 3 should note the following:

***If you appoint a member of the Key Management Personnel as your proxy***

If you elect to appoint a member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that member, you must direct the proxy how they are to vote. Undirected proxies granted to these persons will not be included in any vote on Resolution 3.

***If you appoint the Chair as your proxy***

If you elect to appoint the Chair as your proxy, you do not need to direct the Chair how you wish them to exercise your vote on Resolution 3, however if you do not direct the Chair how to vote, you acknowledge that the Chair may exercise his or her discretion in exercising your proxy even though Resolution 3 is connected directly or indirectly with the remuneration of Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for that entity.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

***If you appoint any other person as your proxy***

You do not need to direct your proxy how to vote.

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

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

**General Information**

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the forthcoming Annual General Meeting to be held on 29 November 2016.

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

**AGENDA**

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

The Corporations Act requires:

- the reports of the Directors and auditors; and
- the 2016 Annual Report,

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

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

The Company will not provide a hard copy of the 2016 Annual Report to Shareholders unless specifically requested to do so. The 2016 Annual Report is available on the Company's website at [www.redstone.com.au](http://www.redstone.com.au).

**Resolutions 1 & 2 – Re-election of Messrs Brett Hodgins and Richard Homsany**

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

Accordingly, Messrs Hodgins and Homsany retire by rotation and, being willing and eligible, offers themselves for re-election.

The experience and qualifications of, and other information about, Messrs Hodgins and Homsany can be found in the 2016 Annual Report.



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

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

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

**General**

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Board or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the 2016 Annual Report.

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

**Voting consequences**

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

If at least 25% of the votes cast on Resolution 3 at the Annual General Meeting are voted against adoption of the Remuneration Report, this will constitute a 'first strike', and if at least 25% of the votes are cast against the 2017 Remuneration Report resolution at the Company's 2017 annual general meeting, constituting a 'second strike', then the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider a Spill Resolution.

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

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

**The Chair intends to vote all undirected proxies in favour of Resolution 3.**

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**Resolution 4: Approval of Issue of Placement Shares**

**ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of shareholders.

Resolution 4 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue and allotment of up to 200,000,000 Shares to sophisticated and professional investors under a proposed private placement (**Placement Shares**).

The Directors are seeking approval for this issue of Placement Shares as it will preserve the Company's ability to issue up to 15% of its issued capital in the next 12 months. That is, the Placement Shares will be not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

**ASX Listing Rule 7.3 Disclosure Requirements**

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

- (a) A maximum of 200,000,000 Placement Shares will be issued.
- (b) The Placement Shares will be issued by no later than 3 months after the date of this Meeting (or such later date as may be approved by ASX).
- (c) The issue price of the Placement Shares will be no less than 80% of the volume weighted average price of Shares on the ASX for the 5 Trading Days immediately before the Placement Shares are issued.
- (e) The identity of the persons to whom the Placement Shares will be issued and allotted is not yet known, however they will be sophisticated and/or professional investors who are not related parties of the Company or their associates.
- (d) The Placement Shares issued will rank equally in all respects with all other ordinary shares in the capital of the Company.
- (f) The funds raised from the Placement Share issue will be used to advance exploration at the Company's flagship Tollu Project, in Western Australia and to provide further working capital.
- (g) Allotment of the Placement Shares will occur progressively.

The Directors recommend that Shareholders vote in favour of Resolution 4 as it allows the Company greater flexibility to issue further securities representing up to 15% of the total number of Shares on issue in any 12 month period pursuant to Listing Rule 7.1 without Shareholder approval.

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### Resolution 5 – Approval of 10% Placement Capacity

#### Background

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an eligible entity to issue equity securities up to 10% of its issued share capital over a 12 month period after the eligible entity's annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an Eligible Entity for the purposes of ASX Listing Rule 7.1A. As at the date of this Notice the market capitalisation of the Company is \$2,934,425.

If Shareholders approve Resolution 5, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in the Summary of ASX Listing Rule 7.1A (b) below).

The effect of Resolution 5 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period of 12 months after the Meeting without subsequent Shareholder approval and without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 5 is a special resolution. Accordingly 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

#### Summary of ASX Listing Rule 7.1A

##### (a) Equity Securities

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities. At the date of this Notice, the Company has two classes of quoted Equity Securities, being its Shares and listed Options (ASX: RDSOA).

##### (b) Formula for calculating 10% Placement Capacity

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

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

Where:

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

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

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(d) less the number of fully paid shares cancelled in the 12 months.

