



Redbank Copper Limited

ACN 059 326 519

**NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
PROXY FORM**

Date of Meeting

29 November 2018

Time of Meeting

10.30am (WST)

Place of Meeting

Level 1, 24 Mumford Place
BALCATTA 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

REDBANK COPPER LIMITED

ACN 059 326 519

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2018 Annual General Meeting of Shareholders of the Company will be held at Level 1, 24 Mumford Place, Balcatta, Western Australia 6021, on 29 November 2018 at 10.30am 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 2018

To receive and consider the annual financial statements of the Company for the year ended 30 June 2018 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.

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 2018."

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 (in the case of a member of the Key Management Personnel) is included in the Remuneration Report. However, the Company need not disregard a vote cast on Resolution 1 by a Restricted Voter if it is not cast on behalf of a Restricted Voter and either:

- (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.

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, being a Director of the Company, who retires in accordance with Listing Rule 14.4 and 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."

4 RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR NEIL PORTER

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

"That for the purposes of clause 13.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Neil Porter, who was appointed as a Director by the Board on 22 January 2018, retires and being eligible, is re-elected as a Director."

5 RESOLUTION 4 – 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.”

Voting Exclusion:

Under Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an associate of those persons.

However, the Company need not disregard a vote if it is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the direction on the enclosed proxy form; or
- (b) by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the enclosed proxy form to vote as the proxy decides.

OTHER BUSINESS

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

DATED THIS 26th DAY OF OCTOBER 2018

BY ORDER OF THE BOARD



Brendon Morton
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 Computershare at GPO Box 242, Melbourne, Victoria 3001. Alternatively, you may photocopy the enclosed form or print from the Company's ASX platform at asx.com.au.
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 10.30am (WST) 27 November 2018 (not less than 48 hours before the time for commencement of the Meeting) via the following:

Online: www.investorvote.com.au

By Mail: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne, Victoria 3001

By Fax: 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

By Mobile: Scan the QR Code on your proxy form and follow the prompts

Custodian Voting: Voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

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 4:00pm (WST) on 27 November 2018.
8. The Explanatory Statement attached to this Notice forms part of this Notice.

EXPLANATORY STATEMENT

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 2018 at 10.30am WST.

1 FINANCIAL STATEMENTS – YEAR ENDED 30 JUNE 2018

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 2018 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 2018 are included in the Company's 2018 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.

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

The Directors' Report for the year ended 30 June 2018 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 2018 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 2018 Annual Report and is also available on the Company's website at:

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

The Corporations Act provides that if at least 25% of the votes cast are against the adoption of the remuneration report at an 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 2017 Annual General Meeting, less than 25% of the votes cast in respect of the 2017 remuneration report were cast against the adoption of the 2017 remuneration report therefore a Spill Resolution will not be required at the 2018 Annual General Meeting even if 25% or more of the votes cast in respect of the Remuneration Report are against the adoption of that Remuneration Report.

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.

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 requires Directors to retire at the third annual general meeting or 3 years following their last appointment, whichever is longer.

Mr Craig Readhead

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 35 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. Mr Readhead also served on the State Council of the Australian Institute of Company Directors for 9 years.

Mr Readhead is a current director of Western Areas Limited, Eastern Goldfields Limited and Beadell Resources Limited. Former directorships include Mount Gibson Iron Limited, Frankland River Olive Company Limited, General Mining Corporation and India Resources Limited.

Directors' Recommendation

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

4 RESOLUTION 3 – TO RE-ELECT MR NEIL PORTER AS A DIRECTOR

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Pursuant to clause 13.4 of the Constitution, any Director so appointed holds office only until the next annual general meeting of the Company following their appointment, and is then eligible for re-election by Shareholders. Such appointed Directors are not taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

In addition, Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board of a company must not hold office (without re-election) past the next annual general meeting of that company.

Mr Porter, having been appointed on 22 January 2018 as a Director of the Company, will retire in accordance with clause 13.4 of the Constitution and Listing Rule 14.4 and, being eligible, seeks re-election from Shareholders pursuant to Resolution 3. Resolution 3 seeks approval for the re-election of Mr Neil Porter as a Director of the Company.

