



10 November 2009

Dear Shareholder

**AMENDED PROXY FORM**

It has come to the Company's attention that the Proxy Form attached to the Notice of Annual General Meeting dated 29 October 2009 (for the Annual General Meeting to be held on 30 November 2009) sent to you contains a printing error.

We enclose an amended Proxy Form which includes the correct Resolutions 1 to 10 for voting.

This Proxy Form will still be required to be submitted by no later than 2pm (WST) on 28 November 2009, being 48 hours before the commencement of the meeting.

We apologise for any inconvenience this has caused. If you have any queries please contact the undersigned on +61 8 9328 2552.

Yours sincerely

Miranda Conti

Company Secretary

# Proxy Form

**Redstone Resources Limited**  
ACN 090 169 154 (Company)

**All correspondence to:**  
**Redstone Resources Limited**  
**Suite 3, 110 - 116 East Parade**  
**East Perth WA 6004**  
**Phone +61 8 9328 2552**  
**Fax +61 8 9328 2660**

I/We \_\_\_\_\_  
(name of Shareholder)

of \_\_\_\_\_  
(address of Shareholder)

being a Shareholder/Shareholders of the Company and entitled to attend and vote hereby appoint:

The Chairperson of the Meeting  
(mark with an 'X')

**OR**

Insert name of person that you are appointing if that person is **someone other than** the Chairperson of the Meeting

or failing the person named, or if no person is named, the Chairperson of the Meeting as my/our proxy to act generally at the meeting on my /our behalf and to vote in accordance with in accordance with following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **The Country Women's Association WA (Inc) House** on **30 November 2009** at **2 pm Western Standard Time (WST)** and at any adjournment of that Meeting.

**IMPORTANT: FOR RESOLUTIONS 9 AND 10 BELOW**

If the Chairperson of the Meeting is appointed as, or may be appointed by default as, your proxy and you do not wish to direct your proxy how to vote as your proxy on Resolutions 9 and 10, please place an 'X' in this box. By marking this box you acknowledge that the Chairperson of the Meeting may exercise your proxy even if the Chairperson has an interest in the outcome of Resolutions 9 and 10 and that votes cast by the Chairperson, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairperson of the Meeting will not cast your votes on Resolutions 9 and 10 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 9 and 10. The Chairperson intends to vote undirected proxies in favour of Resolutions 9 and 10 and in favour of all other Resolutions.




**VOTING DIRECTIONS TO YOUR PROXY**

(Please mark 'X' to indicate your directions if you wish to direct the proxy how to vote)

		<b>For</b>	<b>Against</b>	<b>Abstain*</b>
Resolution 1	Re-election of Mr Richard Homsany	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr Barry Joseph Woodhouse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report (Non-Binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification and Approval of Previous Issue and Allotment of Shares and Options to MBAC Opportunities and Financing Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification and Approval of Previous Issue and Allotment of Shares to HJH Nominees Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification and Approval of Previous Issue and Allotment of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Issue and Allotment of Shares to HJH Nominees Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of Issue and Allotment of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of Issue and Allotment of Options to Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

**PLEASE SIGN HERE (this section must be signed in accordance with the instructions overleaf)**

.....  
*Signature*

**If the member is a company**

Executed by \_\_\_\_\_ in accordance with section 127 of the Corporations Act 2001 (Cth)  
(Name of corporate member)

.....  
(Signature of director/sole director and sole secretary)  
\*cross out which ever is inapplicable

.....  
(Signature of secretary/director)  
\*cross out which ever is inapplicable

.....  
**Contact Name**

.....  
**Contact Daytime Telephone**

...../...../.....  
**Date**

## HOW TO COMPLETE THE PROXY FORM

### Appointment of proxy

A member entitled to attend and vote at this Meeting is entitled to appoint a proxy. A proxy need not be a member of the Company. However, if you do not lodge this Proxy Form then your vote will not be counted.

To appoint the Chairperson of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairperson of the Meeting as your proxy, insert that person's name in the space provided. If you leave that section blank, or your named proxy does not attend the Meeting, the Chairperson of the Meeting will be your proxy.

### Votes on items of business

To direct your proxy how to vote, place an 'X' in the box that reflects your intention as to how the proxy should vote on that item of business. All of your securities will be voted in accordance with that direction unless you indicate that only a portion of voting rights should be voted on a particular item by inserting the percentage or number of securities you wish to vote in the appropriate box(es).

On any other business arising at the meeting (including any motion to amend a resolution or to adjourn the meeting) the proxy may act at their discretion.

If you do not mark any of the boxes on an item, your proxy may vote as he or she chooses. If you mark more than 1 box on an item your vote on that item will be invalid.

### Appointment of a second proxy

If you are entitled to cast 2 or more votes at the meeting, you may appoint not more than 2 proxies. You may specify the proportion of votes each proxy is appointed to exercise. If you require an additional Proxy Form, please telephone the Company's share registry or copy this Form.

To appoint a second proxy you must:

- (a) On each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that Form. If the appointments do not specify this information, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together in the same envelope, or facsimile both forms to an address set out below.

### Signing of form

Each person registered as the holder of the above shares must sign the Proxy Form in the following way:

Individual: where the entitlement to vote is held by 1 person, that person must sign.

Joint holding: where the entitlement to vote is held by more than 1 person, all of the holders of that entitlement must sign.

Power of Attorney: to sign under a Power of Attorney which has not previously been lodged with the Company's share registry, please attach a certified photocopy of the Power of Attorney to this Form when you return it. In signing as attorney you declare that you have no notice of revocation of the Power of Attorney.

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 (under section 204A of the Corporations Act 2001 (Cth)) 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. The office held by the signatory should be indicated in the appropriate place.

A corporate representative must produce the appropriate 'Certificate of Appointment of Corporate Representative' prior to admission to the Meeting, the form of which can be obtained from the Company's share registry.

### Lodgement of Proxy Form

This Proxy Form (and, if relevant, the Power of Attorney under which it is signed) must be received at an address given below not later than **2 pm (WST) on 28 November 2009**, being 48 hours before the commencement of the Meeting. A Proxy Form received after that time will not be valid for the scheduled Meeting.

### Documents may be lodged:

By posting, delivery or facsimile to the Company's registered office, being:

**Suite 3, 110 - 116 East Parade, East Perth WA 6004**

Facsimile+61 8 9328 2660