



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  
Wednesday, 29 November 2023 at 11.00am (WST) at  
Galan Lithium Limited  
Level 1/50 Kings Park Road  
West 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 is given that an Annual General Meeting of Redstone Resources Limited will be held at the office of Galan Lithium Ltd, Level 1/50 Kings Park Road, West Perth Western Australia, at 11.00am WST on Wednesday, 29 November 2023.

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.

In accordance with the *Corporations Amendment (Meetings & Documents) Act 2022* (Cth) the Company will not be dispatching physical copies of the Notice. Instead, the Notice is being made available to Shareholders electronically and can be viewed and/or downloaded online on the ASX Company Announcements Platform <https://www2.asx.com.au/markets/trade-our-cash-market/announcements> and enter 'RDS' at the prompt or on the Company's website at <http://www.redstone.com.au/investors/asx-announcements>.

## **AGENDA**

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

To receive and consider the 2023 Annual Report and the reports of the Directors and the auditor to the Company thereon.

### **Resolution 1 – Re-election of Mr Edward van Heemst**

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

*"That Mr Edward van Heemst, being a Director who retires in accordance with the Constitution, ASX Listing Rule 14.4 and for all other purposes, and, being willing and eligible for re-election, is hereby re-elected as a Director."*

### **Resolution 2 – Re-election of Mr Brett Hodgins**

To consider and if thought fit, 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, ASX Listing Rule 14.4 and for all other purposes, 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, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2023."*

**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 a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

However, a person described above (the "voter") 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:

- (a) the voter is appointed as a proxy appointed by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) 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 though this 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 – Ratification of Previous Issue of Attwood Lake Vendor Shares – Attwood Lake Lithium Project**

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

*"That under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify and approve the issue by the Company of 5,064,046 Attwood Lake Vendor Shares 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 7.4, the Company will disregard any votes cast in favour on this Resolution by or on behalf of the Attwood Lake Vendors and any person who participated in the issue of Attwood Lake Vendor Shares or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Resolution 5 – Ratification of Previous Issue of Radisson East and Sakami Vendor Shares – Radisson East and Sakami Lithium Projects**

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

*"That under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the issue and allotment by the Company of 25,000,000 Radisson East and Sakami Vendor Shares 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 7.4, the Company will disregard any votes cast in favour on this Resolution by or on behalf of the James Bay Vendors and any person who participated in the issue of the Radisson East and Sakami Vendor Shares or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

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- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Resolution 6 – Ratification of Previous Issue of Placement Shares Pursuant to ASX LR 7.1**

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

*"That under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify and approve the issue by the Company of 29,316,761 Placement Shares 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 7.4, the Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who participated in the issue of Placement Shares or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Resolution 7 – Ratification of Previous Issue of Placement Shares Pursuant to ASX LR 7.1A**

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

*"That under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify and approve the issue by the Company of 73,683,239 Placement Shares 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 7.4, the Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who participated in the issue of Placement Shares or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

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**Resolution 8 – Approval for Issue of Placement Options**

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

*"That under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders hereby ratify and approve the issue by the Company of up to 34,333,334 free attaching Placement Options on the terms and conditions and in the manner described in the Explanatory Memorandum.*

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 7.1, the Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Resolution 9 – Approval for Issue of Placement Options to GBA Capital**

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

*"That under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 1,500,000 Placement Options to GBA Capital Pty Ltd (and/or its nominee(s)) 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 in favour on this Resolution by or on behalf of GBA Capital Pty Ltd and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

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**Resolution 10 – Approval of Director Participation in Placement – Mr Richard Homsany**

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

*"That under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 12,500,000 Placement Shares and 4,166,667 free attaching Placement Options to Mr Richard Homsany, a Director (and/or his nominee(s), 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 10.11, the Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Richard Homsany (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Resolution 11 – Approval of Director Participation in Placement – Mr Edward van Heemst**

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

*"That under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 12,500,000 Placement Shares and 4,166,667 free attaching Placement Options to Mr Edward van Heemst, a Director (and/or his nominee(s) 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 10.11, the Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Edward van Heemst (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

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**Resolution 12 – Approval for Issue of Shares to Galan Lithium (ASX: GLN) – James Bay Projects Joint Venture**

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

*"That under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment by the Company of up to 50,000,000 Shares to Galan Lithium Limited (and/or its nominee(s)), 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 in favour on this Resolution by or on behalf of Galan Lithium Limited (and/or its nominee(s)) or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Resolution 13 – Approval for Issue of Shares to Galan Lithium (ASX: GLN) – Ontario Projects Option Joint Venture**

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

*"That under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve, subject to the exercise by the Company of the Ontario Sale Assets Option, the issue and allotment by the Company of up to 20,000,000 Shares to Galan Lithium Limited (and/or its nominee(s)), 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 in favour on this Resolution by or on behalf of Galan Lithium Ltd (and/or its nominee(s)) or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

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**Resolution 14 – 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, under and for the purposes 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**

The Company will disregard any votes cast in favour on this Resolution, if at the time the approval is sought the Company is proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A.2, by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Resolution 15 – Approval of the Issue of Annexure B Options to a Director, Mr Richard Homsany**

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

*"That under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 10,000,000 Annexure B Options to Mr Richard Homsany, a Director (and/or his nominee(s)) as set out, on the terms and conditions and in the manner described in the Explanatory Memorandum."*

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 10.11, the Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Richard Homsany (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the members of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

However, a person described above (the "voter") 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:



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- (a) the voter is appointed as a proxy appointed by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) 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 though this 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 16 – Approval of the Issue of Annexure B Options to a Director, Mr Edward van Heemst**

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

*"That under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 5,000,000 Annexure B Options to Mr Edward van Heemst, a Director (and/or his nominee(s)) as set out, on the terms and conditions and in the manner described in the Explanatory Memorandum."*

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 10.11, the Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Edward van Heemst (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

However, a person described above (the "voter") 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:

- (a) the voter is appointed as a proxy appointed by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) 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 though this 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.

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**Resolution 17 – Approval of the Issue of Annexure B Options to a Director, Mr Brett Hodgins**

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

*"That under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 5,000,000 Annexure B Options to Mr Brett Hodgins, a Director (and/or his nominee(s)) as set out, on the terms and conditions and in the manner described in the Explanatory Memorandum."*

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 10.11, the Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Brett Hodgins (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

However, a person described above (the "voter") 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:

- (a) the voter is appointed as a proxy appointed by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) 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 though this 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 18 – Approval of the Issue of Annexure B Options to Key Consultants and/or Employees**

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

*"That under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 7,000,000 Annexure B Options to key consultants and/or employees as set out, on the terms and conditions and in the manner described in the Explanatory Memorandum."*

**Voting Exclusion Statement**

For the purposes of ASX Listing Rule 7.1, the Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

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However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**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 2023

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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 11.00am (WST) on 27 November 2023 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.

### **Voting**

Shareholders are encouraged to vote by voting online or by completing a Proxy Form.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by Shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions provided below.

### **Voting in Person**

To vote in person attend the Meeting at the time, date and place set out in this Notice.

### **Voting by Proxy**

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:

- online vote at [www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login); or
- email to [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au); or
- in person to Advanced Share Registry Limited, 110 Stirling Hwy, Nedlands WA 6009; or
- post to Advanced Share Registry Limited, PO Box 1156, Nedlands, WA 6909; or 110 Stirling Hwy, Nedlands WA 6009; or
- facsimile to Advanced Share Registry Limited on facsimile number (08) 6370 4203 (International: + (61 8) 6370 4203); or

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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**Undirected and Directed Proxies**

**The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on each Resolution.**

The Company will not disregard any votes cast on a Resolution by a person if the person is the Chair voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy.

If you intend to appoint the Chair as your proxy, you can direct him how to vote by marking the boxes for each Resolution (for example, if you wish to vote "For", "Against" or "Abstain"). If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions, by signing and returning the Proxy Form you are considered to have provided the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected, directly or indirectly, with the remuneration of a member of the Key Management Personnel of the Company.

If you intend to appoint a Director (other than the Chair) or another member of the Key Management Personnel, or their Closely Related Parties as your proxy, you must specify how they should vote on Resolutions 3, 15, 16 and 17 by marking the appropriate box. If you don't, your proxy will not be able to exercise your vote for Resolutions 3, 15, 16 and 17. If the Chair is your proxy (or if they are appointed by default) but you do not direct them how to vote on a Resolution (that is, you do not mark any of the boxes "For", "Against" or "Abstain" opposite that Resolution), the Chair may then vote as they see fit on that Resolution.

If you mark more than one box on an item your vote will be invalid on that item.

In accordance with the Corporations Act, any directed proxies that are not voted on a poll at the meeting will automatically default to the Chair, who is required to vote proxies as directed.

**It is the Chair's intention to vote all undirected proxies in favour of all Resolutions including Resolutions 3, 15, 16 and 17.**

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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 Annual General Meeting to be held on Wednesday, 29 November 2023.

