

notice of annual general meeting
and explanatory memorandum and proxy form
redbank mines limited

Date of meeting: Friday 28 November 2008 at 11.30am

Place of meeting: Conference Centre, Ground Level, BGC Centre
28 The Esplanade (Howard Street entrance) Perth WA 6000

This Notice of Annual General Meeting and Explanatory Statement 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.

Redbank Mines Limited

ACN 059 326 519

Corporate Directory

Directors
Mr Kim Warren McGrath (Non Executive Chairman and Director)
Mr Jerome Gino Vitale (Managing Director and Chief Executive Officer)
Ms Susan Jane Field (Executive Director and Chief Financial Officer)
Dr Donald James Searle (Executive Director)
Mr Michael John Kitney (Non Executive Director)
Mr Bruce Anthony Conleith Morrin (Non Executive Director)

Company Secretary **Ms Susan Jane Field**

Registered Office
Level 2, BGC Centre
28 The Esplanade
Perth WA 6000
Telephone: +61 8 9322 6045
Facsimile: +61 8 9481 5557
Email: info@redbankmines.com.au
Website: www.redbankmines.com.au

Auditor
Deloitte Touche Tohmatsu
Level 14, Woodside Plaza
240 St Georges Terrace
Perth WA 6000

Share Registry
Computershare Investor Services Pty Limited
Level 2, Reserve Bank Building
45 St Georges Terrace
Perth WA 6000
Telephone: +61 8 9323 2000

ASX Code: **RBM**

CHAIRMAN'S LETTER

23 October 2008

Dear Shareholder,

Attached you will find the following documents for your attention:

1. Notice of Annual General Meeting to be held on Friday 28 November 2008;
2. Explanatory Memorandum accompanying the Notice of Meeting; and
3. Proxy Form.

The Explanatory Memorandum accompanying the Notice of Meeting contains important information in relation to the resolutions outlined in the Agenda. Please take the time to read this material in conjunction with the information contained within the Annual Report when considering how to cast your vote.

I look forward to meeting you at the Annual General Meeting. If however you are unable to be present at the meeting, please send in your proxy form as provided so as to reach our offices 48 hours ahead of the scheduled time of the meeting.

On behalf of the Board,



Kim W McGrath
Chairman
Encl.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the Annual General Meeting of Redbank Mines Limited will be held at The Conference Centre, Ground Level BGC Centre, 28 The Esplanade, Perth Western Australia on Friday, **28 November 2008 at 11.30 am** for the purpose of the following business.

Defined terms and abbreviations used in this Notice of Meeting are explained in Glossary.

ORDINARY BUSINESS

Financial Accounts and Reports

To receive the financial report for the year ended 30 June 2008 for the Company including the Directors' Declaration, Directors' Report, Audit Independence and Non Audit Services Declaration and Audit Report.

Resignation of Mr Michael John Kitney as a Director

Due to increasing external commitments, Mr Michael John Kitney, a director of the Company who retires in accordance with rule 3.6 of the Company's Constitution has chosen not to offer himself for re-election.

1. Adoption of Remuneration Report

To consider and, if thought fit, pass the following **advisory only** resolution:

"That, in accordance with s250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report contained within the 2007 Financial Report, be adopted by the Company."

2. Re-Election of Mr Kim Warren McGrath

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, Mr Kim Warren McGrath, a director of the Company who retires in accordance with rule 3.6 of the Company's Constitution and, being eligible, offers himself for re-election, be elected as a director of the Company."

3. Election of Mr Bruce Anthony Conleith Morrin

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That Mr Bruce Anthony Conleith Morrin, a director of the Company who was appointed since the last Annual General Meeting by the directors and who retires in accordance with rule 3.3(a) of the Company's Constitution, and being eligible offers himself for election, be elected as a director of the Company."

