REDROCK RESOURCES

Report & Financial Statements
for the year ended 30 June 2010

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Company Information

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Andrew R M Bell *Chairman and Chief Executive*
Michael C Nott *Non-executive director*
John Watkins *Non-executive director*
Robert F Weicker *Non-executive director*
Manoli G R Yannaghas *Executive director*

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Chairman's Statement

Dear Shareholders

I am pleased to present to shareholders your Company's annual report for the financial year to 30 June 2010.

We state our objective as being to maximise Shareholder value both by exploring for minerals and by taking strategic stakes in other mineral exploration ventures. We have made very good progress in these areas and are moving towards production in some of our associated companies. We have had a good year and expect this progress to continue. We are looking at the possibility of declaring an interim dividend in early 2011.

In last year's report we said that the collapse in market liquidity and in commodity prices in early 2009 was an opportunity for growth rather than a threat. Taking positions based on perceptions of future market movements is a dangerous game, as markets are generally more efficient than company managements like to believe. Very occasionally, under the impact of great events, one's mind is cleared of irrelevant factors and it is possible to perceive clearly, in the extremes of valuation and sentiment that prevail, in which direction the truth lies.

We and our previous joint venture partners at Pallinghurst followed through on our transformative Jupiter Mines Limited ("Jupiter") transaction as if the events in the banking and commodity markets had never happened, and the steadiness and fortitude of our partners at this time is something we will not forget. It is easy to perceive in retrospect that the Chinese economy would continue to grow, as indeed did the Indian, and that manganese and iron ore demand and prices recovered with remarkable speed, but it was not certain in prospect.

By the time we began the year under review, July 2009 to June 2010, it was already clear that with the completion of the first stage of the Jupiter transaction, and with markets stabilised, we were going to be operating from a position of increasing strength. The holding of Jupiter shares, a freely tradable asset, gave us stability, and with that stable base we could afford to think strategically and longer term.

We wanted to keep the Jupiter shares to the extent possible, because we had played a large part in creating the new Jupiter, but as long as the market value of Red Rock hardly exceeded the value of its holding in Jupiter, this was difficult. We sold sufficient Jupiter shares to send the signal that we were willing to unlock the discount, and we also drew attention to the other assets of Red Rock. Our share price rose, and we now feel comfortable in retaining the bulk of our Jupiter shares as a strategic holding. Few companies in the market today have more dynamic or proven management, or better prospects for growth and the Jupiter price has already risen to a level at which our holding is today valued at £39m.

After we concluded the Jupiter transaction, our interests in iron ore and manganese were no longer held directly, and this gave us an opportunity to switch our operational focus to new projects. Given our stronger position, it was appropriate for us to look for assets with existing resource, and if possible near production.

As shareholders will be aware, we made a strategic decision to concentrate on gold. There were a number of reasons, but one consideration that was important was that we believed the next stage in our development was to move from being an explorer to an exploration and production model. Gold is a commodity which can often be brought into production on a relatively small scale, with predictable margins, well-known metallurgy, and few logistical problems.

We invested in a greenstone belt with former mining operations and an NI-4301 compliant 1.172 million ounce Indicated gold Resource in Kenya, and at the end of the year we invested in two gold mines in Columbia, one of which has just begun test production, while the other is about to be brought into production. We have since taken a strategic stake in a Costa Rican gold producer.

We ended the year with a portfolio of quality investment assets, including a royalty interest and associate company investments, and with operational gold assets that in a rising gold market are of increasing value and potential.

We now have, as a result of recent developments, interests in three producing gold mines.

In previous years we have summarised in bullet point form the main developments during the year. This year, the list is a long one; in addition, we describe the major agreements and transactions in Note 22 to the financial statements below.

Chairman's Statement
(continued)

Summary

Red Rock reports the following developments in the financial year to 30 June 2010:

- Share price rise from 1 pence to 1.77 pence;
- £1,674,820 before expenses raised from share placings at prices between 1.3 pence and 2.68 pence;
- £63,750 raised from exercise of options at prices between 1 pence and 1.25 pence;
- Completion of sale of Oakover tenements to Jupiter Mines Limited ("Jupiter"), raising Jupiter shares held from 38,948,586 to 93,104,165;
- Subsequent net sales of 7,370,000 Jupiter shares, raising AUD 1,768,603;
- Sale of investment in Africa China Mining Corporation, raising USD 1,000,000;
- Investments in Cue Resources Ltd and Kansai Mining Corporation;
- Acquisition of 15% interest in Kenyan gold explorer with 1,172,000 oz Indicated Resource (Mid Migori Mining Limited) for USD 750,000, with farm-in rights to 60%; option on other Kenyan assets;
- Exploration drilling and trenching programmes at Migori;
- Relisting of associate Resource Star Limited ("RSL") on the ASX;
- Funding and Co-operation agreement with Colombian gold producer Mineras Four Points SA ("MFP"), with rights to acquire 51% interest in MFP;

while associates themselves announced:

- Raising by RSL of AUD 2,499,302 before expenses from share placings;
- Farm-in agreements between RSL and Globe Metals and Mining Limited ("Globe") on uranium and rare earth properties;
- Agreement by Jupiter for POSCO to acquire strategic holding of 48 million Jupiter shares;
- Jupiter exploration of Mt Ida, where Red Rock has a 1½% gross production royalty, results in announcement of conceptual target of 1.1bn to 1.3bn tonnes of high grade magnetite iron ore; and
- Jupiter intention to acquire 49.9% of Tshipi Kalahari manganese project from Pallinghurst Resources Limited and other investors.

Since the end of the financial year there have been a number of further developments:

- Share price rise from 1.77 pence to 14.25 pence;
- £3,057,864 before expenses raised from share placings and exercise of options;
- Sales of 2,000,000 Jupiter shares, raising AUD 459,069 and leaving Red Rock with a holding of 83,734,165 Jupiter shares;
- 3,495 line km VTEM and Magnetics/Radiometrics flown at Migori;
- A JORC (2004) compliant Indicated Resource of 1.424 million tonnes at 1.64 grams per tonne announced at Migori tailings;
- 2,000m extendable to 5,000m diamond drill programme with 5,000m-10,000m RC drill programme begins at Migori;
- US$ 2,950,000 loan advanced to MFP with amounts over US$ 2,000,000 having rights to acquire up to a further 5.5% of MFP;
- MFP's El Limon mine and plant complete and began limited operation in mid-December;
- Indicative offer made for assets of Kansai by third party, potentially valuing Red Rock's interest at CAD 10,898,000;
- Substantial investment in Costa Rican gold producer Ascot Mining plc;

while associates announced:

- Jupiter's completion of Tshipi transaction, with Jupiter shares in issue rising from approximately 370m to approximately 1,602m, Red Rock's shareholding dropping from 22.64% to 5.23%;
- Jupiter increases JORC and SAMREC 2007 compliant manganese Resource at Tshipi from 163 million tonnes to 308 million tonnes;
- Jupiter begins 11,000m drill programme at Mt Ida to prove in excess of 400 million tonnes JORC Resource by January 2011;
- Jupiter's 2,000m drill programme at Oakover encounters high grade manganese;
- RSL raises AUD 829,329 before expenses in issues of options and shares by subscription and placing;
- RSL declares maiden JORC compliant Resource of 4.6 million lbs at 270ppm at Livingstonia uranium project;
- Globe drills RSL's Machinga rare earth project and confirms significant heavy rare earth discovery;
- RSL begins new drilling at Livingstonia;
- Following geophysics RSL begins uranium/REE drill programmes in Northern Territory and soil sampling at Ilomba.

Financial Review

The Company made a pre-tax profit of £4,754,557 (2009: loss of £928,525) during the period; no dividends have been paid or proposed but the Company is considering the payment of an interim dividend for the current year. The profit was primarily as a result of a substantial gain on disposal of assets to Jupiter and this, adjusted for previously unrealised revaluation surpluses less a tax charge of £1,299,187, augmented by the net proceeds of the issuance of new shares during the year, has been the principal reason for the Company's consolidated total equity rising from £5,044,431 to £8,599,527 during the period.

Exploration Review

The Company conducted low intensity exploration and initial drilling at Migori. With licenses covering a 63 km greenstone belt and numerous gold occurrences, and disparate record quality in the results inherited from prior explorers, one priority was to draw this information together in a digital database so that it could be effectively used in a GIS system in planning future activity. We also drilled out the tailings of the old Macalder VMS copper-gold mine and had a JORC (2004) compliant Indicated Resource calculated by independent consultants CSA Global of 1.424 million tonnes at 1.64 grams Au per tonne, giving a total contained metal content of 75 thousand ounces of gold. Metallurgical testwork so far looks encouraging, and we are hopeful that we can soon justify a production decision.

Confirmatory and infill drilling has now started at the areas where a Resource has been delineated at Migori, and will shortly start on new exploration targets, with up to 10,000m of reverse circulation and 5,000m of diamond drilling, plus aircore drilling, planned. We hope this will enable us to improve the classification and the size of the resource base, as well as increasing our understanding of structure, and testing some geophysical targets of interest.

Three to four holes are also being drilled to test an IOCG (iron oxide copper gold) target at Arthur River in Tasmania.

In Colombia the concentration has been on getting the plant and the El Limón and Machuca mines into production on schedule during December, but some exploration work for parallel veins and strike extensions has begun. Results so far have been encouraging, but not yet conclusive. El Limon has begun test production.

Personnel

We have welcomed a number of new staff who have joined the Company in the last year, principally on the geological and technical side. We continue to build our teams, but this report would not be complete without a tribute to members of our existing staff who at a time of rapid growth, where recruitment and training have sometimes had to follow rather than anticipate new developments, have gone that extra mile and given that extra effort to ensure we met our objectives.

Chairman's Statement
(continued)

Personnel (continued)

During the year we appointed Manoli Yannaghas to the board. Manoli has been with the group since July 2006 and his appointment as executive director reflects his increased contribution over many areas of the group's activities.

The Future

Exploration continues at Migori and Arthur River, where we expect news shortly. We hope to realise a profit from our holding in Kansai Mining Corporation, our partners at Migori. Also, we expect to work with Resource Star Limited and Cue Resources Limited to reap the benefits of our investment in uranium and rare earths.

We expect continued progress in steel fields from Jupiter which we expect to be active in exploration, mine development and corporate deal making. We look forward to the declaration of a JORC Resource at Mt Ida. We will seek a way to give our Shareholders the ability to measure and trade the market value of our Mt Ida royalty.

We will drive ahead with our gold production in Colombia, looking to add new properties and we will work closely with our colleagues in Costa Rica on new opportunities. We expect to exercise our option to acquire over 50 per cent of MFP during the Company's current financial year.

The current year will be one of continued progress. We are aware that achieving the same levels of growth will be harder, but it is achievable, and becoming for the first time a producer with regular cash flow will be an important milestone for us and open up many new opportunities. We are staffed and equipped for growth.

Andrew Bell
Chairman and Chief Executive
22 December 2010

Directors' Report

The Directors present their sixth annual report on the affairs of the Group and parent Company, together with the Group financial statements for the year ended 30 June 2010.

Principal Activities and Business Review

The Company has been established as a mineral exploration and development company focussed on iron ore, uranium and manganese in Western Australia, Tasmania, Zambia and Malawi. During the past year it has extended its interests to gold in Kenya and Columbia; in addition to 100% owned and managed projects and joint ventures, it has indirect exploration through taking investments in other companies.

The Company's objective is to maximise Shareholder value both by exploring for minerals and by taking strategic stakes in other mineral exploration ventures. The developments during the period are given in the Chairman's statement with a summary of significant agreements and transactions in Note 22 to the Financial Statements.

Results and Dividends

The Group's results are set out in the consolidated statement of income on page 15. The audited financial statements for the year ended 30 June 2010 are set out on pages 15 to 50.

The Group made a post tax profit of £3,455,370 (2009: loss £880,772).

The Directors do not recommend the payment of a dividend.

Fundraising and Share Capital

During the year, the Company raised £1,738,570 (2009: £1,244,425) of new equity by the issue of 119,065,420 Ordinary shares (2009: 159,362,555 shares); further details are given in note 17 and in the Chairman's statement.

Principal Risks and Uncertainties

The management of the business and the execution of the Board's strategy are subject to a number of risks as explained below. They key risks are:

- Exploration is speculative in nature; there can never be certainty of outcome;
- The economic viability of a project is affected by world commodity prices;
- Commodity prices are subject to international economic trends, currency fluctuations and consumption patterns over which the Company has no control.

Risk Management

The Board considers risk assessment to be important in achieving its strategic objectives. There is a process of evaluation of performance targets through regular reviews by senior management to forecasts. Project milestones and timelines are regularly reviewed.

General and Economic Risks

- Contractions in the world's major economies or increases in the rate of inflation resulting from international conditions;
- Movements in the equity and share markets in the United Kingdom and throughout the world;
- Weakness in global equity and share markets in particular, in the United Kingdom, and adverse changes in market sentiment towards the resource industry;
- Currency exchange rate fluctuations and, in particular, the relative prices of the Australian Dollar, the US Dollar, and the UK Pound;
- Exposure to interest rate fluctuations; and
- Adverse changes in factors affecting the success of exploration and development operations, such as increases in expenses, changes in government policy and further regulation of the industry; unforeseen major failure, breakdowns or repairs required to key items of plant and equipment resulting in significant delays, notwithstanding regular programmes of repair, maintenance and upkeep; variations in grades and unforeseen adverse geological factors or prolonged weather conditions.

Directors' Report
(continued)

Risk Management (continued)

Funding Risk
The Group or the companies in which it has invested may not be able to raise, either by debt or further equity, sufficient funds to enable completion of planned exploration, investment and/or development projects.

Commodity Risk
Commodities are subject to high levels of volatility in price and demand. The price of commodities depends on a wide range of factors, most of which are outside the control of the Company. Mining, processing and transportation costs also depend on many factors, including commodity prices, capital and operating costs in relation to any operational site.