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**

### **1. Financial Report, Directors' and Auditor's Report**

The Corporations Act requires:

- the reports of the Directors and auditors; and
- the 2023 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 2023 Annual Report to Shareholders unless specifically requested to do so. The 2023 Annual Report is available on the Company's website at [www.redstone.com.au](http://www.redstone.com.au).

### **2. Resolutions 1 & 2 – Re-election of Messrs Edward van Heemst and Brett Hodgins**

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 (j) of the Constitution.

ASX Listing Rule 14.4 provides that other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

Accordingly, Messrs van Heemst and Hodgins retire by rotation and, being willing and eligible, offer themselves for re-election.

The experience and qualifications of, and other information about, Messrs van Heemst and Hodgins can be found in the 2023 Annual Report.

### **Directors' Recommendation**

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

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

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### **3. 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 2023 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 2024 Remuneration Report resolution at the Company's 2024 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.

#### **Directors' Recommendation**

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

### **4. Resolution 4 - Ratification of Previous Issue of Attwood Lake Vendor Shares**

#### **4.1. Background**

On 4 May 2023 the Company announced that it had entered into an option agreement (the **Attwood Lake Option Agreement**) to acquire a 100% legal and beneficial interest in the Attwood Lake Lithium Project (the **Attwood Lake Project**) located in northwestern Ontario, Canada.

Upon execution of the Option Agreement Redstone was required to pay the vendors of the Project (**Attwood Lake Vendors**) an Initial Payment of C\$30,000 in cash and C\$50,000 worth of Shares (**Attwood Lake Vendor Shares**) based on the 5-day VWAP Share price preceding the date of the signing of the Option Agreement.

Accordingly, 5,046,064 Attwood Lake Vendor Shares were issued pursuant to ASX Listing Rule 7.1 on 5 May 2023 (**Issue Date**) to the Attwood Lake Vendors at a deemed issue price of \$0.0109 per Share, representing the 5-day VWAP of the Company's Shares prior to issue.

#### **Material Terms of the Attwood Lake Option Agreement**

- Upon signing the Attwood Lake Option Agreement, a payment of CAD30,000 in cash and CAD50,000 worth of Shares based on the 5 day VWAP Share price preceding the date of the signing of the Attwood Lake Option Agreement (the Initial Payment). The Company had paid an initial CAD6,000 exclusivity payment which has been applied against the Initial Payment.

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- On the date that is 30 days from the date of signing the Attwood Lake Option Agreement, an additional cash payment of CAD20,000 (the Second Payment).
- On the 1st anniversary of the date of signing the Attwood Lake Option Agreement, an additional CAD\$50,000 cash payment and CAD50,000 of Shares based on the 5 day VWAP Share price preceding the 1st anniversary of the date of signing the Attwood Lake Option Agreement to be issued to the Attwood Lake Vendors;
- On the 2nd anniversary of the date of signing the Attwood Lake Option Agreement an additional CAD50,000 cash payment and CAD50,000 of Shares based on the 5 day VWAP Share price preceding the 2nd anniversary of the date of signing the Attwood Lake Option Agreement to be issued to the Attwood Lake Vendors.
- A 1.5% Net Smelter Returns Royalty.

The exercise of the option is subject to customary terms and conditions.

If the Attwood Lake Option Agreement is terminated by the Company, then except for the Initial Payment and the Second Payment, the Company will not have any obligation to incur any additional Share issues or cash payments to the Vendors pursuant to the Attwood Lake Option Agreement. The Vendors will retain all Shares issued, and cash payments made to them, and the Company will not retain any interest in the Attwood Lake Project.

Upon completion of the total payments above, Redstone will acquire a 100% ownership interest in the Attwood Lake Project, when 100% legal and beneficial interest in the Project tenements will be transferred to Redstone. The Company shall also have the right at any time to acquire back from the Vendors a 0.5% net smelter return royalty (one-third of the Net Smelter Returns Royalty) by a one-off payment of CAD600,000.

The ratification of the issue of these 5,046,064 Attwood Lake Vendor Shares comprising part of the Initial Payment is sought under Resolution 4 in accordance with the requirements of ASX Listing Rule 7.4.

#### **4.2. ASX Listing Rule 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15 % of the fully paid ordinary securities it had on issue at the start of that period.

The Issue of the Attwood Lake Vendor Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if Shareholders subsequently approve it and the issue did not breach Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end Resolution 4 seeks Shareholder approval for the issue of the 5,046,064 Attwood Lake Vendor Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 4 is passed, the issue of 5,046,064 Attwood Lake Vendor Shares will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1 effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 4 is not passed, the issue of 5,064,046 Attwood Lake Vendor Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the Issue date.

#### **4.3. ASX Listing Rule Disclosure Requirements**

The following information is provided for the purpose of ASX Listing Rule 7.5:

- (a) Number and class of securities issued  
Attwood Lake Vendor Shares – 5,064,046 fully paid ordinary shares



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- (b) The price or other consideration the entity has received or will receive for the issue
- The Attwood Lake Vendor Shares were issued in accordance with the terms of the Attwood Lake Option Agreement dated 3 May 2023 in return for an exclusive option to acquire a 100% legal and beneficial interest in the Attwood Lake Project. The Shares were issued at a deemed issue price of \$0.0109 per Share being the 5-day VWAP prior to the date of issue on 5 May 2023.
- (c) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities
- The Attwood Lake Vendor Shares are fully paid ordinary shares and rank pari passu in all respects with the Company's other Shares on issue and are listed on the ASX.
- (d) The name of the persons to whom Redstone issued the securities or the basis on which those persons were identified or selected
- The Attwood Lake Vendor Shares were issued to the vendors of the Attwood Lake Project dated 3 May 2023. None of the persons to whom the Shares the subject of Resolution 4 were issued were related parties of the Company or their associates.
- (e) The date or dates on which the securities were issued
- The Attwood Lake Vendor Shares were issued on 5 May 2023.
- (f) The purpose of the issue, including the use (or intended use) of funds raised
- Pursuant to the terms of the Attwood Lake Option Agreement dated 3 May 2023 the purpose of the issue of the Vendor Shares was to enable Redstone to enter into an option agreement to acquire a 100% legal and beneficial interest in the Attwood Lake Project.
- (a) If the securities are being issued under an agreement, a summary of any other material terms of the agreement
- Refer Section 4.1 above.

**Directors' Recommendation**

The Board recommends Shareholders vote in favour of Resolution 4 as it allows the Company greater flexibility to issue further Securities representing up to 15% (under ASX Listing Rule 7.1) of the total number of Shares on issue in any 12 month period without Shareholder approval.

**5. Resolution 5 - Ratification of Previous Issue of Radisson East and Sakami Vendor Shares**

**5.1. Background**

On 10 July 2023 the Company announced that it had entered into an Option Agreement to acquire a 100% legal and beneficial interest in the Radisson East and Sakami Lithium Projects (the **Radisson East and Sakami Projects**) located in the James Bay region, Quebec, Canada.

Upon execution of the Option Agreement (the **Option Agreement**) Redstone was required to pay the vendors of the project (**Radisson East and Sakami Vendors**) an Initial Payment of 25,000,000 Shares (**Radisson East and Sakami Vendor Shares**).

Accordingly, 25,000,000 Radisson East and Sakami Vendor Shares were issued pursuant to ASX Listing Rule 7.1 on 10 July 2023 (**Issue Date**) to the Radisson East and Sakami Vendors. The Market Price of the Shares on the Issue Date was \$0.008.

**Material Terms of the Radisson East and Sakami Projects Option Agreement**

- Upon signing the Option Agreement, 25,000,000 Shares to be issued to the Optionor and other named persons (the Holders) (being the Initial Payment). The Optionor will also enter into, and must procure each of the other Holders to enter into, an escrow agreement in respect of at least 50% of the Shares comprising the Initial Payment for a period of six (6) months from the date of issue of the Escrowed Shares.

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- On the date that is 45 days from the date of signing the Option Agreement, a cash payment of A\$75,000 (the Second Payment).
- On the 1st anniversary of the date of signing the Option Agreement, A\$250,000 worth of Shares based on the 5 day VWAP Share price preceding the 1st anniversary of the date of signing this Option Agreement to be issued to the Optionor and Holders;
- On the 2nd anniversary of the date of signing the Option Agreement an additional A\$250,000 worth of Shares based on the 5 day VWAP Share price preceding the 2nd anniversary of the date of signing this Option Agreement to be issued to the Optionor and Holders.

The exercise of the option is subject to customary terms and conditions.

If the Option Agreement is terminated by the Company then, except for the Initial Payment and the Second Payment, the Company will not have any obligation to incur any additional Share issues to the Optionor and Holders pursuant to the Option Agreement. Upon completion of the total payments above, Redstone will acquire a 100% ownership interest in the Radisson East and Sakami Projects, when 100% legal and beneficial interest in the project tenements will be transferred to Redstone.

