ABN 40 119 568 106

NOTICE OF GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

Date of Meeting
15 December 2014

Time of Meeting
1.00pm (WST)

Place of Meeting
BDO Audit (WA) Pty Ltd
38 Station Street SUBIACO WA 6008

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

A General Meeting of the Shareholders of Red Mountain Mining Limited will be held at 1.00pm WST on 15 December 2014 at:

BDO Audit (WA) Pty Ltd
38 Station Street SUBIACO WA 6008

Voting Entitlement

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that the persons eligible to vote at the Meeting are those who are registered Shareholders as at 1.00pm (WST) on 13 December 2014. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlement to attend and vote at the Meeting.

How to Vote

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

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 1.00pm WST.

Voting by Proxy

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

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

so that it is received by no later than 1.00pm WST on 13 December 2014, being 48 hours before the Meeting.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

Your Proxy Form is enclosed.

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Shareholders of Red Mountain Mining Limited (ABN 40 119 568 106) **(Company**) will be held at BDO Audit (WA) Pty Ltd 38 Station Street SUBIACO, Western Australia, on 15 December 2014 at 1.00pm WST, for the purpose of transacting the business referred to in this Notice of General Meeting ("**Notice**").

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

AGENDA

ORDINARY BUSINESS:

Resolution 1 – Ratification of issue of 56,402,833 Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 56,402,833 Shares (at an issue price of $0.006 per Share) on 24 October 2014 to sophisticated investors on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion
The Company will disregard any votes cast on Resolution 1 by any of the persons who participated in the issue the subject of Resolution 1 and any person associated with those persons. However, the Company need not disregard a vote if the vote 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 the vote 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.

Resolution 2 – Ratification of issue of 56,402,833 Options

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 56,402,833 Options for nil cash consideration (exercisable at $0.012 each on or before 31 March 2016) on or around 17 November 2014 to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion
The Company will disregard any votes cast on Resolution 2 by any person who participated in the issue the subject of Resolution 2 and any Associate of that person. However, the Company need not disregard a vote if the vote is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or the vote is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 3 – Ratification of issue of 2,992,170 Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,992,170 Shares (at a deemed issue price of $0.006 per Share) on or around 17 November 2014 as part consideration for capital raising services to the parties and on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion
The Company will disregard any votes cast on Resolution 3 by any of the persons who participated in the issue the subject of Resolution 3 and any person associated with those persons. However, the Company need not disregard a vote if the vote 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 the vote 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.

Resolution 4 – Ratification of issue of 1,722,036 Options

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,722,036 Options for nil cash consideration (exercisable at $0.012 each on or before 31 March 2016) on or around 17 November 2014 as part consideration for capital raising services to the parties and on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion
The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue the subject of Resolution 4 and any Associate of that person. However, the Company need not disregard a vote if the vote is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or the vote is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 5 – Approval of issue of Shares to raise up to $1 million

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the issue price, will raise up to $1,000,000, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion
The Company will disregard any votes cast on Resolution 5 by any of the persons who may participate in the issue the subject of Resolution 5 and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 5 is passed and any associates of those persons. However, the Company need not disregard a vote if the vote 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 the vote 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.

Resolution 6 – Approval of issue of up to 21,582,924 Shares to service providers

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

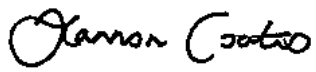
"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 21,582,924 Shares at a deemed issue price of $0.007 to services providers or their nominees in consideration for services provided to the Company, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion
The Company will disregard any votes cast on Resolution 6 by any of the persons who may participate in the issue the subject of Resolution 6 and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 6 is passed and any associates of those persons. However, the Company need not disregard a vote if the vote 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 the vote 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.

OTHER BUSINESS

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

BY ORDER OF THE BOARD



Shannon Coates
Company Secretary
4 November 2014

NOTES:

1. Completion of a proxy form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

2. A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the Shareholder. A proxy need not be a Shareholder of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (eg "the Company Secretary").

3. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If no such proportion is specified, each proxy may exercise half of the Shareholder's votes.

4. A proxy form is enclosed. A separate form must be used for each proxy. An additional form can be obtained by writing to the Company at Unit 1, 2 Richardson Street, West Perth, Western Australia, 6005 or by fax to (61 8) 9486 8616. Alternatively, you may photocopy the enclosed form.

