

12 October 2009

Company Announcements
Australian Stock Exchange Limited
20 Bond Street
SYDNEY NSW 2000

ASX Code: SHE

RESULTS OF GENERAL MEETING OF SHAREHOLDERS

In accordance with Listing Rule 3.13.2, Stonehenge Metals Limited (ASX Code SHE) advises that the resolution contained in the Notice of General Meeting dated 12 October 2009 were passed by the requisite majority of security holders.

All resolutions were decided on a show of hands.

The information required by section 251AA(2) of the Corporations Act 2001 (Cth) in respect of each resolution passed at the meeting is set out below.

1. RESOLUTION 1 – RATIFICATION OF SHARE ISSUE

It was resolved as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the Company to ratify the allotment and issue of 8,400,000 Shares on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	48,810,266	999,691	0	1,925,916	51,735,873

2. RESOLUTION 2 – APPROVAL FOR SHARE ISSUE

It was resolved as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 50,000,000 Shares at an issue price of \$0.015 per Share and otherwise on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	48,711,266	1,098,691	0	1,925,916	51,735,873

3. RESOLUTION 3 – FUTURE ISSUE OF SECURITIES

It was resolved as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Company to allot and issue up to 50,000,000 fully paid ordinary shares in the capital of the Company at an issue price which is at least 80% of the average market price for the Company’s shares on the ASX over the 5 trading days (on which sales were recorded) preceding the date on which the issue is made (or if issued pursuant to a disclosure document, over the last 5 trading days on which sales were recorded before the date of the disclosure document) and otherwise on the terms and conditions set out in the Explanatory Statement .”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	48,546,266	1,109,691	0	1,939,916	51,595,873

4. RESOLUTION 4 – ISSUE OF SHARES TO DIRECTOR – MR BRUCE LANE

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 208 of the Corporation Act, ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to allot and issue 1,500,000 Shares to Bruce Lane (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	47,952,086	1,777,871	0	1,925,916	51,655,873

5. RESOLUTION 5 – ISSUE OF OPTIONS TO DIRECTOR – MR BRUCE LANE

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 208 of the Corporation Act, ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to allot and issue 1,500,000 Options to Bruce Lane (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	48,002,086	1,697,871	0	1,913,916	51,613,873

6. RESOLUTION 6 – ISSUE OF OPTIONS TO DIRECTOR – MR BEVAN TARRATT

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 208 of the Corporation Act, ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to allot and issue 1,500,000 Options to Bevan Tarratt (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	48,008,786	1,697,871	0	1,919,216	51,625,873

7. RESOLUTION 7 – ISSUE OF OPTIONS TO DIRECTOR – MR WARREN STAUDE

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 208 of the Corporation Act, ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to allot and issue 1,500,000 Options to Warren Staude (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	48,002,086	1,697,871	0	151,925	49,851,882

8. RESOLUTION 8 – APPROVAL OF NEW ISSUE OF OPTIONS

It was resolved as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 12,014,324 options to acquire fully paid ordinary shares (exercisable at 10 cents each on or before 31 December 2012) at an issue price of \$0.0025 per option on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	48,441,666	1,252,291	0	1,925,916	51,619,873

9. RESOLUTION 9 – DIRECTOR PARTICIPATION IN PLACEMENT – MR BRUCE LANE

It was resolved as an **ordinary resolution**:

“That, subject to the passing of Resolutions 2 and 3 (inclusive), and for the purposes of ASX Listing Rule 10.11 and Section 208 of the Corporations Act, and for all other purposes, approval is given for Mr Bruce Lane (or his nominee), being a Director of the Company, to participate in the issue of Shares pursuant to Resolutions 2 and 3 (inclusive) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	48,283,766	1,376,191	0	1,925,916	51,585,873

10. RESOLUTION 10 – DIRECTOR PARTICIPATION IN PLACEMENT – MR BEVAN TARRATT

It was resolved as an **ordinary resolution**:

“That, subject to the passing of Resolutions 2 and 3 (inclusive), and for the purposes of ASX Listing Rule 10.11 and Section 208 of the Corporations Act, and for all other purposes, approval is given for Mr Bevan Tarratt (or his nominee), being a Director of the Company, to participate in the issue of Shares pursuant to Resolutions 2 and 3 (inclusive) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	48,283,766	1,376,191	0	1,925,916	51,585,873

11. RESOLUTION 11 – DIRECTOR PARTICIPATION IN PLACEMENT – MR WARREN STAUDE

It was resolved as an **ordinary resolution**:

“That, subject to the passing of Resolutions 2 and 3 (inclusive), and for the purposes of ASX Listing Rule 10.11 and Section 208 of the Corporations Act, and for all other purposes, approval is given for Mr Warren Staude (or his nominee), being a Director of the Company, to participate in the issue of Shares pursuant to Resolutions 2 and 3 (inclusive) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	48,283,766	1,376,191	0	139,925	49,799,882



Jay Stephenson
COMPANY SECRETARY