



ACN 119 568 106

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**NOTICE OF GENERAL MEETING**

**EXPLANATORY STATEMENT**

**PROXY FORM**

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**Date of Meeting**

11 April 2017

**Time of Meeting**

10.00am (WST)

**Place of Meeting**

Suite 5

62 Ord Street

West Perth WA 6005

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9322 1587.*

## TIME AND PLACE OF MEETING AND HOW TO VOTE

### Venue

A General Meeting of the Shareholders of Red Mountain Mining Limited will be held at 10.00am WST on 11 April 2017 at:

Suite 5  
62 Ord Street  
West Perth WA 6005

### Voting Entitlement

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that the persons eligible to vote at the Meeting are those who are registered Shareholders as at 5.00pm (WST) on 9 April 2017. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlement to attend and vote at the Meeting.

### Your vote is important

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The business of the Meeting affects your shareholding and your vote is important.

### How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

### Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 10.00am WST.

### Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of General Meeting as soon as possible and either:

- send the Proxy Form by facsimile to the Company on facsimile number (61 8) 9486 8616; or
- deliver or post the Proxy Form to the principal office of the Company at Unit 1, 2 Richardson Street, West Perth, Western Australia, 6005.

so that it is received by no later than 10.00am WST on 9 April 2017, being 48 hours before the Meeting.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and

- a Shareholder who 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 the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

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

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

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

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

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

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

**Your Proxy Form is enclosed.**

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a General Meeting of the Shareholders of Red Mountain Mining Limited (ABN 40 119 568 106) (**Company**) will be held at Suite 5, 62 Ord Street, West Perth, Western Australia, on 11 April 2017 at 10.00am WST, for the purpose of transacting the business referred to in this Notice of General Meeting (**Notice**).

An Explanatory Statement, containing information in relation to the following Resolutions, and a Proxy Form accompany this Notice. Please note capitalised terms used in this Notice have the meanings set out in the glossary of the Explanatory Statement accompanying this Notice.

### ORDINARY BUSINESS:

#### **Resolution 1 – Ratification of issue of 23,306,983 Shares**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 23,306,983 Shares at an issue price of \$0.029 per Share to sophisticated and professional investors issued under ASX Listing Rule 7.1 and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue the subject of Resolution 1 and any Associate of that person. However, the Company need not disregard a vote if the vote is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or the vote is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides. **For the purpose of this voting exclusion statement “Associate” shall have the meaning set out in sections 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it extends to the Listing Rules and on the basis that the Company is the “designated body”.**

#### **Resolution 2 – Ratification of issue of 34,648,307 Shares**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 34,648,307 Shares at an issue price of \$0.031 per Share to sophisticated and professional investors issued under ASX Listing Rule 7.1A and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 2 by any person who participated in the issue the subject of Resolution 2 and any Associate of that person. However, the Company need not disregard a vote if the vote is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or the vote is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides. **For the purpose of this voting exclusion statement “Associate” shall have the meaning set out in sections 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it extends to the Listing Rules and on the basis that the Company is the “designated body”.**

### **Resolution 3 – Ratification of issue of 9,000,000 Shares**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 9,000,000 Shares for nil cash consideration to various service providers issued under ASX Listing Rule 7.1 and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 3 by any person who participated in the issue the subject of Resolution 3 and any Associate of that person. However, the Company need not disregard a vote if the vote is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or the vote is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides. **For the purpose of this voting exclusion statement “Associate” shall have the meaning set out in sections 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it extends to the Listing Rules and on the basis that the Company is the “designated body”.**

### **Resolution 4 – Ratification of issue of 20,000,000 Options**

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

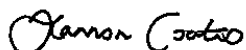
*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Options (exercisable at \$0.018 each on or before 13 December 2019) for nil cash consideration to various service providers issued under ASX Listing Rule 7.1 and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue the subject of Resolution 4 and any Associate of that person. However, the Company need not disregard a vote if the vote is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or the vote is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides. **For the purpose of this voting exclusion statement “Associate” shall have the meaning set out in sections 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it extends to the Listing Rules and on the basis that the Company is the “designated body”.**

### **OTHER BUSINESS**

To transact any other business which may be properly brought before the Meeting in accordance with the Company's Constitution and the Corporations Act.

