

Prospectus

Red 5 Limited ACN 068 647 610

For the offer of 100,000,000 Shares under the Share Purchase Plan of Red 5 Limited at an issue price of 10 cents each per Share to raise \$10,000,000 with the ability for Directors to accept oversubscriptions up to an additional 50,000,000 Shares at an issue price of 10 cents each per Share to raise up to an additional \$5,000,000 (**SPP Offer**).

The SPP Offer is not underwritten.

IMPORTANT NOTICE

This Prospectus has also been prepared for the purposes of section 708A(11) of the *Corporations Act 2001* (Cth) to remove any trading restrictions on the sale of the Shares issued by the Company pursuant to the Placement.

This is an important document and should be read in its entirety. It should be read in its entirety (including the risk factors set out in Section 4 of the Prospectus) before you decide whether to participate in the Offers. The Shares offered by this Prospectus are of a speculative nature and you should be aware that they may lose some or all of the value of their investment. If you are in doubt about what to do, please contact your professional advisor. The contents of this document have not been reviewed by any regulatory authority.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Important information

This Prospectus is dated 17 September 2013 and was lodged with ASIC and ASX on that date. Neither ASIC nor ASX, nor any of their officers, take any responsibility for the contents of this Prospectus. No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Red 5 has not made any investigations as to the regulatory requirements that may prevail in countries, outside of Australia and New Zealand, in which Red 5's Shareholders may reside. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe those restrictions. Any failure to comply with restrictions might constitute a violation of applicable securities laws.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. In particular, the SPP Offer has not been, and will not be, registered under the U.S. Securities Act or the securities law of any state of the United States, and may not be offered or sold in the United States or to or for the account or benefit of any U.S. Persons, except in a transaction exempt from the registration requirements of the U.S. Securities Act and applicable United States state securities laws.

In preparing this Prospectus, regard has been had to the fact that Red 5 is a disclosing entity for the purposes of the Corporations Act and that certain matters will reasonably be expected to be known to investors and their professional advisors. This Prospectus is issued pursuant to section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. This Prospectus is intended to be read in conjunction with the publicly available information in relation to Red 5 which has been notified to ASX and does not include all information that would be included in a prospectus for an initial public offering.

Investors should be aware that past Share price performance of the Company provides no guidance to its future Share price performance. Neither the Company nor any other person warrants or guarantee the future performance of the new Shares or any return on any investment made pursuant to this Prospectus.

The Company is of the view that reinstatement of the trading in its securities is likely to be materially prejudicial to the Company's ability to successfully complete the Placement and SPP which is crucial to the entity's continued financial viability. As such, the Board has resolved to maintain the current voluntary suspension from trading in the Company's securities in place, while it seeks to successfully complete the Placement and SPP and balance sheet re-structuring. Whilst it is expected that trading in Red 5 securities will recommence shortly after the completion of the Placement and SPP, ASX, in consultation with the Company, will determine when the securities are reinstated.

ASIC Class Order Relief on Share Purchase Plans

Ordinarily, a listed company undertakes a share purchase plan in accordance with ASIC Class Order CO 09/425. This Class Order allows a share purchase plan to be conducted without the use of a prospectus.

Due to the fact that the Company has been suspended from trading on ASX for more than 5 days in the past 12 months, the Company is unable to rely on the relief granted by the Class Order and, hence, is using this Prospectus to undertake the Share Purchase Plan.

The Company also requires Shareholder approval under Listing Rule 7.1 to enable it to issue up to 150,000,000 Shares under the Prospectus. Accordingly, the SPP Offer is subject to the Company receiving Shareholder approval. The Company has however received a waiver from ASX to the extent necessary to permit Eligible Shareholders who receive a benefit under the proposed resolution but have not subscribed for or lodged an application for Shares under the Shortfall, to be put to Shareholders to vote on the SPP Offer at the general meeting.

This Prospectus is available in electronic form on the internet at www.red5limited.com. The offer constituted by an electronic version of this Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia or New Zealand.

The Corporations Act prohibits any person from passing on to another person the SPP Application Form unless it is attached to or accompanied by a complete and unaltered version of the Prospectus. Red 5 will not accept a completed SPP Application Form if it has reason to believe that the Applicant has not received a complete and unaltered copy of the Prospectus.

If you wish to obtain a free copy of this Prospectus, please contact Red 5 on (+61 8) 9322 4455 prior to the Closing Date.

Proposed Timetable

Record Date for participation in the SPP Offer	4 September 2013
Red 5 announces intention to conduct the Placement (T1 and T2) and SPP	5 September 2013
Red 5 announces commitments received for full \$50 million under the Placement	9 September 2013
Settlement of T1 under the Placement	13 September 2013
Allotment of Shares pursuant to T1	13 September 2013
Lodgement of NOM with ASX	17 September 2013
Lodgement of the Prospectus with ASIC and ASX	17 September 2013
Despatch NOM and Prospectus to shareholders	20 September 2013
SPP Offer Opening Date	20 September 2013
General Meeting of shareholders to approve T2 and SPP	21 October 2013
Settlement of T2 under the Placement	22 October 2013
Issue and allotment date of T2	23 October 2013
ASX quotation of all Placement Shares	24 October 2013
SPP Offer Closing Date	25 October 2013
Issue and allotment date of Shares under the SPP	28 October 2013
ASX quotation of all SPP Shares	28 October 2013

All dates (other than the dates of announcement and lodgement of the Prospectus with ASIC and ASX) are indicative only.

Subject to the Listing Rules, the Directors reserve the right to vary the Opening Date and the Closing Date of the SPP Offer without prior notice, which may have a consequential effect on the other dates. Applicants are therefore encouraged to lodge their SPP Application Forms as soon as possible after the SPP Offer is open. The Company also reserves the right not to continue with the SPP Offer at any time before the allotment of shares to successful Applicants. If the SPP Offer does not proceed, Red 5 will return all Application Monies, without interest, as soon as practicable after giving notice of its withdrawal.

Risks

An investment in Shares is subject to risks and uncertainties and should be considered speculative in nature. Before deciding to invest in the Company, Applicants should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice. Some of the more significant risks which may affect an investment in Red 5 are:

1.1 Risks related to Red 5 and its operations include:

- (a) adequacy of funding and additional requirements for capital including issues associated with debt funding and loan arrangements with Red 5's senior lender (**Senior Lender**). In the event of default by the Company or Greenstone, the Senior Lender may terminate the Standstill and seek to enforce its rights under the Prepaid Swap Facility which may force Red 5 to consider whether it is able to continue as a going concern;

- (b) uncertainty regarding recommencement of trading of Red 5 Shares on ASX;
- (c) share price fluctuations and changes in the gold price and exchange rates;
- (d) general operating risks such as those associated with the recommencement of production, the construction of the new tailings facility and other mine infrastructure and maintenance, changes in production and capital costs and availability, cost of mining equipment and skilled labour and reliance on key personnel;
- (e) uncertainty relating to mineral resource and ore reserve estimates;
- (f) risks associated with operations in the Philippines including sovereign and political risks;
- (g) risks associated with landholdings including conditions and renewal of licences and consents required from surface land holders;
- (h) environmental regulations and risks including issues associated with seeking and maintaining environmental approvals;
- (i) Australian Government policy and taxation risks; and
- (j) occupational health and safety, insurance and litigation risks.

1.2 Risks related to an investment in the new Shares include:

- (a) dividends;
- (b) liquidity and realisation risk;
- (c) share market price risk; and
- (d) dilution risk.

Section 4 contains further details of these and other risks associated with an investment in Red 5.

1. Chairman's letter

Dear Shareholders

Opportunity to participate in the Red 5 Limited Share Purchase Plan

As announced on 5 September 2013, Red 5 is conducting a Share Purchase Plan to complete a funding package to finance the re-commencement of operations at the Siana project and to extinguish all debt.

Under the SPP, Eligible Shareholders have the opportunity to invest up to \$15,000 in new Shares, free of brokerage and other transaction costs. The SPP allows Eligible Shareholders to acquire new Shares at an issue price of \$0.10 each per new Share, which is equal to an 84% discount to the 5-day closing average market price of the Company's Shares prior to 30 April 2013, the day the shares were placed in voluntary suspension.

The share issue price discount recognises the financial position of the Company given: that the mine has not operated for five months; the mine incurred tailings dam wall civil earthworks mitigation costs in excess of US\$3 million; the operation continues to incur significant care and maintenance costs to keep the pit dewatered, and the operation will not be in a position to recommence operations for at least 2 to 3 months with gold revenue receipts a further two months later.

The SPP issue price of \$0.10 each per share is identical to the price at which 500,000,000 new shares have been placed (Tranche 2 - 479,700,000 new shares subject to shareholder approval) to domestic and international institutions and domestic sophisticated investors for total proceeds of \$50,000,000 before expenses.