The ratification of the issue of the 25,000,000 Radisson East and Sakami Vendor Shares comprising the Initial Payment is sought under Resolution 5 in accordance with the requirements of ASX Listing Rule 7.4.

## **5.2. ASX Listing Rule 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15 % of the fully paid ordinary securities it had on issue at the start of that period.

The Issue of the Radisson East and Sakami Vendor Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if Shareholders subsequently approve it and the issue did not breach Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end Resolution 5 seeks Shareholder approval for the issue of the 25,000,000 Radisson East and Sakami Vendor Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 5 is passed, the issue of 25,000,000 Radisson East and Sakami Vendor Shares will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1 effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 5 is not passed, the issue of 25,000,000 Radisson East and Sakami Vendor Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the Issue date.

## **5.3. ASX Listing Rule Disclosure Requirements**

The following information is provided for the purpose of ASX Listing Rule 7.5:

- (b) Number and class of securities issued  
Radisson East and Sakami Vendor Shares – 25,000,000 fully paid ordinary shares
- (c) The price or other consideration the entity has received or will receive for the issue

The Radisson East and Sakami Vendor Shares were issued in accordance with the terms of the Radisson East and Sakami Lithium Project Option Agreement dated 7 July 2023 in return for an exclusive option to acquire a 100% legal and beneficial interest in the Radisson East and Sakami Projects. The Shares were issued at a deemed issue price of \$0.008 per Share being the Market Price on the Issue Date of 10 July 2023.

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- (d) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities
- The Radisson East and Sakami Vendor Shares are fully paid ordinary shares and rank pari passu in all respects with the Company's other Shares on issue and are listed on the ASX.
- (e) The name of the persons to whom Redstone issued the securities or the basis on which those persons were identified or selected
- The Radisson East and Sakami Vendor Shares were issued to the vendors of the Radisson East and Sakami Projects per the Radisson East and Sakami Lithium Project Option Agreement dated 7 July 2023. None of the persons to whom the Shares the subject of Resolution 5 were issued were related parties of the Company or their associates.
- (f) The date or dates on which the securities were issued
- The Radisson East and Sakami Vendor Shares were issued on 10 July 2023.
- (g) The purpose of the issue, including the use (or intended use) of funds raised
- Pursuant to the terms of the Radisson East and Sakami Option Agreement dated 7 July 2023 the purpose of the issue of the Radisson East and Sakami Vendor Shares was to enable Redstone to enter into an Option Agreement to acquire a 100% legal and beneficial interest in the Radisson East and Sakami Lithium Projects.
- (h) If the securities are being issued under an agreement, a summary of any other material terms of the agreement
- Refer Section 5.1 above.

**Directors' Recommendation**

The Board recommends Shareholders vote in favour of Resolution 5 as it allows the Company greater flexibility to issue further Securities representing up to 15% (under ASX Listing Rule 7.1) of the total number of Shares on issue in any 12 month period without Shareholder approval.

**6. Resolutions 6 and 7 - Ratification of Previous Issue of Placement Shares**

**6.1. Background**

On 4 May 2023 the Company announced a placement for the issue of Shares (**Placement Shares**) at an issue price of \$0.010 per Placement Share, and a one (1) for three (3) free attaching unlisted \$0.025 option expiring on 31 December 2025 (**Placement Options**), to raise gross proceeds of up to \$1,280,000 (the **Placement**).

The announcement also stated that all Directors would participate in the Placement for up to \$250,000 (before costs). The issue of any Placement Shares and Placement Options to any of the Directors and/or their nominee(s) is dependent on the Company obtaining Shareholder approval, which Shareholder approval is the subject of Resolutions 10 and 11.

87,000,000 and 16,000,000 Placement Shares were issued on 5 May 2023 and 26 June 2023 respectively (**Issue Dates**) pursuant to existing ASX Listing Rule 7.1A and ASX Listing 7.1A capacity, for a total 103,000,000 Placement Shares issued. Of the total 103,000,000 Placement Shares issued, 78,683,239 Placement Shares were issued pursuant to ASX Listing Rule 7.1A. and 29,316,761 Placement Shares were issued pursuant to ASX Listing Rule 7.1.

Ratification of the 29,316,761 Placement Shares and 78,683,239 Placement Shares are being sought under Resolutions 6 and 7 respectively, and in accordance with the requirements of ASX Listing Rule 7.4.

Approval for the issue of 34,333,334 free attaching Placement Options under the Placement is the subject of Resolution 8.

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**6.2. Resolution 6 - ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15 % of the fully paid ordinary securities it had on issue at the start of that period.

The Issue of 29,316,761 Placement Shares on the Issue Dates does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Dates.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 and will be treated as having been made with Shareholder approval for the purposes of those Listing Rules if Shareholders subsequently approve it and the issue did not breach Listing Rules 7.1, and so does not reduce Redstone's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

By ratifying the issue of the 29,316,761 Placement Shares the subject of Resolution 6, the Company will retain the flexibility to issue up to the 15% annual placement capacity in relation to the 29,316, 761 Placement Shares issued pursuant to ASX Listing Rule 7.1.

**6.3. Resolution 7 - ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A provides that in addition to securities permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid, a number of quoted securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

(a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and

(b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

The Company obtained approval to utilise the additional 10% placement capacity under ASX Listing Rule 7.1A at the annual general meeting held on 28 November 2022.

By ratifying the issue of the 73,683,269 Placement Share pursuant to ASX Listing Rule 7.1A, the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number, which in turn will allow a proportionately higher number of securities to be issued without prior shareholder approval.

**6.4. ASX Listing Rule 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rules 7.1 and 7.1A limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15 % and 10% respectively of the fully paid ordinary securities it had on issue at the start of that period.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rules 7.1 and 7.1A will be treated as having been made with Shareholder approval for the purposes of those Listing Rules if Shareholders subsequently approve it and the issue did not breach Listing Rules 7.1 and 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly,

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Resolutions 6 and 7 seek Shareholder approval for the issue of the 29,316,261 Placement Shares and 73,683,269 Placement Shares issued pursuant to ASX Listing Rule 7.1 and 7.1A respectively, under and for the purposes of ASX Listing Rule 7.4.

If Resolutions 6 and 7 are passed, the issue of the total 103,000,000 Placement Shares on the Issue Dates will be excluded in calculating the Company's combined 25% limit under ASX Listing Rules 7.1 and 7.1A effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Dates.

If Resolutions 6 and 7 are not passed, the issue of the total 103,000,000 Placement Shares on the Issue Dates will be included in calculating the Company's 15% and 10% limits in ASX Listing Rule 7.1 and 7.1A respectively, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the Issue Dates.

Accordingly, Resolutions 6 and 7 seek Shareholder approval for the issue of the total 103,000,000 Placement Shares under and for the purposes of ASX Listing Rule 7.4.

#### **6.5. ASX Listing Rule Disclosure Requirements**

The following information is provided for the purpose of ASX Listing Rule 7.5:

(a) Number and class of securities issued

Resolution 6 – 29,316,261 Placement Shares issued pursuant to ASX Listing Rule 7.1

Resolution 7 – 73,683,269 Placement Shares issued pursuant to ASX Listing Rule 7.1A

(b) The price or other consideration the entity has received or will receive for the issue

\$0.010 per Placement Share

(c) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

The Placement Shares are fully paid ordinary shares and rank pari passu in all respects with the Company's other Shares on issue and are listed on the ASX.

(d) The date or dates on which the securities were issued

The 87,000,000 and 16,000,000 Placement Shares were issued on 5 May 2023 and 26 June 2023 respectively.

(e) The name of the persons to whom Redstone issued the securities or the basis on which those persons were identified or selected

The Placement Shares were issued to various professional or sophisticated investors who were clients of GBA Capital Pty Ltd, the Lead Manager to the Placement. The investors were identified and selected from offer applications received following GBA Capital Pty Ltd inviting its professional and sophisticated investor clients to subscribe to the offer. None of the persons to whom Placement Shares the subject of Resolutions 6 and 7 were issued were related parties of the Company or associates of those persons. The issue of Placement Shares to Directors is the subject of the Shareholder approval sought pursuant to Resolutions 10 and 11.

(f) The purpose of the issue, including the use (or intended use) of funds raised

The net funds raised by the issue of the Placement Shares will enable Redstone to evaluate and explore the Attwood Lake Lithium Project, in northwestern Ontario, Canada, the Radisson East and Sakami Lithium Project, in Quebec, Canada, to continue exploration of the West Musgrave Project, Western Australia and for working capital purposes.

#### **Directors' Recommendation**

The Board recommends Shareholders vote in favour of Resolutions 6 and 7 as it allows the Company greater flexibility to issue further Securities representing up to 15% (under ASX Listing Rule 7.1) of the total number of Shares on issue in any 12 month period without Shareholder approval.