Exploration and Development Risks
- Exploration and development activity is subject to numerous risks, including failure to achieve estimated mineral resource, recovery and production rates and capital and operating costs.
- Success in identifying economically recoverable reserves can never be guaranteed. Also, the Company cannot guarantee that the companies in which it has invested will be able to obtain the necessary permits and approvals required for development of their projects.
- Some of the countries in which the Company operates have native title laws which could affect exploration and development activities. The companies in which the Company has an interest may be required to undertake clean-up programmes on any contamination from their operations or to participate in site rehabilitation programmes which may vary from country to country. The Group's policy is to follow all applicable laws and regulations and the Company is not currently aware of any material issues in this regard.
- Timely approval of mining permits and operating plans through the respective regulatory agencies cannot be guaranteed.
- Availability of skilled workers is an ongoing challenge.
- Geology is always a potential risk in mining activities.

Market Risk
The ability of the Group, and the companies in which it invests, to continue to secure sufficient and profitable sales contracts to support its operations is a key business risk.

Key Performance Indicators
Given the pre-production nature of the Group's activities, the Company's directors are of the opinion that analysis using most key performance indicators is not necessary for an understanding of the development, performance or position of the business at this present time. As a mineral exploration business, a most important factor is a steadily improving market perception of the progress and value of the business leading to an improving share price, continued support from Shareholders and therefore the ability to raise new equity capital at increasing prices thus minimising dilution for those early investors who bore significant risk. Otherwise, the availability of sufficient cash to facilitate continued investment and to fund exploration programmes is essential.

Directors
The Directors who served at any time during the period to date are as follows:

Andrew R M Bell
Michael C Nott
Robert F Weicker
John Watkins
Manoli G R Yannaghas – appointed 26 October 2009

Charitable and Political Donations
During the period there were no charitable or political contributions.

Payment of Suppliers

The Group's policy is to settle terms of payment with suppliers when agreeing terms of business, to ensure that suppliers are aware of the terms of payment and to abide by them. It is usual for suppliers to be paid within 30 days of receipt of invoice. Trade creditors at the year end were equivalent to 28 days of costs.

Events After the Reporting Period

The events after the reporting period are set out in note 24 to the financial statements.

Substantial Shareholdings

On 30 June 2010 and 7 December 2010 the following were registered as being interested in 3% or more of the Company's ordinary share capital:

	30 June 2010		7 December 2010	
	Ordinary shares of £0.001 each	Percentage of issued share capital	Ordinary shares of £0.001 each	Percentage of issued share capital
Barclayshare Nominees Limited	38,525,966	6.60%	61,272,005	9.07%
Hargreaves Lansdown (Nominees) Limited	26,558,328	4.55%	44,391,959	6.57%
HSDL Nominees Limited	38,236,935	6.55%	69,896,326	10.35%
James Capel (Nominees) limited	–	–	34,166,695	5.06%
LR Nominees Limited	22,923,468	3.93%	34,836,598	5.16%
Regency Mines plc	141,598,000	24.25%	141,598,000	20.96%
Rock (Nominees) Limited	19,009,974	3.26%	–	–
Share Nominees Limited	18,322,110	3.14%	20,394,512	3.02%
Sunvest Corporation Limited	18,037,500	3.09%	–	–
TD Waterhouse Nominees (Europe) Limited	51,878,963	8.88%	76,611,264	11.34%
Total number of shares in issue	583,908,807		675,544,383	

Auditor

So far as each director is aware, there is no relevant audit information of which the Company's auditor is unaware, and the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

The prior auditor has confirmed in accordance with section 519(2) of the Companies Act 2006 that he considers that there are no circumstances in connection with his ceasing to hold office that need to be brought to the attention of members or creditors of the Company.

A resolution proposing the re-appointment of Grant Thornton UK LLP as auditor is contained in the notice of annual general meeting and will be put to shareholders at the annual general meeting.

Management Incentives

In each of the years to 30 June 2007 and 30 June 2009 the company granted options over a total of 30,000,000 Ordinary shares. As at 30 June 2010, 22,000,000 of these options were outstanding, as set out in note 18 to the Financial Statements.

Otherwise, the Group has no bonus, share purchase, or other management incentive scheme.

Directors' Remuneration Report

The remuneration of the executive directors paid during the year was fixed on the recommendation of the Remuneration Committee. The remuneration of the non-executive directors paid during the year was fixed on the recommendation of the executive directors. This has been achieved acknowledging the need to maximise the effectiveness of the Company's limited resources during the year.

A fee was paid to each Director for the year to 30 June 2010. In addition, in each case fees and expenses were paid to businesses with which the directors are associated as set out in note 6 to the financial statements.

Directors' Report
(continued)

Corporate Governance Statement
A corporate governance statement follows on page 12.

Control Procedures
The Board has approved financial budgets and cash forecasts; in addition, it has implemented procedures to ensure compliance with accounting standards and effective reporting.

Environmental Responsibility
The Company is aware of the potential impact that its subsidiary companies may have on the environment. At a minimum, the Company ensures that it and its subsidiaries comply with the local regulatory requirements and the revised Equator Principles with regard to the environment. In Kenya, we expect to continue environmental test-work and to produce a study on the Macalder tailings during the current year.

Employment Policies
The Group is committed to promoting policies which ensure that high calibre employees are attracted, retained and motivated, to ensure the ongoing success for the business. Employees and those who seek to work within the Group are treated equally regardless of sex, marital status, creed, colour, race or ethnic origin.

Health and Safety
The Group's aim is to achieve and maintain a high standard of workplace safety. In order to achieve this objective the Group will provide training and support to employees and set demanding standards for workplace safety.

Going Concern
The Directors are of the opinion that ongoing evaluations of the Group's interests indicate that preparation of the Group's financial statements on a going concern basis is appropriate. The key factor for a business such as that of the Group is its ability to continue to fund its exploration and development activities. The Group's income has arisen from transactions involving the sale of Group interests in mining tenements and projects, rather than sales of mined production. This creates an unpredictability in projecting the amount and timing of future income until the Group acquires or develops income-producing assets. However, the Group expects to receive regular interest and advisory income from Mineras Four Points SA starting in early 2011. Also, the Group has substantial and valuable shareholdings in listed companies, including Jupiter Mines Limited, and expects to be able to realise the value of part or all of these holdings should it need to do so. The Directors do not anticipate any difficulty in raising new finance from stock markets if this is required during 2011.

By order of the Board

Andrew Bell
Chairman and Chief Executive
22 December 2010

Statement of Directors' Responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and Company financial statements for each financial year. The directors are required by the AIM Rules of the London Stock Exchange to prepare Group financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU") and have elected under company law to prepare the Company financial statements in accordance with IFRS as adopted by the EU.

The financial statements are required by law and IFRS adopted by the EU to give a true and fair view of the financial position of the Group and the Company and the financial performance of the Group and the Company. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group and the Company for that period.

In preparing the Group and Company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs adopted by the EU;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Corporate Governance Statement

The Board is committed to maintaining high standards of corporate governance. The Listing Rules of the Financial Services Authority incorporate the UK Corporate Governance Code, which sets out the principles and provisions for Listed companies. Whilst the Company is not required to comply with the UK Corporate Governance Code, the Company's corporate governance procedures take due regard of the principles set out in the UK Corporate Governance Code in relation to the size and the stage of development of the Company.

Board of Directors

The Board of Directors currently comprises two executive directors, one of whom is chairman, and three non-executive directors. The directors are of the opinion that the Board comprises a suitable balance and that the recommendations of the UK Corporate Governance Code have been implemented to an appropriate level. The Board, through the executive and the non-executive directors, maintains regular contact with its advisers and public relations consultants in order to ensure that the Board develops an understanding of the views of major shareholders about the Company.

Board Meetings

The Board meets regularly throughout the year. For the period ended 30 June 2010 the Board met eighteen times in relation to normal operational matters. The Board is responsible for formulating, reviewing and approving the Company's strategy, financial activities and operating performance. Day to day management is devolved to the Executive Directors who are charged with consulting the Board on all significant financial and operational matters.

All Directors have access to the advice of the Company's solicitors and of the Company Secretary; necessary information is supplied to the Directors on a timely basis to enable them to discharge their duties effectively, and all Directors have access to independent professional advice, at the Company's expense, as and when required.

Board Committees

The Board has established the following committees, each of which has its own terms of reference:

Audit Committee

The Audit Committee considers the Group's financial reporting, including accounting policies, and internal financial controls. The Audit Committee comprises two Directors, John Watkins as Chairman and Andrew Bell. It is responsible for ensuring that the financial performance of the Group is properly monitored and reported on.

Remuneration Committee

The Remuneration Committee is responsible for making recommendations to the Board on Directors' and senior executives' remuneration. It comprises three Directors, John Watkins as Chairman, Michael Nott and Robert Weicker. Non-Executive Directors' remuneration and conditions are considered and agreed by the Board. Financial packages for Executive Directors are established by reference to those prevailing in the employment market for executives of equivalent status both in terms of level of responsibility of the position and their achievement of recognised job qualifications and skills. The Committee will also have regard to the terms which may be required to attract an equivalent experienced executive to join the Board from another company.

Internal Controls

The Directors acknowledge their responsibility for the Group's systems of internal controls and for reviewing their effectiveness. These internal controls are designed to safeguard the assets of the Company and to ensure the reliability of financial information for both internal use and external publication. Whilst they are aware that no system can provide absolute assurance against material misstatement or loss, in the light of increased activity and further development of the Company, continuing reviews of internal controls will be undertaken to ensure that they are adequate and effective.

Risk Management

The Board considers risk assessment to be important in achieving its strategic objectives. There is a process of evaluation of performance targets through regular reviews by senior management to forecasts. Project milestones and timelines are regularly reviewed.

Risks and Uncertainties
The principal risks facing the Company are set out in the Directors' report.

Insurance
The Group maintains insurance in respect of its Directors and Officers against liabilities in relation to the Company.

Treasury Policy
The Group finances its operations through equity and holds its cash as a liquid resource to fund the obligations of the Group. Decisions regarding the management of these assets are approved by the Board.

Securities Trading
The Board has adopted a Share Dealing Code that applies to Directors, senior management and any employee who is in possession of 'inside information'. All such persons are prohibited from trading in the Company's securities if they are in possession of 'inside information'. Subject to this condition and trading prohibitions applying to certain periods, trading can occur provided the relevant individual has received the appropriate prescribed clearance.

Relations with Shareholders
The Board is committed to providing effective communication with the shareholders of the Company. Significant developments are disseminated through stock exchange announcements and regular updates of the Company website. The Board views the AGM as a forum for communication between the Company and its shareholders and encourages their participation in its agenda.

Independent Auditors' Report
to the members of Red Rock Resources plc

We have audited the financial statements of Red Rock Resources plc for the year ended 30 June 2010 which comprise the consolidated and parent company statements of financial position, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated and parent company statements of changes in equity, the consolidated and parent company statements of cash flow and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective Responsibilities of Directors and Auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 11, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the Audit of the Financial Statements

A description of the scope of an audit of financial statements is provided on the APB's website at: www.frc.org.uk/apb/scope/UKNP.

Opinion on Financial Statements

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 June 2010 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRS as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on Other Matter Prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are Required to Report by Exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Christopher Smith
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants

London
22 December 2010

Consolidated Statement of Financial Position
as at 30 June 2010

	Notes	30 June 2010 £	30 June 2009 £ As restated	30 June 2008 £ As restated
ASSETS				
Non current assets				
Property, plant and equipment	8	5,100	–	–
Investments in associates	11	7,332,533	1,044,853	958,835
Available for sale financial assets	12	1,373,680	3,676,909	2,355,925
Exploration assets	13	295,616	506,230	567,905
Total non current assets		**9,006,929**	5,227,992	3,882,665
Current assets				
Cash and cash equivalents	20	563,198	49,439	87,599
Trade and other receivables	9	1,126,897	274,542	394,198
Total current assets		**1,690,095**	323,981	481,797
TOTAL ASSETS		**10,697,024**	5,551,973	4,364,462
EQUITY AND LIABILITIES				
Equity attributable to owners of the parent				
Called up share capital	17	583,908	464,843	305,481
Share premium account		6,347,920	4,853,650	3,888,736
Other reserves		(350,069)	1,166,545	267,851
Retained earnings/(deficit)		2,017,768	(1,440,607)	(559,835)
Total equity		**8,599,527**	5,044,431	3,902,233
LIABILITIES				
Current liabilities				
Trade and other payables	14	235,058	179,983	413,295
Short term borrowings	14	760,323	–	–
Current tax liabilities		909,030	–	–
Total current liabilities		**1,904,411**	179,983	413,295
Non current liabilities				
Deferred tax liabilities	15	193,086	327,559	48,934
TOTAL EQUITY AND LIABILITIES		**10,697,024**	5,551,973	4,364,462

These financial statements on pages 15 to 50 were approved by the Board of Directors and authorised for issue on 22 December 2010 and are signed on its behalf by:

Andrew Bell
Chairman and Chief Executive

John Watkins
Director

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Income
for the year ended 30 June 2010

	Notes	**Year to 30 June 2010** £	Year to 30 June 2009 £ As restated
Revenue – Management services		8,956	3,285
Gains/(losses) on sales of investments		519,636	(42,688)
Gains on sales of exploration assets		3,527,968	–
Profit on transfer of investment to associate		2,018,255	–
Total revenue and net gains/(losses) from sales		**6,074,815**	(39,403)
Gain on dilution of interest in associate		259,174	–
Impairment of investment in associate		(89,601)	–
Impairment of available for sale investment		(20,090)	–
Exploration expenses		(197,622)	(160,087)
Administrative expenses		(683,658)	(553,106)
Share of losses of associates		(519,220)	(170,545)
Finance costs (net)		(69,241)	(5,384)
Profit/(loss) for the year before taxation	3	4,754,557	(928,525)
Tax (expense)/credit	4	(1,299,187)	47,753
Profit/(loss) for the year attributable to owners of parent		**3,455,370**	(880,772)
Earnings per share			
Earnings/(loss) per share – basic	7	**0.65 pence**	(0.23) pence
Earnings/(loss) per share – diluted	7	**0.62 pence**	(0.23) pence

All of the operations are considered to be continuing.