5. A duly completed proxy form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office or the address or fax number set out below, **not less than 48 hours before** the time for commencement of the Meeting. Please send by post to Unit 1, 2 Richardson Street, West Perth, Western Australia, 6005 or by fax to (61 8) 9486 8616.

6. The Chairman of the Meeting will vote undirected proxies on, and in favour of, all of the proposed Resolutions. If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.

7. The Company will accept proxy appointments by a corporate Shareholder executed in accordance with either section 127(1) (not under seal) or section 127(2) (under seal) of the Corporations Act.

8. The time nominated by the Board for the purpose of determining the voting entitlements at the Meeting is1.00pmWST on 13 December 2014.

9. The Explanatory Statement attached to this Notice forms part of this Notice.

1 EXPLANATORY STATEMENT

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

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

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2 RESOLUTION 1 – RATIFICATION OF ISSUE OF 56,402,883 SHARES

2.1 Background

On 24 October 2014, the Company issued 56,402,833 Shares at an issue price of $0.006 per Share, pursuant to a placement to sophisticated investors to raise approximately $338,417 million under the Company's annual 15% placement capacity under ASX Listing Rule 7.1 (**Placement**).

ASX Listing Rule 7.1 broadly provides that a company may, during any 12 month period, issue equity securities up to 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without shareholder approval.

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

Accordingly, Resolution 1 seeks Shareholder ratification of the issue of the Shares under ASX Listing Rule 7.4 to provide flexibility for the Company to issue equity securities in the future under the 15% placement capacity under ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

2.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Shares the subject of this Resolution:

(a) 56,402,833 Shares were issued at an issue price of $0.006 per Share;

(b) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(c) the Shares were issued to new and existing shareholders all of whom were professional and sophisticated investors and not related parties of the Company;

(d) the funds raised from the issue of the Shares have and will be applied towards further exploration of the Lobo gold prospect at the Company's Batangas Project in the Philippines and general working capital; and

(e) a voting exclusion statement for Resolution 1 is included in the Notice of Meeting preceding this Explanatory Statement.

2.3 Board recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – RATIFICATION OF ISSUE OF 56,402,833 OPTIONS

3.1 Background

As announced to ASX on 16 October 2014, the Company agreed to issue free attaching Options (exercisable at $0.012 on or before 31 March 2016) to investors participating in the Placement, on the basis of one free attaching Option for every Share subscribed for and issued under the Placement. The Company proposes to issue 56,402,833 Options on or around 17 November 2014 under the Company's annual 15% placement capacity under ASX Listing Rule 7.1.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the proposed issue of those Options.

A summary of ASX Listing Rule 7.1 and ASX Listing Rule 7.4 is provided in section 2.1 of this Explanatory Statement.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

3.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the proposed issue of the Options the subject of this Resolution:

(a) 56,402,833 Options will be issued;

(b) the Options will be issued for nil cash consideration as free attaching Options to the Shares issued under the Placement;

(c) the Options have an exercise price of $0.012 each and an expiry date of 31 March 2016. The full terms and conditions of the Options are set out in Schedule 1 to this Explanatory Statement;

(d) the Options will be issued to professional and sophisticated investors, none of whom will be related parties of the Company;

(e) no funds will be raised from the issue as the Options will be issued as free attaching Options to the participants in the Placement; and

(f) a voting exclusion statement for Resolution 2 is included in the Notice of Meeting preceding this Explanatory Statement.

3.3 Board recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 2.

4 RESOLUTION 3 – RATIFICATION OF 2,992,170 SHARES UNDER ASX LISTING RULE 7.1A

4.1 Background

The Company proposes to issue 2,992,170 Shares at a deemed issue price of $0.006 per Share on or around 17 November 2014, under the Company's additional 10% placement capacity under ASX Listing Rule 7.1A, to sophisticated investors as part consideration for capital raising services in relation to the Placement.

