



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  
Friday, 29 November 2024 at 11.00am (WST) at  
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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**REDSTONE RESOURCES LIMITED**  
**ABN 42 090 169 154**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that an Annual General Meeting of Redstone Resources Limited will be held at Level 1/50 Kings Park Road, West Perth Western Australia, at 11.00am WST on Friday, 29 November 2024.

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 section 110D of the *Corporations Act 2001* (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 2024 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 Richard Homsany

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

*"That Mr Richard Homsany, 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 2024."*

**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 – 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 5 – Approval of the Issue of Annexure A 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 A 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.

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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.

**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:

- (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 6 – Approval of the Issue of Annexure A 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 A 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**

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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 7 – Approval of the Issue of Annexure A 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 A 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.

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**Resolution 8 – Approval of the Issue of Annexure A 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 A 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 Ms Miranda Conti (and/or her nominee(s)) and/or Dr Greg Shirliff (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 9 – Ratification of Previous Issue of Shares 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 7.4 and for all other purposes, Shareholders hereby ratify and approve the issue by the Company of 4,000,000 GBA Capital 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 GBA Capital Pty Ltd (and/or its nominee(s)) and any person who participated in the issue of GBA Capital 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 10 – Change to Constitution**

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

*"That, with effect from the close of this Meeting, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company is modified by inserting the following:*

2.9. *Issue Cap for Offers involving monetary consideration under an employee incentive scheme*

*For the purposes of section 1100V(2)(a) of the Corporations Act, the Company may only make an offer of ESS Interests (as that term is defined in the Corporations Act) if, at the time the offer is made, the Company reasonably believes:*

- (a) the total number of ESS Interests that may be issued under an offer pursuant to an applicable employee securities incentive scheme (or analogous scheme or plan); and*
- (b) the total number of ESS Interests that have been issued, or could have been issued, under offers made under an applicable employee securities incentive scheme (or analogous scheme or plan) at any time during the 3 year period ending of the day the offer is made,*

*does not exceed 20% of the number of Shares actually on issue as the date the offer is made.*

**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 25<sup>th</sup> day of October 2024

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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 2024 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 <https://investor.automic.com.au/#/loginsah>; or
- email to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au); or
- in person at Automic, Level 5, 126 Phillip Street Sydney NSW 2000; or
- post to Automic, GPO Box 5193, Sydney, NSW 2001; or
- facsimile to Automic (02) 8583 3040 (International: + 61 2 8583 3040); 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, 5, 6 and 7 by marking the appropriate box. If you don't, your proxy will not be able to exercise your vote for Resolutions 3, 5, 6 and 7. 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, 5, 6 and 7.**

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**ABN 42 090 169 154**  
**EXPLANATORY MEMORANDUM**

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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 Friday, 29 November 2024.

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 2024 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 2024 Annual Report to Shareholders unless specifically requested to do so. The 2024 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 2024 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 2024 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 - Approval of 10% Placement Capacity**

**4.1. 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 \$2,776,135.

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.

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Resolution 4 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 4, 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 4 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 4 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 4 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 4 for it to be passed.

#### **4.2. Information required by ASX Listing Rule 7.3A**

Under ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(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
- (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 4 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.

The table below 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 14 October 2024 of \$0.004.
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.

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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 exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.004 (50% decrease in issue price)	\$0.004 (Issue price)	\$0.006 (50% increase in issue price)
925,378,460 (As at date of Notice)	Shares issued	92,537,846	92,537,846	92,537,846
	Funds Raised	\$185,076	\$370,151	\$555,227
1,388,067,690 (50% increase)*	Shares issued	138,806,769	138,806,769	138,806,769
	Funds Raised	\$277,614	\$555,227	\$832,841
1,850,756,920 (100% increase)*	Shares issued	185,075,692	185,075,692	185,075,692
	Funds Raised	\$370,151	\$740,303	\$1,110,454

\*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.

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 100% owned West Musgrave Copper Project including for a potential co-funded deep diamond drill hole and reverse circulation drilling of identified target areas, to evaluate the James Bay Lithium and Ontario Joint Venture Projects, located in Canada, and for working capital purposes.

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(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 29 November 2023 (**2023 Previous Approval**).

During the period preceding the date of the Meeting, being on and from 29 November 2023, the Company has not issued any Shares pursuant to the 2023 Previous Approval.

(g) Voting Exclusion Statement

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 4.

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.

### **4.3. 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 4 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.