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Comprehensive Income
for the year ended 30 June 2010

	Year to 30 June 2010 £	Year to 30 June 2009 £ As restated
Profit/(loss) for the year	3,455,370	(880,772)
(Deficit)/surplus on revaluation of available for sale investment	(140,850)	1,165,635
Deferred tax on available for sale investments	513,641	(326,378)
Gains on revaluation of available for sale investments reclassified to the statement of income	(1,842,117)	–
Group's share of associates' other comprehensive income	(45,933)	–
Deferred tax on associates	10,989	–
Unrealised foreign currency (loss)/gain arising upon retranslation of foreign operations	(9,339)	6,750
Total comprehensive income/(loss) for the year attributable to owners of parent	**1,941,761**	(34,765)

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Changes in Equity

for the year ended 30 June 2010

The movements in equity during the period were as follows:

	Share capital £	Share premium account £	Retained earnings £	Other reserves £	Total equity £
As at 30 June 2008	305,481	3,888,736	(582,951)	339,901	3,951,167
Retrospective restatement of errors	–	–	23,116	(72,050)	(48,934)
Restated balance	305,481	3,888,736	(559,835)	267,851	3,902,233
Changes in equity for 2009					
Total comprehensive income/(loss) for the year	–	–	(880,772)	846,007	(34,765)
Transactions with owners					
Issue of shares	159,362	1,085,063	–	–	1,244,425
Share issue and fundraising costs	–	(120,149)	–	–	(120,149)
Share based payments	–	–	–	52,687	52,687
Total transactions with owners	159,362	964,914	–	52,687	1,176,963
As at 30 June 2009	464,843	4,853,650	(1,440,607)	1,166,545	5,044,431
Changes in equity for 2010					
Total comprehensive income for the year	**–**	**–**	**3,455,370**	**(1,513,609)**	**1,941,761**
Transactions with owners					
Issue of shares	119,065	1,619,505	–	–	1,738,570
Share issue and fundraising costs	–	(125,235)	–	–	(125,235)
Share based payments	–	–	3,005	(3,005)	–
Total transactions with owners	**119,065**	**1,494,270**	**3,005**	**(3,005)**	**1,613,335**
As at 30 June 2010	**583,908**	**6,347,920**	**2,017,768**	**(350,069)**	**8,599,527**

	Available for sale trade investments reserve £	Associate investments reserve £	Foreign currency translation reserve £	Share based payment reserve £	Total other reserves £
As at 30 June 2008	384,100	(126,780)	–	82,581	339,901
Retrospective restatement of errors	(102,548)	35,498	–	–	(72,050)
Restated balance	276,552	(91,282)	–	82,581	267,851
Changes in equity for 2009					
Total comprehensive income for the year	839,257	–	6,750	–	846,007
Transactions with owners					
Share based payments	–	–	–	52,687	52,687
As at 30 June 2009	1,115,809	(91,282)	6,750	135,268	1,166,545
Changes in equity for 2010					
Total comprehensive income for the year	**(1,469,326)**	**(34,944)**	**(9,339)**	**–**	**(1,513,609)**
Transactions with owners					
Share based payments	–	–	–	(3,005)	(3,005)
Total transactions with owners	**–**	**–**	**–**	**(3,005)**	**(3,005)**
As at 30 June 2010	**(353,517)**	**(126,226)**	**(2,589)**	**132,263**	**(350,069)**

Consolidated Statement of Cash Flows
for the year ended 30 June 2010

	Year to 30 June 2010 £	Year to 30 June 2009 £
Cash flows from operating activities		
Profit/(loss) before taxation	4,754,557	(928,525)
(Increase)/decrease in receivables	(852,355)	119,656
Increase/(decrease) in payables	55,075	(233,312)
Share of losses in associates	519,221	170,545
Interest receivable	(7,336)	(3,618)
Interest payable	17,843	9,002
Finance costs	58,734	–
Impairment of exploration properties	–	24,154
Exploration expenses	197,622	160,087
Share based payments	–	52,687
Currency adjustments	(14,852)	8,637
Impairment of associate	89,601	–
Impairment of available for sale investment	20,090	–
Gain on dilution of interest in associates	(259,174)	–
Profit on sale of investments	(519,636)	–
Profit on transfer of available for sale investment to associate	(2,018,255)	–
Depreciation	2,345	–
Profit on disposal of exploration properties	(3,527,968)	–
Net cash outflow from operations	**(1,484,488)**	(620,687)
Cash flows from investing activities		
Interest received	7,336	3,618
Proceeds from sale of subsidiary	–	482
Cash disposed of on sale of subsidiary	–	(2,169)
Proceeds of sale of investments	1,700,629	107,557
Payments to acquire associate company investments	(354,284)	(198,762)
Payments to acquire available for sale investments	(1,502,165)	(309,079)
Exploration expenditure	(142,905)	(344,532)
Payments to acquire property plant and equipment	(7,445)	–
Net proceeds of exploration assets disposed of	–	221,964
Net cash outflow from investing activities	**(298,834)**	(520,921)
Cash flows from financing activities		
Proceeds from issue of shares	1,738,570	1,147,725
Transaction costs of issue of shares	(125,235)	(35,275)
Interest paid	(17,843)	(9,002)
Finance costs	(111,874)	–
Proceeds of new borrowings	813,463	–
Net cash flows from financing activities	**2,297,081**	1,103,448
Net increase/(decrease) in cash and cash equivalents	513,759	(38,160)
Cash and cash equivalents at the beginning of period	49,439	87,599
Cash and cash equivalents at end of period	**563,198**	49,439

The accompanying notes and accounting policies form an integral part of these financial statements.

Company Statement of Financial Position
as at 30 June 2010

	Notes	**30 June 2010** £	30 June 2009 £	30 June 2008 £
ASSETS				
Non current assets				
Property, plant and equipment	8	4,667	–	–
Investments in subsidiaries	10	482	482	964
Investments in associates	11	7,892,226	1,298,566	1,042,003
Available for sale financial assets	12	1,373,680	3,676,909	2,355,925
Exploration assets	13	147,242	485,015	413,793
Total non current assets		**9,418,297**	5,460,972	3,812,685
Current assets				
Cash and cash equivalents	19	562,550	46,983	83,260
Trade and other receivables	9	1,282,474	314,786	561,819
Total current assets		**1,845,024**	361,769	645,079
TOTAL ASSETS		**11,263,321**	5,822,741	4,457,764
EQUITY AND LIABILITIES				
Called up share capital	17	583,908	464,843	305,481
Share premium account		6,347,920	4,853,650	3,888,736
Other reserves		(221,254)	1,251,077	359,133
Retained earnings/(deficit)		2,321,571	(1,358,447)	(616,429)
Total equity		**9,032,145**	5,211,123	3,936,921
LIABILITIES				
Current liabilities				
Trade and other payables	14	217,620	177,692	413,295
Short term borrowings	14	760,323	–	–
Current tax liabilities		909,030	–	–
Total current liabilities		**1,886,973**	177,692	413,295
Non current liabilities				
Deferred tax liabilities	15	344,203	433,926	107,548
TOTAL EQUITY AND LIABILITIES		**11,263,321**	5,822,741	4,457,764

These financial statements on pages 15 to 50 were approved by the Board of Directors and authorised for issue on 22 December 2010 and are signed on its behalf by:

Andrew Bell
Chairman and Chief Executive

John Watkins
Director

The accompanying notes form an integral part of these financial statements.

Company Statement of Changes in Equity
for the year ended 30 June 2010

The movements in equity during the period were as follows:

	Share capital £	Share premium account £	Retained earnings £	Other reserves £	Total equity £
As at 30 June 2008	305,481	3,888,736	(572,817)	339,901	3,961,301
Retrospective restatement of errors	–	–	(43,612)	19,232	(24,380)
Restated balance	305,481	3,888,736	(616,429)	359,133	3,936,921
Changes in equity for 2009					
Total comprehensive income for the year	–	–	(742,018)	839,257	97,239
Transactions with owners					
Issue of shares	159,362	1,085,063	–	–	1,244,425
Share issue and fundraising costs	–	(120,149)	–	–	(120,149)
Share based payments	–	–	–	52,687	52,687
Total transactions with owners	159,362	964,914	–	52,687	1,176,963
As at 30 June 2009	464,843	4,853,650	(1,358,447)	1,251,077	5,211,123
Changes in equity for 2010					
Total comprehensive income for the year	**–**	**–**	**3,677,013**	**(1,469,326)**	**2,207,687**
Transactions with owners					
Issue of shares	119,065	1,619,505	–	–	1,738,570
Share issue and fundraising costs	–	(125,235)	–	–	(125,235)
Share based payments	–	–	3,005	(3,005)	–
Total transactions with owners	**119,065**	**1,494,270**	**3,005**	**(3,005)**	**1,613,335**
As at 30 June 2010	**583,908**	**6,347,920**	**2,321,571**	**(221,254)**	**9,032,145**

	Available for sale associate reserve £	Available for sale trade investments reserve £	Share based payment reserve £	Total other reserves £
As at 30 June 2008	384,100	(126,780)	82,581	339,901
Retrospective restatement of errors	(384,100)	403,332	–	19,232
Restated balance	–	276,552	82,581	359,133
Changes in equity for 2009				
Total comprehensive income for the year	–	839,257	–	839,257
Transactions with owners				
Share based payments	–	–	52,687	52,687
As at 30 June 2009	–	1,115,809	135,268	1,251,077
Changes in equity for 2010				
Total comprehensive income for the year	**–**	**(1,469,326)**	**–**	**(1,469,326)**
Transactions with owners				
Share based payments	–	–	(3,005)	(3,005)
Total transactions with owners	**–**	**–**	**(3,005)**	**(3,005)**
As at 30 June 2010	**–**	**(353,517)**	**132,263**	**(221,254)**

Company Statement of Cash Flows
as at 30 June 2010

	Year to 30 June 2010 £	Year to 30 June 2009 £
Cash flows from operating activities		
Profit/(loss) before taxation	5,009,961	(742,018)
(Increase)/decrease in receivables	(967,687)	247,033
Increase/(decrease) in payables	39,928	(235,603)
Interest receivable	(7,336)	(3,618)
Interest payable	17,843	9,002
Finance costs	58,733	–
Impairment of exploration properties	–	24,154
Exploration expenses	185,530	155,444
Share based payments	–	52,687
Currency adjustments	–	200
Impairment of associate	89,601	–
Impairment of available for sale investment	20,090	–
Profit on sale of investments	(519,636)	–
Profit on transfer of available for sale investment to associate	(2,018,255)	–
Depreciation	2,333	–
Profit on disposal of exploration properties	(3,491,369)	–
Net cash outflow from operations	**(1,580,264)**	(492,719)
Cash flows from investing activities		
Interest received	7,336	3,618
Proceeds from sale of subsidiary	–	482
Proceeds of sale of investments	1,700,629	107,557
Payments to acquire associate company investments	(305,551)	(198,762)
Payments to acquire available for sale investments	(1,502,165)	(309,079)
Exploration expenditure	(94,499)	(330,019)
Payments to acquire property plant and equipment	(7,000)	–
Net proceeds of exploration assets disposed of	–	79,197
Net cash outflow from investing activities	**(201,250)**	(647,006)
Cash flows from financing activities		
Proceeds from issue of shares	1,738,570	1,147,725
Transaction costs of issue of shares	(125,235)	(35,275)
Interest paid	(17,843)	(9,002)
Finance costs	(111,874)	–
Proceeds of new borrowings	813,463	–
Net cash flows from financing activities	**2,297,081**	1,103,448
Net increase/(decrease) in cash and cash equivalents	515,567	(36,277)
Cash and cash equivalents at the beginning of period	46,983	83,260
Cash and cash equivalents at end of period	**562,550**	46,983

The accompanying notes and accounting policies form an integral part of these financial statements.

Notes to the Financial Statements
for the year ended 30 June 2010

1 Principal Accounting Policies

1.1 Authorisation of financial statements and statement of compliance with IFRS
The group financial statements of Red Rock Resources plc for the year ended 30 June 2010 were authorised for issue by the board on 22 December 2010 and the statement of financial position signed on the board's behalf by Mr Andrew Bell and Mr John Watkins. Red Rock Resources plc is a public limited company incorporated and domiciled in England and Wales. The Company's ordinary shares are traded on AIM.

1.2 Basis of Preparation
The financial statements have been prepared in accordance with International Financial Reporting Standards and IFRIC interpretations as endorsed by the EU ("IFRS") and the requirements of the Companies Act applicable to companies reporting under IFRS.

The financial statements have been prepared on the historical cost basis, except for the revaluation of certain financial instruments. The principal accounting policies adopted are set out below.

Company Statement of Comprehensive Income
As permitted by section 408 Companies Act 2006, the Company has not presented its own Income Statement or Statement of Comprehensive Income. The Company's profit for the financial year was £3,677,013 (2009: loss £742,018). The Company's other comprehensive income for the financial year was (£1,469,326) (2009: £839,257).

Amendments to Published Standards Effective for the Year Ended 30 June 2010
The following standards have been adopted during the year:

- IAS 1 (Revised) "Presentation of Financial Statements";
- IAS 23 "Borrowing Costs";
- IAS 27 (Revised) "Consolidated and Separate Financial Statements";
- IFRS 2 "Share-Based Payment";
- IFRS 3 (Revised) "Business Combinations;
- IFRS 7 "Financial Instruments: Disclosures" amendments; and
- IFRS 8 "Operating Segments".

Changes have been made with regards to the presentation of the key financial statement components and segmental information.