ASX Listing Rule 7.1A enables certain eligible entities to seek shareholder approval to issue Equity Securities up to 10% of its issued share capital over a 12 month period after the annual general meeting at which a resolution for the purposes of ASX Listing Rule 7.1A is passed by special resolution. This 10% placement capacity is in addition to a company's 15% placement capacity under ASX Listing Rule 7.1. The Company obtained approval from Shareholders to issue Equity Securities under ASX Listing Rule 7.1A at its annual general meeting on 18 November 2013 and expects to obtain approval from Shareholders to issue Equity Securities under ASX Listing Rule 7.1A at the Company's annual general meeting on 17 November 2014.

A note to ASX Listing Rule 7.4 provides that an issue of securities made under ASX Listing Rule 7.1A can be ratified by shareholders under ASX Listing Rule 7.4. If Shareholders ratify the issue of securities, the issue will not reduce the company's placement capacity under ASX Listing Rule 7.1A. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 25% annual placement capacity set out in ASX Listing Rules 7.1 and 7.1A without the requirement to obtain prior Shareholder approval.

4.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Shares the subject of this Resolution:

(a) 2,992,170 Shares will be issued at a deemed issue price of $0.006 per Share;

(b) the Shares to be issued will be fully paid ordinary shares in the capital of the Company to be issued on the same terms and conditions as the Company's existing Shares;

(c) the Shares will be issued to sophisticated investors and not related parties of the Company;

(d) no funds will be raised from the issue as the Shares will be issued as part consideration for capital raising services in relation to the Placement; and

(e) a voting exclusion statement for Resolution 3 is included in the Notice of Meeting preceding this Explanatory Statement.

4.3 Board recommendation

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

5 RESOLUTION 4 – RATIFICATION OF ISSUE OF 1,722,036 OPTIONS

5.1 Background

The Company proposes to issue 1,722,036 Options for nil cash consideration (exercisable at $0.012 each on or before 31 March 2016) on or around 17 November 2014 to sophisticated investors as part consideration for capital raising services provided in relation to the Placement.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Options.

A summary of ASX Listing Rule 7.1 and ASX Listing Rule 7.4 is provided in section 2.1 of this Explanatory Statement.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Options the subject of this Resolution:

(a) 1,722,036 Options will be issued;

(b) the Options will be issued for nil cash consideration;

(c) the Options have an exercise price of $0.012 each and an expiry date of 31 March 2016. The full terms and conditions of the Options are set out in Schedule 1 to this Explanatory Statement;

(d) the Options will be issued to professional and sophisticated investors, none of whom will be related parties of the Company;

(e) no funds will be raised from the issue as the Options will be issued in consideration for capital raising services in relation to the Placement; and

(f) a voting exclusion statement for Resolution 4 is included in the Notice of Meeting preceding this Explanatory Statement.

5.3 Board recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 4.

6 RESOLUTION 5 – APPROVAL OF ISSUE OF NEW SHARES TO RAISE UP TO $1 MILLION

6.1 Background

The Company is seeking approval for the issue of new Shares, at an issue price of not less than 80% of the volume weighted average price (**VWAP**) calculated over the 5 days on which sales in the Shares were recorded before the day on which the issue is made, to raise a total of up to $1 million.

A summary of ASX Listing Rule 7.1 is provided in section 2.1 of this Explanatory Statement.

The effect of Resolution 5 will allow the Directors the ability to issue new Shares within three months of the date of the meeting, without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1. It is noted that if approval is granted by Shareholders, it does not necessarily mean the Company will issue the Shares.

6.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Shares the subject of this Resolution:

(a) the maximum number of Shares to be issued will be calculated by dividing $1 million by the issue price, which will be not less than 80% of the VWAP calculated over the 5 trading days on which sales in the Shares were recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;

(b) the Shares will be issued progressively and no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);

(c) the issue price will be not less than 80% of the VWAP calculated over the 5 days on which sales in the Shares were recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;

(d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(e) the Directors will determine to whom the Shares are issued but it is anticipated these persons will be sophisticated investors and will not be related parties of the Company;

(f) the Company intends to use any funds raised from the issue of the new Shares towards:

(i) any costs of the raising;

(ii) additional exploration at the Batangas Project;

(iii) progressing the Company's Definitive Feasibility Study on the Batangas Project; and

(iv) general working capital

(g) a voting exclusion statement for Resolution 5 is included in the Notice of Meeting preceding this Explanatory Statement.

