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RED 5 LIMITED

ABN 73 068 647 610



NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date and time of meeting

23 November 2010 at 10.00 a.m.

Place of meeting

Celtic Club
48 Ord Street
West Perth, Western Australia

RED 5 LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Red 5 Limited (Company) will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Tuesday, 23 November 2010 at 10.00 a.m.

AGENDA

ORDINARY BUSINESS

Financial statements and reports

To receive and consider the annual financial report of the Company and the reports of the directors and auditors for the financial year ended 30 June 2010.

To consider and if thought fit to pass, with or without amendment, the following resolutions as ordinary resolutions.

1. Re-election of Barry Bolitho as a director

“That Mr Barry Bolitho, having been appointed as a director of the Company on 29 March 2010 and being eligible for re-election in accordance with Clause 7.3(f) of the Constitution, be hereby re-elected as a director of the Company.”

2. Re-election of Kevin Dundo as a director

“That Mr Kevin Dundo, having been appointed as a director of the Company on 29 March 2010 and being eligible for re-election in accordance with Clause 7.3(f) of the Constitution, be hereby re-elected as a director of the Company.”

3. Re-election of Colin Jackson as a director

“That Mr Colin Jackson, being a director of the Company, retires by rotation in accordance with Clause 7.3(a) of the Constitution and being eligible for re-election, is hereby re-elected as a director of the Company.”

4. Re-election of Gary Scanlan as a director

“That Mr Gary Scanlan, being a director of the Company, retires by rotation in accordance with Clause 7.3(a) of the Constitution and being eligible for re-election, is hereby re-elected as a director of the Company.”

To consider and if thought fit to pass, with or without amendment, the following resolution as an ordinary, non-binding resolution.

5. Remuneration report

“That for the purposes of Section 250R(2) of the Corporations Act, the Company adopts the Remuneration Report.”

SPECIAL BUSINESS

The special business of the meeting is to consider and if thought fit to pass, with or without amendment, the following resolutions as ordinary resolutions.

6. Ratification of share issue to Southbridge Resources Inc

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue of 28,000,000 ordinary fully paid shares at a deemed issue price of 15.1 cents to Southbridge Resources Inc, further details of which are set out in the explanatory memorandum accompanying the notice of meeting.”

The Company will disregard any votes cast on this resolution by Southbridge Resources Inc and any of its associates.

7. Approval for issue of shares to Southbridge Resources Inc

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the allotment and issue of up to 12,000,000 ordinary fully paid shares at a deemed issue price of 15.1 cents to Southbridge Resources Inc (or its nominee), further details of which are set out in the explanatory memorandum accompanying the notice of meeting.”

The Company will disregard any votes cast on this resolution by Southbridge Resources Inc and any of its associates.

8. Approval for issue of shares to director

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the allotment and issue of 165,342 ordinary fully paid shares to Gregory Edwards or his nominee.”

For the purposes of ASX Listing Rule 10.13, the Company will disregard any votes cast on Resolution 8 by Gregory Edwards and any of his associates.

9. Authority for issue of options pursuant to Employee Share Option Plan

“That for the purposes of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, shareholders approve as an exception to the 15% limit in ASX Listing Rule 7.1, any issue of options made within the next three years pursuant to the Red 5 Limited Employee Share Option Plan (as amended from time to time), further details of which are set out in the explanatory memorandum accompanying the notice of meeting.”

The Company will disregard any votes cast on this resolution by any director of the Company and any of their associates.

10. Approval for issue of shares under placement

“That for the purposes of ASX Listing Rules 7.1 and 7.4 and for all other purposes, shareholders ratify the prior issue of up to 102,000,000 ordinary fully paid shares at a price of 17 cents each and approve the future issue of up to 198,000,000 ordinary fully paid shares at a price of 17 cents each, in accordance with the terms of the placement, further details of which are set out in the explanatory memorandum accompanying the notice of meeting.”

The Company will disregard any votes cast on this resolution by any shareholders of the Company who have subscribed for shares under the placement.

By order of the Board

Frank Campagna

Company Secretary

Perth, Western Australia
15 October 2010

VOTING EXCLUSION NOTE

Where a voting exclusion applies, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting 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.