On adoption of IAS 1 (Revised) the consolidated income statement and statement of recognised income and expense have been re-presented as a single statement of comprehensive income. The 'Balance Sheet' has been re-named 'Statement of Financial Position' and the 'Cash Flow Statement' has been re-named 'Statement of Cash Flows'.

On adoption of IAS 27 (Revised) and IFRS 3 (Revised), previous references to minority interest now refer to non-controlling interests. Under the transitional provisions, assets and liabilities arising from business combinations that occurred before the application of IFRS 3 (Revised) have not been restated.

Following adoption of the amendments to IFRS 7, the Group has presented a fair value hierarchy and additional liquidity disclosures (see note 21).

Under the transitional provisions of IFRS 8, the Group has re-presented its comparative disclosures for operating segments. In previous years, in accordance with IAS 14 'Segment Reporting', segmental analysis was provided on a product and geographical basis (see note 2).

Standards Adopted Early by the Group
The Group has not adopted any standards or interpretations early in either the current or the preceding financial year.

Adoption of Standards and Interpretations
As at the date of authorisation of these financial statements, there were Standards and Interpretations in issue but that are not yet effective and have not been applied in these financial statements.

The directors anticipate that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial statements of the group or company, except for additional disclosures when the relevant Standards come into effect.

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

1 Principal Accounting Policies (continued)

1.3 Significant Accounting Judgements, Estimates and Assumptions

Significant Accounting Estimates and Assumptions
The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Share-based Payment Transactions
The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black-Scholes model.

Going Concern
As detailed in the final paragraph of the Directors' report, the directors have complete confidence in their ability to raise further capital and that their efforts will generate sufficient ongoing cash to meet the company's outgoings for the foreseeable future. On this basis the directors believe it is appropriate to prepare these financial statements on a going concern basis.

Transfer of Investment in Available for Sale Financial Asset to investment in Associate
The directors have classified, as an associate, an equity investment where the Company is in a position to exercise significant influence, but not control or jointly control, through participation in the financial and operating policy decisions of the investee.

Significant influence is presumed when the Company holds greater than 20% of the voting power of the investee, unless it can be clearly demonstrated that this is not the case. Conversely, if the Company holds less than 20% of the voting power of an investee, it is presumed that the Company does not have significant influence, unless such influence can be clearly demonstrated.

For acquisitions of associates in stages, the Company re-measures its previously held equity interests in the acquiree at its acquisition date fair value and recognises the resulting gain or loss, if any, in profit or loss. Any gains or losses previously recognised in other comprehensive income are transferred to profit and loss.

The sale of the Oakover tenements to Jupiter Mines Limited in return for 54,155,579 shares in Jupiter at a value of £3,627,901 resulted in a gain on sale of exploration assets of £3,491,369. This increased the Company's interest in Jupiter from 14.6% to 29.3% as a result of which the Company recognised a profit on transfer of investment to associate of £2,018,255 comprising of £161,673 directly in profit or loss and £1,856,582 previously recognised in other comprehensive income.

Significant Judgements in Applying the Accounting Policies
Impairment of Available For Sale Financial Assets
The group follows the guidance of IAS39 to determine when an available for sale financial asset and investment in an associate is impaired. This determination requires significant judgement. In making this judgement, the group evaluates, among other factors, the duration and extent to which fair value of an investment is less than its cost.

As a result of this review the group has fully impaired its Investment in Range Mines Limited, and partially impaired its investment in Red Rock Zambia Limited. However due to the post balance sheet rise in the share price of Resource Star Limited no impairment is considered necessary. If the decline in the value of Resource Star Limited was considered significant and prolonged the group would suffer an additional loss of £243,634.

1.4 Basis of Consolidation
The consolidated financial statements of the Group incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 30 June each year.

Subsidiaries
Subsidiaries are entities over which the Group has the power to govern the financial and operating policies so as to obtain economic benefits from their activities. Subsidiaries are consolidated from the date on which control is obtained (the acquisition date) up until the date that control ceases.

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued, contingent consideration and liabilities incurred or assumed at the date of exchange. Costs directly attributable to the acquisition are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are initially measured at fair value at the acquisition date.

Provisional fair values are adjusted against goodwill if additional information is obtained within one year of the acquisition date, about facts or circumstances existing at the acquisition date. Other changes in provisional fair values are recognised through profit or loss.

Intra-group transactions, balances, and unrealised gains and losses on transactions between group companies are eliminated on consolidation, except to the extent that intra-group losses indicate an impairment.

For the year ended 30 June 2010, the consolidated financial statements combine those of the Company with those of its subsidiary, Red Rock Australasia Pty Ltd.

The Group's dormant subsidiary, Intrepid Resources Limited, has been excluded from consolidation on the basis of the exemption provided by Section 405(2) of the Companies Act 2006 that its inclusion is not material for the purpose of giving a true and fair view.

Associates

An associate is an entity over which the Company is in a position to exercise significant influence, but not control or jointly control, through participation in the financial and operating policy decisions of the investee.

Investments in associates are recognised in the consolidated financial statements using the equity method of accounting. The Group's share of post acquisition profits or losses is recognised in profit or loss and its share of post acquisition movements in other comprehensive income are recognised directly in other comprehensive income. The carrying value of the investment (including goodwill) is tested for impairment when there is objective evidence of impairment. Losses in excess of the Group's interest in those associates are not recognised unless the Group has incurred obligations or made payments on behalf of the associate.

Where a group company transacts with an associate of the Group, unrealised gains are eliminated to the extent of the Group's interest in the relevant associate. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred in which case appropriate provision is made for impairment.

In the Company accounts Investments in associates are recognised and held at cost. The carrying value of the investment is tested for impairment when there is objective evidence of impairment.

1.5 Investments

Investments in subsidiary companies are classified as non-current assets and included in the statement of financial position of the Company at cost at the date of acquisition less any identified impairments.

Investments in associate companies are classified as non-current assets and included in the statement of financial position of the Company at cost at the date of acquisition less any identified impairments.

For acquisitions of subsidiaries or associates achieved in stages, the company re-measures its previously held equity interests in the acquiree at its acquisition-date fair value and recognises the resulting gain or loss, if any, in profit or loss. Any gains or losses previously recognised in other comprehensive income are transferred to profit and loss.

1.6 Available For Sale Financial Assets

Equity investments intended to be held for an indefinite period of time are classified as available for sale investments. They are carried at fair value, where this can be reliably measured, with movements in fair value recognised in other comprehensive income and debited or credited to the available for sale trade investments reserve. Where the fair value cannot be reliably measured, the investment is carried at cost or lower valuation where the directors consider the value of the investment to be impaired.

Available for sale investments are included within non-current assets. On disposal, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had previously been recognised directly in reserves is recognised in the statement of income.

Income from available for sale investments is accounted for in the statement of income when the right to receive it has been established.

1.7 Cash and Cash Equivalents

Cash and short-term deposits in the statement of financial position comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

1 Principal Accounting Policies (continued)

1.8 Taxation
Corporation tax payable is provided on taxable profits at the current rate. The tax expense represents the sum of the current tax expense and deferred tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from accounting profit as reported in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction which affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based upon tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is charged or credited in profit or loss, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity, or items charged or credited directly to other comprehensive income, in which case the deferred tax is also recognised in other comprehensive income.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax relates to income tax levied by the same tax authorities on either:

- the same taxable entity or;
- different taxable entities which intend to settle current tax assets and liabilities on a net basis or to realise and settle them simultaneously in each future period when the significant deferred tax assets and liabilities are expected to be realised or settled.

1.9 Property, Plant and Equipment
Property, plant and equipment acquired and identified as having a useful life that exceeds one year is capitalised at cost and is depreciated on a straight line basis at annual rates that will reduce book values to estimated residual values over their anticipated useful lives as follows:

Field equipment – 33% per annum.

1.10 Foreign Currencies
Both the functional and presentational currency of Red Rock Resources plc is sterling (£). Each group entity determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

The functional currency of the foreign subsidiary is Australian Dollars (AUD).

Transactions in currencies other than the functional currency of the Company are initially recorded at the exchange rate prevailing on the dates of the transaction. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the exchange rate prevailing at the reporting date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Gains and losses arising on retranslation are included in profit or loss for the period, except for exchange differences on non-monetary assets and liabilities, which are recognised directly in other comprehensive income when the changes in fair value are recognised directly in other comprehensive income.

On consolidation, the assets and liabilities of the Group's overseas operations are translated into the Group's presentational currency at exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period unless exchange rates have fluctuated significantly during the year, in which case the exchange rate at the date of the transaction is used. All exchange differences arising, if any, are recognised as other comprehensive income and are transferred to the Group's foreign currency translation reserve.

1.11 Revenue
Revenue is the gross inflow of economic benefits during the period arising in the course of the ordinary activities of the Group and the Company, when those inflows result in increases in equity.

Revenue from management services is recognised on an accruals basis when the services have been delivered and any associate costs have been incurred.

1.12 Exploration Assets
Exploration assets comprise exploration and development costs incurred on prospects at an exploratory stage. These costs include the cost of acquisition, exploration, determination of recoverable reserves, economic feasibility studies and all technical and administrative overheads directly associated with those projects. These costs are carried forward in the statement of financial position as non-current intangible assets less provision for identified impairments.

Recoupment of exploration and development costs is dependent upon successful development and commercial exploitation of each area of interest and will be amortised over the expected commercial life of each area once production commences. The Group and the Company currently have no exploration assets where production has commenced.

The Company adopts the 'area of interest' method of accounting whereby all exploration and development costs relating to an area of interest are capitalised and carried forward until abandoned. In the event that an area of interest is abandoned, or if the Directors consider the expenditure to be of no value, accumulated exploration costs are written off in the financial year in which the decision is made. All expenditure incurred prior to approval of an application is expensed with the exception of refundable rent which is raised as a receivable.

Upon disposal, the difference between the fair value of consideration receivable for exploration assets and the relevant cost within non-current assets is recognised in the statement of income.

1.13 Share Based Payments
The Group operates an equity settled share based payment arrangement whereby the fair value of services provided is determined indirectly by reference to the fair value of the instrument granted.

The fair value of options granted to directors and others in respect of services provided is recognised as an expense in the statements of income with a corresponding increase in equity reserves – the share based payment reserve.

On exercise or cancellation of share options, the proportion of the share based payment reserve relevant to those options is transferred to retained earnings. On exercise, equity is also increased by the amount of the proceeds received.

The fair value is measured at grant date and charged in the accounting period during which the option becomes unconditional.

The fair value of options is calculated using the Black-Scholes model taken into account the terms and conditions upon which the options were granted. There are no market vesting conditions. The exercise price is fixed at the date of grant.

1.14 Finance Costs/Revenue
Borrowing costs are recognised on an accruals basis using the effective interest method.

Finance revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

1.15 Trade and Other Receivables
Trade receivables, which generally have 30 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectable amounts.

An allowance for doubtful debts is made when there is objective evidence that the Group will not be able to collect the debts. Bad debts are written off when identified.

After initial recognition these assets are measured at amortised cost using the effective interest method less provision for impairment.

1.16 Trade and Other Payables
Trade and other payables are initially recognised at fair value and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

1.17 Short Term Borrowings
Short term borrowings are recorded initially at their fair value, net of direct transaction costs. Such instruments are subsequently carried at their amortised cost and finance charges, including premiums payable on settlement or redemption, are recognised in profit or loss over the term of the instrument using an effective rate of interest.

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

2. Segmental Analysis
As with all mineral exploration ventures yet to generate cash from operations, ensuring adequate cash is available to meet operational obligations and to provide for investment opportunities is critical. This is therefore the main focus of management information presented to the chief operational decision makers (The Board of Directors).

The only sources of funds are issues of new equity and sales of exploration rights, investments or other assets. Therefore, in addition to monitoring the current market perception of the Company, to Shareholders, brokers and other possible providers of equity finance constant attention is paid to:

- available cash;
- the balance available in the standby equity distribution agreement ("SEDA") with YA Global Master SPV Limited advised by Yorkville Advisors LLC;
- the market value of the Group's listed investments;

At 30 June 2010 the Group had cash and cash equivalents of £562,550 and un-drawn facilities available in the standby equity distribution agreement ("SEDA") of £2,440,000.

The market value of the Group's listed investments at 30 June 2010 is as follows;

- Resource Star Limited £481,953
- Jupiter Mines Limited £10,480,916

Once the Group's main focus of operations becomes production, the nature of management information examined by the Board will alter to reflect the need to monitor revenues, margins, overheads and trade balances, as well as cash.

IFRS 8 requires the reporting of information about the revenues derived from the various areas of activity, the countries in which revenue is earned regardless of whether this information is used in by management in making operating decisions.

A measure of total asset and liabilities for each segment is not readily available and so this information has not been presented.

	Jupiter Mines Limited £	Other investments £	Australian exploration £	African exploration £	Corporate and unallocated £	Total £
Year to 30 June 2010						
Revenue – Management services	–	–	–	–	8,956	8,956
Gains on sales of investments	457,253	62,383	–	–	–	519,636
Gains on sale of exploration assets	–	–	3,527,968	–	–	3,527,968
Profit on transfer to associate	2,018,255	–	–	–	–	2,018,255
Total revenue and gains	**2,475,508**	**62,383**	**3,527,968**	**–**	**8,956**	**6,074,815**
Gain on dilution of interest in associate	116,084	143,090				259,174
Impairment of associate investment	–	(89,601)	–	–	–	(89,601)
Impairment of available for sale investment	–	(20,090)	–	–	–	(20,090)
Exploration expenses	–	–	–	(147,242)	(50,380)	(197,622)
Administrative expenses	–	–	–	–	(763,300)	(704,566)
Currency gain	–	–	–	–	20,908	20,908
Share of losses in associates	(309,636)	(209,584)	–	–	–	(519,220)
Finance cost (net)	–	–	–	–	7,336	(69,241)
Net profit/(loss) before tax from continuing activities	**2,281,956**	**(113,802)**	**3,527,968**	**(147,242)**	**(794,323)**	**4,754,557**

2. Segmental Analysis (continued)

	Jupiter Mines Limited £	Other investments £	Australian exploration £	African exploration £	Corporate and unallocated £	Total £
Year to 30 June 2009						
Revenue – Management services	–	–	–	–	3,285	3,285
Loss on sales of investments	–	(42,688)	–	–	–	(42,688)
Total revenue and gains/(losses)	–	(42,688)	–	–	3,285	(39,403)
Exploration expenses	–	–	(124,726)	(24,154)	(11,207)	(160,087)
Administrative expenses	–	–	–	–	(550,563)	(550,563)
Currency gain	–	–	–	–	(2,543)	(2,543)
Share of losses in associates	–	(170,545)	–	–	–	(170,545)
Finance cost (net)	–	–	–	–	(5,384)	(5,384)
Net profit/(loss) before tax from continuing activities	**–**	**(213,233)**	**(124,726)**	**(24,154)**	**(566,412)**	**(928,525)**

Information by Geographical Area

Presented below is certain information by the geographical area of the group's activities. Revenue from Investment sales and the sale of exploration assets are allocated to the location of the asset sold.