Mr Neil Porter

Mr Porter is a Commercial Manager with over 20 years' experience specialising in supply and logistics across all facets of the mining industry. He has created and operated two logistics and supply companies (SLR Australia and National Supply Partners) servicing the mining and industrial sectors. Mr Porter is currently a Non-Executive Director of ASX listed Horseshoe Metals Limited (ASX:HOR) and Pegasus Metals Limited (ASX:PUN).

Directors' recommendation

The Board of Directors, with Mr Porter abstaining, recommend that Shareholders vote in favour of Resolution 3.

5 RESOLUTION 4 – 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 (**Additional 10% Placement Facility**). 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.

Resolution 4 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 4 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out below.

Resolution 4 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 price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

Dilution

As at the date of this Notice of Annual General Meeting, the Company has 116,971,891 Shares on issue. If Shareholders approve Resolution 4, the Company will currently have the capacity to issue approximately 11,697,189 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:

$$(A \times D) - E$$

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 4 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 19 October 2018 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 19 October 2018.

		Nominal Issue Price		
		\$0.008 50% decrease in Issue Price	\$0.015 Issue Price	\$0.030 100% increase in Issue Price
Current Variable A 116,971,891 Shares	Shares issued	11,697,189 New Shares	11,697,189 New Shares	11,697,189 New Shares
	Funds raised	\$87,728	\$175,457	\$350,915
50% increase in current Variable A 175,457,836 Shares	Shares issued	17,545,783 New Shares	17,545,783 New Shares	17,545,783 New Shares
	Funds raised	\$131,593	\$263,186	\$526,373
100% increase in current Variable A 233,943,782 Shares	Shares issued	23,394,378 New Shares	23,394,378 New Shares	23,394,378 New Shares
	Funds raised	\$175,457	\$350,915	\$701,831

The table has been prepared on the following assumptions:

1. Variable A is 116,971,891, 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 \$0.015, based on the closing price of the Shares on the ASX on 19 October 2018, being the last closing price before this Notice of Meeting was sent to print.
9. The consolidation of capital contemplated by Resolution 5 has not occurred.

Issue Period

If Shareholders approve Resolution 4, 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. The approval will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

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 30 November 2017. Pursuant to Listing Rule 7.3A.6 the following information is provided to Shareholders.

During the 12 months preceding the date of this Meeting, the Company did not issue any Equity Securities. The total number of Equity Securities on issue 12 months prior to the date of this Meeting was 2,339,430,263 Shares.

A share consolidation was completed on 6 December 2017 which reduced the total number of Equity Securities on issue from 2,339,430,263 to 116,971,891 through the conversion of every twenty (20) shares in the capital of the Company into one (1) share (**Share Consolidation**).

Voting exclusion statement

A voting exclusion statement is included in the Notice for Resolution 4.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. No 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 4.

6 GLOSSARY

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

Annual Report means the annual report of the Company for the year ended 30 June 2018, a copy of which can be accessed online at:
<http://www.redbankcopper.com.au/investors-and-media/annualhalf-yearlyquarterly-reports.html>

Associate has the meaning set out in sections 12 and 16 of the Corporations Act.

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.

Chairman means the chairman of the Annual General Meeting.

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.

Director's Report means the Directors' report contained in the Annual Report.

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.

Option means an option to subscribe for a Share.

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

Remuneration Report means the report contained in the Directors' Report dealing with the remuneration of the Key Management Personnel for the year ended 30 June 2018.

Resolution means a resolution referred to in the Notice.

Restricted Voter means any member of the Key Management Personnel and/or 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:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 181970

SRN/HIN:

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



For your vote to be effective it must be received by 10:30am (WST) Tuesday, 27 November 2018

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 for Postal Forms

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.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

☐

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 Thursday, 29 November 2018 at 10:30am (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	☐	☐	☐
Resolution 2	Re-election of Director – Mr Craig Readhead	☐	☐	☐
Resolution 3	Re-election of Director – Mr Neil Porter	☐	☐	☐
Resolution 4	Approval of Additional 10% Placement Capacity	☐	☐	☐

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 / /