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**7. Resolution 8 – Approval of Issue of Placement Options**

**7.1. Background**

On 4 May 2023 the Company announced a placement for the issue of Shares (**Placement Shares**) at an issue price of \$0.010 per Placement Share, and a one (1) for three (3) free attaching unlisted \$0.025 option expiring on 31 December 2025 (**Placement Options**), to raise gross proceeds of up to \$1,280,000 (the **Placement**). Subject to Shareholder approval, the Placement Options will be granted on the terms and conditions set out in Annexure A to this Explanatory Memorandum.

Resolution 8 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue and allotment of up to 34,333,334 free attaching Placement Options to sophisticated and/or professional investors of GBA Capital Pty Ltd pursuant to the Placement.

The net funds raised from the Placement will contribute to cash reserves to enable Redstone to commence exploration and evaluation of the recently acquired Attwood Lake Lithium Project in northwestern Ontario, Canada, the Radisson East and Sakami Lithium Project, in Quebec, Canada, to continue exploration of the West Musgrave Project, Western Australia and for working capital purposes.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15 % of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Placement Options pursuant to the Placement does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 8 seeks the required Shareholder approval for the issue of up to 34,333,334 Placement Options under and for the purposes of Listing Rule 7.1.

If Resolution 8 is passed, Redstone will be able to proceed with the issue of Placement Options to sophisticated and/or professional investors pursuant to the Placement for the purposes set out above. In addition, the issue of Placement Options will be excluded from the calculation of the number of equity securities that Redstone can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, Redstone will not be able to proceed with the issue of the Placement Options to sophisticated and/or professional investors pursuant to the Placement for the purposes set out above.

**ASX Listing Rule 7.3 Disclosure Requirements**

The following information is provided for Resolution 8 in accordance with ASX Listing Rule 7.3:

- (a) The name of the persons to whom Redstone will issue the securities or the basis on which those persons were or will be identified or selected

The identity of the persons to whom the Placement Options will be issued and allotted will be the sophisticated and/or professional investors who participated in the Placement as introduced by GBA Capital Pty Ltd, the Lead Manager, and who are not related parties of the Company or their associates.

- (b) Number and class of securities issued

A maximum of 34,333,334 Placement Options will be issued. The terms and conditions of the Placement Options are set out in Annexure A.

The Shares issued upon exercise of the Placement Options will rank equally in all respects with all other ordinary shares in the capital of the Company.

- (c) The date or dates on or by which the entity will issue the securities.

The Placement Options 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 (including such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

Allotment of the Placement Options may occur progressively.

- (d) The price or other consideration the entity will receive for the securities

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The Placement Options will be issued as free attaching Options to the Placement Shares referred to in section 6.1 pursuant to the terms of the Placement. As such the Company will not receive consideration for their issue.

- (e) The purpose of the issue, including the intended use of any funds raised by the issue

No funds will be raised by the issue of the Placement Options as they are being issued as free attaching Options to the Placement Shares the subject of Resolution 6, on the basis of one (1) free Placement Option for every three (3) Placement Shares.

- (f) If the securities are being issued under an agreement, a summary of any other material terms of the agreement

The Placement Options are not being issued under an agreement.

#### **Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 8 as it will enable Redstone to proceed with the issue of Placement Options to sophisticated and/or professional investors pursuant to the Placement for the purposes set out in Section 8.1 above and also be excluded from the calculation of the number of equity securities that Redstone can issue without Shareholder approval under Listing Rule 7.1.

## **8. Resolution 9 – Approval of Issue of Placement Options to GBA Capital**

### **8.1. Background**

Resolution 9 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue and allotment of up to 1,500,000 Placement Options to GBA Capital Pty Ltd (**GBA Capital**) as part consideration for services provided pursuant to a mandate to act as Lead Manager for the Placement announced on 4 May 2023 and as referred to in section 6.1 (the **Mandate**). Subject to Shareholder approval, the Placement Options will be granted on the terms and conditions set out in Annexure A to this Explanatory Memorandum.

The Placement Options are being issued for no consideration and accordingly no funds will be raised by their issue. Any funds received by the Company upon exercise of the Placement Options will be used for general exploration and development work on Redstone projects and for working capital purposes.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15 % of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Placement Options to GBA Capital pursuant to the Mandate does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 9 seeks the required Shareholder approval for the issue of up to 1,500,000 Placement Options to GBA Capital under and for the purposes of Listing Rule 7.1.

If Resolution 9 is passed, Redstone will be able to proceed with the issue of 1,500,000 Placement Options to GBA Capital as part consideration for the Mandate services provided. In addition, the issue of Placement Options will be excluded from the calculation of the number of equity securities that Redstone can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 9 is not passed, Redstone will not be able to proceed with the issue of the 1,500,000 Placement Options to GBA Capital for the purposes set out above.

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

The following information is provided for Resolution 9 in accordance with ASX Listing Rule 7.3:

- (a) The name of the persons to whom Redstone will issue the securities or the basis on which those persons were or will be identified or selected

The Placement Options will be issued and allotted to GBA Capital Pty Ltd (and/or its nominee(s)).

- (b) Number and class of securities issued



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A maximum of 1,500,000 Placement Options will be issued. The terms and conditions of the Placement Options are set out in Annexure A.

The Shares issued upon exercise of the Placement Options will rank equally in all respects with all other ordinary shares in the capital of the Company.

- (c) The date or dates on or by which the entity will issue the securities.

The Placement Options 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 (including such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

- (d) The price or other consideration the entity will receive for the securities

The Placement Options will be issued as part consideration for services provided by GBA Capital pursuant to a mandate to act as Lead Manager for the Placement referred to in section 6.1 and as announced on 4 May 2023.

- (e) The purpose of the issue, including the intended use of any funds raised by the issue

The Placement Options are being issued for no consideration and accordingly no funds will be raised by their issue. Any funds received by the Company upon exercise of the Placement Options will be used for general exploration and development work on Redstone projects and for working capital purposes.

- (f) If the securities are being issued under an agreement, a summary of any other material terms of the agreement

The Placement Options are being issued to GBA Capital pursuant to the terms of a Mandate for services as Lead Manager in relation to the Placement referred to in section 6.1 and as announced on 4 May 2023.

#### **Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 9 as it will enable Redstone to proceed with the issue of 1,500,000 Placement Options to GBA Capital Pty Ltd pursuant to the Mandate, for the purposes set out in Section 9.1 above and also be excluded from the calculation of the number of equity securities that Redstone can issue without Shareholder approval under Listing Rule 7.1.

### **9. Resolutions 10 and 11 - Approval of Participation in Placement by Redstone Directors**

#### **9.1. Background**

Please see Section 6.1 of this Explanatory Memorandum for the background to Resolutions 10 and 11, which seek Shareholder approval for the grant of a total of up to 25,000,000 Placement Shares and 8,333,334 free attaching Placement Options to Directors and/or their nominee(s) pursuant to the Placement referred to in section 6.1. Resolutions 10 and 11 are separate resolutions and they are not conditional on the passing of each other.

The number of Placement Shares and free attaching Placement Options Redstone is proposing to issue to the Directors and/or their nominee(s), subject to the receipt of Shareholder approval, for the purposes ASX Listing Rule 10.11, is as follows:

<b>Resolution</b>	<b>Director</b>	<b># of Placement Shares</b>	<b># of Placement Options</b>
Resolution 10	Richard Homsany	12,500,000	4,166,667
Resolution 11	Edward van Heemst	12,500,000	4,166,667
<b>Total</b>		<b>25,000,000</b>	<b>8,333,334</b>

#### **9.2. ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:



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- (a) a related party (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (ASX Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The proposed issues of Placement Shares and free attaching Placement Options, the subject of Resolutions 10 and 11, to Messrs Homsany and van Heemst respectively fall within Listing Rule 10.11.1 as they are related parties of the Company, in their capacity as Directors. As the proposed issue does not fall within any of the exceptions in Listing Rule 10.12 it therefore requires the approval of Shareholders under Listing Rule 10.11.

Accordingly, Resolutions 10 and 11 seek the required Shareholder approval for the issue of Placement Shares and free attaching Placement Options, the subject of Resolutions 10 and 11, to Messrs Homsany and van Heemst respectively under and for the purposes of Listing Rule 10.11.

If Resolutions 10 and 11 are passed, the Company will be able to proceed with the issue of the Placement Shares and free attaching Placement Options to Directors to raise additional funds up to a total of \$250,000 for the Company to use for the purpose as outlined in item (g) below.

If Resolutions 10 and 11 are not passed, the Company will not be able to proceed with the Issue of Placement Shares and free attaching Placement Options to raise additional funds up to a total of \$250,000 for the Company to use for the purpose as outlined in item (g) below.

Information required for the purposes of ASX Listing Rule 10.13 in relation to the Shareholder approval sought under ASX Listing Rule 10.11 pursuant to Resolutions 10 and 11 is set out below.