The Company has approximately 3,950 Eligible Shareholders and in the event that all Eligible Shareholders were to subscribe for the full amount of \$15,000 this would exceed the maximum amount being raised pursuant to the SPP Offer. In such circumstances, all applications will be scaled back on a pro-rata basis.

The SPP Offer is conditional on Shareholder approval and is inter-conditional with the Shareholder approval for T2 pursuant to the Placement. Both approvals will be sought at a general meeting of Shareholders to be held on 21 October 2013. Full details of the use of proceeds of the SPP Offer are set out at Section 3.2 of this Prospectus.

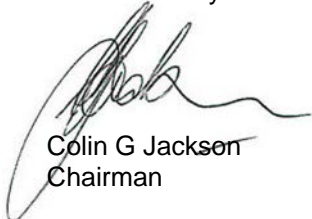
Participation in the SPP is open to Shareholders who were recorded on Red 5's share register as at close of business on the Record Date, being 4 September 2013 and having registered addresses in Australia and New Zealand. Participation is entirely voluntary and the offer is non-renounceable.

To participate in the SPP, you must complete the SPP Application Form and return it together with you cheque made payable to "Red 5 Limited Trust Account". Alternatively, you can make a BPay payment in accordance with the instructions in the SPP Application Form. Completed application forms with appropriate payment must be received by Red 5's share registry by no later than 5:00pm (WST) on the Closing Date, being 25 October 2013.

In deciding whether to participate in the SPP Offer, please take time to read this Prospectus. If needed, please seek your own professional taxation or investment advice.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in Red 5 at an appropriate discount to re-capitalise the business and deliver on the potential of low cost gold production from the Siana mine.

Yours faithfully



Colin G Jackson
Chairman

2. Details of the Offers

2.1 The SPP Offer

The SPP Offer is being made to Eligible Shareholders to increase their existing shareholding in the Company and participate in the future prospects of the Company. The SPP is a convenient and cost effective way for Eligible Shareholders to acquire fully paid ordinary shares in Red 5 (**Shares**) at a significant discount to the last trading market price of Red 5 securities prior to the commencement of the voluntary suspension on 30 April 2013.

Subject to Shareholder approval, the SPP Offer under this Prospectus consists of an offer of 100,000,000 Shares to be issued to Eligible Shareholders at an issue price of 10 cents each per Share to raise \$10,000,000. The Directors reserve the right to accept oversubscriptions of up to an additional \$5,000,000 (before associated costs). The Shares to be issued pursuant to this Prospectus are of the same class and will rank equally in all respects with the Existing Shares in the Company. The rights attaching to the Shares are further described in Section 5.5 of this Prospectus.

Applications under the SPP Offer must be for a parcel of either \$5,000 or \$10,000 or \$15,000 and can only be made by completing the relevant SPP Application Form attached to or accompanying this Prospectus. Fractional Shares will be rounded up. No brokerage, stamp duty or other costs are payable by Applicants in respect of an Application for Shares under this Prospectus.

Consistent with ASIC Class Order 09/425 and subject to particular conditions for some custodians and nominees, each Eligible Shareholder may only purchase up to \$15,000 worth of Shares under the SPP. This value is the same for all Shareholders, irrespective of how many Shares are held on the Record Date. This limit also applies if a Shareholder receives more than one offer from the Company (for example, if a Shareholder is both a sole and joint Eligible Shareholder or a shareholder with more than one holding under a separate account, the Shareholder can only apply for Shares under the SPP up to the maximum value of \$15,000).

The Directors reserve the right to reject any Application or to allocate any Applicant fewer Shares than the number applied for.

A total of 150,000,000 Shares may be issued under the SPP Offer (assuming Directors accept the full amount of oversubscriptions). Applications for Shares must be made on the relevant SPP Application Form and received by the Company on or before the Closing Date.

Shareholder approval for the SPP Offer will be sought at a general meeting of Shareholders to be held on 21 October 2013. The SPP Offer is also conditional on Shareholders' approval for T2 pursuant to the Placement.

2.2 The Placement

As announced on 9 September 2013, Red 5 made a private placement of 500,000,000 Shares at an issue price of 10 cents each per Share to raise \$50,000,000 (**Placement**). The lead manager of the Placement was Petra Capital Limited.

The Placement is to be completed in 2 tranches. Tranche 1 of \$2,030,000 was completed under the Company's 15% placement capacity pursuant to Listing Rule 7.1 on 13 September 2013 (**T1**). Completion of tranche 2 comprising of \$47,970,000 is subject to receiving Shareholder approval at a general meeting of Shareholders to be held on 21 October 2013 (**T2**). Shareholder approval for T2 is not inter-conditional on Shareholders approving the SPP Offer.

In addition to the SPP Offer, this Prospectus is also being used to facilitate the secondary trading of the Shares issued pursuant to the Placement for the purposes of section 708A(11) of the Corporations Act. Refer to Section 3.1 for further details.

2.3 Participation in the SPP Offer

If you wish to participate in the SPP Offer, and you are an Eligible Shareholder, you should complete the SPP Application Form. Applications under the SPP Offer must be for a parcel of \$5,000 or \$10,000 or \$15,000.

All Applications must be completed in accordance with the detailed instructions set out on the SPP Application Form. If you are paying by BPay you should pay your Application Monies in accordance with the BPay instructions set out on the SPP Application Form. If you are paying by cheque, your SPP Application Form should be accompanied by a cheque or bank cheque drawn and payable on an Australian Bank made payable to "Red 5 Limited Trust Account" (**SPP Account**) and crossed "Not Negotiable".

No brokerage or stamp duty is payable.

Completed SPP Application Forms and accompanying Application Monies should be lodged at or forwarded to the following address:

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

Applicants are encouraged to lodge their SPP Application Forms as soon as possible, as the SPP Offer may close early without notice.

2.4 Note for custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order CO 09/425 (**Custodian**)), you may apply for up to the maximum number of new Shares for each beneficiary for whom you act as Custodian provided you annex to your SPP Application Form a certificate to the Company (**Custodian Certificate**) with the following information:

- (a) that you held Shares in the Company on behalf of one or more other persons (each a Participating Beneficiary) at 5:00pm (WST) on the Record Date who have subsequently instructed you to apply for Shares under the SPP Offer on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that you hold directly or indirectly on behalf of each Participating Beneficiary;
- (d) the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another Custodian, to apply on their behalf;
- (e) that the application price for Shares applied for under the SPP Offer for each Participating Beneficiary for whom you act plus the application price for any other Shares issued to you as Custodian for that Participating Beneficiary under any arrangement similar to the SPP Offer referred to in this Prospectus in the prior 12 months does not exceed \$15,000;
- (f) that a copy of the written offer document was given to each Participating Beneficiary; and
- (g) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of the SPP Offer, and consistent with ASIC Class Order 09/425, you are a 'Custodian' if you are a registered holder that:

- (a) holds an Australian financial services licence that allows you to perform custodian and depository services;
- (b) is exempt from holding an Australian financial services licence by virtue of certain provisions of the Corporations Act or Corporations Regulations, certain ASIC Class Orders or individual relief granted by ASIC;

- (c) is a trustee of a self-managed superannuation fund;
- (d) is a trustee of superannuation master trusts;
- (e) is a responsible entity of IDPS like schemes;
- (f) is noted on the Company's register of members as holding shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian (as described above), you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and you would like further information on how to apply, you should contact the Share Registry.

The Company reserves the right to reject any SPP Application Form for new Shares under this Prospectus to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

2.5 **Minimum subscription**

There is no minimum subscription under the SPP Offer.

2.6 **Scale Back**

Red 5 is seeking to raise \$10,000,000 under the SPP or, if so determined by the Board at its discretion, up to \$15,000,000. In the event of oversubscriptions, all applications will be scaled back on a pro rata basis.

Red 5 may scale back applications below the minimum application amount (being \$5,000). If Red 5 undertakes a scale back, you will receive the number of Shares determined by the Board in its absolute discretion which may mean less than the parcel of Shares for which you have applied. In this case, the difference between Application monies received and the number of Shares allocated to you multiplied by the issue price will be refunded to you as soon as practicable without interest.

2.7 **Underwriting**

The SPP Offer is not underwritten.

2.8 **ASX Listing**

Within 7 days after the date of issue of the Prospectus, Red 5 intends to apply for the quotation of the Shares the subject of the SPP Offer on ASX. If granted, quotation of the Shares will be eligible to commence as soon as practicable after allotment of the Shares to Applicants.

If Red 5 does not apply for quotation of the new Shares on ASX within 7 days after the date of this Prospectus or if the Shares are not granted official quotation on ASX within 3 months after the date of this Prospectus, none of the Shares offered under this Prospectus will be issued and all Application Monies will be refunded without interest to Applicants in accordance with section 724 of the Corporations Act. No interest will be paid on any returned Application Monies.