	UK £	Australia £	Other £	Total £
Year ended 30 June 2010				
Revenue				
Revenue – Management services	8,956	–	–	8,956
(Losses)/gains on sales of investments	(22,604)	457,253	84,987	519,636
Gains on sale of exploration assets	–	3,527,968	–	3,527,968
Profit on transfer to associate	–	2,018,255	–	2,018,255
Total segment (losses)/revenue and gains	**(13,648)**	**6,003,476**	**84,987**	**6,074,815**
Non current assets				
Investments in associates	–	7,262,235	70,298	7,332,533
Property plant and equipment	4,667	433	–	5,100
Exploration assets	–	148,374	147,242	295,616
Total segment non current assets	**4,667**	**7,411,042**	**217,540**	**7,633,249**
Available for sale financial assets				1,373,680
Total non current assets				**9,006,929**

In the year to 30 June 2010 £3,627,901 of revenue in the Australian segment was derived from the sale of exploration properties to Jupiter Mines Limited.

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

2. Segmental Analysis (continued)
Information by Geographical Area (continued)

	UK £	Australia £	Other £	Total £
Year ended 30 June 2010				
Revenue				
Revenue – Management services	3,285	–	–	3,285
Loss on sales of investments	–	(42,688)	–	(42,688)
Total segment revenue and segment gains/(losses)	**3,285**	**(42,688)**	**–**	**(39,403)**
Non current assets				
Investments in associates	–	536,220	508,633	1,044,853
Exploration assets	–	256,087	250,143	506,230
Total segment non current assets	**–**	**792,307**	**758,776**	**1,551,083**
Available for sale financial assets				3,676,909
Total non current assets				**5,227,992**

3. Profit/(Loss) for the Year Before Taxation
Profit/(loss) for the year before taxation is stated after charging:

	2010 £	2009 £
Auditor's remuneration – audit	22,000	10,500
Auditor's remuneration – for non audit services	–	–
Directors' emoluments	181,039	124,526
Share based payments – directors:	–	51,292
Share based payments – staff	–	1,395
Currency (gains)/losses	(20,908)	2,543

4. Taxation

	2010 £	2009 £
Current taxation on the group		
UK corporation tax at 28% on profits for the period	909,030	–
Deferred tax		
Origination and reversal of temporary differences	390,157	(47,753)
Tax expense/(credit)	**1,299,187**	(47,753)
Factors affecting the tax charge for the year		
Profit/(loss) on ordinary activities before taxation	**4,754,557**	(928,525)
Profit/(loss) on ordinary activities at the average UK standard rate of 28% (2009: 28%)	1,331,276	(259,987)
Impact of subsidiaries and associates	(21,055)	4,469
Effects of tax benefit of losses carried forward	–	205,518
Effect of (income not taxable)/expenses not deductible	(11,034)	2,247
Tax expense/(credit)	**1,299,187**	(47,753)

In addition to the amounts charged to the consolidated statement of income a deferred tax credit amounting to £524,630 (2009: charge £326,378) relating to the group's investments was recognised in the statement of comprehensive income.

5. Staff Costs
The Group had no employees during the year other than the directors each of whom provide professional services as required on a part time basis. Regency Mines plc, an associate company, provides the services of its staff as necessary at cost plus a service charge of 15%.

6. Directors' Emoluments

Directors' remuneration	Directors' fees £	Consultancy fees £	Share based payments £	Total £
2010				
Executive directors				
A R M Bell	59,773	15,000	–	74,773
M Yannaghas	62,328	–	–	62,328
Other directors				
M C Nott	6,036	9,000	–	15,036
J Watkins	6,402	10,500	–	16,902
R F Weicker	–	12,000	–	12,000
	134,539	46,500	–	181,039
2009				
Executive directors				
A R M Bell	41,000	15,000	48,501	104,501
K F Watson – resigned 29 May 2009	–	26,526	1,395	27,921
Other directors				
M C Nott	3,000	12,000	698	15,698
J Watkins	3,000	12,000	465	15,465
R F Weicker	–	12,000	233	12,233
	47,000	77,526	51,292	175,818

7. Earnings/(Loss) Per Share

	2010	2009
The basic earnings/(loss) per share is derived by dividing the profit/(loss) for the year attributable to ordinary shareholders by the weighted average number of shares in issue.		
Profit/(loss) for the period after taxation	£3,455,370	£(880,772)
Weighted average number of Ordinary shares of £0.001 in issue	530,859,050	389,691,824
Earnings/(loss) per share – basic	0.65 pence	(0.23) pence
Weighted average number of Ordinary shares of £0.001 in issue inclusive of outstanding options	559,329,598	389,691,824
Earnings/(loss) per share fully diluted	0.62 pence	(0.23) pence

The weighted average number of shares issued for the purposes of calculating diluted earnings per share reconciles to the number used to calculate basic earnings per share as follows:

	2010	2009
Earnings per share denominator	530,859,050	389,691,824
Weighted average number of exercisable share options	28,470,548	–
Diluted earnings per share denominator	**559,329,598**	389,691,824

In 2009, the inclusion of the potential Ordinary shares would result in a decrease in the loss per share, they are therefore considered to be anti-dilutive and so have been excluded from the diluted earnings per share denominator.

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

8. Property, Plant and Equipment

	Group		Company	
	2010 £	2009 £	**2010** £	2009 £
Field equipment cost:				
As 30 June 2009	–	–	–	–
Additions during the year	7,445	–	7,000	–
At 30 June 2010	**7,445**	–	**7,000**	–
Depreciation:				
As 30 June 2009	–	–	–	–
Charges for the year	(2,345)	–	(2,333)	–
At 30 June 2010	**(2,345)**	–	**(2,333)**	–
Net book amount				
At 30 June 2010	**5,100**	–	**4,667**	–
At 30 June 2009	–	–	–	–

9. Trade and Other Receivables

	Group		Company	
	2010 £	2009 £	**2010** £	2009 £
Current trade and other receivables:				
Amounts due from subsidiaries	–	–	157,949	40,244
Prepayments	16,382	24,622	16,382	24,622
Related party receivables	95,642	151,330	95,642	151,330
Other receivables	1,014,873	98,590	1,012,501	98,590
Total	**1,126,897**	274,542	**1,282,474**	314,786

Included in other receivables is £530,602 (2009: £nil) recoverable from Mid-Migori Mining Company Limited under the terms of the Joint Venture, Purchase and Sale Agreement entered into in August 2009 as detailed in notes 22 and 25.

Also included in other receivables is £389,324 (2009: £nil) due from the sale of shares in Jupiter Mines Limited. This amount was received on 4 July 2010.

10. Investments in Subsidiaries

	Company 2010 £	Company 2009 £
Cost		
At 30 June 2009	482	964
Additions during the year	–	–
Disposals during the year	–	(482)
At 30 June 2010	**482**	482

As at 30 June 2010, the Company held interests in the following subsidiary companies:

Company	Country of registration	Class	Proportion held	Nature of business
Intrepid Resources Limited	Zambia	Ordinary	100%	Dormant
Red Rock Australasia Pty Limited	Australia	Ordinary	100%	Mineral exploration

11. Investments in Associates

	Group 2010 £	Group 2009 £	Company 2010 £	Company 2009 £ As restated
Cost				
At 30 June 2009	1,298,566	1,042,003	1,298,566	1,042,003
Additions during the year	4,043,662	198,762	4,043,662	198,762
Transfers from available for sale financial assets	3,584,866	57,801	3,584,866	57,801
Gain on transfer from available for sale financial assets	161,673	–	161,673	–
Gain on dilution of interest	259,174	–	–	–
Disposals in the year	(1,106,940)	–	(1,106,940)	–
At 30 June 2010	**8,241,001**	1,298,566	**7,981,827**	1,298,566
Impairment				
At 30 June 2009	(253,713)	(83,168)	–	–
Losses during the year	(565,154)	(170,545)	–	–
Impairment in the year	(89,601)	–	(89,601)	–
At 30 June 2010	**(908,468)**	(253,713)	**(89,601)**	–
Net book amount				
At 30 June 2010	**7,332,533**	1,044,853	**7,892,226**	1,298,566
At 30 June 2009	1,044,853	958,835	1,298,566	1,042,003

The Company, at 30 June 2010 had holdings amounting to 20% or more of the issued share capital of the following companies:

Name	Country of incorporation	Class of shares held	Percentage of issued capital	Accounting year end
Jupiter Mines Limited	Australia	Ordinary	25.21%	30 June 2010
Red Rock Zambia Limited	Zambia	Ordinary	28.4%	30 June 2010
Resource Star Limited	Australia	Ordinary	24.2%	30 June 2010

Summarised financial information for the Company's associates is given below:

Name	Revenue for the year ended 30 June 2010 £	Profit/(loss) for the year ended 30 June 2010 £	Assets as at 30 June 2010 £	Liabilities as at 30 June 2010 £
Jupiter Mines Limited	304,098	(1,441,696)	16,227,815	491,952
Resource Star Limited	19,407	(804,504)	2,458,560	262,308

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

11. Investments in Associates (continued)

Directors' remuneration	Range Mines Limited £	Resource Star Limited £	Africa China Corporation £	Red Rock Zambia Limited £	Jupiter Mines Limited £	Total £
Cost						
At 30 June 2009	26,250	623,087	508,633	140,596	–	1,298,566
Additions during the year	–	415,761	–	–	3,627,901	4,043,662
Transfers from available for sale financial assets	–	–	–	–	3,584,866	3,584,866
Gain on transfer from available for sale financial assets	–	–	–	–	161,673	161,673
Gain on dilution of interest	–	143,089	–	–	116,085	259,174
Disposals in the year	–	–	(508,633)	–	(598,307)	(1,106,940)
At 30 June 2010	**26,250**	**1,181,937**	**–**	**140,596**	**6,892,218**	**8,241,001**
Impairment and losses during the year						
At 30 June 2009	(6,947)	(246,766)	–	–	–	(253,713)
Losses during the year	–	(209,584)	–	–	(355,570)	(565,154)
Impairment in the year	(19,303)	–	–	(70,298)	–	(89,601)
At 30 June 2010	**(26,250)**	**(456,350)**	**–**	**(70,298)**	**(355,570)**	**(908,468)**
Carrying amount						
At 30 June 2010	**–**	**725,587**	**–**	**70,298**	**6,536,648**	**7,332,533**
At 30 June 2009	19,303	376,321	508,633	140,596	–	1,044,853

Jupiter Mines Limited

Jupiter Mines Limited ("Jupiter") became an associate on 1 September 2009 following the sale of the Oakover tenements to Jupiter in return for 54,155,579 shares in Jupiter at a value of £3,627,901 which resulted in a gain on sale of exploration assets of £3,491,369 and the Company having an interest in Jupiter of 29.3%.

The Company already held 39,148,584 shares valued at £3,584,866 at 1 September 2009. These were transferred from available for sale financial assets, resulting in a profit on transfer of investment to associate of £2,018,255 comprising of £161,673 directly in profit or loss and £1,856,582 previously recognised in other comprehensive income. The gain of £161,673 arose on the increase in value from the brought forward valuation as an available for sale financial asset at 30 June 2009.

On 29 September 2009, Jupiter issued 48 million shares for 7.8 million Australian dollars. The Company made a gain of £116,085 as a result of this share issue.

Resource Star Limited

During the year, Resource Star Limited made several share issues. The Company only participated in some of these transactions and so in the year made additions of £415,761 and gains on dilution of interest of £143,089.

11. Investments in Associates (continued)

During the year the Directors performed an impairment review on the following Investments in Associates:

Range Mines Limited

At 30 June 2009, the Company held a 41.5% interest in Range Mines Limited, a company with zinc exploration interests in Australia, and with the intention of arranging an initial public offering followed by a listing. Poor markets for zinc and for early stage base metal exploration projects led to this intention being abandoned and the company dissolved on 15 September 2009. The book value amounting to £19,303 and an inter-company debt of £32,837 were written off during the year.

Red Rock Zambia Limited

Owing to adverse conditions in Zambia the book value of Red Rock Zambia Limited has been reduced by 50% during the year to a net amount of £70,298.

	2010 £	2009 £
The market value as at 30 June 2010 of the Company's investments in listed Associates was as follows:		
Resource Star Limited	481,953	40,131
Jupiter Mines Limited	10,480,916	–
Total	**10,962,869**	40,131

12. Available For Sale Financial Assets

	Group and Company 2010 £	Group and Company 2009 £
At 30 June 2009	3,676,909	2,355,925
Additions	1,502,165	320,706
Disposals	(69,633)	(107,557)
Revaluations	(140,850)	1,165,636
Transfer to investments in associates (see note 11)	(3,584,866)	(57,801)
Impairment of available for sale financial assets	(10,045)	–
At 30 June 2010	**1,373,680**	3,676,909

Market Value of Investments

	2010 £	2009 £
The market value as at 30 June 2010 of the Company's available for sale listed investments was as follows:		
Quoted on AIM	85,420	21,750
Quoted on other foreign stock exchanges	481,390	3,613,078
Unquoted investments at cost or lower valuation	806,870	42,081
	1,373,680	3,676,909

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

13. Exploration Assets
As required under IFRS 6, the Directors have carried out an impairment review resulting in a charge as shown below. The benefit of these assets may not be fully realised within twelve months.