**BY ORDER OF THE BOARD**



**Shannon Coates**  
Company Secretary  
7 March 2017

## NOTES:

1. Completion of a proxy form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
2. A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the Shareholder. A proxy need not be a Shareholder of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (eg "the Company Secretary").
3. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If no such proportion is specified, each proxy may exercise half of the Shareholder's votes.
4. A proxy form is enclosed. A separate form must be used for each proxy. An additional form can be obtained by writing to the Company at Unit 1, 2 Richardson Street, West Perth, Western Australia, 6005 or by fax to (61 8) 9486 8616. Alternatively, you may photocopy the enclosed form.
5. A duly completed proxy form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office or the address or fax number set out below, **not less than 48 hours before** the time for commencement of the Meeting. Please send by post to Unit 1, 2 Richardson Street, West Perth, Western Australia, 6005 or by fax to (61 8) 9486 8616.
6. The Chairman of the Meeting will vote undirected proxies on, and in favour of, all of the proposed Resolutions. If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
7. The Company will accept proxy appointments by a corporate Shareholder executed in accordance with either section 127(1) (not under seal) or section 127(2) (under seal) of the Corporations Act.
8. The time nominated by the Board in accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), for the purpose of determining the voting entitlements at the Meeting is 5.00pm WST on 9 April 2017.
9. The Explanatory Statement attached to this Notice forms part of this Notice.

## **1 EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the General Meeting of Red Mountain Mining Limited (**Company**).

The Explanatory Statement and all attachments are important documents. They should be read carefully. The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

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## **2 RESOLUTIONS 1 AND 2 - RATIFICATION OF ISSUE OF PLACEMENT SHARES**

### **2.1 Background**

As announced to ASX on 3 March 2017, the Company issued 23,306,983 Shares pursuant to the Company's capacity under ASX Listing Rule 7.1 at an issue price of \$0.029 per Share and 34,648,307 Shares pursuant to the Company's capacity under ASX Listing Rule 7.1A (**Placement Shares**), at an issue price of \$0.031 per Share to raise a total of approximately \$1,750,000 (before costs) (**Placement**).

ASX Listing Rule 7.1 broadly provides that a company may, during any 12 month period, issue equity securities up to 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without shareholder approval. ASX Listing Rule 7.1A enables certain eligible entities to seek shareholder approval to issue Equity Securities up to 10% of its issued share capital over a 12 month period after the annual general meeting at which a resolution for the purposes of ASX Listing Rule 7.1A is passed by special resolution. This additional 10% placement capacity is in addition to a company's 15% placement capacity under ASX Listing Rule 7.1. The Company obtained approval from Shareholders to issue Equity Securities under ASX Listing Rule 7.1A at the Company's last annual general meeting held on 15 November 2016.

ASX Listing Rule 7.4 permits the ratification of securities issued without shareholder approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 and ASX Listing Rule 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. The purpose of such ratification is to restore the Company's power to issue further securities without shareholder approval within the 15% limit under ASX Listing Rule 7.1 and additional 10% capacity under ASX Listing Rule 7.1A.

Accordingly, Resolutions 1 and 2 seeks Shareholder ratification of the issue of the Placement Shares under ASX Listing Rule 7.4 to provide flexibility for the Company to issue equity securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 and additional 10% capacity as set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

## 2.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Placement Shares the subject of Resolutions 1 and 2:

- (a) 57,955,289 Shares were issued, where:
  - (i) 23,306,983 Shares were issued under the Company's annual 15% placement capacity under ASX Listing Rule 7.1 at an issue price of \$0.029 per Share; and
  - (ii) 34,648,307 Shares were issued under the Company's additional 10% placement capacity under ASX Listing Rule 7.1A at an issue price of \$0.031 per Share;
- (b) the Shares issued are fully paid ordinary shares in the capital of the Company on the same terms and conditions as, an ranking equally with, the Company's existing Shares;
- (c) the Shares were issued to sophisticated and professional investors, who are not related parties of the Company;
- (d) the funds raised from the issue of the Placement Shares will be used towards the drilling program at the Red Valley Lithium Project in Utah, USA and to progress the acquisition of the Project, to review and assess complementary new assets, and for general working capital and any costs associated with the Placement.; and
- (e) a voting exclusion statement for Resolutions 1 and 2 are included in the Notice of Meeting preceding this Explanatory Statement.