The fact that ASX may grant official quotation to the Share is not to be taken in any way as an indication by ASX of the merits of Red 5, the SPP Offer or the Shares.

2.9 **Allocation and Allotment of Shares**

Subject to ASX granting approval for quotation of the Shares, the allotment of Shares will occur as soon as practicable after the Closing Date. All Shares issued pursuant to the SPP Offer will rank equally in all respects with the Existing Shares of the Company. Statements of shareholding will be despatched as required by the ASX. It is the responsibility of the Applicants to determine their allocation of Shares prior to trading.

Applicants who sell the Shares before they receive their statement of shareholding will do so at their own risk.

The Application Monies for Shares to be issued pursuant to the SPP Offer will be held in the SPP Account on behalf of Applicants until the Shares are allotted.

2.10 Applicants outside Australia and New Zealand

Red 5 is of the view that it is unreasonable to extend the SPP Offer to Shareholders outside of Australia or New Zealand having regard to:

- (a) the number of Ineligible Shareholders in each place where the SPP Offer would be made;
- (b) the number and value of the Shares which would be offered to Ineligible Shareholders; and
- (c) the cost of complying with the legal requirements and the requirements of the regulatory authorities, in the respective overseas jurisdictions.

Accordingly, Red 5 is making the SPP Offer to Eligible Shareholders with a registered address in Australia and New Zealand only. Where this Prospectus has been sent to Shareholders with registered addresses outside Australia or New Zealand who are not entitled to participate in the SPP Offer, it is sent to them for information purposes only.

No action has been taken to register any offer or otherwise permit a public offering of securities outside Australia and New Zealand. The distribution of this Prospectus in jurisdictions outside of Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek their own advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer of or invitation to subscribe for securities in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

Notwithstanding that the Company is currently listed on the OTCQX under ticker code RDFLY, the SPP Offer and the new Shares have not been, and will not be, registered under the U.S. Securities Act or the securities law of any state of the United States, and may not be offered or sold in the United States or to or for the account or benefit of any U.S. Persons, except in a transaction exempt from the registration requirements of the U.S. Securities Act and applicable United States state securities laws.

By lodging a completed SPP Application Form an investor is taken to have warranted that it is able to participate in the SPP Offer without breach of the law and related matters in their respective jurisdiction. Red 5 reserves the right to treat as invalid any SPP Application Form that appears to have been submitted by an Ineligible Shareholder or person not entitled to receive an offer or invitation.

Notwithstanding the above, Red 5 may (in its absolute discretion) extend the SPP Offer to certain institutional Shareholders and other parties who have registered addresses outside Australia and New Zealand (but not in the United States) in accordance with applicable law.

2.11 Shortfall

If the amount raised is less than \$10,000,000 (and less than 100,000,000 Shares are applied for) pursuant to this SPP Offer, the shortfall may be placed at the discretion of the Directors (**Shortfall**). In the event that the Board determines to increase the raising amount to \$15,000,000 by accepting oversubscriptions and less than 150,000,000 Shares are applied for, the Shortfall may be placed at the discretion of the Directors.

The offer of the Shortfall is a separate offer and will be made pursuant to this Prospectus and, pursuant to the Listing Rules, may remain open for up to 3 months after the date of the General Meeting (or such shorter period as determined by the Directors).

2.12 Privacy disclosure

Persons who apply for Shares pursuant to this Prospectus are asked to provide personal information to Red 5, either directly or through the Share Registry. Red 5 and the Share Registry collect, hold and use that personal information to assess applications for Shares, to provide facilities and services to Shareholders and to carry out various administrative functions. Access to the information collected may be provided to Red 5's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the privacy laws. If the information requested is not supplied, applications for new Shares will not be processed. In accordance with privacy laws, information collected in relation to a specific Shareholder can be obtained by that Shareholder through contacting the Share Registry.

2.13 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers before investing in Shares. Taxation consequences will depend on particular circumstances. Neither Red 5 nor any of its officers accept any liability or responsibility in respect of the taxation consequences connected with an investment in Shares in Red 5.

2.14 Not investment advice

The information provided in this Prospectus is not investment advice or financial product advice and has been prepared without taking into account your investment objectives, financial situation or particular needs. It is important that you read this Prospectus in full before deciding whether to participate in the SPP Offer and that you consider all of the risk factors that could affect the performance of the new Shares, including those set out in Section 4. You should carefully consider these risks and your investment objectives, financial situation and particular needs (including financial and taxation issues) and seek independent professional advice from your stockbroker, accountant or other professional advisor before deciding whether to invest in new Shares.

2.15 CHESS and issuer Sponsorship

Red 5 operates an electronic CHESS sub-register and an electronic issuer sponsored sub-register. These two sub-registers make up Red 5's register of members.

Red 5 will not issue certificates to Shareholders. Rather, holding statements (similar to bank statements) will be dispatched to Shareholders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for Shareholders who hold their Shares on the CHESS sub-register) or by Red 5's Share Registry (for Shareholders who hold their Shares on the issuer sponsored sub-register).

The statements will set out the number of Shares issued to the Shareholder under the Prospectus and provide details of a Shareholder's Holder Identification Number (HIN) (for Shareholders who hold their Shares on the CHESS sub-register) or Shareholder Reference Number (for Shareholders who hold their Shares on the issuer sponsored sub-register).

Updated holding statements will also be sent to each Shareholder following the month in which the balance of their shareholding changes and at such other times as required by the Listing Rules and the Corporations Act.

2.16 Recommencement of trading on ASX

At the request of the Company, ASX placed the Company's securities in a trading halt on 26 April 2013 and subsequently a voluntary suspension on 30 April 2013. The Company's securities have remained in voluntary suspension since this date.

The Board has resolved to maintain the current voluntary suspension from trading in the Company's securities in place, while it seeks to successfully complete the Placement and the SPP Offer and balance sheet re-structuring. It is expected that trading in Red 5 securities will recommence shortly after the close of Tranche 2 of the Placement, however ASX (in consultation with the Company), will determine when and if the securities are reinstated.

3. Purpose and effect of the SPP Offer

The information set out in this Section is not intended to be comprehensive and should be read in conjunction with the full text of this Prospectus.

3.1 Purpose

The primary purpose of this Prospectus is to offer Eligible Shareholders the opportunity to participate in the SPP Offer. An additional purpose is to remove any secondary trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date (including Shares issued or to be issued under the Placement).

Relevantly, Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body;
- (b) either:
 - (1) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (2) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

3.2 The SPP Offer

Completion of the SPP Offer will result in an increase in cash on hand by \$10,000,000 (before associated costs) or \$15,000,000 (before associated costs) if Directors determine to raise the full amount. The Company intends to use the funds raised under the SPP Offer as additional working capital to meet the costs associated with the construction of a new short term HDPE lined tailings pond to enable the Siana mine operation to recommence production. In addition, in conjunction with the funds received under the Placement, the Company intends to repay the prepaid swap facility, repay outstanding creditors that have deferred invoices, continue with the in-pit dewatering initiatives, construct a paste fill plant and commence works associated with the long term tailings storage facility.

It is proposed that the funds raised under the SPP Offer and the Placement be allocated, upon successful completion, in the following manner (approximate):

Proposed Use of Funds	A\$60,000,000	A\$65,000,000
Repayment of the Prepaid Swap Facility	21,000,000	21,000,000
Tailings storage facility land acquisition	4,000,000	4,000,000
Design and permitting of tailings storage facility	1,300,000	1,300,000
Thicken/Filtration paste plant procurement and installation	6,400,000	6,400,000
HDPE lined tailings storage pond facility	1,700,000	1,700,000
De-watering and other sustaining capital	2,400,000	2,400,000
Current liabilities	6,000,000	6,000,000
Costs associated with the SPP Offer & Placement	2,702,000	2,959,000
Working capital	14,498,000	19,241,000
Total	\$60,000,000	\$65,000,000

Dependent on the outcome of technical evaluations of the short term HDPE lined pond and thickener/filtration tailings storage solutions, design and permitting issues related to the construction of the long term tailings storage facility, prevailing market conditions, development of new opportunities or any number of other factors outside the control of Red 5 (including the risk factors set out in Section 4), actual expenditure levels may differ from the above estimates. Red 5 will provide details of its actual expenditure in its periodic reports and as otherwise required by the Listing Rules.

3.3 Effect of the SPP Offer

The principal effect of the SPP Offer will be to:

- (a) increase the cash reserves by \$10,000,000 or up to \$15,000,000 if oversubscriptions are allowed by the Directors (before associated costs) immediately after completion of the SPP Offer; and
- (b) increase the number of Shares on issue from 155,788,008 (currently on issue, which includes T1), to 635,488,008 on completion of T2 of the Placement and then to 785,488,008 upon issue of the maximum number of Shares under the SPP Offer.

