

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## RED METAL RESOURCES, LTD.

**Form: 8-K**

**Date Filed: 2013-04-12**

Corporate Issuer CIK:	1358654
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

April 9, 2013

Date of Report (Date of earliest event reported)

RED METAL RESOURCES LTD.

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of incorporation)

000-52055

(Commission File  
Number)

20-2138504

(IRS Employer Identification No.)

195 Park Avenue  
Thunder Bay  
Ontario, Canada

(Address of principal executive offices)

P7B 1B9

(Zip Code)

1 (807) 345-5380

Registrant's telephone number, including area code

NOT APPLICABLE

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

\_\_\_ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

\_\_\_ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

\_\_\_ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

\_\_\_ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**ITEM 1.01 EXTENSION OF A MATERIAL DEFINITIVE AGREEMENT**

On February 14, 2013 Red Metal Resources Ltd. (the "Company") filed a Current Report on Form 8-K disclosing that on February 11, 2013 the Company's subsidiary, Minera Polymet Limitada ("Polymet"), had entered into a Memorandum of Understanding ("MOU") with Geoactiva Spa, ("Geoactiva"). Pursuant to the MOU Geoactiva was granted the right to acquire 100% of the mining concessions group named "Perth" through the execution of a mining option purchase agreement (the "Option Agreement"). The MOU permitted Geoactiva to conduct a due diligence investigation for a period of 60 days. On April 9, 2013, Polymet agreed to extend the due diligence investigation period for an additional 30 days, therefore, the due diligence investigation period will now expire on May 12, 2013. Unless another agreement is entered into between the parties, if Geoactiva fails to enter into the Option Agreement prior to the end of the due diligence investigation period, the right to purchase the mining concessions will expire.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10.1	Extension of Memorandum of Understanding between Geoactiva Spa and Minera Polymet Limitada
99.1	News Release dated April 11, 2013

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**RED METAL RESOURCES LTD.**

Date: April 10, 2013

By: s/Caitlin Jeffs

Name: Caitlin Jeffs

Title: Chief Executive Officer and President

**EXTENSION**  
**OF**  
**MINUTES OF UNDERSTANDING**  
**BETWEEN**  
**GEOACTIVA SPA**  
**AND**  
**MINERA POLYMET LIMITADA**

In Santiago, Chile, on April 9, 2013, appear: on the one hand, **GEOACTIVA SPA**, a mining company, taxpayer's identification number 76,158,615-7 duly represented, as shall be evidenced, by Juan Paulo Bambach Salvatore, Chilean, lawyer, married, national identification number 7,010,465-2 and Nicolás Noguera Correa, Chilean, engineer, married, national identification number 13,471,180-9, all domiciled at Presidente Riesco Street number 5335, 21<sup>st</sup> Floor, office 2104, Las Condes, Santiago, hereinafter also "Geoactiva" or the "Beneficiary" and, on the other, **MINERA POLYMET LIMITADA**, a mining company, taxpayer's identification number 76,975,260-9, duly represented, as shall be evidenced, by Mr. Kevin Mitchell, Canadian, businessman, married, national identification number 14,498,917-1, both domiciled at Baldomero Lillo N° 3260, Vallenar, hereinafter also the "Proprietor" and all the aforementioned jointly referred to as the "Parties" and individually as a "Party", have agreed upon the following :

**WHEREAS,**

- On February 11<sup>th</sup>, 2013, the Proprietor and Geoactiva executed a private document – the "Minutes of Understanding" or "MoU" – regulating their common interest in the execution of a mining option to purchase agreement - the "Option Agreement" - regarding a group of mining concessions named "Perth", located in Cachina Grande, Province of Huasco, Third Region, Chile - the "Mining Concessions" - all of the foregoing in the terms and conditions set forth therein.
- According to the MoU, Geoactiva will carry out a legal review of all Mining Concessions' titles within in a term of **60 days** counted as of the date of execution of said MoU (the "Due Diligence Period"). Before the expiration of said term, Beneficiary shall communicate to the Proprietor of its intention of continuing with the acquisition of the Mining Concessions.