SPECIAL BUSINESS

4. Ratification of Issue of 18,294,444 Attaching Options

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That for the purposes of ASX Listing Rule 7.4 and all other purposes, the Company ratifies the issue of

- *18,294,444 attaching options to acquire fully paid ordinary shares at an exercise price of 2 cents on or before 31 August 2009 on the terms and conditions set out in the Explanatory Memorandum and the terms and conditions as set out in Appendix A accompanying the Notice of Meeting*

pursuant to an excluded offer completed on 14 August 2008."

5. Ratification of Issue of 12,500,000 Shares

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That for the purposes of ASX Listing Rule 7.4 and all other purposes, the Company ratifies the issue of

- *12,500,000 fully paid ordinary shares in the Company at an issue price of 1.5 cents per share*

pursuant to an excluded offer completed on 20 October 2008."

6. Approval of Issue of Shares

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 7.1, and all other purposes, the Company approves the issue of up to 120,000,000 Equity Securities for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting to be issued at any time but no later than three (3) months after the date of this meeting.”

7. Approval of Issue of Shares – D J Searle

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 10.11, and for all other purposes the directors be authorised to issue of up to 2,000,000 shares in the Company to Donald James Searle or his nominee Company at an issue price of 1.5 cents per share to be issued at any time but no later than one (1) months after the date of this meeting.”

8. Approval of Issue of Shares – J G Vitale

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 10.11, and for all other purposes the directors be authorised to issue of up to 2,000,000 shares in the Company to Jerome Gino Vitale or his nominee at an issue price of 1.5 cents per share to be issued at any time but no later than one (1) months after the date of this meeting.”

9. Approval of Issue of Shares – S J Field

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 10.11, and for all other purposes the directors be authorised to issue of up to 2,000,000 shares in the Company to Susan Jane Field or her at an issue price of 1.5 cents per share to be issued at any time but no later than one (1) months after the date of this meeting.”

10. Approval of Issue of Shares – K W McGrath

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 10.11, and for all other purposes the directors be authorised to issue of up to 1,150,000 shares in the Company to Kim Warren McGrath or his nominee at an issue price of 1.5 cents per share to be issued at any time but no later than one (1) months after the date of this meeting.”

11. Approval of Issue of Shares – M J Kitney

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 10.11, and for all other purposes the directors be authorised to issue of up to 2,000,000 shares in the Company to Michael John Kitney or his nominee at an issue price of 1.5 cents per share to be issued at any time but no later than one (1) months after the date of this meeting.”

By order of the Board



Susan J Field
Director and Company Secretary
23 October 2008

NOTES:

VOTING EXCLUSION

Resolutions 4 and 5

In accordance with ASX Listing Rule 7.5.6, any votes cast on **Resolution 4 and 5**, (other than (1) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or (2) by the chairman of 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) by any person who participated in the issues of options as referred to in Resolution 4 or any associate of that person will be disregarded.

Resolution 6

In accordance with ASX Listing Rule 7.3.8 any votes cast on **Resolution 6** by any person who may participate in the proposed issue or who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or any associate of that person will be disregarded (other than (1) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or (2) by the chairman of 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 7

In accordance with ASX Listing Rule 10.13.6 any votes cast on **Resolution 7** by Dr Donald James Searle, or any of his associates will be disregarded (other than (1) by him as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or (2) by the chairman of 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 8

In accordance with ASX Listing Rule 10.13.6 any votes cast on **Resolution 8** by Mr Jerome Gino Vitale, or any of his associates will be disregarded (other than (1) by him as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or (2) by the chairman of 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 9

In accordance with ASX Listing Rule 10.13.6 any votes cast on **Resolution 9** by Ms Susan Jane Field, or any of her associates will be disregarded (other than (1) by him as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or (2) by the chairman of 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 10

In accordance with ASX Listing Rule 10.13.6 any votes cast on **Resolution 10** by Mr Kim Warren McGrath, or any of his associates will be disregarded (other than (1) by him as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or (2) by the chairman of 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 11

In accordance with ASX Listing Rule 10.13.6 any votes cast on **Resolution 11** by Mr Michael John Kitney, or any of his

associates will be disregarded (other than (1) by him as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or (2) by the chairman of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides).