3.4 Effect on control

As at the date of this Prospectus, no existing Shareholder has a relevant interest in over 20% of the Shares on issue.

As a result of the SPP Offer, no Shareholder (including after the allocation of any Shortfall) will obtain a relevant interest in over 20% of the Shares on issue.

3.5 Expenses of the SPP Offer

The expenses which are payable by Red 5 in respect of preparing and distributing this Prospectus and in respect of the SPP Offer are estimated to be approximately as follows:

Expenses of the SPP Offer	\$10,000,000	\$15,000,000
ASIC fees	2,000	2,000
ASX Quotation fees	19,000	22,000
Legal fees	30,000	30,000
Printing and despatch	25,000	25,000
Share registry	30,000	35,000
Broker and advisor fees*	-	250,000
Total	106,000	364,000

** The SPP Offer is not underwritten and there is no commitment for a broker or advisor fee to be payable. However, if a broker or advisor assists the Board with the placement of any Shortfall, the Board reserves its rights, in its sole discretion, to pay a fee of up to 5% of the amount raised. The amount shown for broker and advisor fees is based on the total amounts which may be raised under this Prospectus. It is likely that any broker or advisor fee will be significantly less than the total amounts shown (if any) and such funds (or a proportion thereof) will be applied towards working capital.*

3.6 Financial position

Set out below is the Consolidated Statement of Financial Position of Red 5 as at 31 December 2012 (reviewed), and the Consolidated Pro-Forma Statement of Financial Position as at 30 June 2013 (unaudited) on the basis of the assumptions detailed further below. The significant accounting policies upon which the Statement of Financial Position and the Pro-Forma Statement of Financial Position are based on is the reviewed financial report for the financial half-year end 31 December 2012.

The Pro-Forma Statement of Financial Position presented below has been prepared first on the assumption that 100,000,000 Shares pursuant to the SPP Offer are issued and secondly, on the assumption that 150,000,000 Shares are issued.

			\$60 million		\$65 million	
	Reviewed 31 Dec 2012 A\$	Unaudited 30 June 2013 A\$	Effect of the SPP Offer and Placement A\$	30 June 2013 (Pro Forma) A\$	Effect of the SPP Offer and Placement A\$	30 June 2013 (Pro Forma) A\$
CURRENT ASSETS						
Cash assets	14,587,649	7,582,253	57,298,000	64,880,253	62,041,000	69,623,253
Restricted deposit	4,821,183	5,499,388	-	5,499,388	-	5,499,388
Receivables	4,264,194	8,900,227	-	8,900,227	-	8,900,227
Inventory	8,427,522	5,590,406	-	5,590,406	-	5,590,406
TOTAL CURRENT ASSETS	32,100,548	27,572,274	57,298,000	84,870,274	62,041,000	89,613,274
NON-CURRENT ASSETS						
Receivables	10,833,115	12,830,080	-	12,830,080	-	12,830,080
Property, plant and equipment	52,577,351	58,563,021	-	58,563,021	-	58,563,021
Mine, properties and development	83,345,164	92,572,814	-	92,572,814	-	92,572,814
TOTAL NON-CURRENT ASSETS	146,755,630	163,965,915	-	163,965,915	-	163,965,915
TOTAL ASSETS	178,856,178	191,538,189	57,298,000	248,836,189	62,041,000	253,579,189
CURRENT LIABILITIES						
Payables	10,435,101	8,398,949	-	8,398,949	-	8,398,949
Interest bearing liabilities	3,897,442	27,752,520	-	27,752,520	-	27,752,520
Provisions	1,222,786	1,242,494	-	1,242,494	-	1,242,494
TOTAL CURRENT LIABILITIES	15,555,329	37,393,963	-	37,393,963	-	37,393,963
NON-CURRENT LIABILITIES						
Interest bearing liabilities	19,487,206					
Provisions	1,337,266	1,735,307	-	1,735,307	-	1,735,307
TOTAL NON-CURRENT LIABILITIES	20,824,472	1,735,307	-	1,735,307	-	1,735,307
TOTAL LIABILITIES	36,379,801	39,129,270	-	39,129,270	-	39,129,270
NET ASSETS	142,476,377	152,408,919	57,298,000	209,706,919	62,041,000	214,449,919
EQUITY						
Contributed equity	177,124,726	177,124,726	57,298,000	234,422,726	62,041,000	239,165,726
Other equity and reserves	(251,930)	9,957,774	-	9,957,774	-	9,957,774
Retained profits / (losses)	(33,870,206)	(34,436,319)	-	(34,436,319)	-	(34,436,319)
Non-controlling interests	(526,213)	(237,262)	-	(237,262)	-	(237,262)
TOTAL EQUITY	142,476,377	152,408,919	57,298,000	209,706,919	62,041,000	214,449,919

Notes:

1. This assumes that all the Placement proceeds and full subscription under the SPP, either at \$10 million or \$15 million are received.
2. Reflects that the Facility has not been satisfied and the short-term deposit (inclusive of the retention funds) remain.

3.7 Capital structure

If Directors determine to raise the full amount (and subject to Shareholder approval), Red 5 may issue up to 150,000,000 new Shares under the SPP Offer (and any Shortfall) and 500,000,000 new Shares pursuant to the Placement.

Set out in the table below is a summary of the share capital structure of Red 5 immediately before and after completion of the SPP Offer (including the new Shares that may be issued pursuant to the Placement):

	Number of Shares (if \$10 million raised under SPP Offer)	Number of Shares (if maximum of \$15 million raised under SPP Offer)
Number of Existing Shares (includes new Shares issued pursuant to T1)	155,788,008	155,788,008
Number of new Shares to be issued pursuant to T2	479,700,000	479,700,000
Number of new Shares to be issued pursuant to SPP Offer	100,000,000	150,000,000
Total	735,488,008	785,488,008

3.8 Insurance claim

Red 5 has insurance coverage with respect to the Siana mine and is of the view that it has reasonable grounds for a claim under its property damage and business interruption policy. This policy has a combined liability limit of US\$10 million.

Red 5 brought loss adjusters to site within a week of the tailings dam incident and has now had the claim with its insurers for some months. A determination of liability by the insurer is pending.

There is no guarantee that Red 5 will receive a favourable judgement on the insurance claim for the full amount of the claim, if at all. In the event a favourable judgement is received before completion of the Placement, the Senior Lender is likely to receive some or all of the pay out to be set off against the amounts outstanding under the Facility Agreement. If Red 5 receives an insurance pay-out after the satisfaction of the amounts outstanding under the Facility Agreement, any amount received will be applied towards working capital.

4. Risk factors

4.1 Investment is speculative

Potential investors should be aware that there are risks in subscribing for new Shares. Some of these risks relate generally to an investment in shares. Other risks are specifically associated with Red 5's business activities.

Before applying for new Shares, you should consider whether the new Shares are suitable securities for you to acquire, having regard to your own investment objectives and financial circumstances.

An investment in Red 5 is considered speculative and prospective new investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus and disclosed to ASX, before deciding whether to apply for new Shares. Investors should be aware that they may lose some or all of the value of their investment.

The list of risk factors below ought not to be taken as a complete list of all the risks faced by Red 5 or by investors in Red 5. The listed factors, and others not specifically referred to below, may in the future materially affect the financial performance of Red 5 and the value of the new Shares offered under this Prospectus. The new Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

4.2 Risks related to Red 5 and its operations

Exploration and development of minerals involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome.

The operations of Red 5 in re-commissioning a gold mine may be affected by a range of factors including the failure to obtain all government approvals (to re-commence mining and milling operations), projected grades in exploration, mining and processing, technical difficulties encountered in commissioning and operating plant and equipment, mechanical failure, metallurgical problems which affect extraction rates and costs, adverse weather conditions, industrial and environmental accidents, industrial disputes, unexpected shortages or increases in the cost of consumables, spare parts, plant and equipment. A selection of these risks are detailed below.

(a) Tailings storage facility

Red 5 suspended milling operations as a result of the compromise to the existing tailings storage facility on 25 April 2013. Six weeks later on 6 June 2013, the MGB issued a Cease and Desist Order to the operator of the Siana mine, Greenstone. The Cease and Desist order has been complied with and the company awaits verification of this fact from the MGB. As a result of this there exists uncertainty as to whether the MGB is satisfied with the works undertaken, to the extent they may require additional works or further independent verification to be undertaken prior to its removal.

The Company has identified a site for a new tailings dam facility and has commenced the process for the land acquisition and permitting. Any delays in acquiring the land from local surface land holders or in obtaining all relevant environmental and regulatory permits and approvals would result in a consequential delay in construction of the new permanent tailings dam. Any delay would also affect the Company's working capital funding requirements.