	Group		Company	
	2010 £	2009 £	**2010** £	2009 £
Cost				
At 30 June 2009	530,385	567,905	509,170	413,793
Additions during the year	92,525	184,445	56,211	174,574
Disposals during the year	(161,410)	(221,965)	(246,742)	(79,197)
Exchange gains	5,513	–	–	–
At 30 June 2010	**467,013**	530,385	**318,639**	509,170
Impairment				
At 30 June 2009	(24,155)	–	(24,155)	–
Impairments recognised in the year	(147,242)	(24,155)	(147,242)	(24,155)
At 30 June 2010	**(171,397)**	(24,155)	**(171,397)**	(24,155)
Net book amount				
At 30 June 2010	**295,616**	506,230	**147,242**	485,015
At 30 June 2009	506,230	567,905	485,015	413,793

During the year unauthorised changes in the license details recorded for the interest in a small scale manganese license at Mkushi, Zambia led to the decision to make a 50% provision for impairment pending further action.

14. Trade and Other Payables

	Group		Company	
	2010 £	2009 £	**2010** £	2009 £
Trade payables	201,689	119,409	186,525	117,118
Accruals	33,369	60,574	31,095	60,574
Trade and other payables	235,058	179,983	217,620	177,692
Short term loan	760,323	–	760,323	–
Total	**995,381**	179,983	**977,943**	177,692

The short term loan was provided by YA Global Master SPV Limited advised by Yorkville Advisors LLC, and was repaid by 26 August 2010. Interest was charged on this loan at a rate of 12% per annum. The company has pledged 18,188,709 of its Jupiter Mines Limited shares as security for this loan.

15. Deferred Tax Liabilities

The movement in the company's and group's net deferred tax position is as follows:

	Group 2010 £	Group 2009 £ As restated	**Company 2010** £	Company 2009 £ As restated
At 30 June 2009	327,559	48,934	433,926	107,548
Deferred tax charge/(credit) recognised in the statement of income	390,157	(47,753)	423,918	326,378
Deferred tax credit recognised in the statement of comprehensive income	(524,630)	326,378	(513,641)	–
At 30 June 2010	**193,086**	327,559	**344,203**	433,926

The following are the major deferred tax liabilities and assets recognised by the group and company, and the movements thereon during the period:

Group	Depreciation £	Investments £	Employee benefits £	**Total** £
At 30 June 2008 as restated	–	48,934	–	48,934
Credit to the income statement for the year as restated	–	(47,753)	–	(47,753)
Charge to the statement of comprehensive income for the year as restated	–	326,378	–	326,378
At 30 June 2009 as restated	–	327,559	–	327,559
Charge/(credit) to the statement of income for the year	(252)	381,614	8,795	390,157
Charge/(credit) to the statement of comprehensive income for the year	–	(524,630)	–	(524,630)
At 30 June 2010	**(252)**	**184,543**	**8,795**	**193,086**

Company	Depreciation £	Investments £	Employee benefits £	**Total** £
At 30 June 2008 as restated	–	107,548	–	107,548
Charge to the statement of comprehensive income for the year as restated	–	326,378	–	326,378
At 30 June 2009 as restated	–	433,926	–	433,926
Charge/(credit) to the statement of income for the year	(252)	415,375	8,795	423,918
Charge to the statement of comprehensive income	–	(513,641)	–	(513,641)
At 30 June 2010	**(252)**	**335,660**	**8,795**	**344,203**

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

16. Prior Year Adjustment
In the year to 30 June 2008 and 30 June 2009 deferred tax in relation to the Group's available for sale investments and associates had incorrectly not been provided, also in the company financial statements, associates had been incorrectly accounted for using the equity method of accounting. The financial statements for 2009 and the closing statement of financial position for 2008 have been restated to correct this error. The effect of the restatement on those financial statements is summarised below:

	Group	
	Effect on 2009 £	Effect on 2008 £
Decrease in tax expense in the income statement	47,753	23,116
Decrease in loss for the year	47,753	23,116
Increase in tax expense in other comprehensive income	(326,378)	(72,050)
Decrease in total comprehensive income for the year	(278,625)	(48,934)
Increase in deferred tax liability	(278,625)	(48,934)

	Company	
	Effect on 2009 £	Effect on 2008 £
Increase in amount written off associate in the income statement	–	(126,780)
Decrease in share of loss of associate in the income statement	170,545	83,168
Decrease/(increase) in loss for the year	170,545	(43,612)
Increase in tax expense in other comprehensive income	(326,378)	(107,548)
Decrease in amount written off associate in other comprehensive income	–	126,780
Decrease in total comprehensive income for the year	(155,833)	(24,380)
Increase in investment in associate	170,545	83,168
Decrease in deferred tax liability	(326,378)	(107,548)
Decrease in equity	(155,833)	(24,380)

Within the consolidated and company statements of financial position investments in subsidiaries, investments in associates, available for sale financial assets and exploration assets have been re-classified from current to non-current assets.

The directors are of the opinion that the 2008 adjustments are immaterial and therefore have not presented the related statement of financial position notes.

17. Share Capital of the Company

The authorised share capital and the called up and fully paid amounts were as follows:

	Number	Nominal £
Authorised		
At incorporation on 8 September 2004 and as at 30 June 2010, Ordinary shares of £0.001 each	**10,000,000,000**	10,000,000
Called up, allotted and fully paid during the year		
As at 30 June 2009	464,843,387	464,843
Issued 16 September 2009 at 2.28 pence per share	3,505,661	3,506
Issued 6 October 2009 at 1.54 pence per share	6,489,867	6,490
Issued 6 October 2009 at 1.61 pence per share	1,244,787	1,245
Issued 6 October 2009 at 1.54 pence per share	1,298,000	1,298
Issued 20 November 2009 at 1.36 pence per share	7,376,177	7,376
Issued 16 November 2009 at 1.35 pence per share	30,592,592	30,592
Issued 20 November 2009 at 1.35 pence per share	26,900,000	26,900
Issued 14 December 2009 at 1.30 pence per share	9,202,234	9,202
Issued 14 December 2009 at 1.90 pence per share	4,365,215	4,365
Issued 22 January 2010 at 1.48 pence per share	8,085,222	8,085
Issued 22 January 2010 at 1.00 pence per share	1,250,000	1,250
Issued 29 January 2010 at 1.00 pence per share	1,200,000	1,200
Issued 9 February 2010 at 1.38 pence per share	8,691,020	8,691
Issued 30 March 2010 at 2.68 pence per share	5,064,645	5,065
Issued 1 June 2010 at 1.00 pence per share	3,300,000	3,300
Issued 1 June 2010 at 1.25 pence per share	500,000	500
As at 30 June 2010	**583,908,807**	**583,908**

Capital Management

Management controls the capital of the group in order to maintain a good debt to equity ratio, provide the shareholders with adequate returns and ensure that the group can fund its operations and continue as a going concern.

The Group's debt and capital includes ordinary share capital and financial liabilities, supported by financial assets.

There are no externally imposed capital requirements.

Management effectively manages the group's capital by assessing the group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

18. Reserves

Share Premium

The share premium account represents the excess of consideration received for shares issued above their nominal value net of transaction costs.

Foreign Currency Translation Reserve

The translation reserve represents the exchange gains and losses that have arisen on the retranslation of overseas operations.

Retained Earnings

Retained earnings represents the cumulative profit and loss net of distributions to owners.

Available For Sale Trade Investments Reserve

The available for sale trade investments reserve represents the cumulative revaluation gains and losses in respect of available for sale trade investments.

Associate Investment Reserve

The associate investments reserve represents the cumulative share of gains/losses of associates recognised in the statement of other comprehensive income.

Share Based Payment Reserve

The share based payment reserve represents the cumulative charge for options granted, still outstanding and not exercised.

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

19. Share Based Payments

During the years ended 30 June 2007 and 2009, the Company established employee share option plans to enable the issue of options as part of the remuneration of key management personnel and directors to enable them to purchase ordinary shares in the Company. Under the plan, the options were granted for no consideration; they were granted for the periods specified and vested immediately. Options granted under the plans carry no dividend or voting rights.

Under IFRS 2 'Share Based Payments', the Company determines the fair value of the options issued to directors and employees as remuneration and recognises the amount as an expense in the statement of income with a corresponding increase in equity. The expense was charged in full during the years ended 30 June 2007 and 2009.

The Company has outstanding options to subscribe for ordinary shares as follows:

	Options issued 11 May 2007 exercisable at 3.5 pence per share expiring 11 May 2012 Number	Options issued 29 January 2009 exercisable at 1.25 pence per share expiring 31 May 2011 Number	Options issued 3 June 2009 exercisable at 1.1 pence per share expiring 3 June 2014 Number	**Total** **Number**
A R M Bell	750,000	2,500,000	10,000,000	**13,250,000**
K F Watson	750,000	1,500,000	–	**2,250,000**
M C Nott	1,000,000	750,000	–	**1,750,000**
J Watkins	750,000	500,000	–	**1,250,000**
R Weicker	750,000	250,000	–	**1,000,000**
Employees of Regency Mines plc	1,000,000	1,500,000	–	**2,500,000**
Total	5,000,000	7,000,000	10,000,000	**22,000,000**

The fair value of the above share options as expensed in 2010 is £nil (2009: £52,687).

	Company and Group			
	2010		2009	
	Number of options	**Weighted average exercise price p**	Number of options	Weighted average exercise price p
Outstanding at the beginning of the period	30,000,000	1.51	5,000,000	3.50
Granted	–	–	25,000,000	1.12
Exercised	(6,250,000)	1.02	–	–
Expired	(1,750,000)	1.00	–	–
Outstanding at the end of the end of the period	**22,000,000**	**1.69**	30,000,000	1.51
Exercisable at the end of the period	**22,000,000**	**1.69**	30,000,000	1.51

The options outstanding at 30 June 2010 have an exercise price of between 1.1p and 3.5p and a weighted average contractual life of 2.08 years.

During the financial year 6,250,000 options were exercised (2009: nil). The weighted average share price on the date of exercise was 1.75p.

The fair value of services received in return for options granted is measured by reference to the fair value of options granted. The estimate of the fair value of the services received is measured based on the Black Scholes option-pricing model. The contractual life of the options is used as an input into the model. The model assumes that an option is only capable of exercise at expiry.

	Fair value per option pence	Exercise price pence	Price of shares on grant pence	Estimated volatility %	Risk free interest %	Dividend yield %
11 May 2007	1.65	3.5	3.375	50	5.3	–
29 January 2009	0.06	1.25	0.55	50	5.3	–
3 June 2009	0.46	1.1	0.98	50	5.3	–

19. Share Based Payments (continued)

The expected volatility is based on the historic volatility of peer group entities (calculated on the weighted average remaining life of the share options), adjusted for any expected changes to volatility due to publicly available information.

Risk-free interest rates are based on 5 year government bonds.

20. Cash and Cash Equivalents

	Group		
	30 June 2010 £	Cash flow £	30 June 2009 £
Cash in hand and at bank	**563,198**	513,759	49,439

	Company		
	30 June 2010 £	Cash flow £	30 June 2009 £
Cash in hand and at bank	**562,550**	515,567	46,983

21. Financial Instruments – Group

The group's financial instruments consist mainly of deposits with banks, short term investments, accounts receivable and payable.

The totals for each category of financial instruments, measured in accordance with IAS 39 as detailed in the accounting policies to these financial statements, are as follows:

	Notes	**2010 £**	2009 £
Financial assets			
Loans and receivables:			
• cash and cash equivalents	19	563,198	49,439
• trade and other receivables	9	1,126,897	274,542
Available for-sale financial assets:			
• at fair value	12	566,810	3,634,828
• at cost	12	806,870	42,081
Total financial assets		**3,063,775**	4,000,890
Financial liabilities			
Financial liabilities measured at amortised cost:			
• trade and other payables		235,058	179,983
• short term borrowings		760,323	–
Total financial liabilities		**995,381**	179,983

There are no financial assets that are past their due date that have not been impaired.

Financial Risk Management Policies

The Directors monitor the Group's financial risk management policies and exposures and approves financial transactions.

The Directors' overall risk management strategy seeks to assist the consolidated group in meeting its financial targets, while minimising potential adverse effects on financial performance. Its functions include the review of credit risk policies and future cash flow requirements.

Specific Financial Risk Exposures and Management

The main risks the Group is exposed to through its financial instruments are credit risk and market risk consisting of interest rate risk, liquidity risk and equity price risk.

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

21. Financial Instruments – Group (continued)

21.1 Credit Risk
Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group.

Credit risk is managed through the maintenance of procedures (such procedures include the utilisation of systems for the approval, granting and renewal of credit limits, regular monitoring of exposures against such limits and monitoring of the financial liability of significant customers and counterparties), ensuring to the extent possible, that customers and counterparties to transactions are of sound credit worthiness. Such monitoring is used in assessing receivables for impairment.

Risk is also minimised through investing surplus funds in financial institutions that maintain a high credit rating, or in entities that the Directors have otherwise cleared as being financially sound.

Trade and other receivables that are neither past due or impaired are considered to be of high credit quality. Aggregates of such amounts are as detailed in Note 9.

There are no amounts of collateral held as security in respect of trade and other receivables.

The consolidated group does not have any material credit risk exposure to any single receivable or group of receivables under financial instruments entered into by the consolidated group.