PROXIES

A shareholder who is entitled to vote at the meeting has a right to appoint a proxy and should use the proxy form enclosed with this Notice. The proxy need not be a shareholder of the Company.

A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies. If 2 proxies are appointed and the appointment does not specify the proportion or number of votes that the proxy may exercise, s249X of the Corporations Act takes effect so that each proxy may exercise half of the votes.

A proxy's authority to speak is suspended if the member is present at the meeting.

The proxy form must be signed and dated by the member or the member's attorney. In the case of joint members, the person named first in the register must sign.

Proxy forms and the original or certified copy of the power of attorney (if the proxy form is signed by an attorney) **must be received:**

1. at the Company's share registry:

Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St George's Terrace
PERTH WA 6000;

Or

2. at the Company's office:

Level 2, BGC Centre PO Box Z5037
28 The Esplanade St Georges Tce
Perth WA 6000 Perth WA 6831

Or

3. on the Company's fax number:

+61 8 9481 5557;

not later than 11.30 am (Perth time) on Wednesday 26 November 2008.

Proxy forms may be returned to the Company (c/- Computershare Investor Services Pty Ltd) by mail using the **reply paid envelope** provided; directly to the Company's office either by mail at the above address or by facsimile on the above number.

WHO MAY VOTE

The Company has determined that, for the purpose of voting at the meeting, shares in the Company will be taken to be held by persons registered at 5.00pm (Perth time) on Wednesday 26 November 2008.

BODIES CORPORATE

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

**EXPLANATORY MEMORANDUM
TO ACCOMPANY NOTICE OF GENERAL MEETING
TO BE HELD ON 28 NOVEMBER 2008**

1. Introduction

This Explanatory Memorandum has been prepared for the Company's shareholders in connection with the 2008 Annual General Meeting, to be held at 11.30 am on Friday, 28 November 2008.

2. Financial Statements and Reports

As a shareholder, you are entitled to submit one written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company no later than five business days before 28 November 2008 (i.e. on or before Friday 21 November 2008).

All questions must be sent to the Company and may not be sent to direct to the auditor. The Company will then forward all questions to the auditor.

The auditor will be attending the Annual General Meeting and will be available to answer questions from Shareholders 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 auditor will also answer written questions submitted prior to the Annual General Meeting.

As you may be aware, changes to legislation mean that companies are no longer required to mail out a hard copy of their annual report to shareholders. If you so wish, you can obtain a hard copy by contacting the Company. Alternatively, it is available on the Company's website from 31 October 2008 at www.redbankmines.com.au for you to download or read online. Refer to the enclosed letter, which provides more detail in relation to your choices for the Annual Report.

3. Resignation of Mr Michael John Kitney as a Director

Pursuant to rule 3.6(a) of the Company's Constitution, one third of the directors must retire from office at the Company's AGM and are eligible for re-election.

Due to increasing external commitments Mr Kitney is unable to offer himself for re-election on this occasion.

During his tenure Mr Kitney has made a valuable contribution to the Board and in particular the Redbank Copper Project through providing his vast project development and practical experience in commissioning new projects. Mr Kitney is expected to continue to provide technical services to the Company.

The Board takes this opportunity to thank Mr Kitney for this valuable contribution over the past two years.

4. Resolution 1 – Adoption Remuneration Report

As a result of recent amendments to the *Corporations Act* the Company is required to include in its Directors' Report a detailed Remuneration Report relating to directors' and executives' remuneration. Section 300A of the *Corporations Act* sets out the information required to be included in the Remuneration Report. A copy of the report appears on pages 8 to 16 of the Company's Financial Report which can be located on the Company's website www.redbankmines.com.au.

The Remuneration Report:

- describes the policies behind, and structure of, the remuneration arrangements of the Company and the link between the remuneration of employees and the Company's performance; and
- sets out the remuneration arrangements in place for each Executive Director and specified executives of the Company.

Sections 249L(2) and 250R(2) of the *Corporations Act* require a resolution that the Remuneration Report be adopted be put to a vote of shareholders at the Company's Annual General Meeting.