The construction of a HDPE lined storage pond and the construction of a thickener/filtration system as an interim tailings storage solution would enable the Company to restart production without having a new tailings dam constructed. However, there is a risk that there are delays in installation or that the lined storage pond and thickener/filtration system do not operate as expected, resulting in reduced production or higher than expected operating costs.

(b) **Adequacy of funding and additional requirements for capital**

Red 5's capital requirements depend on numerous factors. Depending on Red 5's ability to generate revenue from its operations, and the final amount raised under the SPP Offer, Red 5 may require further financing in addition to amounts raised under the SPP Offer.

Red 5 will require sufficient working capital to meet any loan commitments and maintain existing operations at Siana on care and maintenance whilst design, permitting, land acquisition and construction of a new tailings storage facility are completed.

Any additional equity financing may dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If Red 5 is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations. Any ongoing funding restrictions may also impact on the Company's ability to continue as a going concern.

(c) **Debt funding and loan arrangement**

The Company has entered into the Prepaid Swap Facility with the Senior Lender. Under the terms of the Prepaid Swap Facility, the Company was required to begin repayments from July 2013 and meet certain financial ratios during the 30 month term. The Senior Lender has agreed by deed dated on or around 17 September 2013, to an extended standstill arrangement to allow Red 5 to raise sufficient funds under the Placement and the SPP Offer to satisfy the Prepaid Swap Facility in full (**Standstill**).

In agreeing to the Standstill, the Senior Lender required Greenstone to:

- (1) close out the existing gold hedge; and
 - (2) release US\$5 million from a retention account held by the Senior Lender,
- in part-satisfaction of the amounts outstanding under the Prepaid Swap Facility.

As a result of the above, the amount outstanding under the Prepaid Swap Facility to the Senior Lender as at 17 September 2013 was approximately US\$19.2 million.

If Shareholders do not vote in favour of T2 and the period of the Standstill expires, Greenstone (and subsequently Red 5) may fail to fulfil its repayment obligation or continue to not meet its required financial ratio obligations, then the Senior Lender may place Greenstone (and subsequently Red 5) in default under the Prepaid Swap Facility and have the right to take control of the Siana gold project and related assets held by Greenstone. In such circumstances, there is a risk that Red 5 may not be able to continue as a going concern.

(d) **Recommendation of trading on ASX**

Red 5 requested a voluntary suspension of trading of its Shares on 30 April 2013 and, at the date of this Prospectus, its Shares remain in suspension on ASX.

The Company is of the view that reinstatement of the trading in its securities is likely to be materially prejudicial to the Company's ability to successfully complete the Placement and SPP which is crucial to the entity's continued financial viability. As such, the Board has resolved to maintain the current voluntary suspension from trading in the Company's securities in place, while it seeks to successfully complete the Placement and SPP and balance sheet re-structuring. Whilst it is expected that trading in Red 5 securities will recommence shortly after the completion of the Placement and SPP, ASX, in consultation with the Company, will determine when the securities are reinstated.

(e) **Share price fluctuations**

Once Red 5's Shares recommence trading on the ASX, the market price of Red 5's Shares will be subject to varied and often unpredictable influences in the share market. Both domestic and world economic conditions may affect the performance of Red 5. Factors such as the level of industrial production, inflation and interest rates impact all commodity prices including gold. If Red 5's share price decreases, Red 5 may not be able to attract new investors or raise capital when required.

(f) **Gold price**

The success of Red 5's operations will be primarily dependent on the price of gold bullion as substantially all of Red 5's potential revenues will be derived from the sale of gold. Gold prices are volatile and may fluctuate as a result of numerous factors, which are beyond the control of Red 5. Such factors include, but are not limited to:

- (1) speculative positions taken by investors or traders in gold;
- (2) changes in global demand for gold (as an investment and/or for other uses);
- (3) global and regional recessions or reduced economic activity and/or inflationary expectations;
- (4) financial market expectations regarding the rate of inflation;
- (5) the strength of the U.S. dollar (the currency in which gold trades internationally);
- (6) gold hedging and de-hedging by gold producers;
- (7) decisions made by central banks and multilateral organisations to purchase, hold or sell portions of their gold reserves; and
- (8) changes in production costs in major gold producing regions.

Historically, the price of gold has fluctuated widely and is currently trading significantly above long-term historical average prices. The possible adverse consequences of future price declines could include the following:

- (1) Red 5's operations may become uneconomic because the projected future revenues no longer justify the cost of development;
- (2) Red 5 may be unable to raise finance to construct or complete the required infrastructure on acceptable terms, or at all;
- (3) Red 5's revenues may decline to a point at which its operations are unprofitable, as a result of which Red 5 may cease production;
- (4) the value of Red 5's assets may decline, causing it to write down asset values and thereby incur losses;
- (5) Red 5 may be required to restate its gold reserves and resources; and
- (6) Red 5's operations may experience delays while Red 5 reassesses the economics of the Siana mine under different gold price assumptions.

(g) **Exchange Rates**

Red 5's revenue from gold sales will be received in U.S. dollars while its operating expenses will be primarily incurred in Australian dollars and Philippine Peso. Because Red 5's financial statements are reported in Australian dollars, appreciation of the Australian dollar against the U.S. dollar, without offsetting improvement in U.S. dollar denominated gold prices, could adversely affect Red 5's reported profitability and financial position.

In addition, certain capital expenditure will be made in US dollars or Philippine Pesos and certain consumable items required for operations will be priced in US dollars or Philippine Pesos. These costs will increase in Australian dollar terms if there is a depreciation of the Australian dollar against the US dollar or Philippine Peso, which could adversely affect Red 5's profitability, results of operations and financial position.

(h) **Conditions and renewal of licences**

The permits and agreements on the Siana and other Philippine projects are governed by Philippine legislation and are evidenced by the granting of permits and agreements and the extension of such permits and agreements. Each permit, agreement or extension is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance.

The Company is currently in compliance with its material permit obligations however the MGB has issued a Cease and Desist order on the Siana mine, which will remain in force until all remedial works on the compromised tailings dam have been completed to the satisfaction of the MGB.

The Company will be required to obtain additional permits for the new tailings dam and will be required to obtain modifications to existing permits to take into consideration the a small lined tails facility and the construction of a Thickener/Filtration tails handling facility. Although these facilities are on the existing project foot print, there is no guarantee that the permit extensions will be granted.

(i) **Consents from surface land holders**

The Philippines Mining Act sets out the requirement for entities wishing to access mineral permits for the purpose of exploration, development and utilisation to receive the consent of the surface owners or occupants of the land in writing prior to such access and to pay them an appropriate amount of compensation.

The Company has identified an area which is ideal for the staged development of a new tailings dam. Approximately 40 hectares of land area is required for the first stage. All affected land owners have been identified and the Company is ready to commence negotiations to purchase the land. The Company has had recent experience in purchasing land as a result of having to acquire 10 hectares of land which was adjacent to the compromised tailings dam so that remedial works could be completed.

Although seeking such consent is a common task for mining companies in the Philippines, there is no guarantee that it will be a fast or cost effective process for Red 5.

(j) **Operations generally**

Gold mining and processing ore into gold are susceptible to numerous events that may have an adverse impact on Red 5's ability to extract ore and produce gold.

Mindanao experiences heavy rainfalls which have previously disrupted operations and resulted in significant pit dewatering requirements. Other events which may have an adverse impact on Red 5's mining operations include (but are not limited to) inclement weather conditions (including cyclones and flooding), seismic activity and other natural disasters; unexpected maintenance or technical problems, failure of key equipment, electrical power interruptions, environmental hazards (including discharge of metals, pollutants or hazardous chemicals), safety related stoppages, ingresses of water, failure of mining pit slopes, dams and waste stockpiles and interruptions due to transportation delays. The occurrence of any of these events may result in higher operating costs, increased maintenance costs or ongoing unplanned capital expenditure and an inability to meet gold production targets, which would have a material adverse impact on Red 5's operational results and its financial position.

(k) **Production and capital costs**

Red 5's business, results of operations and financial condition may vary with fluctuations in production and capital costs. Red 5's main production expenses are expected to be ore movement and mining costs, pit dewatering, fleet maintenance, diesel fuel and materials (including mining consumables) and its main capital costs will be the development capital expenditure required for the Siana mine, including construction of a new tailings storage facility and other tailings deposition solutions. Changes in the costs of Red 5's mining and processing operations as well as its capital costs could occur as a result of unforeseen events, including international and local economic and political events (including movement in exchange rates), and could result in changes in gold resource and reserve estimates. Many of these factors may be beyond Red 5's control. In addition, some of the capital cost estimates are based on conceptual engineering design and there may be a material changes to the estimates as works progress.