**FIRST: Extension.**

The Parties hereby agree to extend the aforementioned Due Diligence Period in an additional 30 days, this is, the Due Diligence Period will be of a total **90 days** term counted from February 11<sup>th</sup>, 2013, therefore expiring on **May 12<sup>th</sup>, 2013**.

**SECOND: Validity.**

In everything that has not been modified by the present instrument, the MoU remains fully in force.

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**THIRD: Legal capacities.**

The legal capacity of Mr. Nicolás Noguera Correa and Mr. Juan Paulo Bambach to act on behalf of Geoactiva, is evidenced in public deed dated September 6, 2012 granted in the Notary Office of Santiago of Ms. María Gloria Acharán Toledo. The legal capacity of Mr. Kevin Robert Michel to act on behalf of MINERA POLYMET LIMITADA is evidenced in public deed dated July 17<sup>th</sup>, 2007, granted in the Notary Office of Mr. Ricardo Olivares.

In witness whereof, the Parties sign this document in two identical copies.

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NICOLÁS NOGUERA CORREA

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JUAN PAULO BAMBACH SALVATORE

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KEVIN ROBERT MITCHEL  
P.P. MINERA POLYMET LIMITADA



## Red Metal Resources Grants Extension to Geoactiva

**THUNDER BAY, ON and VALLENAR, CHILE, April 11, 2013**

On February 14, 2013 Red Metal Resources Ltd. (OTCBB:RMES) announced that on February 11, 2013 the Company's subsidiary, Minera Polymet Limitada, had entered into a Memorandum of Understanding ("MOU") with Geoactiva Spa, ("Geoactiva"). Pursuant to the MOU Geoactiva was granted the right to acquire 100% of the mining concessions group named "Perth" through the execution of a mining option purchase agreement whereby Geoactiva intends to acquire the option to earn 100% interest in the Perth property. To earn 100%, Geoactiva will be required to make payments totaling US\$1,000,000 and incur a total of US\$3,500,000 in exploration expenditures over a period of four years. The MOU permitted Geoactiva to conduct a due diligence investigation for a period of 60 days. On April 9, 2013, Polymet agreed to extend the due diligence investigation period for an additional 30 days, therefore, the due diligence investigation period will now expire on May 12, 2013. Unless another agreement is entered into between the parties, if Geoactiva fails to enter into the Option Agreement prior to the end of the due diligence investigation period, the right to purchase the mining concessions will expire.

Geoactiva is a part of Minería Activa, a private equity group focused on mining in Chile. The Minería Activa group manages projects from exploration to production stage using their in-house team of geologists and mining engineers.

Caitlin Jeffs, P. Geo., President & CEO of Red Metal, the project's Qualified Person as defined in NI 43-101, has reviewed and approved the contents of this news release.

### **About Red Metal Resources Ltd.**

Red Metal Resources is a mineral exploration company focused on aggressive growth through acquiring, exploring and developing copper-gold assets in Chile. Our projects are located in the prolific Candelaria iron oxide copper-gold (IOCG) belt of Chile's coastal Cordillera, host to Freeport-McMoRan's Candelaria Mine and Anglo American's Mantoverde Mine. Red Metal is a fully reporting US public company quoted on the OTCQB under the symbol RMES. For more information, visit [www.redmetalresources.com](http://www.redmetalresources.com).

Except for the statements of historical fact, the information contained herein is of a forward-looking nature. Such forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievement of the company to be materially different from any future results, performance or achievements expressed or implied by statements containing forward-looking information. Accordingly, you should not place undue reliance on statements containing forward looking information. The U.S. Securities and Exchange Commission permits mining companies, in their filings with the SEC, to disclose only those mineral deposits that a company can economically and legally extract or produce. We may use certain terms in our press releases, such as "measured," "indicated," and "inferred" resources, which the SEC guidelines generally prohibit companies from including in their filings with the SEC. Investors are urged to consider closely the disclosure in our Form 10-K, which may be obtained from us, or from the SEC website.

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Contact:

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