



Red5 Limited

ABN 73 068 647 610

Notice of Annual General Meeting

Explanatory Memorandum

Proxy Form

Date and time of meeting:

24 November 2009 at 10.00 a.m.

Place of meeting:

**Celtic Club
48 Ord Street
West Perth, Western Australia**

2009

RED 5 LIMITED

ABN 73 068 647 610

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Red 5 Limited (Company) will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Tuesday, 24 November 2009 at 10.00 a.m.

AGENDA

ORDINARY BUSINESS

Financial statements and reports

To receive and consider the annual financial report of the Company and the reports of the directors and auditors for the financial year ended 30 June 2009.

To consider and if thought fit to pass, with or without amendment, the following resolutions as ordinary resolutions.

1. Re-election of Peter Rowe as a director

“That Mr Peter William Rowe, being a director of the Company, retires by rotation in accordance with Clause 7.3(a) of the Constitution and being eligible for re-election, is hereby re-elected as a director of the Company.”

2. Remuneration of non-executive directors

“That for the purposes of Clause 7.5(a) of the Constitution, ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate remuneration payable to non-executive directors be set at \$270,000 per annum, to be payable in accordance with the terms and conditions set out in the explanatory memorandum.”

The Company will disregard any votes cast on this resolution by a non-executive director and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

To consider and if thought fit to pass, with or without amendment, the following resolution as an ordinary, non-binding resolution.

3. Remuneration report

“That for the purposes of Section 250R(2) of the Corporations Act, the Company adopts the Remuneration Report.”

By order of the Board

Frank Campagna
Company Secretary

Perth, Western Australia
12 October 2009

EXPLANATORY MEMORANDUM

The explanatory memorandum accompanying this notice of annual general meeting is incorporated in and comprises part of this notice of annual general meeting.

PROXIES

A member of the Company who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote for the member at the meeting. A proxy need not be a member of the Company.

A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the proxy instructions on that form.

In accordance with Regulation 7.11.37 of the Corporations Regulations, the directors have determined that the identity of those entitled to attend and vote at the meeting is to be taken as those persons who held shares in the Company as at 10.00 a.m. on 22 November 2009.

RED 5 LIMITED

ABN 73 068 647 610

EXPLANATORY MEMORANDUM

This explanatory memorandum has been prepared for the information of shareholders of Red 5 Limited in connection with the business to be considered at the forthcoming annual general meeting of the Company and should be read in conjunction with the accompanying notice of meeting.

ANNUAL FINANCIAL REPORT

The financial report of the Company for the year ended 30 June 2009 (including the financial statements, directors' report and auditors' report) was included in the 2009 annual report of the Company, which was distributed to shareholders along with this notice of meeting.

There is no requirement for shareholders to approve these reports. However, time will be allowed during the annual general meeting for consideration by shareholders of the financial statements and the associated directors' and auditors' reports.

RESOLUTION 1 – RE-ELECTION OF PETER ROWE AS A DIRECTOR

ASX Listing Rule 14.4 and Clause 7.3(a) of the Constitution requires that one third of the directors in office (other than a Managing Director) must retire by rotation at each annual general meeting of the Company.

Mr Peter Rowe therefore retires at the forthcoming annual general meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the meeting.

After qualifying as a chemical engineer, Mr Rowe spent 20 years with Anglo American and De Beers in South Africa. He has held a number of senior managerial positions in Australia, including Project Director of the Kalgoorlie Super Pit (Fimiston) expansion and General Manager of the Boddington Gold Mine and of the Boddington Expansion Project. Mr Rowe has recently retired from AngloGold Ashanti Limited where he was executive vice president in charge of business effectiveness. Mr Rowe is also a non-executive director of Ammtec Limited, Ironclad Limited, Millenium Minerals Limited and Adamus Resources Limited.

RESOLUTION 2 – REMUNERATION OF NON-EXECUTIVE DIRECTORS

ASX Listing Rule 10.17 and Clause 7.5(a) of the Constitution provides that the maximum aggregate amount of the remuneration payable to non-executive directors is to be determined by shareholders in general meeting. The maximum remuneration has not been set by shareholders in general meeting since adoption of the Constitution in 2002.