(l) **Dependence on key personnel**

Red 5's success depends on the continued services of its key personnel. Due to management's experience and the important role they have taken in developing Red 5's mining, business and financial plans, Red 5 could be adversely affected if any of them ceased to actively participate in the management of Red 5 or ceased employment with Red 5 entirely. As there may be a limited number of persons with the requisite experience and skills to serve in Red 5's senior management positions if

existing management leave Red 5, Red 5 may not be able to locate or employ qualified executives on acceptable terms. If Red 5 cannot attract, train and retain qualified managers, Red 5 may be unable to successfully manage its operations.

(m) **Availability and cost of mining equipment and skilled labour**

Increases in worldwide mining activities may create cost pressures for services and skilled personnel in the gold industry, which may affect Red 5's ability to purchase or hire equipment, supplies and services and to recruit skilled personnel. In addition, the availability of equipment and services is affected by the level and location of mining activity around the world. An increase in activity in the Philippines or in other areas in Asia and Australia may reduce the availability of equipment and services to Red 5. In addition, due to the increased demand for most mineral commodities experienced over the past few years, there has been significant demand for many mining and processing inputs, which has resulted in shortages, as well as longer lead times for delivery and increases in pricing, of mining equipment and metallurgical plant, strategic spares and critical consumables. The reduced availability of equipment, services and skilled personnel may delay Red 5's development and production activities, which may adversely affect Red 5's operations and increase costs. A shortage of skilled labour in the Philippines and the Asia Pacific regional mining industry generally could result in Red 5 having insufficient skilled and experienced employees or contractors to operate its business, which could adversely affect Red 5's business, results of operations and financial condition.

(n) **Mineral resource and ore reserve estimates**

Mineral resource and ore reserve estimates are expressions of judgment based on drilling results, past experience with mining properties, knowledge, industry practice and many other factors. Estimates which are valid when made may change substantially when new information becomes available. Ore reserve estimation is an interpretive process based on available data and interpretations and thus estimations may prove to be inaccurate.

The actual quality and characteristics of mineral deposits cannot be known until mining takes place and will almost always differ from the assumptions used to develop mineral resources. Further, ore reserves are valued based on future costs and future prices and consequently, the actual mineral resources and ore reserves may differ from those estimated, which may result in either a positive or negative effect on operations.

Should Red 5's projects encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, mineral resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect Red 5's operations.

(o) **Sovereign and political risks associated with operating in the Philippines**

Red 5's main projects are located in the Philippines and Red 5 is therefore subject to the risks associated with operating in that country, including various levels of political, economic and other risks and uncertainties.

Terrorist attacks against mining companies have occurred in the Philippines and on the island of Mindanao, where the Company's main projects are located. The Company has not experienced any attacks to its operations since inception, however there is no guarantee that there will not be any terrorist activities against the Company in the future. The Company maintains good relations with the local community and a large proportion of the workforce is sourced from the neighbouring villages, which assists in reducing the risk of any terrorist activity.

(p) **Philippines Government Mining Policy, Executive Order 079**

In January 2012 the Philippines Government issued a new mining policy termed Executive Order 079 ("EO79"). The Implementing Rules and Regulations (IRR) of the EO79 have been issued. However there is a risk that further changes under the EO79 policy will involve increases to royalties and taxes that will affect the revenue derived by Red 5 from any future operation.

(q) **Philippine foreign acquisition laws**

A foreign entity may only hold up to a maximum of 40% of the voting rights of any company holding a Philippine MPSA (mineral production sharing agreement). The restriction on foreign ownership relates to the ownership of an MPSA and its holder, the operation of an MPSA, the total physical area that may be held by a foreign held entity and the role that a foreign person may have in an entity that has more than 40% of an MPSA or MPSA holder.

Red 5 has considered this in structuring the holding of its assets and has set up a structure of associated companies which comply with the current Philippine foreign ownership laws. However, there is a risk that the current or future structure of Red 5's holdings may be subject to alteration due to changes to Philippine foreign ownership laws.

(r) **Environmental regulations and risks**

National and local environmental laws and regulations in jurisdictions in which Red 5 operates affect nearly all of the operations of Red 5. These laws and regulations set various standards regulating certain aspects of health and environmental quality, provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remediate current and former facilities and locations where operations are or were conducted. Red 5 will minimise the potential impact of these laws and regulations by taking steps to ensure compliance occurs and, where possible, by carrying appropriate insurance.

Significant liability could be imposed on Red 5 for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of properties acquired by Red 5 or non-compliance with environmental laws or regulations.

(s) **Australian Government policy**

As an Australian domiciled company listed on the ASX, changes in relevant taxation, interest rates, other legal, legislative and administrative regimes, and Government policies in Australia, may have an adverse effect on operations and ultimately the financial performance of Red 5 and the market price of its securities.

(t) **Taxation**

Changes in taxation and government legislation in a range of areas (for example, Corporations Act, accounting standards, and taxation law) can have a significant influence on the outlook for companies and the returns to investors. The countries in which Red 5 operates may impose additional taxes on Red 5. The recoupment of taxation losses accrued by Red 5 from any future revenues is subject to the satisfaction of tests outlined in taxation legislation or regulations in relevant jurisdictions. There is no guarantee that Red 5 will satisfy all these requirements at the time it seeks to recoup its tax losses which may impact on the financial performance and cash flows of Red 5.

(u) **Occupational health and safety**

Red 5's operations are subject to a variety of industry specific health and safety laws and regulations which are formulated to improve and to protect the safety and health of employees. Mining operations are inherently hazardous. While Red 5 seeks to implement best practice procedures in occupational health and safety, the occurrence of any industrial accidents, workplace injuries or fatalities may result in workers' compensation claims, related common law claims and potential occupational health and safety prosecutions.

(v) **Insurance**

Red 5's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures and natural phenomena such as inclement weather conditions (including cyclones), floods and earthquakes. Such occurrences could result in damage to mining or production facilities, personnel

injury or death, environmental damage to Red 5's properties and the properties of others, delays in development or mining, monetary losses and possible legal liability.

Although Red 5 maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all of the potential risks associated with its operations. Red 5 may also be unable to maintain insurance to cover those risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Losses from any of these events may cause Red 5 to incur significant costs that could have a material adverse effect on its financial performance and results of operations.

(w) **Litigation**

Legal proceedings may also arise from time to time in the course of Red 5's business. Red 5 may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute, if proven, may impact adversely on Red 5's operations, financial performance and financial position. As at the date of this Prospectus, Red 5 is not involved in any legal proceedings the result of which would have a material adverse effect on the business or financial position of Red 5.

4.3 **Risks related to an investment in the new Shares**

(a) **Dividends**

There is no guarantee as to future earnings of Red 5 or that Red 5 will be profitable and there is no guarantee that Red 5 will be in a financial position to pay dividends.

At the time of issue of this Prospectus, the Directors do not anticipate that any dividend will be declared in respect of the current financial year and no dividends are anticipated to be declared for the foreseeable future.

(b) **Liquidity and realisation risk**

If Red 5 Shares are reinstated to trading on ASX, there can be no guarantee that an active market in Red 5's Shares will develop. There may be relatively few or many potential buyers or sellers of Shares on ASX at any given time. This may increase the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in shareholders receiving a market price for their Shares that is less or more than the Issue Price.

(c) **Share market price risk**

Share market conditions may affect the value of Red 5's quoted securities regardless of Red 5's operating performance. Share market conditions are affected by many factors such as general economic outlook, the behaviour of share markets in the United States, Asia and Europe, interest rates and inflation rates, commodity price fluctuation, currency fluctuations, changes in investor sentiment toward particular market sectors, the demand for, and supply of, capital and terrorism or other hostilities.

The occurrence of any one or more of these factors may result in shareholders receiving a market price for their Shares that is less than the Issue Price or below the net asset value per security.

(d) **Dilution risk**

Red 5 may require further financing in addition to amounts raised under the SPP Offer in the future. If any additional funds are raised through the issue of further securities, Shareholders voting and relevant interest in Red 5 may be diluted if they do not participate in the issue.

5. Additional information

5.1 Transaction specific prospectus

This Prospectus is issued under the special prospectus content rules for continuously quoted securities in Section 713 of the Corporations Act. This enables listed disclosing entities, such as Red 5, to issue a prospectus for continuously quoted securities with modified disclosure requirements if they satisfy certain requirements. The information in this Prospectus principally concerns the terms and conditions of the SPP Offer and the information reasonably necessary to make an informed assessment of:

- (a) the effect of the SPP Offer on Red 5; and
- (b) the rights and liabilities attaching to the new Shares.

The Prospectus is intended to be read in conjunction with the publicly available information in relation to Red 5 which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete. Shareholders should therefore also have regard to the other publicly available information in relation to Red 5 before making a decision whether or not to invest in Red 5.