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

D is 10%

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

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

Under ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

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

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

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a)(i) above, the date on which the Equity Securities are issued.

(b) Risk of economic and voting dilution

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

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

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

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

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Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.004 (50% decrease in issue price)	\$0.008 (Issue price)	\$0.016 (50% increase in issue price)
326,047,245 (As at date of Notice)	Shares issued	32,604,725	32,604,725	32,604,725
	Funds Raised	\$130,419	\$260,838	\$521,676
489,070,868 (50% increase)*	Shares issued	48,907,087	48,907,087	48,907,087
	Funds Raised	\$195,628	\$391,257	\$782,513
652,094,490 (100% increase)*	Shares issued	65,209,449	65,209,449	65,209,449
	Funds Raised	\$260,838	\$521,676	\$1,043,351

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

The table above uses the following assumptions:

1. The current Shares on issue are as at the date of the Notice.
2. The issue price set out above is the closing price of the Shares on 14 October 2016 of \$0.008.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity hence the voting dilution is shown in each example as 10%.
4. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own Shareholding depending on their specific circumstances, and if necessary seek advice from their professional advisers.
5. No Options are exercised into Shares before the date of issue of the Equity Securities.
6. The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, and not dilution under the 15% placement capacity under ASX Listing Rule 7.1, under ASX Listing Rule 7.2, or Shareholder approvals under ASX Listing Rule 7.1.
7. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes listed options, it is assumed that those listed options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

Shareholders should note that there is a risk that:

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

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(c) Date of Issue

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

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

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

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for continued exploration expenditure primarily on the Company's flagship Tollar project; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

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

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

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

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

(f) Previous Approval under ASX Listing Rule 7.1A

The Company has previously obtained approval from Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 27 November 2015 (**2015 Previous Approval**), at its annual general meeting held on 28 November 2014 (**2014 Previous Approval**), its annual general meeting held on 29 November 2013 (**2013 Previous**

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**Approval)** and also at its general meeting held on 29 November 2012 (**2012 Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 27 November 2015 the Company did not issue any Equity Securities pursuant to the 2015 Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 27 November 2015, the Company has issued 139,077,855 Shares and 55,631,193 listed Options (ASX: RDSOA), which represent approximately 104.1% of the total diluted number of Equity Securities on issue in the Company on 27 November 2015, which number was 186,969,390.

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

(g) Voting exclusion statement

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder or security holder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

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

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

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

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

#### **Resolution 6 - Approval of Issue and Allotment of Options to Key Consultants and/or Employees**

##### **Background**

The Company is actively engaged in seeking and maintaining professional, corporate and exploration resources which have the potential to increase Shareholder value. It is therefore part of the Company's strategy to offer to key consultants and employees incentives to secure such resources. For this reason the Company seeks approval to issue up to 10,000,000 Options to key consultants and/or employees of the Company.

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

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

- (a) The maximum number of securities to be issued is 10,000,000.

**REDSTONE RESOURCES LIMITED**

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- (b) The Options will be issued no later than 3 months after the date of the Meeting, or such later date as may be approved by ASX.
- (c) The Options will be issued for no cash consideration.
- (d) The names of the current allottees of the Options are currently unknown and will be chosen at the discretion of the Directors, but will not be related parties or their associates.
- (e) The Options will be issued on the terms and conditions and at the time set out in Annexure A.
- (f) No funds will be raised from the issue of the Options.
- (g) The Options will be allotted progressively.

**The Directors recommend that Shareholders vote in favour of Resolution 6.**

**Resolution 7 - Approval of Issue and Allotment of Options to Key Consultants and/or Employees**

**Background**

The Company is actively engaged in seeking and maintaining professional, corporate and exploration resources which have the potential to increase Shareholder value. It is therefore part of the Company's strategy to offer to key consultants and employees incentives to secure such resources. For this reason the Company seeks approval to issue up to 10,000,000 Options to key consultants and/or employees of the Company.

**ASX Listing Rule 7.3 Disclosure Requirements**

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

- (a) The maximum number of securities to be issued is 10,000,000.
- (b) The Options will be issued no later than 3 months after the date of the Meeting, or such later date as may be approved by ASX.
- (c) The Options will be issued for no cash consideration.
- (d) The names of the current allottees of the Options are currently unknown and will be chosen at the discretion of the Directors, but will not be related parties or their associates.
- (e) The Options will be issued on the terms and conditions and at the time set out in Annexure B.
- (f) No funds will be raised from the issue of the Options.
- (g) The Options will be allotted progressively.