Shareholders are asked to adopt the Company's Remuneration Report.

Shareholders should note that **Resolution 1 is a non binding resolution**. The vote on **Resolution 1** is advisory only, and does not bind the directors of the Company.

A reasonable opportunity for discussion on the Remuneration Report will be provided at the Annual General Meeting.

5. Resolution 2 – Re-Election of Mr Kim Warren McGrath

Pursuant to rule 3.6(a) of the Company's Constitution, one third of the directors must retire from office at the Company's AGM and are eligible for re-election.

Mr McGrath is an internationally experienced resources finance and investment banking executive. He is the Managing Director of Delta Corporate Finance Pty Limited, a specialist advisory group based in Sydney with active business interests in Australia and the UK.

His positions in Australia have included legal roles with Comalco and ICL, General Counsel and Company Secretary of Bank of America Australia, General Counsel with Bell Resources responsible for negotiating international lines of finance, business acquisitions, and in strategy and development as General Manager, Strategy and Planning with Industrial Equity

Limited.

Dr Searle, Messrs Kitney, Morrin and Vitale and Ms Field support this resolution and recommend that shareholders vote FOR Resolution 2.

Further information on Mr McGrath's experience is located in the Company's 2008 Financial Report available on the Company's website at www.redbankmines.com.au.

Resolution 2 is an ordinary resolution. It is required to be passed by a simple majority of votes cast by shareholders entitled to vote on it.

6. Resolution 3 – Election of Mr Bruce Anthony Conleith Morrin

Mr Morrin was appointed to the Board on 20 October 2008. Pursuant to rule 3.3(a) of the Company's Constitution persons appointed directors since the last AGM are required to retire at the next AGM, but are eligible for election at that meeting.

Mr Morrin qualified as a mining engineer at the Camborne School of Metaliferous Mining, Cornwall, England. He possesses a First Class Mine Managers Certificate of Competency and Is a Fellow of the AusIMM.

He has over 40 years of mining experience in both underground and surface mining operations in Zambia, Zimbabwe and Australia.

More recently he has been General Manager for various mining operations with Lynas Gold NL, Sipa Exploration NL, Crescent Gold Ltd, Siberia Mining Corporation Ltd and Monarch Gold Mining Company Limited and has served as a District Inspector of Mines with the Department of Industry and Resources, Western Australia.

Bruce Morrin served for two years on the Board of Directors of Moly Mines Ltd as a non Executive Director.

Dr Searle, Messrs McGrath, Kitney and Vitale and Ms Field support this resolution and recommend that shareholders vote FOR Resolution 3.

Resolution 3 is an ordinary resolution. It is required to be passed by a simple majority of the votes cast by shareholders entitled to vote on it.

7. Resolution 4 – Ratification of Issue of Attaching Options

On 14 August 2008, the Company announced that it had completed a placement by way of an excluded offer under s 708(1) of the Corporations Act for

- 18,294,444 Fully Paid Ordinary Shares plus 18,294,444 unlisted Attaching Options to acquire a Fully Paid Ordinary Share at an exercise price of 2 cents at any time until 31 August 2009; and
- 4,301,222 Fully Paid Ordinary Shares.

Shareholder approval was sought for the issue of the shares at a General Meeting of Shareholders held on 4 June 2008. This resolution pertains to the Attaching Options which were issued by the Company under the capacity available to it under ASX Listing Rule 7.1.

Resolution 4 seeks shareholder approval under ASX Listing Rule 7.4 to ratify the issue of Attaching Options on the terms and conditions as set out in Appendix A. The effect of such ratification will be that the 18,294,444 Attaching Options to acquire ordinary shares will be counted as reducing the number of securities which the Company can issue in the future without shareholder approval under the 15% limit imposed by ASX Listing Rule 7.1 (ie the 15% limit is 'renewed' to the extent of the ratification or approval).