PROXIES

A member of the Company who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote for the member at the meeting. A proxy need not be a member of the Company.

A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the proxy instructions on that form.

In accordance with Regulation 7.11.37 of the Corporations Regulations, the directors have determined that the identity of those entitled to attend and vote at the meeting is to be taken as those persons who held shares in the Company as at 5.00 p.m. on 21 November 2010.

RED 5 LIMITED
EXPLANATORY MEMORANDUM

This explanatory memorandum has been prepared for the information of shareholders of Red 5 Limited in connection with the business to be considered at the forthcoming annual general meeting of the Company and should be read in conjunction with the accompanying notice of meeting.

ANNUAL FINANCIAL REPORT

The financial report of the Company for the year ended 30 June 2010 (including the financial statements, directors' report and auditors' report) was included in the 2010 annual report of the Company, which was distributed to all shareholders. A copy of the annual report may be accessed by visiting the Company's web-site at www.red5limited.com.

There is no requirement for shareholders to approve these reports. However, time will be allowed during the annual general meeting for consideration by shareholders of the financial statements and the associated directors' and auditors' reports.

RESOLUTIONS 1 – 4 RE-ELECTION OF DIRECTORS

Mr Barry Bolitho and Mr Kevin Dundo were appointed as independent non-executive directors of the Company since the last annual general meeting. In accordance with Clause 7.3(f) of the Constitution and ASX Listing Rule 14.4, any director appointed to fill a casual vacancy or as an additional director holds office until the next annual general meeting of shareholders and is then eligible for re-election.

Mr Bolitho and Mr Dundo therefore retire at the forthcoming annual general meeting in accordance with the Constitution and being eligible, have offered themselves for re-election at the meeting.

Mr Bolitho holds tertiary qualifications in extractive metallurgy and chemistry and has extensive operational, project development and corporate executive management experience in the resources industry. He is a Fellow of the Australasian Institute of Mining and Metallurgy.

Mr Dundo holds a Bachelor of Commerce from the University of Western Australia and a Bachelor of Laws from the Australian National University. Mr Dundo practices as a lawyer and specialises in the commercial and corporate areas (in particular, mergers and acquisitions), with experience in the mining sector, the service industry and the financial services industry.

ASX Listing Rule 14.4 and Clause 7.3(a) of the Constitution requires that one third of the directors in office (other than a Managing Director) must retire by rotation at each annual general meeting of the Company.

Mr Colin Jackson and Mr Gary Scanlan therefore retire at the forthcoming annual general meeting in accordance with the Constitution and being eligible, have offered themselves for re-election.

Mr Jackson graduated as a mineral process design engineer and spent 10 years with Selection Trust Limited and RGC Group, followed by a 12 year finance career with McIntosh Securities Limited and 10 years corporate/communications responsibility with Newcrest Mining and Normandy Mining.

Mr Scanlan has over 20 years experience in the mining industry preceded by 10 years experience with PricewaterhouseCoopers. His previous roles include Executive General Manager – Finance for Newcrest Mining Limited and up until 10 September 2010, Managing Director of Castlemaine Goldfields Limited. Mr Scanlan is a non-executive director of Citadel Resources Group Limited and Castlemaine Goldfields Limited.

The Board recommends that shareholders vote in favour of the re-election of all of the directors seeking re-election at the forthcoming annual general meeting.

RESOLUTION 5 – REMUNERATION REPORT

The Remuneration Report is contained in the Directors' Report section of the Company's 2010 annual report. The Remuneration Report describes the underlying policies and structure of the remuneration policies of the Company and sets out the remuneration arrangements in place for directors and senior executives.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of shareholders of the Company. However, shareholders should note that the vote on Resolution 5 is not binding on the Company or the directors.

RESOLUTION 6 – RATIFICATION OF SHARE ISSUE TO SOUTHBRIDGE RESOURCES INC

In April 2010, Red 5 announced that Southbridge Resources Inc (which owned all the shares in the minority joint venture partner in the Siana project, Merrill Crowe Corporation (Merrill Crowe)), had agreed to a Share Purchase Agreement whereby all of the shares in Merrill Crowe would be sold to Red 5 Asia Inc and Surigao Investment Holdings Corporation. Included in the assets of Merrill Crowe are the Siana and Mapawa Mineral Production and Sharing Agreements.