**The Directors recommend that Shareholders vote in favour of Resolution 7.**

**Enquiries**

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



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**GLOSSARY**

In this Explanatory Memorandum and Notice of Annual General Meeting:

**2016 Remuneration Report** means that section of the Directors' report contained in the 2016 Annual Report, under the heading 'Remuneration Report', prepared in accordance with Section 300A of the Corporations Act.

**2016 Annual Report** means the annual report of the Company including the reports of the Directors and auditor and the financial statements of the Company for the financial year ended 30 June 2016, which can be downloaded from the Company's website at [www.redstone.com.au](http://www.redstone.com.au).

**\$** means Australian dollars.

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

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

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

**Board** means the board of Directors.

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

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

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

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations that may be made for this purpose.

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

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

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

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

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

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

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**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an equity security.

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

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

**Listed Option** means an Option quoted on the ASX in accordance with the Listing Rules.

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

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

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

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

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

**Remuneration Report** means that section of the Directors' report contained in the 2016 Annual Report, under the heading 'Remuneration Report', prepared in accordance with Section 300A of the Corporations Act.

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

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

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

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

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

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

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

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

Date of Issue	Number of Equity Securities	Class of Securities and summary of terms	Persons to whom the securities were issued	Issue Price of Equity Securities and discount to Market Price <sup>1</sup> on the trading day prior to the issue	Consideration
11/12/15	72,007,774  &  28,803,154	Shares (ASX: RDS)  and  Listed Options (ASX: RDSOA) pursuant to terms of an Entitlement Offer undertaken by the Company, each Listed Option being exercisable at \$0.03 per Option any time on or before 31 July 2017 <sup>2</sup> .	Participants and Underwriter, (being Cardinals Corporate Pty Ltd), to the Entitlement Offer <sup>2</sup> .	\$0.009 per Share with an additional 2:5 attaching Listed Option.  Options issued for nil cash consideration.  50% premium (\$0.003) given the Market Price of the Shares on 11 December 2015 was \$0.006. There was no Market Price for Listed Options (ASX: RDSOA) on 11 December 2015.	Cash consideration of \$648,070.  All cash consideration has been spent on exploration of the Company's Projects and general corporate and administration expenses of the Company <sup>3</sup> .
30/12/15	67,070,081  &  26,828,039	Shares (ASX: RDS)  and  Listed Options (ASX: RDSOA) pursuant to terms of an Entitlement Offer undertaken by the Company, each Listed Option being exercisable at \$0.03 per Option any time on or before 31 July 2017 <sup>2</sup> .	Participants and Underwriter, (being Cardinals Corporate Pty Ltd), to the Entitlement Offer <sup>2</sup> .	\$0.009 per Share with an additional 2:5 attaching Listed Option.  10% discount (\$0.001) given the Market Price of the Shares on 30 December 2015 was \$0.010. There was no Market Price for Listed Options (ASX: RDSOA) on 30 December 2015.	Cash consideration of \$603,631.  All cash consideration has been spent on exploration of the Company's Projects and general corporate and administration expenses of the Company <sup>3</sup> .

**Notes:**

1. **Market Price** means the closing price on ASX on the day prior to issue of the Equity Securities (excluding special crossings, overnight sales and exchange traded option exercises).
2. **Entitlement Offer** refers to a pro-rata non renounceable entitlement issue of three (3) New Shares for every four (4) Shares held, at an issue price of \$0.009 per New Share together with two (2) free attaching Listed Options for every five (5) New Shares issued under the Prospectus dated 4 November 2015, exercisable at \$0.03 on or before 31 July 2017 and as per the terms detailed in the Company's prospectus dated 4 November 2015.
3. Expenditure incurred on the Company's Projects from 27 November 2015 to the date of the Meeting include exploration on the Tollu Project, including RC drilling, Tollu JORC resource delineation and conceptual exploration target upgrade, as well for expenses associated with tenement and access costs required to maintain this tenement holding. General administration costs primarily relate to wages, office costs, share registry fees, ASX fees, other compliance costs and general working capital.

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

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

**1. Entitlement**

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

**2. Exercise Price**

The exercise price of each Option is \$0.02.

**3. Expiry Date**

Each Option has an expiry date being 3 years from the date of grant.

**4. Exercise Period**

Each Option is exercisable at any time on or before the date being three years from the date of grant.

**5. Notice of Exercise**

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

**6. Timing of issue of Shares**

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

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

**7. Shares issued on exercise**

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

**8. Quotation of Shares on exercise**

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

**9. Participation in new issues**

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

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

**10. Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

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

#### 11. Adjustment for rights issue

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

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

O = the old Exercise Price of the Option.

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

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

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

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

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

#### 12. Adjustments for reorganisation

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

#### 13. Lodgement Instructions

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

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**Annexure B – Terms and Conditions of Options**

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

**1. Entitlement**

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

**2. Exercise Price**

The exercise price of each Option is \$0.015.

**3. Expiry Date**

Each Option has an expiry date being 3 years from the date of grant.

**4. Exercise Period**

Each Option is exercisable at any time on or before the date being three years from the date of grant.

**5. Notice of Exercise**

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

**6. Timing of issue of Shares**

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

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

**7. Shares issued on exercise**

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

**8. Quotation of Shares on exercise**

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

**9. Participation in new issues**

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

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

**10. Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

## REDSTONE RESOURCES LIMITED

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

#### 11. Adjustment for rights issue

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

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

O = the old Exercise Price of the Option.

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

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

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

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

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

#### 12. Adjustments for reorganisation

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

#### 13. Lodgement Instructions

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

## PROXY FORM

APPOINTMENT OF PROXY  
Redstone Resources Limited  
ACN 090 169 154 (Company)

ALL CORRESPONDENCE TO:  
PO BOX 8646  
PERTH BUSINESS CENTRE WA 6849  
RETURN FAX: + 61 8 9328 2660

### ANNUAL GENERAL MEETING

I/We

of

being a member of Redstone Resources Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR ☐ the Chair as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws, as the proxy sees fit, at the Annual General Meeting to be held at Country Women's Association of WA (Inc) House, 1176 Hay Street, West Perth Western Australia, at 11.00am Western Standard Time on Tuesday, 29 November 2016, and at any adjournment thereof.

**I/we acknowledge that the Chair intends to vote all undirected/available proxies in favour of Resolutions 1 through to 7 (inclusive).**

#### Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Re-election of Mr Brett Hodgins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Richard Homsany	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Issue and Allotment of Options to Key Consultants and/or Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Issue and Allotment of Options to Key Consultants and/or Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## PROXY FORM

If two proxies are being appointed, the proportion or number of voting rights this proxy represents is \_\_\_\_\_

*Continued overleaf*



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### Important for Resolution 3

Where I/we have appointed the Chair as my/our proxy or the Chair becomes my/our proxy by default, I/we expressly authorise the Chair to exercise my/our proxy in respect of Resolution 3 (except where I/we have indicated a different voting intention above) and acknowledge that the Chair may exercise my/our proxy even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Signature of Member(s): \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: \_\_\_\_\_ Contact Ph (daytime): \_\_\_\_\_

#### Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A Shareholder entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion or number of the Shareholder's voting rights. If a Shareholder appoints two proxies and the appointment does not specify this proportion or number, each proxy may exercise half the votes. Fractions will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to Vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Proxy Voting):** Sections 250BB and 250BC of the Corporations Act broadly provide that:
  - if proxy holders vote, they must cast all directed proxies as directed; and
  - any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

#### *Proxy vote if appointment specifies way to vote*

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the Chair – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

*Instructions for Completing 'Appointment of Proxy' Form continued on next page*

If a proxy is also a Shareholder, the proxy can cast any votes the proxy holds as a Shareholder in any way that the proxy sees fit.

***Transfer of non-Chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of Shareholders; and
- the appointed proxy is not the Chair; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - o the proxy is not recorded as attending the meeting;
  - o the proxy does not vote on the resolution,

the Chair is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

4. **(Signing Instructions):**

- **(Individual):** Where the holding is in one name, the Shareholder must sign.
- **(Joint Holding):** Where the holding is in more than one name, all of the Shareholders should sign.
- **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

5. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Annual General Meeting.

6. **(Return of Proxy Form):** To vote by proxy, please complete and sign the Proxy Form enclosed and either:

- (a) deliver the Proxy Form by hand to the Company's registered office at 60 Havelock Street, West Perth WA 6005;
- (b) send the Proxy Form by post to Redstone Resources Limited, PO Box 8646, Perth Business Centre, Western Australia, 6849;
- (c) send the Proxy Form by facsimile to the Company on facsimile number (08) 9328 2660 (International: + (61 8) 9328 2660); or
- (d) return the Proxy Form using the enclosed Reply Paid envelope,

so that it is received not later than 11.00am WST on 27 November 2016.

**Proxy forms received later than this time will be invalid.**