Resolution 2 seeks the approval of shareholders to set the maximum fees payable to non-executive directors in each financial year at \$270,000 in aggregate, to be apportioned between them as determined by Board resolution. The aggregate fixed sum per annum has been determined after considering the number of non-executive directors on the Board and reviewing similar companies listed on the ASX.

The proposed aggregate sum is not intended to be distributed in full. The unused portion will enable the Company to appoint additional directors in the future, if that is considered desirable in the circumstances and to allow possible fee increases in the future in line with market conditions or significant changes to the Company's business. It is proposed that for the current financial year, the Chairman will be paid \$50,000 and each other non-executive director will be paid \$35,000. This level of fees is unchanged for the last three years.

All non-executive directors are excluded from voting on the resolution.

RESOLUTION 3 – REMUNERATION REPORT

The Remuneration Report is contained in the Directors' Report section of the Company's 2009 annual report. The Remuneration Report describes the underlying policies and structure of the remuneration arrangements of the Company and sets out the remuneration arrangements in place for directors and senior executives.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of shareholders of the Company. However, shareholders should note that the vote on Resolution 3 is not binding on the Company or the directors.

GLOSSARY OF TERMS

“ASIC” means Australian Securities and Investments Commission;

“ASX” means ASX Limited;

“ASX Listing Rules” means the official listing rules of ASX;

“Board” means the board of directors of the Company;

“Company” or **“Red 5”** means Red 5 Limited (ABN 73 068 647 610);

“Constitution” means the constitution of the Company adopted by shareholders on 19 July 2002;

“Corporations Act” means the Corporations Act 2001 (Commonwealth);

“Corporations Regulations” means the Corporations Regulations 2001 (Commonwealth).

RED 5 LIMITED

ABN 73 068 647 610

PROXY FORM

Company Secretary
Red 5 Limited
Level 2
35 Ventnor Avenue
West Perth Western Australia 6005

FACSIMILE: (08) 9481 5950

I/We _____

being a member of Red 5 Limited,

holding _____ shares in the capital of the Company,

hereby appoint _____

or failing him/her, the Chairman of the meeting as my/our proxy to vote on my/our behalf at the annual general meeting of the Company to be held on 24 November 2009 at the Celtic Club, 48 Ord Street, West Perth, Western Australia, and at any adjournment thereof. If no voting directions are given, the Chairman will vote in favour of each resolution.

Instructions on voting

	FOR	AGAINST	ABSTAIN
Resolution 1 Re-election of Peter Rowe as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Remuneration of non-executive directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote in respect of the resolutions, please place a mark in this box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he/she has an interest in the outcome of the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

Dated this _____ day of _____ 2009

Individuals and joint holders to sign:

Companies to sign (affix common seal if applicable):

Signature

Director, or sole director and sole secretary
(delete as applicable)

Signature

Director or Company Secretary

Please detach and fill in this Proxy Form and return as instructed herein



VOTING BY PROXY

1. A member of the Company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy (who need not be a member) to attend and vote on his/her behalf.
2. If the member is entitled to cast two or more votes at the meeting, they may appoint two proxies. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
3. The proxy form must be received at the Company's registered office at Level 2, 35 Ventnor Avenue, West Perth, Western Australia, 6005, or by facsimile on (08) 9481 5950 and in both cases, not less than 48 hours before the time of the holding of the meeting.
4. In the case of joint holders of a share in the Company the vote of the senior who tenders a vote, whether in person or by proxy, attorney or representative, must be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority is determined by the order in which the names stand in the register.
5. An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney, duly authorised in writing or, if the appointor is a corporation, under seal. A copy of the power of attorney must be lodged for any proxy appointed under a power of attorney.
6. A proxy for a corporation must be appointed under the common seal of the corporation or signed in accordance with the requirements of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company; or
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary, that director.

For the Company to rely on the assumptions set out in Sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

7. If no voting instructions are marked on the proxy form then the proxy may vote as he/she thinks fit or may abstain from voting.

If a proxy is instructed to abstain from voting on an item of business, that person is directed not to vote on the shareholder's behalf on a poll and the shares the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned and the nominated proxy does not attend the meeting, the chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the chairman of the meeting which do not contain a direction how to vote will be used to support each of the resolutions proposed in the notice of meeting.