## **5. Resolutions 5 to 7 (inclusive) - Approval of the Issue of Annexure A Options to Directors**

### **5.1. Background**

Resolutions 5 to 7 (inclusive) seek the approval of Shareholders for the issue of up to 20,000,000 Annexure A Options to Directors and/or their nominee(s) for the purposes ASX Listing Rule 10.11 as follows:

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<b>Resolution</b>	<b>Director</b>	<b># of Annexure A Options (*)</b>
Resolution 5	Richard Homsany	10,000,000
Resolution 6	Edward van Heemst	5,000,000
Resolution 7	Brett Hodgins	5,000,000
<b>Total</b>		<b>20,000,000</b>

(\*) Expiry date on or before 5.00pm WST on 23 November 2029 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.

## **5.2. Options to Directors (Resolutions 5 to 7 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 5 to 7 (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 A 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.

## **5.3. Terms of Annexure A Options**

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

The Annexure A Options will have an expiry date on or before 5.00pm WST on 23 November 2029 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

## **5.4. 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 A Options to Messrs Homsany, van Heemst and Hodgins under Resolution 5, 6 and 7 respectively, constitutes the provision of a financial benefit to related parties.

It is the view of the Directors that the proposed grant of Annexure A Options pursuant to Resolutions 5 to 7 (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 A Options to Messrs Homsany, van Heemst and Hodgins pursuant to Resolution 5, 6 and 7 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 A 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.

## **5.5. 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:

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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 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 A Options, the subject of Resolutions 5 to 7 (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 A Options, the subject of Resolutions 5 to 7 (inclusive) has the benefit of conserving cash whilst properly remunerating and rewarding the Directors.

Accordingly, Resolution 5, 6 and 7 seek the required Shareholder approval to the issue of Annexure A Options, the subject of Resolution 5, 6 and 7, to Messrs Homsany, van Heemst and Hodgins under and for the purposes of Listing Rule 10.11.

If Shareholders do not approve Resolution 5, 6 and 7, the Company will not be able to issue the Annexure A Options, the subject of Resolution 5, 6 and 7, to Messrs Homsany, van Heemst and Hodgins.

If Shareholder approval is obtained for Resolution 5, 6 and 7, the Annexure A Options, the subject of Resolution 5, 6 and 7, 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 5 to 7 inclusive is set out below:

- (a) *Name of the persons*
  - Resolution 5 – to be issued to Mr Homsany (and/or his nominee(s)).
  - Resolution 6 – to be issued to Mr van Heemst (and/or his nominee(s)).
  - Resolution 7 – 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 5) – up to 10,000,000 Annexure A Options
  - Mr van Heemst (Resolution 6) – up to 5,000,000 Annexure A Options
  - Mr Hodgins (Resolution 7) – up to 5,000,000 Annexure A 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 A Options are set out in Annexure A.
- (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 A 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*

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

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

As the Annexure A 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 A Options will be used for general exploration and development work on Redstone projects and for working capital purposes.

**5.6. 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 A 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

**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>	Unquoted Options <sup>(4)</sup>	Annual Salary (including Superannuation)	Estimated Value of Director Annexure A Options to be issued <sup>(5)</sup>
Mr Homsany	70,526,635	5,000,000	10,000,000	5,000,000	10,000,000	\$66,600	\$24,490
Mr van Heemst	90,083,334	2,500,000	6,000,000	3,000,000	5,000,000	\$18,000	\$14,245
Mr Hodgins	7,341,810	2,500,000	6,000,000	3,000,000	5,000,000	\$12,000	\$14,245

(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) Unquoted options exercisable at \$0.0096 on or before 23 November 2028

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

**Directors' Recommendation**

Mr Richard Homsany declines to make a recommendation to Shareholders in relation to Resolution 5 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 5.

Mr Edward van Heemst declines to make a recommendation to Shareholders in relation to Resolution 6 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 6.

Mr Brett Hodgins declines to make a recommendation to Shareholders in relation to Resolution 7 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 7.

**6. Resolution 8 – Approval of the Issue of Annexure A Options to Key Consultants and/or Employees**

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### **6.1. 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 A Options to Dr Greg Shirliff of Zephyr Professional Pty Ltd, a key technical geological consultant to the Company, and 5,000,000 Annexure A Options to Ms Miranda Conti, Company Secretary, a key employee of the Company.

The Annexure A Options will have an expiry date on or before 5.00pm WST on 23 November 2029 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.

### **6.2. 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 A 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 A 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.

To this end, Resolution 8 seeks Shareholder approval to the issue of up to 7,000,000 Annexure A Options to key consultants and/or employees of the Company under and for the purposes of Listing Rule 7.1.