Information Required by ASX Listing Rules

In compliance with Listing Rule 7.5, shareholders are advised the following in relation to **Resolution 4:**

- the total number of securities issued is 18,294,444 Attaching Options;
- the Attaching Options were issued for no consideration;
- the Attaching Options were issued to the following parties:

Biset Holdings Pty Ltd <Keif & Tactum Super Fund A/C>	777,778
Bonarc Pty Ltd	3,600,000
Isaiah Sixty Pty Ltd	2,200,000
Isaiah Sixty Pty Ltd <Superfund A/C>	1,250,000
Mr Harold Thomas Gatward & Mrs Rosemary Gatward <Gatward Retirement Fund A/C>	700,000
Mr Nicholas Koreneff & Mrs Linda Koreneff	2,000,000
Mr Richard Kin & Mrs Diane King <King Super Fund A/C>	700,000
Mr Stephen Brett Peruch & Mrs Sharon Sylvia Peruch	1,200,000
Ms Deanna Mari Peruch	800,000
Ms Marisa Cesare	700,000
RF Management Pty Ltd <Superannuation Fund A/C>	700,000
Rockdale Capital Pty Ltd	1,666,666
Tyche Investments Pty Ltd	2,000,000

The Board believe that the ratification of this issue is beneficial for the Company. All the directors support this resolution and recommend that shareholders vote FOR Resolution 4.

Resolution 4 is an ordinary resolution. It is required to be passed by a simple majority of votes cast by shareholders entitled to vote on it and is subject to the voting exclusion referred to in the Notice of Meeting.

8. Resolution 5 – Ratification of Issue of 12,500,000 Shares

On 20 October 2008, the Company announced that it had completed a placement by way of an excluded offer under s708(1) of the *Corporations Act* for 12,500,000 shares at a price of 1.5 cents per share to raise \$187,500 before issue costs.

From the date of issue, the placement shares ranked equally in all respects with the Company's then existing ordinary shares. The purpose of the placement was to augment the Company's working capital position.

Resolution 5 seeks shareholder approval under ASX Listing Rule 7.4 to ratify the issue. The effect of such a ratification will be that the 12,500,000 shares will not be counted as reducing the number of securities which the Company can issue in the future without shareholder approval under the 15% limit imposed by ASX Listing Rule 7.1 (ie the 15% limit is 'renewed' to the extent of the ratification or approval).

Information Required by ASX Listing Rules

In compliance with Listing Rule 7.5, shareholders are advised the following in relation to **Resolution 5**:

- the total number of securities issued is 12,500,000 shares;
- the shares were issued at an issue price of 1.5 cents per share being equal to the then market price of the Company's shares;
- the shares rank pari passu in all respects with the Company's existing ordinary shares;
- the shares were issued to Crawley Investments Pty Ltd.
- \$187,500 was raised from the issue of these shares, before issue costs and the funds raised were applied to augment the Company's working capital.

The Board believe that the ratification of this issue is beneficial for the Company. All the directors support this resolution and recommend that shareholders vote FOR Resolution 5.

Resolution 5 is an ordinary resolution. It is required to be passed by a simple majority of votes cast by shareholders entitled to vote on it and is subject to the voting exclusion referred to in the Notice of Meeting.

9. Resolution 6 – Approval of Issue of Shares

The Company proposes to issue up to 120,000,000 fully paid Ordinary Shares to third party investor/(s).

1. The Shares will be issued at a price not less than 80% of the average market price of Redbank shares quoted on the Australian Securities Exchange Limited ("ASX") during the period of 5 trading days immediately prior to the date which the Company either
 - (i) signs a Prospectus and lodges it with Australian Securities and Investment Commission ("ASIC"); or
 - (ii) in the event that a Disclosure Document is not required, on the date that the Company announces the issue to the ASX;

The proceeds from the issue will be applied primarily provide additional working capital as well as to continue to fund the completion of a definitive feasibility study for the Redbank Copper Project.