21.2 Liquidity Risk
Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The group manages this risk through the following mechanisms:

- monitoring undrawn credit facilities;
- obtaining funding from a variety of sources;
- maintaining a reputable credit profile;

The Directors are confident that adequate resources exist to finance operations to commercial exploration but controls over expenditure are carefully managed. All financial liabilities are due to be settled within the next 12 months.

21.3 Market Risk
Interest Rate Risk
The company is not exposed to any material interest rate risk.

Fair Values
The fair values of cash and cash equivalents and non interest bearing monetary financial assets and liabilities approximates their carrying value. The fair value of financial assets and financial liabilities is based upon market prices where a market exists or by discounting the expected future cashflows by the current interest rates for assets and liabilities with similar risk profiles.

Listed equity investments have been valued by reference to market prices prevailing at reporting date.

	2010		2009	
	Carrying amount £	**Net fair value £**	Carrying amount £	Net fair value £
Financial assets				
Cash at bank (i)	563,198	563,198	49,439	49,439
Trade and other receivables (i)	1,126,897	1,126,897	274,542	274,542
Available for sale financial assets (ii)				
• at fair value	566,810	566,810	3,634,828	3,634,828
• at cost	806,870	806,870	42,081	42,081
	3,663,775	**3,663,775**	4,000,890	4,000,890
Financial liabilities				
At amortised cost:				
Trade and other payables (i)	235,058	235,058	179,983	179,983
Short term borrowings (i)	760,323	760,323	–	–
	995,381	**995,381**	179,983	179,983

21. Financial Instruments – Group (continued)

Fair Values (continued)

The fair values in the above table have been determined based on the following methodology:

(i) Cash and cash equivalents, trade and other receivables and trade and other payables are short-term investments in nature whose carrying value is equivalent to fair value.

(ii) For listed available-for-sale financial assets, closing quoted bid prices at the end of the reporting period are used.

Financial Instruments Measured at Fair Value

The financial instruments recognised at fair value in the statement of financial position have been analysed and classified using a fair value hierarchy reflecting the significance of the inputs used in making the measurements. The fair value hierarchy consists of the following levels:

- quoted prices in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

2010	**Level 1** £	**Level 2** £	**Level 3** £	**Total** £
Financial assets				
Available for sale financial assets:				
• Listed investments	**566,810**	**–**	**–**	**566,810**

2009	Level 1 £	Level 2 £	Level 3 £	Total £
Financial assets				
Available for sale financial assets:				
• Listed investments	3,634,828	–	–	3,634,828

Included in Level 1 of the hierarchy are listed investments. The fair values of these financial assets have been based on the closing quoted bid prices at reporting date, excluding transaction costs.

Price Risk Sensitivity Analysis

Price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices largely due to demand and supply factors for commodities.

As the Group does not derive revenue from sale of products, the effect on profit and equity as a result of changes in the price risk is not considered material. The fair value of the mining projects will be impacted by commodity price changes and could impact future revenues once operational. However, management monitors current and projected commodity prices.

The Group's exposure to price risk on listed investments is as follows:

	2010 £	2009 £
Change in profit		
• Increase in listed investments by 10%	–	–
• Decrease in listed investments by 10%	–	–
Change in equity		
• Increase in listed investments by 10%	56,610	363,482
• Decrease in listed investments by 10%	(56,610)	(363,482)

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

22. Significant Agreements and Transactions
The following are the significant agreements and transactions recently undertaken having an impact in the year under review and for the period to 21 December 2010; for the sake of completeness and of clarity, some events after the reporting period are included here and in Note 24 below.

Jupiter Mines Limited
- On 13 May 2008, the Company entered into a letter agreement and on 6 November 2008 into a formal agreement with Pallinghurst Resources Australia Limited and Jupiter Mines Limited under which it agreed to enter a joint venture with a view to disposing of certain tenement rights and equity investments.
- Phase I of the agreement was completed on 30 March 2009 when the Company sold the following assets to Jupiter Mines Limited: the Mount Alfred iron ore project in Western Australia; 1,512,404 shares in Mindax Limited. The consideration was the issue to the Company of 23,839,183 shares in Jupiter Mines Limited having an approximate value on 6 November 2008 of A$ 3.2m. This acquisition took the Company's holding in Jupiter Mines Limited to 38,743,586 shares approximately 15.2% of the shares then in issue.
- In compliance with the provisions of AIM rule 15, phase II of the agreement was completed following the General Meeting of Members held on 24 August 2009 when Members approved the sale of the Oakover tenements to Jupiter Mines Limited for a total consideration of 54,155,579 new ordinary shares. As a consequence of this approval, the Company held 93,104,165 shares in Jupiter Mines Limited, amounting to 28.87% at the time, subsequently reduced by further transactions and issues of shares by Jupiter to 5.23% as explained in Note 23, Post balance sheet events. This approval marked the conclusion of the Company's disposal of steel feed related assets in accordance with its joint venture agreement with Pallinghurst Resources Australia Limited.
- In accordance with the terms under which the Company sold its Mt Ida and Mt Hope iron ore tenement interests in Western Australia to Jupiter Mines Limited on 28 May 2007, the Company is entitled to a 1.5% gross production royalty.

Africa China Mining Corporation
- On 24 July 2008, the Company completed the acquisition at a cost of US$ 1,000,000 of a 20% equity interest in Africa China Mining Corporation, a corporation incorporated in the Bahamas which through its subsidiaries holds manganese exploration assets and applications in Burkino Faso and Mali West Africa.
- On 5 August 2009, the Company agreed to dispose of its 20% interest in Africa China Mining Corporation for a consideration of US$ 1,000,000.

Acquisition of Mineral Exploration Interests in Kenya – Ngira-Migori
- On 27 August 2009, the Company paid a fee of US$ 20,000 to enter into an option to acquire a 70% interest in Special Licenses 236 and 236 Phase 3 at Ngira-Migori in southern Kenya from Gold Rim Explorations Inc., a 100% subsidiary of Africa West Minerals Corporation. The option is exercisable for a period of three years subject to the Company incurring exploration costs of US$ 60,000 in year one and US$ 120,000 in year two inclusive of 1200m of drilling, and 2400m of drilling in year three.

Mid-Migori Mining Company Limited
- On 14 August 2009, the Company entered into a conditional agreement with Kansai Mining Corporation Limited for the acquisition of up to 60% of the issued share capital of its wholly owned subsidiary company Mid-Migori Mining Company Limited with gold exploration interests in Kenya for which it paid a non-refundable cash deposit of US$ 25,000.
- On 16 September 2009, the Company concluded a sale and purchase agreement with Kansai Mining Corporation Limited under which it acquired an initial 15% equity interest in Mid Migori Mining Company Limited for the sum of US$ 725,000 payable in cash as to US$ 350,000 and by the issue of new shares in the Company as to US$ 375,000. The consideration was paid in three tranches on 30 September 2009, 30 December 2009 and 30 March 2010.
- From completion, the Company manages the mining tenements and will acquire the further 45% upon completion of a bankable feasibility study within six years.

Kansai Mining Corporation Limited
- On 2 November 2009, the Company acquired an option over 29,629,000 common shares in Kansai Mining Corporation. As set out in Note 23, Post balance sheet events, on 30 September 2010 an offer was made for the assets of Kansai by a third party, suggesting a value of the Company's interest at CA$ 10,898,000.

Acquisition of Uranium Tenements from Jupiter Mines Limited and Other Parties
- On 9 October 2009, the Company purchased rights to eight exploration tenements located in the Northern Territory of Australia from Jupiter Mines Limited and other parties for a total consideration of US$ 6,000.

22. Significant Agreements and Transactions (continued)

Resource Star Limited

- On 14 October 2009, the Company's 24.89% owned associate Resource Star Limited announced the strengthening of its portfolio and on 25 February 2010 re-listed on the Sydney Stock Exchange.

Disposal of Tasmanian Interests to Walkabout Minerals

- On 19 October 2009, the Company signed heads of agreement with Walkabout Minerals Pty Limited ("Walkabout") for the granting of a 65% interest in the Company's Savage River tenement in Tasmania, E11/2005. On 14 January 2010, the Company sold to Resource Star Limited ("RSL") its interests in this licence and 90% of its interest in Ilomba Hill Malawi, EPL 0264/08. The consideration for these sales was 550,000 new RSL shares and the right to acquire new shares in Walkabout to the value of AUD 300,000. On 13 December 2010, Walkabout was acquired by Nimrodel Resources Limited (ASX:NMR) ("Nimrodel"). Accordingly, the Company will receive Nimrodel shares to the value of AUD 300,000.

Cue Resources Limited

- On 30 October 2009, the Company purchased 9,898,000 units in Cue Resources Limited, a company with extensive mineral exploration interests in Paraguay, at a cost of CA$ 989,000, approximately £565,000; each unit consists of one common share and one warrant entitling the holder to subscribe for one additional share at CA$ 0.15 for two years from 1 November 2009. The warrants contain a provision which provides for mandatory exercise or lapse of the warrants in the event that the share price trades above CA$ 0.30 for a period of 20 trading days. The Company's current interest amounts to 13.91% of the shares in issue.

Mineras Four Points SA

- On 8 June 2010, the Company entered into a funding and co-operation agreement with Mineras Four Points SA, Columbia ("MFP"), the effective date of which was 7 July 2010, since when the Company has procured a bank loan for MFP amounting to US$ 2,000,000. The loan carries interest at the rate of 5% per annum on the average outstanding amount and is repayable by 30 June 2013.
- The loan and interest payments under the agreement are guaranteed through a back to back loan with the advancing bank; the Company has been granted charges over the gold production of MFP and over the existing share capital of MFP.
- The loan was advanced to enable MFP to fully refurbish the plant and equipment at its El Limon mine. In addition to loan interest, the Company acquired options to purchase from Juan Camilo Florez Ramirez, the holder of 80% of the equity and the operational manager, the following shares in MFP:
  - 50% at a cost of US$ 6,500,000
  - 1% at a cost of US$ 1,000,000.
- The Company has no management rights but provides technical advice for which during the three years of the loan it receives fees amounting to US$ 200,000 per quarter rising to US$ 350,000 per quarter during the course of the three year period.
- The Company will not exercise its options until the El Limon mine has been refurbished to an acceptable standard and is producing gold in accordance with the agreed objectives. In the meantime, the loan is secured against the gold production.
- On 3 November 2010, a further secured loan of US$ 250,000 was made and on 10 November further loan facilities not to exceed US$ 250,000 were agreed in order to enable a second mine to be commissioned and to meet the working capital requirements during the commissioning period as set out in Note 23, Events after the reporting period. These loans carry interest at the rate of 6% per annum on the average outstanding amount but reduced by 1% to 5% per annum if all outstanding amounts under the second agreement are repaid by 31 January 2011.
- On 10 November 2010, the Company entered into a further agreement under which it MFP may draw down a further sum of US$ 500,000, making a total of US$ 3,000,000. If used, this further facility is repayable within four months of the first draw down and carries interest at the rate of 6% per annum on the average outstanding amount. Furthermore, for each US$ 100,000 drawn down up to US$ 200,000, the Company is entitled to a warrant with the right for a period of one year to subscribe for 1% of the enlarged issued share capital of MFP at a cost of US$ 100,000 and for each additional US$ 100,000 drawn down up to US$ 300,000, the Company is entitled to a warrant with the right for a period of one year to subscribe for 1.5% of the enlarged issued share capital of MFP at a cost of US$ 100,000.

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

22. Significant Agreements and Transactions (continued)

Ascot Mining plc

- On 18 November 2010, the Company invested £1,500,000 in a loan note redeemable in 2015 bearing interest at the rate of 10% per annum and with conversion rights into ordinary shares at 20 pence per share issued by Ascot Mining plc, a company with gold producing interests in Costa Rica. Note 22, Post balance sheet events sets out further detail.

  On 18 November 2010, the Company agreed to subscribe for £1,500,000 Loan Notes in Ascot Mining plc carrying a 10% coupon, redeemable on 18 November 2015 and convertible to 7,500,000 new Ordinary shares at the rate of 20 pence per share at any time up to the redemption date. In addition, the Company has received warrants to subscribe for a further 10,500,000 new Ordinary shares in Ascot Mining plc at a price of 20 pence at any time up to 18 November 2015. Of the warrants received, the Company has immediately exercised warrants over 1,000,000 shares at a cost of £200,000.

SEDA Backed Loan

- On 30 April 2009, the Company entered into a standby equity distribution agreement with YA Global Master SPV Limited advised by Yorkville Advisors LLC under which the Company has the right to draw down £3m at market related prices and in share turnover related amounts over 32 months expiring on 31 December 2011 against issues of the Company's new shares.
- The Company first exercised this facility on 26 October 2009.
- By 30 June 2010, the Company had raised £560,000 by the issue of 39,844,520 Ordinary shares.
- By 21 December 2010, the Company had raised £2,552,931.37 by the issue of 99,724,493 Ordinary shares in all.
- On 19 November 2010, the existing SEDA agreement was cancelled and a new agreement providing a facility under which YA Global Master SPV LLC has agreed to subscribe in tranches for up to a maximum of £10,500,000 of the Company's Ordinary shares of 0.1 pence over a period of 36 months. Subscriptions will be at a price calculated by reference to the market price at the time of subscription and will take place at timings and intervals determined by the Company subject to certain limitations.
- On 16 September 2010, the Company entered into a new loan agreement with YA Global Master SPV LLC under which it has borrowed US$ 1,200,000. The loan carried interest at the rate of 12% per annum and was repayable in full by 31 January 2011. The loan was secured over 18,188,709 ordinary shares in Jupiter Mines Limited.
- On 29 November 2010, the Company entered into a further loan agreement with YA Global Master SPV LLC under which it has borrowed US$ 3,000,000. The loan agreement entered into on 16 September 2010 was cancelled and the sum of US$611,520, being the principal amount due plus all interest accrued, deducted from proceeds payable under the new loan. The loan carries interest at the rate of 12% per annum and is repayable in five instalments the last of which is due on 3 May 2011. The loan is secured over 21,266,540 ordinary shares in Jupiter Mines Limited.