- (a) The name of the person

Resolution 10 – to be issued to Mr Homsany (and/or his nominee(s)).

Resolution 11 – to be issued to Mr van Heemst (and/or his nominee(s)).

- (b) Which category in Listing Rules 10.11.1 – 10.11.5 the person falls within and why

Each of Messrs Homsany and van Heemst is a Director and is therefore a related party of the Company for the purposes of ASX Listing Rule 10.11.1.

- (c) The number and class of securities to be issued to the person

Mr Homsany – up to 12,500,000 Placement Shares and 4,166,667 Placement Options (Resolution 10)

Mr van Heemst – up to 12,500,000 Placement Shares and 4,166,667 Placement Options (Resolution 11)

- (d) If the securities are not fully paid ordinary securities, a summary of the material terms of the Securities

The Placement Shares are fully paid ordinary shares and will rank *pari passu* with existing issued Shares from the date of issue.

The Shares issued upon exercise of the Placement Options will rank equally in all respects with all other ordinary shares in the capital of the Company. The terms and conditions of the Placement Options are set out in Annexure A.

- (e) The date or dates by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting.

The Placement Shares and Placement Options will be issued within one month after the date of this Meeting (or such later date as may be permitted by any ASX waiver or modification of the ASX Listing Rules).

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- (f) The price or other consideration the entity will receive for the issue

Each Placement Share will be issued at a price of \$0.010 per Placement Share.

- (g) The purpose of the issue, including the use (or intended use) of funds raised.

The net funds raised by the issue of the Placement Shares will contribute to cash reserves to enable Redstone to explore and evaluate the Attwood Lake Lithium Project in northwestern Ontario, Canada, the Radisson East and Sakami Lithium Project, in Quebec, Canada, to continue to evaluate its 100% owned West Musgrave Project and for working capital purposes.

### **9.3. ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 provides that prior approval of Shareholders is required for an issue of Equity Securities if the Equity Securities will, when aggregated with the Equity Securities issued by a company during the previous 12 months, exceed 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Approval pursuant to ASX Listing Rule 7.1 is not required under Exception 14 to ASX Listing Rule 7.1 in order to issue the Placement Shares and Placement Options to the Directors and/or their nominee(s) if approval is obtained under ASX Listing Rule 10.11.

If Shareholders approve Resolutions 10 and 11, the issue of up to a total of 25,000,000 Placement Shares and 8,333,334 Placement Options to the Directors and/or their nominee(s) will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

### **9.4. Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of Placement Shares and Placement Options to the Directors under Resolutions 10 and 11, constitutes the provision of a financial benefit to related parties.

It is the view of the Directors that the issue of Placement Shares and Placement Options falls within the arm's length exception under section 210 of the Corporations Act. In forming this view, the Directors consider the issue of Placement Shares and Placement Options:

- were negotiated at arm's length;
- are issued on the same terms and conditions as those for the other placement participants; and
- are reasonable in the circumstances at the time if the Company were dealing at arm's length.

Accordingly, the Directors have determined that Shareholder approval under section 208 of the Corporations Act is not required for the issue of Placement Shares and Placement Options to the Directors pursuant to Resolutions 10 and 11.

#### **Directors' recommendation**

Mr Homsany declines to make a recommendation to Shareholders in relation to Resolution 10 due to his personal interest in the outcome of the Resolution. The other Directors, who do not have an interest in the outcome of Resolution 10, recommend that Shareholders vote in favour of Resolution 10.

Mr van Heemst declines to make a recommendation to Shareholders in relation to Resolution 11 due to his personal interest in the outcome of the Resolution. The other Directors, who do not have an interest in the outcome of Resolution 11, recommend that Shareholders vote in favour of Resolution 11.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 10 and 11.

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**10. Resolutions 12 and 13 – Approval of Issue of Shares to Galan Lithium Ltd – Acquisition of James Bay and Ontario Joint Venture Projects**

**10.1. Background**

On 4 October 2023 the Company announced that it had entered into an agreement for the acquisition of a 100% interest in the Camaro, Taiga and Hellcat Projects located in the James Bay region, Quebec, Canada (the James Bay Lithium Projects) and an option agreement (the **Option**) to acquire 100% interest in the of the PAK East and PAK Southeast Lithium Projects located in northwestern Ontario (the **Ontario Lithium Projects**), (collectively the **Joint Venture Projects**), in an unincorporated 50/50 Joint Venture with Galan Lithium Limited (ASX: GLN) (**Galan**), (the **Joint Venture**), (the **Agreement**).

**10.2. Material Terms of the Agreement and Joint Venture**

Upon signing of the Agreement, Galan issued 250,000 fully paid ordinary shares in the capital of Galan (**Galan Shares**) plus made a payment of CAD500,000 to Infinity Stone Ventures Corp. (Infinity) (CSE: GEMS) and/or its nominee(s), and Galan issued 300,000 Galan Shares plus made a payment of CAD255,000 to private individuals, in consideration for the James Bay Lithium Projects.

Upon signing of the Agreement, Galan also made payment of a 3 month Option exclusivity fee of CAD20,000 to Infinity and/or its nominee(s). Upon any exercise of the Option Galan will make of payment of CAD200,000 plus issue CAD230,000 worth of Galan Shares to Infinity and/or its nominee(s) based on the volume weighted average price (in CAD) for Galan Shares traded on the ASX for the 5 trading days prior to the date of the exercise of the Option, in consideration for the Ontario Lithium Projects.

Galan and Redstone will pay or assume a 2% Net Smelter Return royalty over all of the James Bay Lithium Projects and Ontario Lithium Projects with a right to buy back one half of each royalty by payment to each royalty holder of CAD1M.

Accordingly, pursuant to the terms of the Agreement in consideration for a 50% interest in the James Bay Lithium Projects and the Joint Venture, and subject to the approval of the holders of the Shares of the Company and within five days of such approval, Redstone has agreed to issue to Galan the lower of (i) 50,000,000 Shares and (ii) that number of Shares equal to CAD500,000 divided by the volume weighted average price (in Canadian dollars) for Shares traded on the ASX for the five trading days prior to the date of such approval.

Additionally, if the Option is exercised and in consideration for a 50% interest in the Ontario Lithium Projects, Redstone has agreed to issue to Galan the lower of (i) 20,000,000 Shares and (ii) that number of Shares equal to CAD215,000 divided by the volume weighted average price (in Canadian dollars) for Shares traded on the ASX for the five trading days prior to the date of the Option exercise. In the event that shareholder approval is not obtained by 31 January 2024 (or such later date as Redstone and Galan may agree) and the Company does not then elect to either waive the requirement for shareholder approval and issue shares for the consideration or satisfy the consideration in cash or cash equivalent, the rights and obligations of Redstone under the Agreement will cease (except for any accrued rights) and Redstone will be deemed to have withdrawn from the Joint Venture.

Resolution 12 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue and allotment of up to maximum 50,000,000 Shares to Galan in satisfaction of the consideration for the James Bay Lithium Projects pursuant to the terms of the Joint Venture and Resolution 13 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue and allotment of up to a maximum 20,000,000 Shares to Galan, subject to the exercise of the Option, in satisfaction of the consideration for the Ontario Lithium Projects pursuant to the terms of the Joint Venture (collectively the **Joint Venture Shares**).

The issue of the Joint Venture Shares, the subject of Resolutions 12 and 13, will enable Redstone to preserve cash reserves for payment of the Joint Venture Projects.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15 % of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Joint Venture Shares to Galan pursuant to the Agreement and Joint Venture does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolutions 12 and 13 seek the required Shareholder approval for the issue of up to a maximum 70,000,000 Joint Venture Shares under and for the purposes of Listing Rule 7.1.

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If Resolutions 12 and 13 are passed, Redstone will be able to proceed with the issue of the Joint Venture Shares to Galan (and/or their nominees) for the purposes set out above and will be excluded from the calculation of the number of equity securities that Redstone can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 12 and 13 are not passed, and Redstone will not be able to proceed with the issue of the Joint Venture Shares to Galan (and/or their nominees) for the purposes set out above and will instead be required to make payment by cash equivalent in satisfaction of the consideration for a 50% interest in the Joint Venture Projects.

**ASX Listing Rule 7.3 Disclosure Requirements**

The following information is provided for Resolutions 12 and 13 in accordance with ASX Listing Rule 7.3:

- (a) The name of the persons to whom Redstone will issue the securities or the basis on which those persons were or will be identified or selected

Galan Lithium Limited (ASX: GLN) (and/or its nominee(s)).

- (b) Number and class of securities issued

Resolution 12 - A maximum of 50,000,000 Joint Venture Shares, being fully paid ordinary shares, The number to be issued will be the lower of (i) 50,000,000 Joint Venture Shares and (ii) that number of Joint Venture Shares equal to CAD500,000 divided by the volume weighted average price (in Canadian dollars) for Shares traded on the ASX for the five trading days prior to the date of shareholder approval.