5.2 Continuous reporting and disclosure obligations

Red 5 is listed on ASX and its Shares are quoted on ASX under the trading code "RED". Red 5 is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations, which require it to disclose to ASX any information of which it is or becomes aware concerning Red 5 and which a reasonable person would expect to have a material effect on the price or value of securities in Red 5. Red 5 also participates in an American Depository Receipts (ADR) program and its shares are listed on the OTCQX International Market under ticker code "RDFLY".

Given that the Company is a disclosing entity it may be required to release information to the market while this Prospectus is current. Where required by the Corporations Act, new information may result in the preparation of a supplementary or replacement prospectus. Shareholders and prospective investors are advised to refer to the announcements under the Company's ASX Code "RED" on the ASX website for updated releases about events or matters affecting the Company. Copies of announcements given to the ASX by the Company will also be made available via the Company's website at www.red5limited.com.

Copies of the documents lodged by Red 5 with ASIC may be obtained from, or inspected at, an office of ASIC.

Red 5 will provide a copy of any of the following documents, free of charge, to any Shareholder who asks for a copy of the document before the Closing Date:

- (a) audited financial statements for Red 5 for the year ended 30 June 2012;
- (b) half-yearly financial statements for Red 5 for the period ended 31 December 2012;
- (c) any other financial statements lodged in relation to Red 5 with ASIC and any continuous disclosure notices given by Red 5 to ASX, in the period since the release of Red 5's last annual report on 22 October 2012, being the following documents:

Announcement	Date
Change in substantial holding	17 September 2013
Appendix 3B – share placement	13 September 2013
Completion of share placement	9 September 2013
S&P DJ Indices announces September Quarterly rebalance	6 September 2013
Capital raise to recommence operations	5 September 2013

Announcement	Date
Entitlements issue and alternative funding	3 September 2013
Ceasing to be a substantial holder	15 August 2013
Extension of closing date	12 August 2013
Despatch of prospectus	6 August 2013
Quarterly cash flow report	31 July 2013
Quarterly activities report	31 July 2013
Letter to shareholders - rights issue	23 July 2013
Appendix 3B - rights issue	19 July 2013
Rights Issue Prospectus	19 July 2013
Rights issue to recommence production	19 July 2013
Lapse of unlisted options	1 July 2013
Siana operations further update	13 June 2013
Siana operations update	27 May 2013
Siana milling operations suspended	13 May 2013
Quarterly cash flow report	30 April 2013
Quarterly activities report	30 April 2013
Siana operational update	30 April 2013
Voluntary suspension	30 April 2013
Trading halt and request	26 April 2013
Siana process plant improvements – update	15 April 2013
Siana mine productivity improvements	8 April 2013
Siana mine site progress	13 March 2013
Half year accounts	12 March 2013
Company insight – New MD Norregaard on company plans	18 February 2013
Quarterly cash flow report	29 January 2013
Quarterly activities report	29 January 2013
Initial directors interest notice	23 January 2013
Managing Director appointment	23 January 2013
Final Directors Interest Notice	31 December 2012
Retirement of Non-Executive Director	31 December 2012
US\$25 million financing complete	31 December 2012
Becoming a substantial holder	27 December 2012
Siana mine site – new production forecast	11 December 2012
Siana mine site – Typhoon Pablo	5 December 2012
Results of annual general meeting	27 November 2012
AGM Chairman's address	27 November 2012
Addendum to investor presentation	23 November 2012
Investor presentation	22 November 2012
Final directors interest notice	15 November 2012
Managing Director steps down	15 November 2012
Quarterly cash flow report	31 October 2012
Quarterly activities report	31 October 2012
Notice of annual general meeting	22 October 2012
Red 5 2012 Annual Report	22 October 2012

5.3 **Market share price**

The highest and lowest prices for Shares in Red 5 on ASX in the 6 month period before the date of this Prospectus and the respective dates of those sales were:

- (a) highest price \$0.985 on 18 March 2013; and
- (b) lowest price \$0.585 on 18 April 2013.

The last closing market sale price of the Shares quoted on ASX on the last day that trading took place in the Shares prior to Red 5 entering into voluntary suspension on 30 April 2013 was \$0.62.

5.4 **Constitution**

The Constitution of Red 5 is in a form common to public companies in Australia and was adopted by Shareholders at Red 5's annual general meeting on 23 November 2011.

Red 5 will provide a copy of the Constitution to any Shareholder upon request, free of charge.

5.5 **Rights and liabilities attaching to new Shares**

The Shares currently on issue and the new Shares offered under this Prospectus are in the same class and rank equally. The rights attaching to these Shares are set out in Red 5's Constitution and are regulated by the Corporations Act, the Listing Rules, the ASTC Settlement Rules and the general law.

Set out below is a summary of the principal rights and liabilities attaching to Red 5's current Shares. This summary is not a definitive statement of the rights and liabilities of Shareholders.

General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of Red 5. Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of Red 5.

Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

Dividend Rights

Subject to the rights of persons (if any) entitled to Shares with special rights to dividend the Directors may declare a final dividend out of profits in accordance with the Corporations Act and may authorise the payment or crediting by Red 5 to the Shareholders of such a dividend. The Directors may authorise the payment or crediting by Red 5 to the Shareholders of such interim dividends as appear to the Directors to be justified by the profits of Red 5. Subject to the rights of persons (if any) entitled to shares with special rights as to dividend all dividends are to be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid. Interest may not be paid by Red 5 in respect of any dividend, whether final or interim.

Winding-Up

If Red 5 is wound up, the liquidator may, with the authority of a special resolution of Red 5, divide among the Shareholders in kind the whole or any part of the property of Red 5, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution of Red 5, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholders is compelled to accept any shares or other securities in respect of which there is any liability.

Transfer of Shares

Generally, Shares in Red 5 are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

Future increases in Capital

The allotment and issue of any new Shares is under the control of the Directors. Subject to the Listing Rules, Red 5's Constitution and the Corporations Act, the Directors may allot or otherwise dispose of new Shares on such terms and conditions as they see fit.

Variation of Rights

Pursuant to Section 246B of the Corporations Act, Red 5 may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares. If at any time the Share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class), whether or not Red 5 is being wound up may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued Shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the Shares of that class.

5.6 Subsequent events

There has not arisen, at the date of this Prospectus any item, transaction or event of a material or unusual nature not already disclosed in this Prospectus or by way of an announcement to ASX which is likely, in the opinion of the Directors of Red 5 to affect substantially:

- (a) the operations of Red 5;
- (b) the results of those operations; or
- (c) the state of affairs of Red 5.

5.7 Litigation

The Directors are not aware of any legal proceedings which have been threatened or actually commenced against Red 5 which has or would be likely to have a material adverse effect on either Red 5 or its business.

5.8 Directors' interests

Set out below are details of any Director or consultancy fees or other amounts paid to the Directors in the 2 years prior to the lodgement of this Prospectus:

	Salary	Directors fees	Consulting fees	Other	Total
Colin Jackson					
Year ended 30 June 2013	-	70,000	201,501	6,300	277,801
Year ended 30 June 2012	-	70,000	138,563	6,300	214,863
Steve Norregaard (i)					
Year ended 30 June 2013	182,968	-	-	16,875	199,843
Year ended 30 June 2012	-	-	-	-	-
Kevin Dundo					
Year ended 30 June 2013	-	55,000	-	4,950	59,950
Year ended 30 June 2012	-	55,000	-	4,950	59,950
Mark Milazzo					
Year ended 30 June 2013	-	58,333	-	5,250	63,583
Year ended 30 June 2012	-	52,500	-	4,725	57,225
Gary Scanlan (ii)					
Year ended 30 June 2013	-	95,000	-	8,396	103,396
Year ended 30 June 2012	-	60,000	-	5,400	65,400
Gregory Edwards (iii)					
Year ended 30 June 2013	263,494	-	-	28,026	291,520
Year ended 30 June 2012	436,065	-	-	124,748	560,813

(i) Mr Norregaard was appointed Managing Director on 1 February 2013.

(ii) Mr Scanlan resigned as non-executive director on 31 December 2012.

(iii) Mr Edwards resigned as Managing Director on 15 November 2012 and his 2013 salary includes a termination payment of \$115,369.

In addition, Directors, companies associated with Directors and their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties including out of pocket expenses, travelling expenses, disbursements made on behalf of Red 5 and other miscellaneous expenses.

Set out below are details of the interests of the Directors in the securities of Red 5 immediately prior to lodgement of this Prospectus with ASIC. Interests include those securities held directly and indirectly. The table does not take into account any new Shares the Directors may acquire under the SPP Offer.