If Resolution 8 is passed, the issue of up to 7,000,000 Annexure A 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 8 is not passed, the issue of up to 7,000,000 Annexure A 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 A 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 A Options
- Ms Miranda Conti (or her nominee(s), Company Secretary – up to 5,000,000 Annexure A Options

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

Up to 7,000,000 Annexure A Options.

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

The Annexure A Options will have an expiry date on or before 5.00pm WST on 23 November 2029 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 A Options are set out in Annexure A.

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

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The Annexure A 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 A 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 A 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 A 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 8, as it approves the above issue of up to 7,000,000 Annexure A 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.

**7. Resolution 9 - Ratification of Previous Issue of GBA Capital Shares**

**7.1. Background**

On 18 January 2024 the directors resolved that issue of up to 4,000,000 fully paid ordinary shares in the Company to GBA Capital Pty Ltd (and/or its nominee(s)) (**GBA Capital Shares**, in consideration for professional and corporate services provided to the Company during the 2023 calendar year.

Accordingly, 4,000,000 GBA Capital Shares were issued pursuant to ASX Listing Rule 7.1 on 19 January 2024 (**Issue Date**) to GBA Capital Pty Ltd (and/or its nominee(s)) at a deemed issue price of \$0.010 per Share, representing a 100% premium to the prevailing market price of the Company's Shares of \$0.005 on the day prior to the issue Date.

The ratification of the issue of these 4,000,000 GBA Capital Shares is sought under Resolution 9 in accordance with the requirements of ASX Listing Rule 7.4.

**7.2. 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 GBA Capital 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 9 seeks Shareholder approval for the issue of the 4,000,000 GBA Capital Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 9 is passed, the issue of 4,000,000 GBA Capital 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.

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If Resolution 9 is not passed, the issue of 4,000,000 GBA Capital 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.

### **7.3. 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  
GBA Capital Shares – 4,000,000 fully paid ordinary shares
- (b) The price or other consideration the entity has received or will receive for the issue  
The GBA Capital Shares were issued in consideration for corporate and professional services undertaken during the 2023 calendar year at a deemed issue price of \$0.010 per Share. The issue price represents a 100% premium to the market price of the Company's Shares on the day prior to the Issue Date of 19 January 2024.
- (c) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities  
The GBA Capital 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 GBA Capital Shares were issued to the GBA Capital Pty Ltd and/or its nominee(s). None of the persons to whom the Shares the subject of Resolution 9 were issued were related parties of the Company or their associates.
- (e) The date or dates on which the securities were issued  
The GBA Capital Shares were issued on 19 January 2024.
- (f) The purpose of the issue, including the use (or intended use) of funds raised  
The purpose of the issue of the GBA Capital Shares was in consideration for professional services provided in relation to Canadian project acquisitions.
- (g) If the securities are being issued under an agreement, a summary of any other material terms of the agreement  
Refer Section 9.1 above.

### **Directors' Recommendation**

The Board recommends Shareholders vote in favour of Resolution 9 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.

## **8. Resolution 10 – Amendment to Constitution**

### **8.1. General**

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution, or a provision of its constitution by special resolution. This requires approval of 75% or more of all votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a member which is a corporation, a representative).

Resolution 10 seeks the approval of Shareholders to modify the Company's existing Constitution by inserting additional Rule 2.9.

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**REDSTONE RESOURCES LIMITED**  
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The Company proposes to modify its existing Constitution to incorporate recent amendments to the Corporations Act regarding the making of offers in connection with employee share schemes under Part 7.12 of the Corporations Act. Specifically, the proposed amendments will allow the Company to increase the 5% issue cap under the Corporations Act in respect of offers for monetary consideration under its Securities Incentive Plan (2022) approved by shareholders at its 2022 AGM (or any future employee incentive scheme the Company may enter into) to 20%.

The modifications are limited to the insertion of new Rule 2.9 as described in Resolution 10.

A copy of the proposed modified Constitution can be obtained by contacting the Company Secretary on (08) 9328 2552. Shareholders are invited to contact the Company if they have any queries or concerns regarding the proposed amendments to the Constitution.

## **8.2. Summary of material proposed changes**

The proposed modifications to the existing Constitution to insert new Rule 2.9 take account of recent amendments to the Corporations Act establishing the new regime for the making of offers in connection with employee share schemes under Part 7.12 of the Corporations Act.

