RPMGLOBAL

Announcement

7 June 2019

GRANT, VESTING AND LAPSE OF OPTIONS ISSUED PURSUANT TO EMPLOYEE SHARE OPTION PLAN

RPMGlobal Holdings Limited (ASX: RUL) (the ***Company***) hereby advises, that in accordance with Listing Rule 3.10, it has issued 300,000 new options to a new key manager under the Company's long term incentive plan, 600,001 options previously granted to other key managers have lapsed as a result of the vesting conditions not being met and 96,665 options previously granted to other key managers of the Company on 8 June 2017 will vest tomorrow (8 June 2019) and thereafter will be capable of being exercised at $0.57 per option:

Grant Date	Number of Options Granted	Number of Options Lapsed	Expiry Date	Exercise Price	Total Options on Issue
Previous grants:					
31 October 2014			31 October 2019	61 cents	100,000 (1)
3 March 2015			3 March 2020	59 cents	3,681,000 (1)
15 July 2015			15 July 2020	57 cents	100,000 (1)
8 September 2015			8 September 2020	56 cents	2,995,000 (1)
29 August 2016			29 August 2021	49 cents	125,000 (2)
29 November 2016			29 November 2021	54 cents	500,000 (3)
9 February 2017		(33,334)	9 February 2022	59 cents	2,396,666 (4)
8 June 2017			8 June 2022	57 cents	290,000 (5)
31 October 2017		(366,667)	31 October 2022	77 cents	2,654,999 (6)
15 March 2018			15 March 2023	67 cents	420,000 (7)
13 September 2018		(100,000)	13 September 2023	61 cents	3,405,166
14 December 2018			14 December 2023	58 cents	893,000
15 March 2019		(100,000)	15 March 2024	58 cents	1,280,000
Subtotal					**18,840,831**
New grant:					
7 June 2019	300,000		7 June 2024	60 cents	300,000
Total					**19,140,831**

(1) *Options are currently vested and capable of being exercised at the discretion of the option-holders and expiring at the dates specified above (subject to Plan Rules).*

(2) *comprising 83,333 options currently vested and capable of being exercised and 41,667 options capable of being exercised (subject to Plan Rules) only after 29 August 2019.*

(3) *comprising 333,330 options currently vested and capable of being exercised and 166,670 options capable of being exercised (subject to Plan Rules) only after 29 November 2019.*

(4) *comprising 1,619,978 options currently vested and capable of being exercised and 776,688 options capable of being exercised (subject to Plan Rules) only after 9 February 2020.*

(5) *comprising 193,330 options vested and capable of being exercised (after 8 June 2019) and 96,670 options capable of being exercised (subject to Plan Rules) only after 8 June 2020.*

(6) *comprising 951,658 options capable of being exercised, 851,665 options capable of being exercised (subject to Plan Rules) only after 31 October 2019 and 851,676 options capable of being exercised (subject to Plan Rules) only after 31 October 2020.*

(7) *comprising 140,003 options capable of being exercised, 140,003 options capable of being exercised (subject to Plan Rules) only after 15 March 2020 and 139,994 options capable of being exercised (subject to Plan Rules) only after 15 March 2021.*

The total number of share options currently on issue by the Company is 19,140,831 which equates to approximately 8.85% of the current share capital of the Company. The above grant of options is further detailed in the Appendix 3B accompanying this announcement.

For further information please contact:

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About RPMGlobal Holdings Limited:

RPMGlobal Holdings Limited (ASX: RUL) [RPM] is a global leader in the provision and development of mining software solutions, advisory services and professional development. With history stretching back to 1968, RPM's experienced global team are the largest publicly traded independent group of technical experts in the world. Listed on the Australian Securities Exchange on 27 May 2008, RPM is a global leader in the provision of software solutions, advisory consulting and professional development solutions to the mining industry. We have global expertise achieved through our work in over 118 countries and our approach to the business of mining is strongly grounded in economic principles.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

RPMGlobal Holdings Limited

ABN

17 010 672 321

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	Options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	300,000 Options
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)	300,000 options over unissued ordinary shares in the Company at an exercise price of $0.60 per share. The options are subject to vesting conditions and expire on 7 June 2024 or as adjusted in accordance with the Plan.

