



31 December 2007

Manager Announcements
Company Announcements Office
ASX Limited
Level 4
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

APPENDIX 3B

Please find enclosed an Appendix 3B in relation to the issue of 6,000,000 unlisted options exercisable at 15 cents each on or before 31 December 2012, to Southern Cross Equities Limited, as approved at the general meeting of shareholders of Red 5 Limited held on 12 December 2007.

Notice given under Section 708A(5) of the Corporations Act

This notice is given by the Company under section 708A(5)(e) of the Corporations Act in relation to an issue of options over ordinary shares by the Company without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this notice, the Company has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.

The Company confirms that, as at the date of this notice, there is no information that:

- (a) has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
- (b) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to fully paid ordinary shares,

to the extent to which it would be reasonable for investors and their professional advisers to expect to find such information in a disclosure document.

Yours faithfully

Frank Campagna
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Red 5 Limited

ABN

73 068 647 610

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Options over fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 6,000,000 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Options over fully paid shares exercisable at 15 cents each on or before 31 December 2012 |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state: <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | No. Shares issued as a result of the exercise of the options will rank equally with ordinary fully paid shares as from the date of allotment of the shares |
| 5 | Issue price or consideration | Nil |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- 6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

Issue of options to Southern Cross Equities Limited as part fees payable for share placement

- 7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates

31 December 2007

- 8 Number and ⁺class of all ⁺securities quoted on ASX
(including the securities in clause 2 if applicable)

Number	⁺ Class
659,288,043	Ordinary fully paid shares

- 9 Number and ⁺class of all ⁺securities not quoted on ASX
(including the securities in clause 2 if applicable)

Number	⁺ Class
12,500,000	Options (30.06.09)
6,000,000	Options (31.12.12)

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

The Company does not presently have a formal dividend policy.

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?

- 12 Is the issue renounceable or non-renounceable?

- 13 Ratio in which the ⁺securities will be offered

- 14 ⁺Class of ⁺securities to which the offer relates

- 15 ⁺Record date to determine entitlements

- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

- 17 Policy for deciding entitlements in relation to fractions

- 18 Names of countries in which the entity has ⁺security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.

+ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	<input style="width: 100%;" type="text"/>
20	Names of any underwriters	<input style="width: 100%;" type="text"/>
21	Amount of any underwriting fee or commission	<input style="width: 100%;" type="text"/>
22	Names of any brokers to the issue	<input style="width: 100%;" type="text"/>
23	Fee or commission payable to the broker to the issue	<input style="width: 100%;" type="text"/>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	<input style="width: 100%;" type="text"/>
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	<input style="width: 100%;" type="text"/>
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	<input style="width: 100%;" type="text"/>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	<input style="width: 100%;" type="text"/>
28	Date rights trading will begin (if applicable)	<input style="width: 100%;" type="text"/>
29	Date rights trading will end (if applicable)	<input style="width: 100%;" type="text"/>
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	<input style="width: 100%;" type="text"/>
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<input style="width: 100%;" type="text"/>
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	<input style="width: 100%;" type="text"/>
33	⁺ Despatch date	<input style="width: 100%;" type="text"/>

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

- 38 Number of securities for which ⁺quotation is sought
- 39 Class of ⁺securities for which quotation is sought
- 40 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
- 42 Number and ⁺class of all ⁺securities quoted on ASX
(including the securities in clause 38)

--

--

--

--

Number	⁺ Class

⁺ See chapter 19 for defined terms.

Quotation agreement

1. +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
2. We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
4. We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: *Frank Campagna*
(~~Director~~/Company secretary)

Date: 31 December 2007

Print name: FRANK CAMPAGNA

== == == == ==