Resolution 13 – Subject to exercise of the Option referred to in Section 10.2, a maximum of 20,000,000 Joint Venture Shares. The number to be issued will be the lower of (i) 20,000,000 Joint Venture Shares and (ii) that number of Joint Venture Shares equal to CAD215,000 divided by the volume weighted average price (in Canadian dollars) for Shares traded on the ASX for the five trading days prior to the date of the Option exercise.

- (c) The date or dates on or by which the entity will issue the securities.

Resolution 12 – The Joint Venture Shares will be issued withing 5 days of shareholder approval.

Resolution 13 – Upon exercise of the Option and no later than 31 January 2024 (or such later date as Redstone and Galan may agree).

The Joint Venture 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 (including such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

- (d) The price or other consideration the entity will receive for the securities

Resolution 12 – The value of the lower of (i) 50,000,000 Joint Venture Shares and (ii) that number of Joint Venture Shares equal to CAD500,000 divided by the volume weighted average price (in Canadian dollars) for Shares traded on the ASX for the five trading days prior to the date of shareholder approval. As at the date of the Agreement the 5 day VWAP in CAD was \$0.0067 per Joint Venture Share.

Resolution 13 – The value of the lower of (i) 20,000,000 Joint Venture Shares and (ii) that number of Joint Venture Shares equal to CAD215,000 divided by the volume weighted average price (in Canadian dollars) for Shares traded on the ASX for the five trading days prior to the date of the Option exercise.

- (e) The purpose of the issue, including the intended use of any funds raised by the issue

Resolution 12 – In satisfaction of consideration to Galan for a 50% interest in the James Bay Lithium Projects pursuant to the terms of Agreement and the Joint Venture.

Resolution 13 – In satisfaction of consideration to Galan for a 50% interest in the Ontario Lithium Projects pursuant to the terms of Agreement and the Joint Venture.

- (f) If the securities are being issued under an agreement, a summary of any other material terms of the agreement

Refer Section 10.2 above.

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**Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolutions 12 and 13 so as to enable Redstone to proceed with the issue of the Joint Venture Shares to acquire a 50% interest in the Joint Venture Projects, thereby preserving its cash and also so that the Joint Venture Shares be excluded from the calculation of the number of equity securities that Redstone can issue without Shareholder approval under Listing Rule 7.1.

**11. Resolution 14 - Approval of 10% Placement Capacity**

**11.1. Background**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to issue Equity Securities up to 10% of its issued share capital over a 12 month period after the 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 \$6,099,649.

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 one class of quoted equity securities, being its Shares.

Resolution 14 seeks Shareholder approval by way of a special resolution for Redstone to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If Shareholders approve Resolution 14, 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).

If Resolution 14 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A during the period of 12 months after the Meeting without any further shareholder approval.

If Resolution 14 is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issued Equity Securities without shareholder approval set out in Listing Rule 7.1.

Resolution 14 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 14 for it to be passed.

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

Under ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 14:

(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

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- (ii) if the Equity Securities are not issued within 10 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 14 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.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.004 (50% decrease in issue price)	\$0.008 (Issue price)	\$0.012 (50% increase in issue price)
871,378,460 (As at date of Notice)	Shares issued	87,137,846	87,137,846	87,137,846
	Funds Raised	\$348,551	\$697,103	\$1,045,654
1,307,067,690 (50% increase)*	Shares issued	130,706,769	130,706,769	130,706,769
	Funds Raised	\$522,827	\$1,045,654	\$1,568,481
1,742,756,920 (100% increase)*	Shares issued	174,275,692	174,275,692	174,275,692
	Funds Raised	\$697,103	\$1,394,206	\$2,091,308

\*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 16 October 2023 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

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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.

(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) The date that is 12 months after the date of this Meeting;
- (ii) The time and date of the Company's next annual general meeting; and
- (iii) the date of approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

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

(d) Purpose of Funds Raised under an Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration, in which case the Company intends to use funds to continue to evaluate its recently acquired Attwood Lake Lithium Project, Radisson East and Sakami Projects and the James Bay Lithium and Ontario Joint Venture Projects, all located in Canada, to continue to evaluate its 100% owned West Musgrave Project including for reverse circulation (RC) and/or aircore drilling at its 100% owned West Musgrave Project to test identified nickel targets and for working capital purposes.

(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 28 November 2022 (**2022 Previous Approval**).

During the period preceding the date of the Meeting, being on and from 28 November 2022, the Company has issued 73,683,239 Shares, which represent approximately 9.2% of the total diluted number of Equity Securities on issue in the Company on 28 November 2022, which number was 800,832,396.

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



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A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not invited any existing Shareholder or security holder or an identifiable class of security holder to participate in any such issue. Therefore, no existing Shareholders will be excluded from voting on Resolution 14.

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

### **11.3. 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.

### **Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 14 as 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.

## **12. Resolutions 15 to 17 (inclusive) - Approval of the Issue of Annexure B Options to Directors**

### **12.1. Background**

Resolutions 15 to 17 (inclusive) seek the approval of Shareholders for the issue of up to 20,000,000 Annexure B Options to Directors and/or their nominee(s) for the purposes ASX Listing Rule 10.11 as follows:

<b>Resolution</b>	<b>Director</b>	<b># of Annexure B Options (*)</b>
Resolution 15	Richard Homsany	10,000,000
Resolution 16	Edward van Heemst	5,000,000
Resolution 17	Brett Hodgins	5,000,000
<b>Total</b>		<b>20,000,000</b>

(\*) Expiry date on or before 5.00pm WST on 23 November 2028 and an exercise price that is at least 145% of the volume weighted average price for Shares traded on the ASX over the five (5) Trading Days immediately preceding the day of the Annual General Meeting.

### **12.2. Options to Directors (Resolutions 15 to 17 inclusive)**

ASX Listing Rule 10.11 provides that, subject to certain exceptions (none of which are relevant here), a company must not issue or grant securities to a related party without shareholder approval.

The object of Resolutions 16 and 18 (inclusive) is to provide the Directors with a mechanism to participate in the future development of the Company and an incentive for their future involvement with and commitment to the Company. The Directors believe that the success of the Company in the future will depend in part, largely, upon the skills of the people engaged to manage the Company's operations. Accordingly, it is important that the Company is able to attract and retain people of the highest calibre. The Directors consider that the most appropriate means of achieving this is to provide directors with an opportunity to participate in the Company's future growth and an incentive to contribute to that growth.

The Directors believe that the grant of the Annexure B Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties.



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### **12.3. Terms of Annexure B Options**

Subject to Shareholder approval, the Annexure B Options will be granted on the terms and conditions set out in Annexure B to this Explanatory Memorandum.

The Annexure B Options will have an expiry date on or before 5.00pm WST on 23 November 2028 and an exercise price that is at least 145% of the volume weighted average price for Shares traded on the ASX over the five (5) Trading Days immediately preceding the day of the Annual General Meeting

### **12.4. Part 2E of the Corporations Act**

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of the Annexure B Options to Messrs Homsany, van Heemst and Hodgins under Resolution 15, 16 and 17 respectively, constitutes the provision of a financial benefit to related parties.

It is the view of the Directors that the proposed grant of Annexure B Options pursuant to Resolutions 15 to 17 (inclusive), falls within the exception under section 211 of the Corporations Act (reasonable remuneration) given the circumstances of the Company and the positions held by Messrs Homsany, van Heemst and Hodgins. Accordingly, the Directors have determined not to seek Shareholder approval under section 208 of the Corporations Act for the grant of the Annexure B Options to Messrs Homsany, van Heemst and Hodgins pursuant to Resolution 15, 16 and 17 respectively.

The Board's view concluded that the totality of Messrs Homsany, van Heemst and Hodgins remuneration packages, including the equity component of up to 20,000,000 Annexure B Options now to be considered for approval by Shareholders, is fair and reasonable in the circumstances of Redstone given its size and stage of development, market practice of other companies in the mineral exploration industry and given the necessity to attract and retain the highest calibre of skilled professionals to the Company whilst maintaining the Company's cash reserves, and in light of Messrs Homsany, van Heemst and Hodgins' management experience and knowledge of the mineral exploration industry.

### **12.5. ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (ASX Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The proposed issues of Annexure B Options, the subject of Resolutions 15 to 17 (inclusive), to Messrs Homsany, van Heemst and Hodgins fall within Listing Rule 10.11.1 as they are to related parties of the Company, in their capacity as Directors. As the proposed issue does not fall within any of the exceptions in Listing Rule 10.12 it therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

The Company reviews director remuneration annually, based on market practice, duties and accountability and to ensure their remuneration is competitive in attracting, retaining and motivating people with the appropriate skills and experience. The purpose of issuing options to directors as part of a remuneration package also provides directors with an opportunity to participate in the company's future growth and give them an incentive to contribute to that growth, thereby aligning directors' interests with shareholder interests. The proposed issue of Annexure B Options, the subject of Resolutions 15 to 17 (inclusive) has the benefit of conserving cash whilst properly remunerating and rewarding the Directors.