## 2.3 Board recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolutions 1 and 2.

## 3 RESOLUTIONS 3 AND 4 - RATIFICATION OF ISSUE OF 9,000,000 SHARES AND 20,000,000 OPTIONS

### 3.1 Background

On 13 December 2016 the Company issued 9,000,000 Shares for nil cash consideration (**Shares**) and 20,000,000 Options, exercisable at \$0.018 each on or before 13 December 2019 (**RMXOH Options**) to various service providers in consideration for the provision of professional services (**Service Provider Securities**). The RMXOH Options were issued pursuant to a prospectus as lodged with ASIC and released on ASX on 8 December 2016 (**Prospectus**).

The Service Provider Securities were issued under the Company's annual 15% placement capacity under ASX Listing Rule 7.1.

A summary of ASX Listing Rule 7.1 and ASX Listing Rule 7.4 are set out in section 2.1 above.

Accordingly, Resolutions 3 and 4 seek Shareholder ratification of the issue of the Service Provider Securities under ASX Listing Rule 7.4 to provide flexibility for the Company to issue equity securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.



### **3.2 Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Service Provider Securities the subject of Resolutions 1 and 2:

- (a) 9,000,000 Shares and 20,000,000 RMXOH Options were issued for nil cash consideration as they were issued in consideration for the provision of professional services;
- (b) the Shares issued are fully paid ordinary shares in the capital of the Company on the same terms and conditions as, an ranking equally with, the Company's existing Shares and the RMXOH Options have an exercise price of \$0.018 each and an expiry date of 13 December 2019. The full terms and conditions of the RMXOH Options are set out in Schedule 1 to this Explanatory Statement;
- (c) the Shares were issued to service providers who are sophisticated and professional investors. The RMXOH Options were issued to various service providers pursuant to the Prospectus. None of the recipients of the Service Provider Securities are related parties of the Company;
- (d) no funds were raised from the issue of the Service Provider Securities as they were issued in consideration for the provision of professional services; and
- (e) a voting exclusion statement for Resolutions 3 and 4 is included in the Notice of Meeting preceding this Explanatory Statement.

### **3.3 Board recommendation**

The Directors unanimously recommend Shareholders vote in favour of Resolutions 3 and 4.

## GLOSSARY

Where the following terms are used in the Notice they have the following meanings:

**\$** means Australian dollars, unless otherwise stated.

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

**ASX Listing Rules** means the rules governing the operation of the ASX.

**Board** means the board of Directors of the Company.

**Business Day** means every day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means Red Mountain Mining Limited (ACN 119 568 106).

**Corporations Act** means the Corporations Act 2001 (Cth).

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

**Explanatory Statement** means this Explanatory Statement accompanying this Notice.

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

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

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

**Optionholder** means a holder of an Option.

**Placement Shares** means the 57,955,290 Shares to be issued as part of the Placement.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**RMXOH Option** means an option to acquire a Share for \$0.018 expiring 13 December 2019 and otherwise in accordance with the terms and conditions set out in Schedule 1.

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

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

**WST** means Australian Western Standard Time.

## SCHEDULE 1 - TERMS AND CONDITIONS OF RMXOH OPTIONS

- (a) Each Option gives the Optionholder the right to subscribe for one Share.
  - (b) The Options will expire at 5.00pm (WST) on 13 December 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
  - (c) Subject to paragraph (k), the amount payable upon exercise of each Option is \$0.018 per Option (**Exercise Price**).
  - (d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
  - (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
    - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
    - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised
- (Exercise Notice).**
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
  - (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
  - (h) The Options are transferable.
  - (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
  - (j) The Company will apply for quotation of the Options on ASX. The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
  - (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
  - (l) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
  - (m) An Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

**Lodge your vote:**



**By Mail:**

Red Mountain Mining Limited  
Unit 1, 2 Richardson Street  
West Perth, Western Australia 6005

Alternatively you can fax your form to  
(within Australia) 08 9486 8616  
(outside Australia) +61 8 9486 8616

**For all enquiries call:**

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

**Proxy Form**

**XX**

 **For your vote to be effective it must be received by 10:00am (WST) Sunday, 9 April 2017**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, 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 also 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. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form →**



View your securityholding information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

**Review your securityholding**

**Update your securityholding**

**Your secure access information is:**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Red Mountain Mining Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 General Meeting of Red Mountain Mining Limited to be held at Suite 5, 62 Ord Street, West Perth, Western Australia on Tuesday, 11 April 2017 at 10:00am (WST) and at any adjournment or postponement of that meeting.

## STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of issue of 23,306,983 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of issue of 34,648,307 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of 9,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of issue of 20,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /