



30 November 2010

**ASX ANNOUNCEMENT**

**ASX Code: SHE**

## RESULTS OF ANNUAL 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 Annual General Meeting date 27 October 2010 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 – ADOPTION OF THE REMUNERATION REPORT

It was resolved as a **non-binding resolution**:

*“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the year ended 30 June 2010.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	36,907,579	16,772,667	30,000	223,320	53,933,566

### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR WARREN STAUDE

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

*“That, for all purposes, Mr Warren Staude, a director of the Company who retires by rotation in accordance with clause 11.3 of the Constitution and, being eligible, is re-elected as a Director of the Company.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	53,679,246	31,000	0	223,320	53,933,566

### 3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR RICHARD HENNING

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

*“That, for all purposes, Mr Richard Henning, a director of the Company who retires in accordance with clause 11.12 of the Constitution and, being eligible, is re-elected as a Director of the Company.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	53,679,246	31,000	0	223,320	53,933,566

### 4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR SIMON FLEMING

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

*“That, for all purposes, Mr Simon Fleming, a director of the Company who retires in accordance with clause 11.12 of the Constitution and, being eligible, is re-elected as a Director of the Company.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	53,679,246	31,000	0	223,320	53,933,566

### 5. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR ROBERT CLEARY

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

*“That, for all purposes, Mr Robert Cleary, a director of the Company who retires by rotation in accordance with clause 11.12 of the Constitution and, being eligible, is re-elected as a Director of the Company.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	53,679,246	31,000	0	223,320	53,933,566

### 6. RESOLUTION 6 – APPROVAL OF EMPLOYEE SHARE PLAN

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

*“That, for the purposes of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given for the Directors to issue Shares pursuant to the “Stonehenge Metals Limited Employee Share Plan” (**Employee Share Plan or ESP**) in accordance with the terms and conditions of the Employee Share Plan, a summary of which is set out in the Explanatory Statement.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	33,128,911	16,761,667	3,819,668	223,320	53,933,566

**7. RESOLUTION 7 – APPROVAL OF ISSUE OF SHARE TO DIRECTOR UNDER EMPLOYEE SHARE PLAN – MR WARREN STAUDE**

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to issue up to 1,500,000 Shares to Mr Warren Staude pursuant to the Employee Share Plan in accordance with the terms and conditions of the Employee Share Plan, a summary of which is set out in the Explanatory Statement.”*

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy Discretion</b>	<b>Total</b>
Total number of proxy votes exercisable by all proxies validly appointed	36,861,462	16,823,856	24,925	223,320	53,933,566

**8. RESOLUTION 8 – APPROVAL OF ISSUE OF SHARE TO DIRECTOR UNDER EMPLOYEE SHARE PLAN – MR SIMON FLEMING**

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to issue up to 3,500,000 Shares to Mr Simon Fleming pursuant to the Employee Share Plan in accordance with the terms and conditions of the Employee Share Plan, a summary of which is set out in the Explanatory Statement.”*

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy Discretion</b>	<b>Total</b>
Total number of proxy votes exercisable by all proxies validly appointed	36,861,462	16,823,859	24,925	223,320	53,933,566

**9. RESOLUTION 9 – APPROVAL OF ISSUE OF SHARE TO DIRECTOR UNDER EMPLOYEE SHARE PLAN – MR ROBERT CLEARY**

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to issue up to 500,000 Shares to Mr Robert Cleary pursuant to the Employee Share Plan in accordance with the terms and conditions of the Employee Share Plan, a summary of which is set out in the Explanatory Statement.”*

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy Discretion</b>	<b>Total</b>
Total number of proxy votes exercisable by all proxies validly appointed	36,861,462	16,823,859	24,925	223,320	53,933,566



Jay Stephenson  
**COMPANY SECRETARY**