

T2 Resources Fund Pty Limited
624 330 696
Notice of intention to make a takeover bid

To: Realm Resources Limited
ASX Limited

9 February 2018

**T2 RESOURCES FUND PTY LIMITED GIVES NOTICE OF ITS INTENTION TO MAKE A
TAKEOVER OFFER FOR REALM RESOURCES LIMITED**

- All cash takeover of \$0.90 per Realm share for all shares not already owned by the Bidder
- Certain liquidity option for Realm shareholders with very limited customary conditions

Transaction details

T2 Resources Fund Pty Limited (**Bidder**) today announces an intention to make an off-market takeover bid (**Offer**) for all of the issued shares in Realm Resources Limited (**Realm**) that it does not already own for \$0.90 cash per share (**Offer Price**).

The Bidder will make the bid on behalf of Taurus Resources No 2, L.P. (**Taurus LP**) and Taurus Resources No. 2 Trust (**T2 Trust**) who together own 85.16% of the issued share capital of Realm.

Background to Offer

As the shareholders are aware, the ordinary shares in Realm continue to be suspended (having been suspended from trading since 13 September 2016 with the exception of a short trading window in mid-2017).

In light of the suspension and its assessment of the current value of Realm, the Bidder intends to make the Offer in order to give shareholders an alternative, guaranteed liquidity option to exit their investment in Ream.

Conditions

The Offer will be subject to the limited conditions set out in the schedule. This includes:

- no customary "prescribed occurrences" occurring including the issuance of any equity;
- all existing employee options are cancelled prior to close of the offer period; and
- no employee shares remain unvested at the end of the offer period.

Bidder's Statement

The Bidder intends to lodge its bidder's statement with ASIC, Realm and ASX within 2 months. The bidder's statement will contain detailed information relevant to the Offer, including how to accept. The bidder's statement is expected to be sent to Realm shareholders 14 days after the date of lodgement with ASIC.

Yours faithfully,



Martin Boland
Director
T2 Resources Fund Pty Limited

Schedule: Conditions

- (a) **(prescribed occurrences)** that during the period from 9 February to the end of the offer period (**Offer Period**), none of the following events happen:
- (i) Realm converts all or any of its shares into a larger or smaller number of shares;
 - (ii) Realm or any of its subsidiaries (being the **Realm Group**) resolves to reduce its share capital in any way;
 - (iii) a member of the Realm Group:
 - (A) enters into a buy-back agreement; or
 - (B) resolves to approve the terms of a buy-back agreement under section 257C(1) or section 257D(1) of the Corporations Act;
 - (iv) a member of the Realm Group issues shares, or grants an option over its shares, or agrees to make such an issue or grant such an option (including under any employee share or option plan);
 - (v) a member of the Realm Group issues, or agrees to issue, convertible notes;
 - (vi) a member of the Realm Group disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property;
 - (vii) a member of the Realm Group charges, or agrees to charge, the whole, or a substantial part, of its business or property;
 - (viii) a member of the Realm Group resolves to be wound up;
 - (ix) a liquidator or provisional liquidator of a member of the Realm Group is appointed;
 - (x) a court makes an order for the winding up of a member of the Realm Group;
 - (xi) an administrator of a member of the Realm Group is appointed under sections 436A, 436B or 436C of the Corporations Act;
 - (xii) a member of the Realm Group executes a deed of company arrangement; or
 - (xiii) a receiver or a receiver and manager is appointed in relation to the whole, or a substantial part, of the property of a member of the Realm Group other than by a member of the Bidder Group.
- (b) **(Employee Securities)** prior to the end of the Offer Period:
- (i) the entitlement to shares under any employee options on issue are cancelled;
and
 - (ii) no shares under employee share plans remain unvested.