



# Redbank Copper Limited

ACN 059 326 519

## NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY STATEMENT PROXY FORM

### **Date of Meeting**

29 November 2016

### **Time of Meeting**

12.30pm (WST)

### **Place of Meeting**

Level 1, 24 Mumford Place  
BALCATTWA WA 6021

YOUR ANNUAL REPORT IS AVAILABLE ONLINE, SIMPLY VISIT:

<http://www.redbankcopper.com.au/investors-and-media/annualhalf-yearlyquarterly-reports.html>

### **THIS DOCUMENT IS IMPORTANT**

If you do not understand this document or are in any doubt as to how to deal with this document, you should consult your stockbroker, solicitor, accountant or other professional advisor immediately.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on +61 8 6241 1888

[www.redbankcopper.com.au](http://www.redbankcopper.com.au)

**REDBANK COPPER LIMITED**

ACN 059 326 519

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2016 Annual General Meeting of Shareholders of the Company will be held at Level 1, 24 Mumford Place, Balcatta, Western Australia 6021, on 29 November 2016 at 12.30pm WST for the purpose of transacting the following business.

The purpose of the attached Explanatory Statement is to provide information to Shareholders to enable each Shareholder to make an informed decision regarding the Resolutions set out in this Notice of Annual General Meeting.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors before voting.

The Explanatory Statement is to be read in conjunction with this Notice of Annual General Meeting. Capitalised words and expressions in this Notice of Annual General Meeting have the same meaning as in the Explanatory Statement and, where not defined in the Explanatory Statement, are defined in the attached Glossary.

**ORDINARY BUSINESS**

**1 FINANCIAL STATEMENTS – YEAR ENDED 30 JUNE 2016**

To receive and consider the Annual Financial Statements of the Company for the year ended 30 June 2016 including the Directors' Report and the Auditor's Report as set out in the Company's Annual Report.

Note: There is no requirement for Shareholders to approve these reports.

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**2 RESOLUTION 1 – NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT**

To consider and, if thought fit, to pass the following resolution as a non-binding resolution:

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Annual Report for the year ended 30 June 2016."*

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

**Voting Exclusion**

The Company will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter whose remuneration is included in the Remuneration Report. However, the Company need not disregard a vote by a Restricted Voter if it is not cast on behalf of a Restricted Voter and:

- (a) it is cast by a person acting as a proxy, appointed by writing, and the Proxy Form specifies how the proxy is to vote on the proposed Resolution; or
- (b) the person is the Chairman of the Meeting voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a Restricted Voter (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

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### 3 RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR CRAIG READHEAD

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

*“That Mr Craig Readhead, who retires in accordance with clause 13.2 of the Company’s Constitution, and being eligible and offering himself for re-election, be re-elected as a Director of the Company.”*

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### 4 RESOLUTION 3 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

*“That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”*

**Short Explanation:** Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity’s annual general meeting (“Additional 10% Placement Facility”). The Additional 10% Placement Facility is in addition to the Company’s 15% placement capacity under Listing Rule 7.1. Resolution 3 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months after the Annual General Meeting. The effect of Resolution 3 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out in the Explanatory Statement.

#### **Voting Exclusion**

The Company will disregard any votes cast on Resolution 3 by any person who may participate in the issue of Equity Securities under the Additional 10% Placement Facility and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if Resolution 3 is passed, and any person associated with those persons. However, the Company will not disregard any votes cast on Resolution 3 by such person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person is the Chairman of the Meeting acting 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.