Accordingly, Resolution 15, 16 and 17 seek the required Shareholder approval to the issue of Annexure B Options, the subject of Resolution 15, 16 and 17, to Messrs Homsany, van Heemst and Hodgins under and for the purposes of Listing Rule 10.11.

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If Shareholders do not approve Resolution 15, 16 and 17, the Company will not be able to issue the Annexure B Options, the subject of Resolution 15, 16 and 17, to Messrs Homsany, van Heemst and Hodgins.

If Shareholder approval is obtained for Resolution 15, 16 and 17, the Annexure B Options, the subject of Resolution 15, 16 and 17, to Messrs Homsany, van Heemst and Hodgins will be issued by the Company within one month of Shareholder approval.

Information required for the purposes of ASX Listing Rule 10.13 in relation to the Shareholder approval sought under ASX Listing Rule 10.11 pursuant to Resolutions 15 to 17 inclusive is set out below:

(a) *Name of the persons*

Resolution 15 – to be issued to Mr Homsany (and/or his nominee(s)).

Resolution 16 – to be issued to Mr van Heemst (and/or his nominee(s)).

Resolution 17 – to be issued to Mr Hodgins (and/or his nominee(s)).

(b) *Which category in Listing Rules 10.11.1 – 10.11.5 the person falls within and why*

Each of Messrs Homsany, van Heemst and Hodgins is a Director and is therefore a related party of the Company for the purposes of ASX Listing Rule 10.11.1.

(c) *The number and class of securities to be issued to the person*

Mr Homsany (Resolution 15) – up to 10,000,000 Annexure B Options

Mr van Heemst (Resolution 16) – up to 5,000,000 Annexure B Options

Mr Hodgins (Resolution 17) – up to 5,000,000 Annexure B Options

(d) *If the securities are not fully paid ordinary securities, a summary of the material terms of the securities*

The terms and conditions of the Annexure B Options are set out in Annexure B.

(e) *The date by which the entity will issue the securities, which must not be more than one month after the date of the meeting*

The Annexure B Options will be issued within one month of the date of the Meeting.

(f) *The price or other consideration the entity will receive for the issue*

No consideration is payable by Messrs Homsany, van Heemst or Hodgins on grant of the Annexure B Options.

(g) *The purpose of the issue, including the intended use of funds raised*

As the Annexure B Options are being issued for no consideration, no funds will be raised by their issue. Any funds received by the Company upon exercise of the Annexure B Options will be used for general exploration and development work on Redstone projects and for working capital purposes.

## **12.6. ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of equity securities if the equity securities will, when aggregated with the equity securities issued by a company during the previous 12 months, exceed 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Approval pursuant to ASX Listing Rule 7.1 is not required (under Exception 14 to ASX Listing Rule 7.1) in order to issue the Annexure B Options to Messrs Homsany, van Heemst and Hodgins and/or their nominee(s) as approval is being obtained under ASX Listing Rule 10.11.

Shareholders should note that the issue of securities to Messrs Homsany, van Heemst and Hodgins and/or their nominee(s) will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

### Other Information

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**All the Director's relevant interests (direct and indirect) in Securities as at the date of this Notice of Meeting, and annual remuneration, are set out below:**

Name	Shares	Unquoted Options <sup>(1)</sup>	Unquoted Options <sup>(2)</sup>	Unquoted Options <sup>(3)</sup>	Annual Salary (including Superannuation)	Estimated Value of Director Annexure B Options to be issued <sup>(4)</sup>
Mr Homsany	63,814,778	5,000,000	10,000,000	5,000,000	\$66,600	\$57,091
Mr van Heemst	90,083,334	2,500,000	6,000,000	3,000,000	\$18,000	\$28,545
Mr Hodgins	7,341,810	2,500,000	6,000,000	3,000,000	\$12,000	\$28,545

(1) Unquoted options exercisable at \$0.0204 on or before 20 November 2025

(2) Unquoted options exercisable at \$0.0188 on or before 23 January 2027

(3) Unquoted options exercisable at \$0.0164 on or before 23 November 2027

(4) Refer to Annexure B of this Explanatory Memorandum for the Black & Scholes option valuation of Annexure B Options and the assumptions used.

### **Directors' Recommendation**

Mr Richard Homsany declines to make a recommendation to Shareholders in relation to Resolution 15 due to his material personal interest in the outcome of the Resolution. The Directors (other than Mr Homsany) recommend that, for the reasons set out above, Shareholders vote in favour of Resolution 15.

Mr Edward van Heemst declines to make a recommendation to Shareholders in relation to Resolution 16 due to his material personal interest in the outcome of the Resolution. The Directors (other than Mr van Heemst) recommend that, for the reasons set out above, Shareholders vote in favour of Resolution 16.

Mr Brett Hodgins declines to make a recommendation to Shareholders in relation to Resolution 17 due to his material personal interest in the outcome of the Resolution. The Directors (other than Mr Hodgins) recommend that, for the reasons set out above, Shareholders vote in favour of Resolution 17.

### **13. Resolution 18 – Approval of the Issue of Annexure B Options to Key Consultants and/or Employees**

#### **13.1. Background**

The Board has decided to reward the efforts of key consultants and/or employees for services previously rendered to the Company over the past 12 months. The Company is seeking Shareholder approval for the issue of up to 2,000,000 Annexure B Options to Dr Greg Shirliff of Zephyr Professional Pty Ltd, a key technical geological consultant to the Company, and 5,000,000 Annexure B Options to Ms Miranda Conti, Company Secretary, a key employee of the Company.

The Annexure B Options will have an expiry date on or before 5.00pm WST on 23 November 2028 and an exercise price that is at least 145% of the volume weighted average price for Shares traded on the ASX over the five (5) Trading Days immediately preceding the day of the Annual General Meeting.

#### **13.2. ASX Listing Rule 7.3**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15 % of the fully paid ordinary securities it had on issue at the start of that period.

The issue of up to 7,000,000 Annexure B Options to key consultants and/or employees of the Company does not fit within any of these exceptions. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of up to 7,000,000 Annexure B Options to key consultants and/or employees of the Company under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

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To this end, Resolution 18 seeks Shareholder approval to the issue of up to 7,000,000 Annexure B Options to key consultants and/or employees of the Company under and for the purposes of Listing Rule 7.1.

If Resolution 18 is passed, the issue of up to 7,000,000 Annexure B Options to key consultants and/or employees of the Company can proceed without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 18 is not passed, the issue of up to 7,000,000 Annexure B Options to key consultants and/or employees of the Company can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue of up to 7,000,000 Annexure B Options to key consultants and/or employees of the Company.

The following information is provided for the purpose of ASX Listing Rule 7.3.

- (a) *The name of the persons to whom Redstone will issue the securities or the basis on which those persons were identified or selected*

Key consultants and/or employees (and/or their nominee(s)), none of whom are related parties or substantial shareholders of the Company:

- Dr Greg Shirliff (or his nominee(s), Geological Consultant – up to 2,000,000 Annexure B Options
- Ms Miranda Conti (or her nominee(s), Company Secretary – up to 5,000,000 Annexure B Options

- (b) *Number and class of securities the entity will issue*

Up to 7,000,000 Annexure B Options.

- (c) *If the securities are not fully paid ordinary securities, a summary of the material terms of the securities*

The Annexure B Options will have an expiry date on or before 5.00pm WST on 23 November 2028 and an exercise price that is at least 145% of the volume weighted average price for Shares traded on the ASX over the five (5) Trading Days immediately preceding the day of the Annual General Meeting.

The terms and conditions of the Annexure B Options are set out in Annexure B.

- (d) *The date or dates on or by which the entity will issue the securities*

The Annexure B Options will be issued within three months of the date of the Meeting (or such later date as may be approved by ASX (including such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

- (e) *The price or other consideration the entity will receive for the issue*

Nil. The Annexure B Options will be issued as an incentive for technical, management and corporate administration services provided to the Company.

- (f) *The purpose of the issue, including the intended use of any funds raised by the issue*

As the Annexure B Options are being issued for no consideration, no funds will be raised by their issue. Any funds received by the Company upon exercise of the Annexure B Options will be used for general exploration and development work on Redstone projects and for working capital purposes.

**Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 18, as it approves the above issue of up to 7,000,000 Annexure B Options to key consultants and/or employees and retains the Company's flexibility to issue further securities representing up to 15% of the Company's Share capital during the next 12 months.

**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:

**\$** means Australian dollars.

**2023 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 2023, which can be downloaded from the Company's website at [www.redstone.com.au](http://www.redstone.com.au).