23. Related Party Transactions

- Condorex Limited, a company of which Andrew Bell is a director, has executed a consulting agreement under which it provided the services of Andrew Bell until 31 July 2009; this was replaced from 1 August 2009 by a similar agreement with General Mining Limited.
- On 1 July 2006, the Company agreed with Regency Mines plc, a company of which the directors Andrew Bell and John Watkins are also directors, to enter into a sub licence agreement and share the rental, service costs and other outgoings of an office including administrative staff at 115 Eastbourne Mews London W2 6LQ with Regency Mines plc and Greatland Gold plc, companies of which Andrew Bell and John Watkins are also directors. This agreement has been effective throughout the year; a 15% service charge is payable in addition to a share of the costs. The total cost to the Company during the year was £63,558 (2009: £81,951), of which £16,800 represented the Company's share of the office rent and the balance services provided (2009: £16,800).
- In addition, professional staff employed by Regency Mines plc are sub-contracted to the Company to work on specific assignments as necessary. During the year, the total inclusive of a 15% service charge but before the addition of VAT were £244,013 (2009: £181,888).
- The costs incurred on behalf of the Company by Regency Mines plc are invoiced at each month end and settled as soon as may be possible. By agreement, the Company pays interest at the rate of 0.5% per month on all balances outstanding at each month end until they are settled. The total charge for the year was £320 (2009 at 0.5% per month: £7,292).
- During the year, the Company paid liabilities amounting to £nil (2009: £95) on behalf of Range Mines Limited, a company of which Andrew Bell was director and in which the Company held 41.5% of the equity; during the period Range Mines Limited was dissolved. The amount owed by Range Mines of £48,828 and the Company's investment of £19,303 were both written off in the year (2009: nil written off).

23. Related Party Transactions (continued)

- Purchase of a XRF analyser for £7,000 from Lisungwe Mineral Resources Limited, the Malawian wholly owned subsidiary of Lisungwe plc, a company of which John Watkins is a director.
- During the year, the Company subscribed for Ordinary shares in Regency Mines plc, a company of which Messrs Andrew Bell and John Watkins are directors as follows:
  - 29 September 2009 900,000 shares at 2.1216 pence per share for a total consideration of £19,094;
  - 29 June 2010 4,500,000 shares at 1.1 pence per share for a total consideration of £49.500.
- On 17 September 2010, the Company subscribed for 12,500,000 shares in Regency Mines plc at 1.1 pence per share for a total consideration of £137,500.
- As a consequence of these subscriptions, the Company held 17.900,000 shares in Regency Mines plc as at 7 December 2010.

24. Events After the Reporting Period

For the sake of completeness and of clarity, some events after the reporting period are also referred to in Note 22, Significant Agreements and Transactions, above.

Issues of New Shares for Cash

- On 7 July 2010, the Company issued 15,042,190 new Ordinary shares at 1.615 pence per share for a total consideration of £242,931.37.
- On 12 August 2010, the Company issued 13,723,094 new Ordinary shares at 2.1860959 pence per share for a total consideration of £300,000.
- On 20 August 2010, the Company issued 15,000,000 new Ordinary shares at 2.05 pence per share for a total consideration of £307,500.
- On 13 September 2010, the Company issued 14,314,689 new Ordinary shares at 2.25 pence per share for a total consideration of £327,000.
- On 27 September 2010, the Company issued 1,400,000 new Ordinary shares at 1.25 pence per share for a total consideration of £17,500 following the exercise of share options.
- On 28 September 2010, the Company issued 10,000,000 new Ordinary shares at 6 pence per share for a total consideration of £600,000.
- On 1 October 2010, the Company issued 998,460 new Ordinary shares at 6 pence per share for a total consideration of £59,907.60.
- On 11 October 2010, the Company issued 20,000,000 new Ordinary shares at 6 pence per share for a total consideration of £1,200,000.
- On 11 October 2010 and in compliance with an earlier commitment, the Company issued 1,007,143 new Ordinary shares at 2.1 pence per share for a total consideration of £21,150.
- On 11 October 2010, the Company issued 150,000 new Ordinary shares at 1.25 pence per share for a total consideration of £1,875 following the exercise of share options.
- On 14 December 2010, the Company issued 2,666,667 new Ordinary shares at 15 pence per share for a total consideration of £400,000.

As a consequence of these share issues, at 15 December 2010, the Company had 678,211,050 shares in issue.

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

24. Events After the Reporting Period (continued)

Issue of Share Options

On 22 September 2010, the following options over ordinary shares in the company were issued:

- Options over 6,000,000 Ordinary shares were granted to Manoli Yannaghas exercisable at 2.4226 pence per share, being the average closing price on AIM in the 30 days preceding grant, and expire on the fifth anniversary of grant on the following further conditions:
  - 2,000,000 vesting on grant;
  - 2,000,000 vesting on the commissioning of the 100tpd capacity processing plant at the El Limon mine in Columbia by 31 December 2010;
  - 2,000,000 vesting on the earlier exercise of the Company's options to acquire shares in Mineras Four Points SA ("Mineras") or upon repayment in full of all loans made to Mineras;
  - Unexercised options to expire 30 days after the cessation of employment.
- Options over 3,250,000 ordinary shares were granted to Andrew Bell and options over 1,000,000 ordinary shares were granted to Manoli Yannaghas on the following conditions:
  - One half of all options to vest on grant;
  - One half of all options to vest one year after date of grant;
  - Exercise price of 3.2 pence per share;
  - Unexercised options to expire 30 days after the cessation of employment.

Jupiter Mines Limited

On 12 August 2010, the shareholders of Jupiter Mines Limited ("JMS") approved a transaction whereby JMS would acquire a 49.9% interest in the Tshipi manganese project in South Africa, for a consideration of AUD 245,000,000 and the assumption of AUD 10,192,034 in shareholder loans, from a consortium of investors including Pallinghurst Resources Limited, American Metals and Coal International, POSCO, Energy and Mining Group, and Investec Limited. On 8 November 2010 the acquisition was completed, and in consequence the issued share capital of JMS has increased from 369,786,471 shares to 1,602,150,501 shares.

Kansai Mining Corporation Limited and Mid-Migori Mining Company Limited, Kenya

On 30 September 2010, an announcement was made by Kansai Mining Corporation Limited ("Kansai") that it had reached agreement with IPCM, an international private equity group, to sell Kansai's interests in two of its subsidiary companies, Mid-Migori Mining Company Limited ("MMM") and Compania Minera Adamantine CA for a total cash consideration of Canadian $40,000,000; the agreement is subject *inter alia* to Kansai and regulatory approvals. The Company holds 10,000,000 shares and a conditional option to acquire an interest in a further 29,629,000 existing shares in Kansai for a consideration of CA$ 10 bringing the total interest to 35.2% of the Kansai share capital. Conditional upon necessary approvals, the Company expects its share to generate CA$ 10,898,000.

The Company's 15% interest in MMM is unaffected by the Kansai IPCM agreement.

A further 45% interest in MMM is due to be issued upon completion of a bankable feasibility study on the Migori gold project by September 2015.

24. Events After the Reporting Period (continued)

Mineras Four Points SA

Pursuant to the funding and co-operation agreement with Mineras Four Points SA, Columbia ("MFP") details of which are set out in Note 22, Significant agreements, loan advances were made as follows:

- US$ 800,000 on 1 July 2010;
- US$ 200,000 on 2 July 2010;
- US$ 300,000 on 31 August 2010;
- US$ 200,000 on 17 September 2010;
- US$ 100,000 on 21 September 2010;
- US$ 400,000 on 29 September 2010;
- US$ 250,000 on 3 November 2010;
- US$ 250,000 on 12 November 2010;
- US$ 200,000 on 7 December 2010;
- US$ 250,000 on 21 December 2010.

The total advanced to 21 December 2010 is US$ 2,950,000.

Ascot Mining plc

On 18 November 2010, the Company agreed to subscribe for £1,500,000 Loan Notes in Ascot Mining plc carrying a 10% coupon, redeemable on 18 November 2015 and convertible to 7,500,000 new Ordinary shares at the rate of 20 pence per share at any time up to the redemption date.

In addition, the Company has received warrants to subscribe for a further 10,500,000 new Ordinary shares in Ascot Mining plc at a price of 20 pence at any time up to 18 November 2015. Of the warrants received, the Company has immediately exercised warrants over 1,000,000 shares at a cost of £200,000.

Notice of General Meeting

On 17 November 2010, the Company issued notice of a General Meeting of Shareholders to be held on 3 December 2010 for the purpose of seeking approval to allot equity securities up to an aggregate nominal amount of £250,000 and to ratify the issue by the Directors of equity securities on various dates from 12 August 2010 to 8 October 2010 and to confirm that such issues were in the best interests of the Company.

Notice of Annual General Meeting

On 6 December 2010, the Company issued notice of an Annual General Meeting of Shareholders to be held on 30 December 2010 for the purpose of dealing with the usual business applicable at such a meeting.

In view of the extreme delay in completing the audit, the first resolution before Shareholders, namely the receipt of the Report and Financial Statements for the year ended 30 June 2010 will be adjourned to a later date.

Notes to the Financial Statements
for the year ended 30 June 2010 (continued)

25. Commitments
As at 30 June 2010, the Company had entered into the following commitments:

- Exploration commitments: Ongoing exploration expenditure is required to maintain title to the Group mineral exploration permits. No provision has been made in the financial statements for these amounts as the expenditure is expected to be fulfilled in the normal course of the operations of the Group.
- Under the terms of the Joint Venture, Purchase and Sale Agreement entered into in August 2009 between the Company and Kansai Mining Corporation Limited, the Company is required to act as manager of the tenements held by Mid-Migori Mining Company Limited in Kenya, pay the costs of exploration and other costs other than the costs of license renewal and rents, and keep the tenements in good standing.
- The Company has committed to provide loan finance in stages of amounts not to exceed USD 2,000,000 to Mineras Four Points SA ("MFP") to enable MFP to refurbish its El Limon gold mine in Columbia and to bring it into production. As set out in Note 23 below, on 10 November 2010, additional loan facilities up to a maximum of USD 1,000,000 were agreed to enable commissioning of the second mine and provide for working capital. The refurbished mine is expected to commence production before the end of 2010 with all loans fully repaid by 30 June 2013.
- On 27 June 2006, the Company entered into sub-licence agreements with Regency Mines plc under which, together with Greatland Gold plc, it agreed to share the rental, service costs and other outgoings of the office at 115 Eastbourne Mews London W2 6LQ. From 1 January 2008 until 30 June 2010, the Company's agreed share of the total costs is 40%; from 1 July 2010, the share was increased to 60%. The costs likely to be incurred during the notice period of two months are estimated at £22,000.

26. Control
There is considered to be no controlling party. Whereas Regency Mines plc originally held a controlling interest, this was reduced to below 50% during the year to 30 June 2007, since when it has been progressively reduced to 24.25% as at 30 June 2010 and reduced further to 20.96% as at 7 December 2010.

Notice of Adjourned Annual General Meeting

The 2010 Annual General Meeting of Red Rock Resources plc (the "Company") was convened and held on Thursday 30 December 2010. However, consideration of resolution 1, to receive the report of the Directors and the audited financial statements of the Company for the year ended 30 June 2010 was adjourned because the report had not been delivered to Members in sufficient time.

Accordingly, notice is hereby given that the Adjourned Annual General Meeting of the Company will be held at 115 Eastbourne Mews, London W2 6LQ on Tuesday 15 February 2011 at 11.00 am for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution.

ORDINARY BUSINESS

1. To receive the report of the Directors and the audited financial statements of the Company for the year ended 30 June 2010.

If you are a registered holder of Ordinary Shares in the Company, whether or not you are able to attend the meeting, you may use the enclosed form of proxy to appoint one or more persons to attend and vote on a poll on your behalf. A proxy need not be a member of the Company.

A form of proxy is provided.

This may be sent by facsimile transfer to 01252 719 232 or by mail using the reply paid card to:

The Company Secretary
Red Rock Resources plc
c/o Share Registrars Limited
Suite E, First Floor
9 Lion and Lamb Yard
Farnham
Surrey GU9 7LL

In either case, the signed proxy must be received no later than 48 hours (excluding non-business days) before the time of the meeting, or any adjournment thereof.

Registered Office:	By order of the Board
Third Floor 55 Gower Street London WC1E 6HQ	Stephen Ronaldson Company Secretary

10 January 2011

Registered in England and Wales Number: 5225394

Notice of Adjourned Annual General Meeting
(continued)

Notes to the Notice of General Meeting

Entitlement to Attend and Vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting shall be entitled to attend and vote at the Meeting.

Appointment of Proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the registrars of the Company, Share Registrars Limited on 01252 821 390.

5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of Proxy Using Hard Copy Proxy Form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

   To appoint a proxy using the proxy form, the form must be:

   - completed and signed;
   - sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232; and
   - received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

   In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

   Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of Proxy by Joint Members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing Proxy Instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

   Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited on 01252 821 390.

   If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of Proxy Appointments

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

   By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

   In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

   If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

   Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued Shares and Total Voting Rights

10. As at 31 December 2010, the Company's issued share capital comprised 539,192,891 Ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 31 December 2010 is 539,192,891.

Communications with the Company

11. Except as provided above, members who have general queries about the Meeting should telephone Rasa Vaitkute on 020 7402 4580 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

CREST

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.

    CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

    In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via euroclear.com/CREST).

    The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA36) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

Notice of Adjourned Annual General Meeting
(continued)

Notes to the Notice of General Meeting (continued)

CREST (continued)

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Notes to the Proxy Form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please contact the registrars of the Company, Share Registrars Limited, on 01252 821 390.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
   - completed and signed;
   - sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL; and
   - received by Share Registrars Limited no later than 48 hours (excluding non-business days) before the time of the meeting.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

REDROCK RESOURCES

www.rrrplc.com