Red 5 Asia Inc is the Philippine subsidiary of Red 5 that also holds a direct shareholding in Greenstone Resources Corporation (GRC), the operating company in the Philippines. Surigao Investment Holdings Inc is a Philippine compliant company that also holds an interest in GRC.

The consideration for the transfer was US\$1.8 million plus 40 million ordinary shares in Red 5. An initial allotment of 28,000,000 shares was made by Red 5 to Southbridge Resources Inc in April 2010 and the balance of 12,000,000 shares will be allotted upon satisfaction of outstanding conditions, primarily associated with obtaining final Philippine tax clearances (refer Resolution 7 below).

ASX Listing Rule 7.1 prohibits a listed company from issuing shares representing more than 15% of its issued capital in any 12 month period without obtaining shareholder approval (subject to certain exceptions).

Under ASX Listing Rule 7.4, a company can seek ratification of issues that have been made within the 12 month period. The effect of such ratification is that the issue of shares is then deemed to have been made as if shareholder approval had been obtained, thus not counting towards the 15% limit.

Resolution 6 seeks the ratification by shareholders of the issue of the 28,000,000 shares to Southbridge Resources Inc. If the resolution is approved then those shares will be deemed to have been issued pursuant to shareholder approval thus they will not be counted in the 15% capacity.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purposes of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of securities issued was 28,000,000 fully paid shares.
- (b) the deemed issue price of the securities was 15.1 cents per share.
- (c) the shares were allotted and credited as fully paid and rank equally with the existing shares on issue.
- (d) the shares were issued to Southbridge Resources Inc.
- (e) the shares were issued as part consideration for the transfer of shares in Merrill Crowe to Red 5 Asia Inc and Surigao Investment Holdings Corporation. No funds were raised from the issue of the shares.

The Board believes that ratification of this share issue is beneficial to the Company. The Board recommends shareholders vote in favour of Resolution 6 as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 month period.

RESOLUTION 7 – APPROVAL FOR ISSUE OF SHARES TO SOUTHBRIDGE RESOURCES INC

As outlined above, under the terms of the Share Purchase Agreement with Southbridge Resources Inc, the consideration payable comprised US\$1.8 million plus the issue of 40 million ordinary shares in Red 5.

An initial allotment of 28,000,000 shares was made to Southbridge Resources Inc in April 2010. The balance of 12,000,000 shares has been deferred pending satisfaction of outstanding conditions, primarily associated with obtaining final Philippine tax clearances. Approval is being sought pursuant to Resolution 7 for the allotment of up to 12,000,000 shares, once these conditions have been satisfied in full.

If Resolution 7 is approved then the issue of shares to Southbridge Resources Inc will not be counted in the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 7.3 the following information is provided to shareholders:

- (a) the maximum number of securities that may be issued under Resolution 7 is 12,000,000 ordinary fully paid shares.
- (b) the shares will be issued and allotted within 3 months from the date of the meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
- (c) the shares will be issued at a deemed price of 15.1 cents per share.
- (d) the shares will be issued to Southbridge Resources Inc (or its nominee).
- (e) the shares will be allotted and credited as fully paid and rank equally with existing shares on issue.
- (f) the issue of the shares is expected to occur as a single allotment.
- (g) the shares will be issued as part consideration for the transfer of shares in Merrill Crowe to Red 5 Asia Inc and Surigao Investment Holdings Corporation. No funds will be raised from the issue of the shares.

The Board recommends shareholders vote in favour of Resolution 7 as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 month period.

RESOLUTION 8 – APPROVAL FOR ISSUE OF SHARES TO DIRECTOR

The Company proposes to issue 165,342 ordinary fully paid shares to the Managing Director of the Company, Gregory Edwards, as part of his executive compensation arrangements. Under the terms of an executive employment agreement, Mr Edwards is entitled to a performance bonus of up to 50% of annual salary, weighted equally between the achievement of agreed milestones and targets and peer group share price performance. One half of the performance bonus is payable in cash and one half is to be satisfied by the issue of shares, subject to prior shareholder approval. Shares issued pursuant to the performance bonus are subject to voluntary escrow for a period of two years from the end of the performance assessment period. Where shareholder approval is not obtained, the share component of the bonus is payable in cash.