Listing Rule 7.1 imposes a limit on the number of equity securities (eg shares or options to subscribe for shares) which a company can issue without Shareholder approval. In general terms, the limit is that a company may not, without Shareholder approval issue, in any 12 month period, equity securities which are more than 15% of:

- the number of fully paid shares on issue 12 months before the issue; plus
- the number of fully paid ordinary shares issued in that 12 months under an exception contained in ASX Listing Rule 7.2 or with Shareholder approval.

Equity securities which are issued under an exception contained in ASX Listing Rule 7.2 or with Shareholder approval do not reduce the number of equity securities that may be issued by the company under ASX Listing Rule 7.1.

Resolution 6 seeks Shareholder approval of the issue of shares so that it does not reduce the number of equity securities that the Company may issue without further Shareholder approval. As the proposed issue would otherwise exceed the limit contained in ASX Listing Rule 7.1, the Company seeks Shareholder approval for the proposed issue.

Information Required by ASX Listing Rules

In compliance with ASX Listing Rule 7.3 Shareholders are advised the following in relation to Resolution 6:

- (a) the total number of Shares which may be allotted and issued under Resolution 6 is up to 120,000,000 Shares;
- (b) the recipients of the Shares are not known at this point and will be allotted and issued at the discretion of the Directors;
- (c) no Shares will be issued to the Directors of the Company or to any of their associates;
- (d) the Shares may be allotted and issued progressively within 3 months of the date of this meeting;
- (e) the Shares will be issued at not less than 80% of the average market price 5 days prior to trading prior to the date which the Company either
 - (i) signs a Prospectus and lodges it with Australian Securities and Investment Commission (“ASIC”) or issues the equities; or
 - (ii) in the event that a Disclosure Document is not required, on the date that the Company announces the issue to the ASX;
- (f) the Shares will rank pari passu in respect with the Company’s existing Shares; and
- (g) the funds raised will be used to provide the Company with additional working capital as well as continue to fund the completion of a definitive feasibility study for the Redbank Copper Project.

The Board believes that the proposed issue is beneficial for the Company and recommend Shareholders vote in favour of the Resolution. It will allow the Company to retain the flexibility to issue the maximum number of equity securities permitted under ASX Listing Rule 7.1, without Shareholder approval during the next twelve months.

Resolution 6 is an ordinary resolution. It is required to be passed by a simple majority of votes cast by shareholders entitled to vote on it and is subject to the voting exclusion referred to in the Notice of Meeting.

10. Resolutions 7, 8, 9, 10 and 11 – Approval for Issue of Shares to Directors

During and since the end of the year the Directors have continued to provide the Company with financial support in the form of unsecured loans amounting to \$140,000 at the date of writing. In addition the Directors have agreed to defer payment being made to themselves for the provision of their services including salaries, technical consulting fees and director's fees. At the date of writing these amounts approximated a total of \$675,123 excluding superannuation and are made up of the following:

Director	Total Fees and or Loans Outstanding at the Date of Writing
D J Searle	\$137,067
J G Vitale	\$75,180
S J Field	\$379,347
K W McGrath	\$17,967
M J Kitney	\$65,562

The Directors have agreed to consider accepting fully paid ordinary shares in part payment for liabilities owing to them at the date of writing at an issue price of 1.5 cents per share for a maximum value of \$30,000 which is equal to 2,000,000 Shares and in the case of Mr McGrath \$17,250 which is equivalent to 1,150,000 Shares. This represents a price equivalent to approximately the market price of at the date of writing.

The Directors have considered s 211(1) of the Corporations Act and are of the view that the it does not constitute a benefit within the meaning thereof and is therefore reasonable in the circumstances of the public company and the related party's circumstances. The Directors further believe that acceptance of payment by way of shares instead of cash in the current market price is a vote of confidence in the Company's future whilst preserving the Company's cash resources.

Resolutions 7, 8, 9, 10 and 11 are ordinary resolutions. They are required to be passed by a simple majority of votes cast by shareholders entitled to vote on it and are subject to the voting exclusion referred to in the Notice of Meeting.