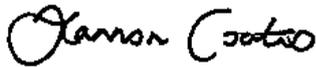
**Important note:** The proposed allottees of any Equity Securities under the Additional 10% Placement Facility are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person’s vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

## **OTHER BUSINESS**

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

**DATED THIS 27TH DAY OF OCTOBER 2016**

**BY ORDER OF THE BOARD**



*Shannon Coates*

*Company Secretary*

### **NOTES:**

1. Completion of a Proxy Form will not prevent individual Shareholders from attending the Annual General Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Annual General Meeting.
2. A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member. A proxy need not be a member 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 member's voting rights. If no such proportion is specified, each proxy may exercise half of the member'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 Level 1, 24 Mumford Place, Balcatta, Western Australia 6021. 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 the address or fax number set out below, by 12.30pm (WST) 27 November 2016 (not less than 48 hours before the time for commencement of the Meeting). Please send by post to Redbank Copper Limited, Level 1, 24 Mumford Place, Balcatta, Western Australia 6021 or by fax to (61 8) 6241 1811.
6. The Company will accept proxy appointments by a corporate member executed in accordance with either section 127(1) (not under seal) or section 127(2) (under seal) of the Corporations Act.
7. In accordance with Regulations 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 12:30pm (WST) on 27 November 2016.
8. The Explanatory Statement attached to this Notice forms part of this Notice.

## EXPLANATORY STATEMENT

### Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company to better understand the resolutions to be put to the Annual General Meeting to be held at Level 1, 24 Mumford Place, Balcatta, Western Australia, 6021, on 29 November 2016 at 12.30pm WST.

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### 1 FINANCIAL STATEMENTS – YEAR ENDED 30 JUNE 2016

The first item of the Notice of Annual General Meeting deals with the consolidated Annual Financial Statements of the Company for the financial year ended 30 June 2016 together with the Directors' Declaration and Report in relation to that financial year and the Auditor's Report on those Financial Statements. The Annual Financial Statements for the year ended 30 June 2016 are included in the Company's 2016 Annual Report, a copy of which can be accessed online at:

<http://www.redbankcopper.com.au/investors-and-media/annualhalf-yearlyquarterly-reports.html>

Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Company's Auditor, Stantons International, will be present at the Annual General Meeting and the Chairman will provide Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent Audit Report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the Auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's Auditor about the matters above, may be submitted no later than 5 Business Days before the Meeting to the Company at Level 1, 24 Mumford Place, Balcatta WA.

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### 2 RESOLUTION 1 – NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

The Directors' Report for the year ended 30 June 2016 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and executives of the Company. In accordance with section 250R(2) of the Corporations Act the Company is required to present to its Shareholders, for consideration and adoption, the Remuneration Report as disclosed in the Company's 2016 Annual Report.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's 2016 Annual Report and is also available on the Company's website at:

<http://www.redbankcopper.com.au/investors-and-media/annualhalf-yearlyquarterly-reports.html>

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the 2015 Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes.

In addition, the Corporations Act sets out a "two strikes" re-election process. Under this process, if at least 25% of the votes cast are against the adoption of the Company's Remuneration Report at two successive annual general meetings, the Company will be required to put a resolution to the second annual general meeting, to approve calling an extraordinary general meeting ("Spill Resolution") to consider the appointment of all of the Directors who must stand for re-appointment. If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting ("Spill Meeting") within 90 days of the second annual general meeting. All of the Directors who were in office when the latest Remuneration Report was considered will need to stand for re-election at the Spill Meeting.

At the Company's 2015 Annual General Meeting, over 25% of the votes cast were **NOT** against the adoption of the Remuneration Report therefore a Spill Resolution will not be required at the 2016 Annual General Meeting.

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

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 1 provided the Chairman is authorised to do so.

#### ***Directors' Recommendation***

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

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### **3 RESOLUTION 2 – RE- ELECTION OF DIRECTOR – MR CRAIG READHEAD**

Clause 13.2 of the Constitution states that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A retiring Director is eligible for re-election.

Listing Rule 14.4 also requires Directors to retire at the third annual general meeting following their last appointment.

Mr Readhead was appointed to the Board as a Non-executive Director on 23 April 2013. In accordance with clause 13.2 of the Constitution and Listing Rule 14.4, Mr Readhead now seeks re-election as a Director at this Annual General Meeting.