Following a performance review for the period ended 31 December 2009, Mr Edwards became entitled to a performance bonus which included the issue of 165,342 shares at a deemed issue price of 14.49 cents. The deemed issue price is based on the volume weighted average price of the Company's shares in the 5 days preceding the end of the performance period.

ASX Listing Rule requirements

Mr Edwards is a director of the Company and thereby a related party. ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party unless an exception applies.

In addition, the proposed issue of shares to Mr Edwards constitutes the giving of a financial benefit to a related party. The directors (other than Mr Edwards) have determined that the proposed issue of shares falls within the exception set out in Section 211 of the Corporations Act so that member approval is not required under Chapter 2E of the Corporations Act.

Pursuant to the exception in ASX Listing Rule 7.1(14), approval under ASX Listing Rule 7.1 is not required in order to issue shares to Mr Edwards as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of shares to Mr Edwards pursuant to Resolution 8 will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 10.11

In accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of shares to Mr Edwards.

- (a) the shares will be issued to Gregory Edwards (or his nominee).
- (b) the maximum number of shares to be issued is 165,342.
- (c) the shares will be issued no later than 1 month after the date of the meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
- (d) the shares will be issued for no cash consideration as they are being issued as part of an executive compensation arrangement.
- (e) the shares will rank equally with all existing shares on issue.
- (f) the deemed issue price of the shares is 14.49 cents per share.
- (g) no funds will be raised from the issue of the shares.

Directors' recommendation

The directors (other than Mr Edwards) recommend that shareholders vote in favour of Resolution 8.

RESOLUTION 9 – AUTHORITY FOR ISSUE OF OPTIONS PURSUANT TO EMPLOYEE OPTION PLAN

The Red 5 Limited Employee Share Option Plan (Plan) was established in 2007, to assist in the recruitment and retention of key personnel as part of the planned development of the Siana gold project. The Plan was approved by shareholders in November 2007 and as at the date of this notice, 1,400,000 options have been issued under the Plan.

ASX Listing Rule 7.1 prohibits a company from issuing new securities representing more than 15% of its issued share capital during the following 12 month period without shareholder approval. ASX Listing Rule 7.2 (Exception 9) provides that options issued under an employee incentive scheme are excluded from this restriction, provided that, within 3 years before the date of issue, issues of securities under the scheme have been approved by shareholders in general meeting.

Resolution 9 seeks the approval of shareholders for the potential issue of options under the Plan for 3 years after the 2010 annual general meeting, without those options being subject to the 15% restriction contained in ASX Listing Rule 7.1.

There is no longer any requirement under the ASX Listing Rules for shareholders to approve the establishment or operation of an employee incentive scheme. Accordingly, if Resolution 9 is not passed, the existing Plan will be maintained, however any options issued under the Plan will count towards the 15% restriction.

It should be noted that directors of the Company will not participate in the Plan, without first obtaining specific shareholder approval.

Summary of key features

The key features of the Plan are as follows:

- options may be issued under the Plan to employees, directors or consultants (together called "Employees") of the Company (or any associated companies) as nominated by directors;
- options will be issued for no consideration and are not transferable;
- the exercise price of the options will be determined by the directors at the time of issue of the options but will be not less than 80% of the market price of the Company's shares on ASX;
- the expiry date of the options will be determined by the directors at the time of issue of the options;
- the directors may elect to issue the options with vesting conditions whereby the options will vest to the Employee progressively over a period of time or upon satisfaction of performance hurdles;
- options that have not vested may be exercised in the event of a takeover offer or a change of control of the Company;
- the maximum number of options on issue under the Plan cannot be more than 5% of the number of shares on issue in the Company from time to time, subject to certain exceptions;
- the Company will not apply for official quotation of the options; and
- all shares issued upon exercise of the options will rank pari passu with existing shares on issue.