11. Shares and Options on Issue in the Company

The shares and options the Company currently has on issue at the date of this Explanatory Memorandum are:

Listed Equities	Number
Ordinary Shares:	218,863,750
Unlisted Equities	Number
B Class Shares	300
Unlisted Options	
exercise price of \$0.09 on or before 15.12.08	4,000,000
exercise price of \$0.096 on or before 31.01.11	4,000,000
exercise price of \$0.02 on or before 31 05 09	18,294,444

Immediately after the issue of share pursuant to **Resolutions 6, 7, 8, 9, 10 and 11** the Company's issued capital will be:

Listed Equities		Number
Ordinary Shares:		348,113,750
Unlisted Equities		Number
B Class Shares		300
Unlisted Options	exercise price of \$0.09 on or before 15.12.08	4,000,000
	exercise price of \$0.096 on or before 31.01.11	4,000,000
	exercise price of \$0.02 on or before 31 08 09	18,294,444

12. SHARE PRICE INFORMATION

The latest available market sale price of the Company's Shares on the ASX immediately prior to this Explanatory Memorandum was:

Latest Sale Price	Date
1.4 cents	22 October 2008

The highest and lowest recorded closing price of the Company's shares on the ASX during the 12 months immediately prior to the date of this Explanatory Memorandum was:

Highest Sale Price	Date
10.0 cents	24 October 2007

Lowest Sale Price	Date
1.0 cents	8 October 2008

13. GLOSSARY

ASIC means Australian Securities and Investment Commission

ASX means Australian Stock Exchange Limited.

Board means the board of Directors.

Chair means Kim Warren McGrath.

Company means Redbank Mines Limited ACN 059 326 519.

Convertible Security means securities which are convertible by the holder, or otherwise by their terms of issue, into equity securities.

Corporations Act means Corporations Act 2001 (Cth)

Director means a director of the Company.

Option means an option to subscribe for a Share.

Remuneration Report means the section of the Directors' report contained in the Annual Report entitled "Remuneration Report".

Share means a fully paid ordinary share in the capital of the Company

Attaching Options means the options that are subject to Resolution 4 in this Notice of Meeting.

APPENDIX A

Rights attaching to 31 August 2009 Attaching Options

1.	Each option will entitle the holder to subscribe for one fully paid ordinary share in the Company in accordance with paragraphs 2 to 4.
2.	Subject to paragraphs 3 and 4, the options are exercisable at 2.0 cents at any time before 31 August 2009.
3.	Any option not exercised before 5pm (WST) on 31 August 2009 will automatically lapse.
4.	The options are exercisable by notice in writing to the Company accompanied by payment of the exercise price.
5.	All shares issued on the exercise of the options will rank equally in all respects with the Company's then existing fully paid ordinary shares.
6.	The options are freely transferable but no application will be made to ASX for the options to be admitted to quotation. If the Company's ordinary shares have been admitted to quotation by ASX, the Company must apply within 10 business days after the date of issue to ASX for all shares issued pursuant to the exercise of options to be admitted to quotation.
7.	Holders may only participate in new issues of securities to holders of ordinary shares in the Company if an option has been exercised and shares issued in respect of the option before the record date for determining entitlements to the new issue. The Company must give at least 7 business days' notice to holders of any new issue before the record date for determining entitlements to that issue in accordance with the ASX Listing Rules.
8.	There will be no change to the exercise price of an option or the number of shares over which an option is exercisable in the event of the Company making a pro rata issue of shares or other securities to the holders of ordinary shares in the Company (other than a bonus issue).
9.	If there is a bonus issue ("Bonus Issue") to the holders of ordinary shares in the Company, the number of shares over which an option is exercisable will be increased by the number of shares which the holder would have received if the option had been exercised before the record date for the bonus issue ("Bonus Shares"). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank equally in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.
10.	If, prior to the expiry of any options, there is a reorganisation of the issued capital of the Company, the rights of the holder will be change to comply with the ASX Listing Rules applying to reorganisations of capital at that time.