+ See chapter 19 for defined terms.

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	On the exercise of options, the fully paid ordinary shares issued as a result will rank equally in all respects with existing ordinary shares
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Options granted under the RPMGlobal Holdings Limited Share Option Plan
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	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 October 2018
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

+ See chapter 19 for defined terms.

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	Not Applicable (Options)
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	32,455,379 (remaining capacity under ASX Listing Rule 7.1) 21,636,919 (remaining capacity under ASX Listing Rule 7.1A) 54,092,298 (total remaining capacity) (See attached Annexure 1 for detail)
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.	7 June 2019

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	216,369,197	Fully paid quoted ordinary shares

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	100,000	Options exercisable at $0.61 expiring 31/10/2019
		3,681,000	Options exercisable at $0.59 expiring 03/03/2020
		100,000	Options exercisable at $0.57 expiring 15/07/2020
		2,995,000	Options exercisable at $0.56 expiring 08/09/2020
		125,000	Options exercisable at $0.49 expiring 29/08/2021
		500,000	Options exercisable at $0.54 expiring 29/11/2021
		2,396,666	Options exercisable at $0.59 expiring 09/02/2022
		290,000	Options exercisable at $0.57 expiring 08/06/2022
		2,654,999	Options exercisable at $0.77 expiring 31/10/2022
		420,000	Options exercisable at $0.67 expiring 15/03/2023
		3,405,166	Options exercisable at $0.61 expiring 13/09/2023
		893,000	Options exercisable at $0.58 expiring 14/12/2023
		1,280,000	Options exercisable at $0.58 expiring 15/03/2024
		300,000	Options exercisable at $0.60 expiring 07/06/2024

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	On the exercise of options, same as policy on all existing quoted ordinary Shares

Part 2 - Pro rata issue

+ See chapter 19 for defined terms.

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the +securities will be offered	Not applicable
14	+Class of +securities to which the offer relates	Not applicable
15	+Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
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.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
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

+ See chapter 19 for defined terms.

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	Not applicable
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
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 *in full* through a broker?	Not applicable
31	How do security holders sell *part* 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	Not applicable

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

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

+ See chapter 19 for defined terms.

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

		Number	+Class
42	Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)	Not applicable	Not applicable

+ See chapter 19 for defined terms.

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.

Sign here: James O'Neill .... Date: ..07/06/2019.......
(Company secretary)

Print name: James O'Neill.

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	215,925,031
Add the following: • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period *Note:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	• 66,666 (exercise of options detailed under the Appendix 3B of 6 July 2018) – rule 7.2 exception 9 • 20,000 (exercise of options detailed under the Appendix 3B of 27 August 2018) – rule 7.2 exception 9 • 25,000 (exercise of options detailed under the Appendix 3B of 4 September 2018) – rule 7.2 exception 9 • 40,834 (exercise of options detailed under the Appendix 3B of 3 October 2018) – rule 7.2 exception 9 • 166,666 (exercise of options detailed under the Appendix 3B of 25 January 2019) – rule 7.2 exception 9 • 100,000 (exercise of options detailed under the Appendix 3B of 15 February 2019) – rule 7.2 exception 9 • 25,000 (exercise of options detailed under the Appendix 3B of 12 March 2019) – rule 7.2 exception 9
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	N/A

+ See chapter 19 for defined terms.

"A"	216,369,197

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	32,455,379
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	0
"C"	**0**
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	32,455,379
Subtract "C" *Note: number must be same as shown in Step 3*	0
Total ["A" x 0.15] – "C"	32,455,379 *[Note: this is the remaining placement capacity under rule 7.1]*

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" *Note: number must be same as shown in Step 1 of Part 1*	216,369,197
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	21,636,919
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A *Notes:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained* • *It may be useful to set out issues of securities on different dates as separate line items*	0
"E"	0

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	21,636,919
Subtract "E" *Note: number must be same as shown in Step 3*	0
Total ["A" x 0.10] – "E"	21,636,919 *Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.