Mr Readhead is one of WA's leading mining and resource lawyers with over 34 years legal and corporate advisory experience specialising in the resources sector, including the implementation of large scale mining projects both in Australia and overseas. In 2009, Mr Readhead was identified as one of the top ten Best Mining Lawyers in Australia published by the Australian Financial Review.

Mr Readhead was until recently a Partner of the law firm, Allion Legal. Mr Readhead has had an extensive involvement with AMPLA (Australian Mining and Petroleum Law Association), as a former President of the Federal Body and State Chairman. He also served on the Council of the Association of

Mining and Exploration Companies, including terms as Treasurer and Vice President.

### ***Directors' Recommendation***

The Board (other than Mr Readhead) recommends Shareholders vote in favour of Resolution 2.

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## **4 RESOLUTION 3 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

### ***Listing Rule 7.1A***

Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity's annual general meeting. The Additional 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of 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, as at the time of the entity's annual general meeting. The Company is an eligible entity as at the time of this Notice of Annual General Meeting and is expected to be an eligible entity as at the time of the Annual General Meeting. As at 3 October 2016 the Company's market capitalisation is \$4,678,860.

Resolution 3 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months after the Annual General Meeting. The effect of Resolution 3 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out below.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to this Explanatory Statement below).

The Company is seeking a mandate to issue securities under the Additional 10% Placement Facility to enable the Company to pursue its growth strategy with the flexibility to act quickly as potential business opportunities arise.

### ***Regulatory Requirements***

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

#### **Minimum Issue Price**

Equity Securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company. As at the date of this Notice of Annual General Meeting, the Company has on issue one class of quoted Equity Securities, namely Shares.

The issue price of Equity Securities issued under the Additional 10% Placement Facility must not be lower than 75% of the volume weighted average price for securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the Equity Securities are issued; or
- (b) the date on which the price of Equity Securities is agreed, provided that the issue is thereafter completed within 5 Business Days.

## Dilution

As at the date of this Notice of Annual General Meeting, the Company has 2,339,430,263 Shares on issue. If Shareholders approve Resolution 3, the Company will currently have the capacity to issue approximately 233,943,026 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

The precise number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the following formula:

### **(A x D) – E**

- A is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- i. plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
  - ii. plus the number of partly paid shares that became fully paid in the 12 months;
  - iii. plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4; and
  - iv. less the number of fully paid shares cancelled in the 12 months.

*Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below to the extent Shareholders do not receive any Shares under such issues. There is a risk that:

- (a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the closing price of Shares on 3 October 2016 being the last date of trading prior to sending this Notice of Meeting to print, and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of Annual General Meeting.

The below table also shows:

- (a) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a

takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the closing price of Shares on 3 October 2016.

		Nominal Issue Price		
		\$0.001 <b>50% decrease in Issue Price</b>	\$0.002 <b>Issue Price</b>	\$0.004 <b>100% increase in Issue Price</b>
<b>Current Variable A</b> 2,339,430,263 Shares	Shares issued	233,943,026 New Shares	233,943,026 New Shares	233,943,026 New Shares
	Funds raised	\$233,943	\$467,886	\$935,772
<b>50% increase in current Variable A</b> 3,509,145,394 Shares	Shares issued	350,914,539 New Shares	350,914,539 New Shares	350,914,539 New Shares
	Funds raised	\$350,915	\$701,829	\$1,403,658
<b>100% increase in current Variable A</b> 4,678,860,526 Shares	Shares issued	467,886,052 New Shares	467,886,052 New Shares	467,886,052 New Shares
	Funds raised	\$467,886	\$935,772	\$1,871,544

**The table has been prepared on the following assumptions:**

1. Variable A is 2,339,430,263, being the number of ordinary securities on issue at the date of this Notice of Meeting.
2. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
3. The Company has not issued any other Equity Securities using its placement capacity under Listing Rule 7.1 or 7.1A in the 12 months preceding this Notice of Meeting.
4. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
5. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
7. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
8. The issue price is \$0.002, based on the closing price of the Shares on the ASX on 3 October 2016, being the last closing price before this Notice of Meeting was sent to print.

