



ASX ANNOUNCEMENT

17 October 2013

## VARIATION TO SHARE SALE AGREEMENT FOR THE ACQUISITION OF MINDORO GOLD AND COPPER-GOLD ASSETS

Red Mountain Mining Ltd (ASX: RMX) ("the Company", "Red Mountain") advises that it has agreed with Mindoro Resources Ltd ("Mindoro") to vary the Share Sale Agreement ("SSA") for the acquisition of direct interests and indirect contractual rights to interests in Mindoro's Batangas and Tapanan San Francisco gold and copper-gold assets in the Philippines ("Transaction"), originally signed on the 24 July 2012.

Consideration for the Transaction, which completed on 30 October 2012, initially comprised the issue of 100 million fully paid ordinary RMX shares ("Shares") by the Company to Mindoro on 30 October 2012 (to be held in escrow for 12 months being until 30 October 2013), together with 50 million Performance Shares, that would convert to fully paid ordinary shares in the capital of the Company upon Red Mountain achieving certain performance milestones by 30 October 2013.

The Company notes that certain procedural aspects of the initial restructure of the Philippines assets contemplated in the Transaction have not been completed in the time frame originally anticipated and, as such, a variation to the SSA ("the Variation") has been agreed, to allow for those aspects to be successfully completed before the Shares are released from escrow.

The Variation prohibits Mindoro from dealing with the Shares until the sooner of:

- i) the:
  - a. execution of Novating Deeds of Assignment of contractual rights to interests over the Batangas tenements; and
  - b. amendment of and completion of Mines and Geosciences Bureau (Philippines) registration of the Technical Service Agreement between Red Mountain 100% owned subsidiary MRL Gold Inc. ("MRL Gold") and tenement holder and 40% directly owned subsidiary of MRL Gold, Egerton Gold Philippines Inc.; or
- ii) 30 April 2014,  
unless the Company provides written consent.

The Variation also provides that the joint venture rights to the Tapanan San Francisco tenements ("TSF tenements"), which were originally required to be transferred to MRL Gold by 30 October 2012, will now be required to be transferred by 30 October 2013. If the transfer of joint venture rights to the TSF tenements and the transfer of interests in other tenements is not completed by 30 October 2013, Red Mountain will have the right to relinquish its contractual rights to those tenements and "buy back" Shares held by Mindoro to the value of those contractual rights. Red Mountain does not consider the TSF tenements to be part of its current core exploration focus.

The Company has notified Mindoro that the Performance Share milestones that would trigger conversion of the Performance Shares to full voting shares have not been met and will not be met by 30 October 2013, and, as prescribed under the SSA, the 50 million Performance Shares will therefore convert to a single RMX share only on 31 October 2013.

ASX code: RMX  
ABN 40 119568106

COMPANY DIRECTORS  
**Neil Warburton**  
Non-Executive Chairman  
**Jon Dugdale**  
Managing Director

**Michael Wolley**  
Non-Executive Director  
**Shannon Coates**  
Company Secretary

CONTACT DETAILS  
**RED MOUNTAIN MINING LTD**  
Head Office  
Unit 1, 2 Richardson Street  
West Perth Western Australia 6005  
[www.redmm.com.au](http://www.redmm.com.au)  
[info@redmm.com.au](mailto:info@redmm.com.au)

Mindoro have indicated that they do not intend to immediately distribute or trade the 100 million Shares upon release of the escrow and they remain supportive of the Company's efforts to build shareholder value.

The Company is pleased that its major shareholder has agreed to extend the escrow period on its 100 million RMX shares while the initial restructure within the Transaction is completed.

---

For further information about Red Mountain please visit [www.redmm.com.au](http://www.redmm.com.au) or contact:

#### **Company Investors**

Jon Dugdale  
Managing Director  
(+61) 402 298026  
(+61) 8 9226 5668  
E : [jon.dugdale@redmm.com.au](mailto:jon.dugdale@redmm.com.au)

#### **Media**

Matt Birney  
Birney Corporate  
(+61) 419 217 090  
(+61)8 9226 5668  
E : [matt@birneycorporate.com.au](mailto:matt@birneycorporate.com.au)

---

### **About Red Mountain Mining Limited**

Red Mountain Mining (ASX: RMX) is primarily a gold explorer and project acquisition company which listed on the ASX in September 2011. The Company's strategy is to unlock the potential of 'under-developed' gold and polymetallic projects in the greater Asian region by introducing Australian mining methods and improving efficiencies to gain significant production and exploration upside.

The Company holds direct and indirect interests in tenements in the Philippines that contain significant gold resources and several high-quality copper-gold prospects.

Total Mineral Resources at Batangas at a 0.85 g/t Au lower cut off include Indicated Resources of 2.76 million tonnes @ 2.3 g/t Au, 208,000 oz Au and Inferred Resources of 3.02 million tonnes @ 2.1 g/t Au, 200,000 oz Au for a total of 5.78 million tonnes at 2.2 g/t Au, 408,000oz Au (announced January 30<sup>th</sup> 2013, 2004 JORC). The Company is focussed on upgrading the Batangas resources through discovery of new, high grade, gold zones at Archangel, and Lobo (e.g. Japanese Tunnel, West Drift, Pica, Ulupong). The Company will continue drilling with the objective of increasing the size and grade of the Mineral Resources at Batangas and completing a scoping study to demonstrate the viability of a potential high-margin gold project development.

Other gold opportunities will be reviewed on a continuous basis.

### **Competent Person Statement**

*The information in this report relating to Exploration Results and Mineral Resources is based on information compiled by Mr Jon Dugdale who is a Fellow of the Australasian Institute of Mining and Metallurgy and has sufficient exploration experience which is relevant to the various styles of mineralisation under consideration to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Dugdale is a full time employee and Managing Director of Red Mountain Mining Ltd. Mr Dugdale takes responsibility and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.*