

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

RCR Tomlinson Ltd ("Company")

ABN

81 008 898 486

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares ("Shares") |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Approximately 100,216,997 new Shares are expected to be issued pursuant to an underwritten pro-rata accelerated non-renounceable entitlement offer announced to ASX on 28 August 2018 ("Entitlement Offer"). The Entitlement Offer consists of an institutional component ("Institutional Entitlement Offer") and a retail component ("Retail Entitlement Offer"). The final number of new Shares between the Institutional Entitlement Offer and Retail Entitlement Offer is still to be finalised and is subject to the reconciliation of shareholder entitlements and rounding. |

+ See chapter 19 for defined terms.

3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	100,216,997 Shares at an issue price of \$1.00 per Share.
4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes, the Shares will rank equally in all respects with the existing fully paid ordinary shares in the Company from the date of issue.
5	Issue price or consideration	\$1.00 per Share under the Entitlement Offer
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The underwritten Entitlement Offer will enable the Company to avoid the risk of breaching financial covenants under its syndicated facility agreement following release of its FY18 results. The proceeds of the Entitlement Offer and the extension of working capital facilities will be used to: • replace cash related to cumulative write-downs; • support the delivery of 'alliance style' contracts, which typically have a higher degree of margin predictability, but require additional working capital; • enhance RCR's ability to manage working capital requirements; and • fund transaction costs.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
6f	Number of +securities issued under an exception in rule 7.2	Approximately 100,216,997 Shares
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable

+ See chapter 19 for defined terms.

7 ⁺Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

5 September 2018 in respect of the Institutional Entitlement Offer and 26 September 2018 in respect of the Retail Entitlement Offer.

8 Number and ⁺class of all ⁺securities quoted on ASX (*including* the ⁺securities in section 2 if applicable)

Number	⁺ Class
After the completion of the Entitlement Offer, there will be approximately 265,575,041 Shares on issue (based on 165,358,044 Shares on issue as at the date of this Appendix 3B and the new 100,216,997 Shares which will be issued under the Entitlement Offer).	Fully Paid Ordinary Shares

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	1,073,000
		Performance Rights vesting 30 August 2018, but expiring 29 June 2031 to 14 July 2031 (RCRAQ)
		950,400
		Performance Rights vesting 30 August 2019, but expiring 20 February 2032 (RCRAQ)
		686,100
		Performance Rights vesting 31 August 2020, but expiring 3 April 2033 (RCRAQ)
		75,000
		Performance Rights vested but expiring 2 November 2031. (RCRAQ).
		100,000
		Performance Rights vesting, 1 March 2019 and 1 March 2020 but expiring 2 November 2031.(RCRAQ).
Note that since the last Appendix 3B: Performance Rights (RCRAQ) 1,730,404 have lapsed.		
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company's dividend policy will apply to the Shares.

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 for 1.65
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	7:00pm (Sydney time), 30 August 2018
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	Rounded up to the nearest whole number of Shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	For the Retail Entitlement Offer, all countries other than Australia and New Zealand. For the Institutional Entitlement Offer, all countries other than Australia, New Zealand, Hong Kong, Ireland, Luxembourg, Norway, Singapore, Sweden, Switzerland, United Arab Emirates (excluding the Dubai International Financial Centre) and the United Kingdom.
19	Closing date for receipt of acceptances or renunciations	29 August 2018, in respect of the Institutional Entitlement Offer. 19 September 2018, in respect of the Retail Entitlement Offer.
20	Names of any underwriters	Macquarie Capital (Australia) Limited (ABN 79 123 199 548)
21	Amount of any underwriting fee or commission	For each of the Institutional Entitlement Offer and the Retail Entitlement Offer the underwriting fee equal of 4% and a management fee of 1% of the Institutional Entitlement Offer proceeds and Retail Entitlement Offer proceeds respectively.
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Prospectus will be lodged with ASIC on 28 August 2018. Prospectus (together with entitlement and acceptance forms) will be dispatched to eligible shareholders on or about 3 September August 2018.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable

See chapter 19 for defined terms.

28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	⁺ Issue date	5 September 2018 in respect of the Institutional Entitlement Offer and 26 September 2018 in respect of the Retail Entitlement Offer.

Part 3 - Quotation of securities –

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

⁺ See chapter 19 for defined terms.

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

Not applicable

39 +Class of +securities for which quotation is sought

Not applicable

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

Not applicable

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class
Not applicable	Not applicable

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Darryl Edwards
Company Secretary

Date: 28 August 2018

+ See chapter 19 for defined terms.