**2023 Remuneration Report** means that section of the Directors' report contained in the 2023 Annual Report, under the heading 'Remuneration Report', prepared in accordance with Section 300A of the Corporations Act.

**Annexure** means an annexure to this Explanatory Memorandum.

**Annexure B Option** means an Option on the terms and conditions as defined in Annexure B to this Explanatory Memorandum.

**Attwood Lake Vendor Shares** means the Shares issued to the Optionors of the Attwood Lake Lithium Project Option Agreement executed on 4 May 2023.

**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.

**CAD** means Canadian dollars.

**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.

**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.

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**Galan** means Galan Lithium Limited (ACN: 149 349 646) (ASX: GLN)

**James Bay Lithium Projects** means the Camaro, Taiga and Hellcat Projects located in the James Bay region, Quebec, Canada.

**Joint Venture** means the unincorporated 50/50 Joint Venture with Galan comprising the James Bay Lithium Projects and the Ontario Lithium Projects.

**Joint Venture Projects** means the James Bay Lithium Projects and Ontario Lithium Projects.

**Joint Venture Shares** means the Shares of the Company to be issued to Galan in consideration for the Joint Venture Projects.

**Market Price** means the last traded market Share price.

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

**Notice** or **Notice of Meeting** or **Notice of Annual General 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.

**Ontario Lithium Projects** means the PAK East and PAK Southeast Lithium Projects located in northwestern Ontario, Canada.

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

**Placement Share** is defined in Section 6.1 of the Explanatory Memorandum.

**Placement Option** is defined in Section 6.1 and having the terms and conditions as set out in Annexure A of the Explanatory Memorandum.

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

**Radisson East and Sakami Vendors** means the Shares issued to the Optionor and/or Holders of the Radisson East and Sakami Lithium Project Option Agreement executed on 7 July 2023.

**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.

**VWAP** means volume weighted average price.

**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.

**REDSTONE RESOURCES LIMITED**  
**ABN 42 090 169 154**  
**EXPLANATORY MEMORANDUM**

**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
15/05/2023	73,683,239	Shares (ASX:RDS)	Sophisticated and professional investors introduced by GBA Capital Pty Ltd, Lead Manager to the Placement.	<p>\$0.010 per Share with a 1:3 free attaching Placement Option* exercisable at \$0.025 on or before 31 December 2025. The Issue Price represents a premium of \$0.001 (11.11%) to the Market Price of \$0.009 on 12 May 2023</p> <p>*Placement Options not issued pursuant to LR7.1A.</p>	<p>Cash consideration of \$736,832.90 pursuant to LR7.1A.</p> <p>Of the LR7.1A cash consideration, a total of \$517,000 has been spent to date on:</p> <ul style="list-style-type: none"> <li>• broker and financing costs;</li> <li>• geological consulting and exploration, including a helicopter supported geochemical sampling program on the Attwood Lake Project;</li> <li>• the Second Payment pursuant to the Radisson East and Sakami Projects Option Agreement and geological consulting;</li> <li>• an RC drilling program and geological consulting for the HanTails Project;</li> <li>• West Musgrave Project costs including assays and expenses associated with rents and rates required to maintain tenement holdings; and</li> <li>• general corporate and administration expenses of the Company including wages, marketing, office costs, share registry fees, asx fees, tax fees, audit fees and insurance costs.</li> </ul> <p>Remaining LR7.1A cash consideration of \$219,832.90 will be spent on exploration of the Attwood Lake Project and the Radisson East and Sakami Projects and for general working capital purposes.</p>

**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).

Expenditure incurred on the Company's projects from 28 November 2022 to the date of the Meeting include assays, tenement rents/rates and access costs required to maintain the West Musgrave Project, an RC drilling program on the HanTails Gold Project, a first phase sampling program and geological consulting for the Attwood Lake Lithium Project in northwest Ontario, Canada. General administration costs primarily relate to wages, marketing, office costs, share registry fees, ASX fees, other compliance costs and general working capital.

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

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

**1. Entitlement**

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

**2. Exercise Price**

The exercise price of each Placement Option is \$0.025.

**3. Expiry Date**

Each Placement Option has an expiry date of 5.00pm WST on 31 December 2025.

**4. Exercise Period**

Each Placement Option is exercisable at any time on or before the Expiry Date.

**5. Notice of Exercise**

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

**6. Timing of issue of Shares**

After an Placement 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 Placement Option.

**7. Shares issued on exercise**

Shares issued on exercise of the Placement 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 Placement Options.

**9. Participation in new issues**

There are no participation rights or entitlements inherent in the Placement Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement 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 Placement Options the opportunity to exercise their Placement 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):

- (a) the number of Shares which must be issued on the exercise of a Placement Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Placement 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 Placement 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 Placement Option.

E = the number of underlying Shares into which one Placement 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 Placement Options with the appropriate remittance should be lodged with the Company Secretary, at the Company's registered office.

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

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

**1. Entitlement**

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

**2. Exercise Price**

The exercise price of each Annexure B Option is that price which is at least 145% of the volume weighted average price for Shares traded on the ASX over the five (5) Trading Days immediately preceding the day of the Annual General Meeting.

**3. Expiry Date**

Each Annexure B Option has an expiry date of 5.00pm WST on 23 November 2028.

**4. Exercise Period**

Each Annexure B Option is exercisable at any time on or before the Expiry Date.

**5. Notice of Exercise**

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

**6. Timing of issue of Shares**

After an Annexure B 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 Annexure B Option.

**7. Shares issued on exercise**

Shares issued on exercise of the Annexure B 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 Annexure B Options.

**9. Participation in new issues**

There are no participation rights or entitlements inherent in the Annexure B Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Annexure B 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 Annexure B Options the opportunity to exercise their Annexure B 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):

- (a) the number of Shares which must be issued on the exercise of an Annexure B Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Annexure B 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 Annexure B 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 Annexure B Option.

E = the number of underlying Shares into which one Annexure B 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 Annexure B Options with the appropriate remittance should be lodged with the Company Secretary, at the Company's registered office.

**Annexure C – Estimated Value of Annexure B Options proposed to be issued to Directors  
(Resolutions 15 to 17 inclusive)**

Using the Black & Scholes option valuation model and based on the assumptions set out below, the Annexure B Options proposed to be issued pursuant to Resolutions 15 to 17 inclusive were ascribed the following values:

Assumptions:	R Homsany	E van Heemst	B Hodgins
Number of Director Options	10,000,000	5,000,000	5,000,000
Valuation date	16 October 2023	16 October 2023	16 October 2023
Market price of Shares	\$0.008	\$0.008	\$0.008
Exercise price (145% of market price)	\$0.0116	\$0.0116	\$0.0116
Expiry date (length of time from issue)	4.99 years	4.99 years	4.99 years
Risk free interest rate	4.115%	4.115%	4.115%
Volatility (discount)	100%	100%	100%
<b>Indicative value per Option</b>	\$0.006	\$0.006	\$0.006
<b>Total Value of Related Party Options</b>	\$57,091	\$28,545	\$28,545

Note: The valuation noted above is not necessarily the market price that the Annexure B Options could be traded at and is not automatically the market price for taxation purposes.



## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

## ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Redstone Resources Limited and entitled to attend and vote hereby:

### APPOINT A PROXY

☐ The Chair of the Meeting

OR

☐



**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including 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 Annual General Meeting of the Company to be held **at the office of Galan Lithium Ltd, Level 1/50 Kings Park Road, West Perth Western Australia on Wednesday, 29 November 2023 at 11:00 am WST** and at any adjournment or postponement of that Meeting. Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 3, 15, 16 & 17 (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

### VOTING DIRECTIONS

#### Resolutions

		For	Against	Abstain*
1	Re-election of Mr Edward van Heemst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Brett Hodgins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Adoption of the Remuneration Report (Non-Binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of Previous Issue of Attwood Lake Vendor Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of Previous Issue of Radisson East and Sakami Vendor Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Ratification of Previous Issue of Placement Shares Pursuant to ASX LR 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Ratification of Previous Issue of Placement Shares Pursuant to ASX LR 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval for Issue of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Approval for Issue of Placement Options to GBA Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Approval of Director Participation in Placement - Mr Richard Homsany	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Approval of Director Participation in Placement - Mr Edward van Heemst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Approval for Issue of Shares to Galan Lithium (ASX: GLN) – James Bay Projects Joint Venture	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	Approval for Issue of Shares to Galan Lithium (ASX: GLN) – Ontario Projects Option Joint Venture	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15	Approval of the Issue of Annexure B Options to a Director, Mr Richard Homsany	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16	Approval of the Issue of Annexure B Options to a Director, Mr Edward van Heemst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17	Approval of the Issue of Annexure B Options to a Director, Mr Brett Hodgins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18	Approval of the Issue of Annexure B Options to Key Consultants and/or Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 3, 15, 16 & 17, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 3, 15, 16 & 17.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11:00 am WST on 27 November 2023, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033