Director	Number of Shares	Number of Options	Percentage shareholding
Colin Jackson	22,500	Nil	0.014%
Steve Norregaard	Nil	Nil	Nil
Kevin Dundo	Nil	Nil	Nil
Mark Milazzo	25,000	Nil	0.016%

Mr Jackson and Mr Milazzo have indicated that it is their present intention to participate to their fullest extent possible under the SPP Offer, subject to Shareholder approval at the General Meeting.

Other than as set out above or elsewhere in this Prospectus, no Directors of Red 5 holds, or held at any time during the last 2 years, any interest in the formation or promotion of Red 5, the SPP Offer or property acquired or to be acquired by Red 5 in connection with its formation or the promotion of Red 5 or the SPP Offer.

Other than as set out above or elsewhere in this Prospectus, no one has paid or agreed to pay any amount, and no one has given or agreed to give any benefit to any Director or proposed director to induce them to become, or to qualify as, a Director of Red 5 or for services provided by a Director in connection with the formation or promotion of Red 5 or the SPP Offer.

5.9 **Interests of experts and advisers**

This Section applies to persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, promoters of Red 5 and stockbrokers or arrangers to the SPP Offer (collectively **Prescribed Persons**).

HopgoodGanim has acted as lawyers to the SPP Offer and has performed work in relation to the Prospectus and in relation to preparing the due diligence and verification program and performing due diligence required on legal matters, however, they do not make any statement in this Prospectus. In respect of this work, Red 5 estimates that it will pay approximately \$30,000 (excluding disbursements and GST) to HopgoodGanim. Further amounts may be paid to HopgoodGanim in accordance with its normal time based charges. For the 2 year period ending on the date of this Prospectus, Red 5 has incurred fees of approximately \$157,209 to HopgoodGanim for services provided. Mr Kevin Dundo, a Director, is also a senior partner of HopgoodGanim.

Security Transfer Registrars Pty Ltd has been appointed to conduct Red 5's share registry functions and to provide administrative services in respect to the processing of Acceptances received pursuant to this Prospectus, and will be paid for these services on standard industry terms and conditions.

Other than as set out above or elsewhere in this Prospectus, no Prescribed Person has, or has had in the last 2 years, any interest in the formation or promotion of Red 5, any property acquired or proposed to be acquired in connection with the formation or promotion of Red 5 or the SPP Offer or the offer of new Shares under this Prospectus.

Other than that as set out above or elsewhere in this Prospectus, no benefit has been given or agreed to be given to any Prescribed Person for services provided by a Prescribed Person in connection with the formation or promotion of Red 5 or the offer of new Shares under this Prospectus.

5.10 **Consents and disclaimers**

Written consents to the issue of this Prospectus have been given and at the time of this Prospectus have not been withdrawn by the following parties:

- (a) Security Transfer Registrars Pty Ltd has given and has not withdrawn its consent to be named in this Prospectus as the share registry of Red 5 in the form and context in which it is named. It has had no involvement in the preparation of any part of this Prospectus other than recording its name as share registrar to Red 5. It takes no responsibility for any part of the Prospectus other than the references to its name.
- (b) HopgoodGanim has given and has not withdrawn its consent to be named in this Prospectus as lawyers to the SPP Offer in the form and context in which it is named. It takes no responsibility for any part of the Prospectus other than references to its name.
- (c) KPMG has given and has not withdrawn its consent to be named as auditors in the Prospectus in the form and context in which it is named. It takes no responsibility for any part of this Prospectus other than references to its name.

5.11 Electronic prospectus

An electronic version of this Prospectus is available on the internet at www.red5limited.com.

Pursuant to Class Order 00/44, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

The SPP Application Form may only be distributed attached to a complete and unaltered copy of the Prospectus. Red 5 will not accept a completed SPP Application Form if it has reason to believe that the investor has not received a complete paper copy or electronic copy of the Prospectus or if it has reason to believe that the SPP Application Form or electronic copy of the Prospectus has been altered or tampered with in any way.

While Red 5 believes that it is extremely unlikely that the electronic version of the Prospectus will be tampered with or altered in any way, Red 5 cannot give any absolute assurance that it will not be the case. Any investor in doubt concerning the validity or integrity of an electronic copy of the Prospectus should immediately request a paper copy of the Prospectus directly from Red 5 or a financial adviser.

Red 5 will send a paper copy of the Prospectus or a further electronic copy of the Prospectus, for free, to a Shareholder upon request.

6. Directors' statement

This Prospectus is dated 17 September 2013 and is issued by Red 5 Limited.

The Directors have made all reasonable enquires and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquires and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with ASIC, or to the Directors knowledge, before any issue of new Shares pursuant to this Prospectus.

This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to investors or their professional advisors. Each of the Directors of Red 5 Limited has consented to the lodgement of this Prospectus in accordance with Section 720 of the Corporations Act and has not withdrawn that consent.

Signed on the date of this Prospectus on behalf of Red 5 Limited by:



Kevin Dundo
Director

7. Definitions and glossary

Terms and abbreviations used in this Prospectus have the following meaning:

Application	A valid acceptance of the SPP Offer made pursuant to this Prospectus
Application Monies	The monies received by Red 5 from an Applicant, equal to the Issue Price multiplied by the number of new Shares accepted or applied for
Applicant	A person who submits a SPP Application Form
ASIC	Australian Securities & Investments Commission
ASX	ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited
Board	The board of directors of Red 5
Business Day	A day, other than a Saturday or Sunday, on which banks are open for general banking business in Perth, Western Australia
Closing Date	The date by which valid Applications must be received, being 25 October 2013 or such other date determined by the Board
Constitution	The Constitution of Red 5
Corporations Act	<i>Corporations Act 2001</i> (Cth) as amended from time to time
Corporations Regulations	<i>Corporations Regulations 2001</i> (Cth) as amended from time to time
Directors	The directors of Red 5 from time to time
Eligible Shareholder	A Shareholder that holds shares in Red 5 on the Record Date and whose registered address is in Australia or New Zealand
General Meeting	A general meeting of Shareholders convened by the NOM
Greenstone	Greenstone Resources Corporation company number CS200309053
HDPE	High density poly ethylene
Ineligible Shareholder	A Shareholder who is not an Eligible Shareholder
Issue Price	10 cents for each new Share
Listing Rules	The official listing rules of ASX as amended from time to time
MGB	The Mines and Geosciences Bureau of the Philippines
NOM	The notice of meeting for a General Meeting of Shareholders to be held on or around 21 October 2013
Opening Date	The date of commencement of the SPP Offer, expected to be 20 September 2013.
Perth time	The time in Perth, Western Australia
Placement	T1 and T2 as set out in Section 2.2
Prepaid Swap Facility	The prepaid swap facility with the Senior Lender
Prospectus	This prospectus dated 17 September 2013 as modified or varied by any supplementary prospectus made by Red 5 and lodged with ASIC from time to time and any electronic copy of this prospectus and supplementary prospectus
Record Date	4 September 2013 at 5.00 pm (Perth time)
Red 5 or Company	Red 5 Limited ACN 068 647 610
Register	Company register of Red 5

Section	A section of this Prospectus
Share Registry	Security Transfer Registrars Pty Ltd
Shares	The ordinary fully paid shares in the capital of Red 5
Shareholders	The holders of Shares from time to time
SPP Account	The Red 5 Limited Trust Account
SPP Application Form	An application form in the form attached to this Prospectus in relation to the SPP Offer
Shortfall	New Shares not applied for by Eligible Shareholders under this Prospectus by 5:00pm on the Closing Date.
Standstill	The standstill arrangement between the Senior Lender and the Company by deed dated on or around 17 September 2013
T1 or Tranche 1	Tranche one of the Placement as set out in Section 2.2
T2 or Tranche 2	Tranche two of the Placement as set out in Section 2.2
U.S. Securities Act	The U.S. Securities Act of 1933
WST	Western standard time, as observed in Perth, Western Australia

8. Corporate directory

Board of Red 5	Stock Exchange Listing	Auditors
Colin Jackson (Non-executive Chairman) Johannes (Steve) Norregaard (Managing Director) Kevin Dundo (Non-executive Director) Mark Milazzo (Non-executive Director)	Australian Securities Exchange Trading code: RED OTCQX International Trading code: RDFLY	KPMG 235 St Georges Terrace Perth WA 6000
Administration and Registered Office	Share Registry	Lawyers
Red 5 Limited Level 2 35 Ventnor Avenue West Perth WA 6005 Telephone: (+61 8) 9322 4455 Facsimile: (+61 8) 9481 5950 E-mail: info@red5limited.com Web-site: www.red5limited.com	Security Transfer Registrars Pty Ltd 770 Canning Highway Applecross WA 6153 Telephone: (+61 8) 9315 2333 Facsimile: (+61 8) 9315 2233 E-mail: registrar@securitytransfer.com.au Web-site: www.securitytransfer.com.au	HopgoodGanim Level 4 105 St Georges Terrace Perth WA 6000