### Issue Period

If Shareholders approve Resolution 3, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- (a) the date that is 12 months after the date of the Annual General Meeting; and
  - (b) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),
- (the "Additional 10% Placement Period").

The Company will only issue and allot Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period.

### Purpose of Issues

The Company may seek to issue the Equity Securities for the following purposes:

- (a) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (b) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets, which include the Redbank Copper Project in Northern Territory, Australia, and/or general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

### Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issues in which existing security holders can participate;
- (b) the effect of the issue of the Equity Securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of related parties of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

#### Previous issues of Equity Securities made in the 12 months preceding the Meeting

The Company obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting on 20 November 2015. Pursuant to Listing Rule 7.3A.6 the following information is provided to Shareholders:

- (a) during the 12 months preceding the date of this Meeting, the Company did not issue any Equity Securities under Listing Rule 7.1A; and
- (b) the total number of Equity Securities issued in the 12 months before the date of this Meeting is nil. The total number of Equity Securities on issue as at 20 November 2015 was 2,339,430,263 Shares.

#### Voting exclusion statement

A voting exclusion statement for Resolution 3 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. Accordingly, the proposed allottees of any Equity Securities under the Additional 10% Placement Facility are not as yet known or identified.

In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

#### ***Director's Recommendation***

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months.

Accordingly, the Board unanimously recommends Shareholders vote in favour of Resolution 3.

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## 5 GLOSSARY

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

**ASX** means ASX Limited.

**Board** means the board of Directors.

**Business Day** means a day which banks are open for business in Perth excluding a Saturday, Sunday or public holiday.

**Closely Related Parties** has the meaning given in the Corporations Act.

**Company** means Redbank Copper Limited ACN 059 326 519.

**Constitution** means the constitution of the Company.

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

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

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Statement** means this Explanatory Statement.

**Key Management Personnel** or **KMP** has the meaning given in the Corporations Act.

**Listing Rules** means the ASX Listing Rules.

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

**Notice** or **Notice of Annual General Meeting** means the notice of meeting that accompanies this Explanatory Statement.

**Proxy Form** means the proxy form enclosed with this Notice and Explanatory Statement.

**Resolution** means a resolution referred to in the Notice.

**Restricted Voter** means Key Management Personnel and their Closely Related Parties.

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

**Shareholder** means a shareholder of the Company.

**WST** means Western Standard Time, Perth, Western Australia.

**\$** means Australian dollars.

A reference to a Section or a Schedule is a reference to a Section or Schedule in this Explanatory Statement.

# Redbank Copper Limited

ABN 66 059 326 519

## Lodge your vote:



### By Mail:

Redbank Copper Limited  
Level 1, 24 Mumford Place  
Balcatta, Western Australia 6021

Alternatively you can fax your form to  
(within Australia) 08 6241 1811  
(outside Australia) +61 8 6241 1811

### 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 12:30pm (WST) Sunday, 27 November 2016

### How to Vote on Items of Business

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

#### Appointment of Proxy

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

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

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

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

### Signing Instructions

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

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

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

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

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

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

**Turn over to complete the form** →



View the Annual Report, 24 hours a day, 7 days a week:

**[www.redbankcopper.com.au](http://www.redbankcopper.com.au)**

Update your securityholder information:

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

**Your secure access information is:**

SRN/HIN:



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

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

# Proxy Form

Please mark  to indicate your directions

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

I/We being a member/s of Redbank Copper 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 Annual General Meeting of Redbank Copper Limited to be held at Level 1, 24 Mumford Place, Balcatta, Western Australia on Tuesday, 29 November 2016 at 12:30pm (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

## 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	Non-Binding Resolution to Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Craig Readhead	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_