A full copy the terms and conditions of the Plan is available upon request.

Purpose of the Plan

The Plan is designed to assist in attracting and retaining key personnel required for the planned development of the Siana project. Options issued under the Plan are expected to increase the motivation of Employees of the Company, promote the retention of Employees, align Employee interests with those of the Company and its shareholders and to reward Employees who contribute to the growth of the Company.

The future success of the Company is in part dependent on the skills and commitment of the Company's Employees. It is therefore important that the Company is able to attract and retain people of the highest calibre.

The directors consider that the Plan provides Employees with an opportunity and an incentive to participate in the future growth of the Company.

RESOLUTION 10 – APPROVAL OF SHARE PLACEMENT

On 14 October 2010, the Company announced that it intended to raise up to \$51,000,000 (US\$50,000,000) through a placement of shares to institutional and professional investors in North America, the United Kingdom and Australia (Placement). The Placement forms part of a wider financing package to complete the funding for the development of the Siana project and to progress exploration programmes on the Mapawa project.

At completion of the Placement and financial close of a gold prepayment facility of US\$25 million through Sprott Asset Management, the development of the Siana project will be fully funded.

Pursuant to the Placement, the Company has:

- (a) agreed to issue 102,000,000 fully paid ordinary shares on or around 21 October 2010 (First Tranche); and
- (b) agreed to issue up to a further 198,000,000 fully paid ordinary shares, subject to prior shareholder approval (Second Tranche),

each at 17 cents (Australian) per share.

If shareholders approve Resolution 10, the Company will issue up to a further 198,000,000 fully paid ordinary shares.

The Placement has been managed by Casimir Capital LP in North America and the United Kingdom and by Petra Capital Pty Ltd and Southern Cross Equities Limited outside of North America and the United Kingdom.

ASX Listing Rule 7.1 prohibits a listed company from issuing shares representing more than 15% of its issued capital in any 12 month period without obtaining shareholder approval (subject to certain exceptions). The shares to be issued under the Second Tranche will exceed the 15% threshold referred to in ASX Listing Rule 7.1 and, accordingly, shareholder approval under ASX Listing Rule 7.1 is sought.

ASX Listing Rule 7.4 provides that where a company's shareholders approve a previous issue of securities made without approval under ASX Listing Rule 7.1 and without breaching that rule, those securities will not be counted towards the company's 15% capacity. The shares issued under the First Tranche were within the Company's current capacity under ASX Listing Rule 7.1.

Resolution 10 seeks the approval by shareholders of the issue of up to 198,000,000 shares to investors and the ratification of the issue of 102,000,000 shares pursuant to the First Tranche (assuming that settlement of the First Tranche occurs on or around 21 October 2010 or in any event, prior to the annual general meeting). If the resolution is approved then those shares will be deemed to have been issued pursuant to shareholder approval and thus, they will not be counted in the 15% capacity.

In accordance with the requirements of ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of shares under the Second Tranche.

- (a) a maximum of 198,000,000 ordinary shares will be issued if shareholders approve Resolution 10;
- (b) the allotment of the shares will occur on the third business day after shareholders approve Resolution 10 or in any event within 3 months from the date of the meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) each share will be issued at a price of 17 cents each;
- (d) the shares issued will rank pari passu with existing ordinary shares of the Company;
- (e) the allottees of the shares will be accredited, institutional, sophisticated or professional investors from jurisdictions including Australia, Canada, the United Kingdom and the United States, who are not related parties of the Company;
- (f) the issue of the shares will raise a maximum of \$33,660,000.
- (g) funds raised from the Placement will be used by the Company to fund the completion of construction of the Siana gold mine, fund continued exploration at the Mapawa project and provide additional working capital.

In accordance with the requirements of ASX Listing Rule 7.5, the following additional information is provided in relation to the shares which are to be issued under the First Tranche.

- (a) a maximum of 102,000,000 ordinary shares will be issued by the Company prior to the annual general meeting;
- (b) the shares will be issued at a price of 17 cents each;
- (c) the shares will rank pari passu with the existing ordinary shares of the Company;
- (d) the shares will be issued to accredited, institutional, sophisticated or professional investors from jurisdictions including Australia, Canada, the United Kingdom and the United States, who are not related parties of the Company.