PROXY FORM

The Company Secretary
Redbank Mines Limited
Level 2, The BGC Centre
28 The Esplanade
PERTH WA 6000

Facsimile: (08) 9481 5557

I/We (name of shareholder)

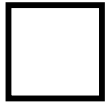
of (address)

being a member/members of Redbank Mines Limited and entitled to attend and vote hereby appoint

(name)

and/or failing him/ her (name)

or failing that person then the Chairman of the General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on **Friday, 28 November 2008 at 11.30 am at Conference Centre, BGC Centre, Ground Floor, 28 The Esplanade, Perth, Western Australia and at any adjournment of the meeting.**



The Chair of the meeting

(mark with an 'x' if you do not wish to direct the Chair on how to vote on each resolution)

IMPORTANT: for all Resolutions

If the Chair of the meeting is your proxy, or if appointed your proxy by default and you do **not** wish to direct him/her how to vote on these resolutions, you **must** mark this box with an 'x'. By marking this box you acknowledge that the Chair of the meeting may exercise your proxy on those resolutions (for which you have not given direction) even if he/she has an interest in the outcome of the resolution and that votes cast by him/her, other than as proxy holder, will be disregarded because of that interest. **If you do not mark this box, and you have not directed the proxy how to vote on any of these resolutions, the Chair of the meeting will not cast your votes on the resolutions (for which you have not given a direction) on a show of hands or on a poll.** The Chair of the meeting intends to vote undirected proxies in favour of each resolution.

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. If you appoint the Chairman of the meeting as your proxy and you do not direct him how to vote on an item of business, the Chairman will vote in favour of all resolutions.

Voting directions to your proxy

Please mark only one of the boxes with an "X" for each Resolution to indicate your directions:

	For	Against	Abstain
Resolution 1: Adoption of Remuneration Report.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Re-Election of Mr Kim W McGrath.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Election of Mr Bruce Anthony Conleith Morrin.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Ratification of Issue of 18,294,444 Attaching Options.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Ratification of Issue of up to 12,500,000 Fully Paid Ordinary Shares.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6: Approval of Issue of up to 120,000,000 Fully Paid Ordinary Shares.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7: Approval of Issue of up to 2,000,000 Fully Paid Shares – D J Searle.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8: Approval of Issue of up to 2,000,000 Fully Paid Shares – J G Vitale.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9: Approval of Issue of up to 2,000,000 Fully Paid Shares – S J Field.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10: Approval of Issue of up to 1,150,000 Fully Paid Shares – K W McGrath.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11: Approval of Issue of up to 2,000,000 Fully Paid Shares – M J Kitney.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please sign in the appropriate box below in accordance with the instructions.

Security holder 1



Individual or Sole Director and Sole Company Secretary

Security holder 2 (if in joint names)



Individual or Director

Security holder 3 (if in joint names)



Individual or Director/Company Secretary

IMPORTANT: YOU MUST SIGN THIS PROXY FORM IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT ON PAGE 2 (OVERLEAF) AND RETURN BOTH SIDES OF THE FORM IF FAXING PROXY FORM.

PROXY FORM - page 2 of 2

This Proxy is appointed to represent _____% of my voting right, or if 2 proxies are appointed Proxy

1 represents _____% and Proxy 2 represents % of my total votes.

My total voting right is _____ shares.

CONTACT DETAILS:

Contact Name

Daytime Telephone

Facsimile Number

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his or her attorney, duly authorised in writing.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. Corporate shareholders may execute this form under Section 127 of the Corporations Act without affixing the Common Seal.
6. In the case of joint shareholders, this proxy must be signed at a minimum by the most senior joint holder. For this purpose, seniority depends on the order in which the names of the joint holders are listed in the Register.
7. To be effective, forms to appoint proxies must be received by the Company **no later than 48 hours before the time appointed for the holding of this General Meeting, that is by 11.30am Perth Time on 26 November 2008** by post or facsimile to the respective addresses stipulated in this proxy form.
8. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) *the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and*
 - (b) *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*
 - (c) *if the proxy is Chairperson, the proxy must vote on a poll and must vote that way, and*
 - (d) *if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.*

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in anyway that the proxy sees fit.