



31 March 2011

**ASX ANNOUNCEMENT**

**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 date 21 February 2011 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 – APPROVAL OF ISSUE OF SHARES 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	51,757,950	16,905,267	28,000	40,000	68,731,217

**2. RESOLUTION 2 – APPROVAL OF ISSUE OF SHARES TO DIRECTOR UNDER EMPLOYEE SHARE PLAN – MR BEVAN TARRATT**

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 1,000,000 Shares to Mr Bevan Tarratt 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	42,147,950	16,905,267	9,638,000	40,000	68,731,217

**3. RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES TO DIRECTOR UNDER EMPLOYEE SHARE PLAN – MR RICHARD HENNING**

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 1,750,000 Shares to Mr Richard Henning 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	51,757,950	16,905,267	28,000	40,000	68,731,217

**4. RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES 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 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	51,757,950	16,905,267	28,000	40,000	68,731,217



Jay Stephenson  
**COMPANY SECRETARY**