The Board recommends that shareholders vote in favour of Resolution 10 because:

- the Placement is beneficial to the Company as it will enable the Company to fund the development of its core projects at Siana and Mapawa; and
- it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 month period to meet the Company's future capital needs.

The ordinary shares to be offered and sold in the Placement have not been, and will not be registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any US person (as defined in Regulation S under the Securities Act) without being so registered or pursuant to an exemption from registration.

GLOSSARY OF TERMS

"ASIC" means Australian Securities and Investments Commission;

"ASX" means ASX Limited;

"ASX Listing Rules" means the official listing rules of ASX;

"Board" means the board of directors of the Company;

"Company" or "Red 5" means Red 5 Limited (ABN 73 068 647 610);

"Constitution" means the constitution of the Company adopted by shareholders on 19 July 2002;

"Corporations Act" means the Corporations Act 2001 (Commonwealth);

"Corporations Regulations" means the Corporations Regulations 2001 (Commonwealth).

"Plan" means the Red 5 Limited Employee Share Option Plan.

RED 5 LIMITED

PROXY FORM

Company Secretary
Red 5 Limited
Level 2, 35 Ventnor Avenue
West Perth Western Australia 6005

FACSIMILE: (08) 9481 5950

I/We _____
being a member of Red 5 Limited (ABN 73 068 647 610),

holding _____ shares in the capital of the Company,

hereby appoint _____

or failing him/her, the Chairman of the meeting as my/our proxy to vote on my/our behalf at the annual general meeting of the Company to be held on 23 November 2010 at the Celtic Club, 48 Ord Street, West Perth, Western Australia, and at any adjournment thereof. If no voting directions are given, the Chairman will vote in favour of each resolution.

Instructions on voting

| | | FOR | AGAINST | ABSTAIN |
|---------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Re-election of Barry Bolitho as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Kevin Dundo as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Re-election of Colin Jackson as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Re-election of Gary Scanlan as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Remuneration report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Ratification of share issue to Southbridge Resources | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 | Approval for issue of shares to Southbridge Resources | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 8 | Approval for issue of shares to director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 9 | Authority to issue options under Employee Share Option Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 10 | Approval for issue of shares under Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

OR

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote in respect of the resolutions, please place a mark in this box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he/she has an interest in the outcome of the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest.

You must either mark the boxes directing your proxy how to vote or mark the box indicating that you do not wish to direct your proxy how to vote, otherwise this appointment of proxy form will be disregarded.

Dated this _____ day of _____ 2010

Individuals and joint holders to sign:

Companies to sign (affix common seal if applicable):

Signature

Director, or sole director and sole secretary
(delete as applicable)

Signature

Director or Company Secretary

VOTING BY PROXY

1. A member of the Company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy (who need not be a member) to attend and vote on his/her behalf.
2. If the member is entitled to cast two or more votes at the meeting, they may appoint two proxies. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
3. The proxy form must be received at the Company's registered office at Level 2, 35 Ventnor Avenue, West Perth, Western Australia, 6005, or by facsimile on (08) 9481 5950 and in both cases, not less than 48 hours before the time of the holding of the meeting.
4. In the case of joint holders of a share in the Company the vote of the senior who tenders a vote, whether in person or by proxy, attorney or representative, must be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority is determined by the order in which the names stand in the register.
5. An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney, duly authorised in writing or, if the appointor is a corporation, under seal. A copy of the power of attorney must be lodged for any proxy appointed under a power of attorney.
6. A proxy for a corporation must be appointed under the common seal of the corporation or signed in accordance with the requirements of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company; or
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary, that director.

For the Company to rely on the assumptions set out in Sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

7. If no voting instructions are marked on the proxy form then the proxy may vote as he/she thinks fit or may abstain from voting.

If a proxy is instructed to abstain from voting on an item of business, that person is directed not to vote on the shareholder's behalf on a poll and the shares the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned and the nominated proxy does not attend the meeting, the chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the chairman of the meeting which do not contain a direction how to vote will be used to support each of the resolutions proposed in the notice of meeting.