6.3 Board recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 5.

7 RESOLUTION 6 – APPROVAL OF ISSUE OF UP TO 21,582,924 NEW SHARES TO SERVICE PROVIDERS

7.1 Background

The Company is seeking approval for the issue of up to 21,582,924 new Shares, at a deemed issue price of $0.007, to service providers or their nominees in consideration for the provision of marketing, capital raising, drilling and technical services provided to the Company.

A summary of ASX Listing Rule 7.1 is provided in section 2.1 of this Explanatory Statement.

The effect of Resolution 6 will allow the Directors the ability to issue new Shares within three months of the date of the meeting, without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1. It is noted that if approval is granted by shareholders, it does not necessarily mean the Company will issue the shares.

7.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Shares the subject of this Resolution:

(a) the maximum number of Shares to be issued will be 21,582,924;

(b) the Shares will be issued progressively and no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);

(c) the deemed issue price will be $0.007 per Share;

(d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(e) the Shares will be issued to service providers or their nominees, who are not related parties of the Company;

(f) no funds will be raised from the issue as the Shares will be issued in consideration for services provided; and

(g) a voting exclusion statement for Resolution 6 is included in the Notice of Meeting preceding this Explanatory Statement.

7.3 Board recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 6.

GLOSSARY

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

$ means Australian dollars, unless otherwise stated.

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

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

Board means the board of Directors of the Company.

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

Company means Red Mountain Mining Limited (ARBN 40 119 568 106).

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

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 Statement means this Explanatory Statement accompanying this Notice.

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

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

Option means an option to acquire a Share with the terms and conditions set out in Schedule 1.

Optionholder means a holder of an Option.

Placement has the meaning given in section 2.1 of this Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

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

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

Shareholder means the registered holder of a Share.

VWAP means volume weighted average price.

WST means Australian Western Standard Time.

SCHEDULE 1
TERMS AND CONDITIONS OF OPTIONS

(a) Each Option entitles the holder to one Share in the capital of the Company.

(b) The Options may be exercised at any time prior to 5.00pm WST on 31 March 2016.

(c) The exercise price of the Options is 1.2 cents each.

(d) Application will be made for the Options to be quoted and the Options will be freely tradeable.

(e) The Company will provide to each Option holder a notice that is to be completed when exercising the Options ("**Notice of Exercise**"). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the expiry date. The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be allotted and the identity of the proposed allottee. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.

(f) All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX within 7 business days after the date of issue of all Shares pursuant to the exercise of Options to be admitted to quotation.

(g) There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised. The Company will ensure, for the purposes of determining entitlements to any issue, that Option holder will be notified of a proposed issue after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.

(h) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the Listing Rules.

redmountain mining

Red Mountain Mining Limited
ABN 40 119 568 106

Lodge your vote:

By Mail:
Red Mountain Mining Limited
Unit 1
2 Richardson Street
West Perth WA 6005

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

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 1.00pm (WST) Saturday 13 December 2014

How to Vote on Items of Business

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

Appointment of Proxy

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

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

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.
A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.
Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.
Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

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

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

Turn over to complete the form ➔

View your securityholding information, 24 hours a day, 7 days a week:
www.investorcentre.com

☑ **Review your securityholding**

☑ **Update your securityholding**

Your secure access information is:

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

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

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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

☐ **the Chairman of the Meeting** **OR** _____

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Red Mountain Mining Limited to be held BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia on Monday, 15 December 2014 at 1:00pm (WST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of issue of 56,402,833 Shares	☐	☐	☐
Resolution 2	Ratification of issue of 56,402,833 Options	☐	☐	☐
Resolution 3	Ratification of issue of 2,992,170 Shares	☐	☐	☐
Resolution 4	Ratification of issue of 1,722,036 Options	☐	☐	☐
Resolution 5	Approval of issue of Shares to raise up to $1 million	☐	☐	☐
Resolution 6	Approval of issue of up to 21,582,924 Shares to service providers	☐	☐	☐

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

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

Individual or Securityholder 1	**Securityholder 2**	**Securityholder 3**
Sole Director and Sole Company Secretary	**Director**	**Director/Company Secretary**

Contact Name _____ **Contact Daytime Telephone** _____ **Date** / /