Under the new regime, the number of ESS Interests (as that term is defined in the Corporations Act) issued over a three-year period must not exceed 5% of the issued share capital of a company. Entities may specify a different issue cap in their constitution, which the Company seeks to do under this Resolution 10.

The proposed amendments provide the ability for the Company to increase the 5% issue cap under the Corporations Act in respect of offers for monetary consideration under the Company's Securities Incentive Plan (2022) to 20% of the Company's issued share capital.

The Company considers it appropriate to allow scope for these further issues to ensure that it has the ability to appropriately incentivise and remunerate its employees through the use of the Company's Securities Incentive Plan (2022), rather being limited to only monetary consideration.

It is proposed that the Constitution be amended by inserting a new clause 2.9 as follows:

2.9. Issue cap for offers involving monetary consideration under an employee incentive scheme

For the purposes of section 1100V(2)(a) of the Corporations Act, the Company may only make an offer of ESS Interests (as that term is defined in the Corporations Act) if, at the time the offer is made, the Company reasonably believes:

- (a) the total number of ESS Interests that may be issued under an offer pursuant to an applicable employee securities incentive scheme (or analogous scheme or plan); and
- (b) the total number of ESS Interests that have been issued, or could have been issued, under offers made under an applicable employee securities incentive scheme (or analogous scheme or plan) at any time during the 3 year period ending of the day the offer is made,

does not exceed 20% of the number of Shares actually on issue as the date the offer is made.

The terms of the Company's Securities Incentive Plan (2022) are summarised in the 2022 Notice of AGM dated 28 October 2022.

If Shareholders approve Resolution 10, the Constitution will be amended to allow the Company to exceed the 5% issue cap for offers involving monetary compensation under the New EIS or any subsequent employee securities incentive scheme or plan (up to a cap of 20% of the number of Shares actually on issue at the date any offer is made under such scheme or plan). If Shareholders do not approve Resolution 10, the Constitution will not be amended and the Company will not be able to exceed the 5% issue cap for offers involving monetary compensation under the New EIS or any subsequent employee securities incentive scheme or plan.

### **Directors' Recommendation**

Resolution 10 is a Special Resolution. Accordingly, at least 75% of the votes cast by Shareholders present and eligible to vote at the Meeting must vote in favour of Resolution 10 for it to be passed.

The Directors recommend that Shareholders vote in favour of Resolution 10.

### **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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**REDSTONE RESOURCES LIMITED**  
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**GLOSSARY**

In this Explanatory Memorandum and Notice of Annual General Meeting:

**\$** means Australian dollars.

**2024 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 2024, which can be downloaded from the Company's website at [www.redstone.com.au](http://www.redstone.com.au).

**2024 Remuneration Report** means that section of the Directors' report contained in the 2024 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 A Option** means an Option on the terms and conditions as defined in Annexure A to this Explanatory Memorandum.

**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.

**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.

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

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

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**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.

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

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

**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.

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

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

**1. Entitlement**

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

**2. Exercise Price**

The exercise price of each Annexure A 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 A Option has an expiry date of 5.00pm WST on 23 November 2029.

**4. Exercise Period**

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

**5. Notice of Exercise**

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

**6. Timing of issue of Shares**

After an Annexure A 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 A Option.

**7. Shares issued on exercise**

Shares issued on exercise of the Annexure A 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 A Options.

**9. Participation in new issues**

There are no participation rights or entitlements inherent in the Annexure A Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Annexure A 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 A Options the opportunity to exercise their Annexure A 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 A Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Annexure A 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 A 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 A Option.

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

**Annexure B – Estimated Value of Annexure A Options proposed to be issued to Directors  
(Resolutions 5 to 7 inclusive)**

Using the Black & Scholes option valuation model and based on the assumptions set out below, the Annexure A Options proposed to be issued pursuant to Resolutions 5 to 7 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	14 October 2024	14 October 2024	14 October 2024
Market price of Shares	\$0.004	\$0.004	\$0.004
Exercise price (145% of market price)	\$0.0058	\$0.0058	\$0.0058
Expiry date (length of time from issue)	4.99 years	4.99 years	4.99 years
Risk free interest rate	3.913%	3.913%	3.913%
Volatility (discount)	100%	100%	100%
<b>Indicative value per Option</b>	\$0.003	\$0.003	\$0.003
<b>Total Value of Related Party Options</b>	\$28,490	\$14,245	\$14,245

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

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# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

REDSTONE RESOURCES LIMITED | ABN 42 090 169 154

Your proxy voting instruction must be received by **11.00am (AWST) on Wednesday, 27 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item 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 item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

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1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

