# **Appendix 3B**

# Proposed issue of +securities

Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are proposing to issue a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. For offers where the +securities proposed to be issued are in an existing class of security, and the event timetable includes rights (or entitlement for non-renounceable issues), and deferred settlement trading or a representation of such, ASX requires the issuer to advise ASX of the ISIN code for the rights (or entitlement), and deferred settlement trading. This code will be different to the existing class. If the securities do not rank equally with the existing class, the same ISIN code will be used for that security to continue to be quoted while it does not rank.

Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

\*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

#### Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) give ASX the following information about a proposed issue of *securities and, if ASX agrees to *quote any of the *securities (including any rights) on a *deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules	Resolution Minerals Ltd
1.2	*Registration type and number  Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ABN 99 617 789 732
1.3	*ASX issuer code	RML
1.4	*This announcement is Tick whichever is applicable.	<ul> <li>☑ A new announcement</li> <li>☐ An update/amendment to a previous announcement</li> <li>☐ A cancellation of a previous announcement</li> </ul>
1.4a	*Reason for update Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.	Not applicable
1.4b	*Date of previous announcement to this update Mandatory only if "Update" ticked in Q1.4 above.	Not applicable

1.4c	*Reason for cancellation  Mandatory only if "Cancellation" ticked in Q1.4 above.	Not applicable
1.4d	*Date of previous announcement to this cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	Not applicable
1.5	*Date of this announcement	20 July 2020
1.6	*The proposed issue is:	☐ A +bonus issue (complete Parts 2 and 8)
	Note: You can select more than one type of issue (e.g. an offer of securities under a securities purchase	☐ A standard +pro rata issue (non-renounceable or renounceable) (complete Q1.6a and Parts 3 and 8)
	plan and a placement, however ASX may restrict certain events from being	☐ An accelerated offer (complete Q1.6b and Parts 3 and 8)
	announced concurrently). Please contact your ASX listings compliance adviser if you are unsure.	⊠ An offer of +securities under a +securities purchase plan (complete Parts 4 and 8)
	,	☐ A non-+pro rata offer of +securities under a +disclosure document or +PDS (complete Parts 5 and 8)
		☐ A non-+pro rata offer to wholesale investors under an information memorandum (complete Parts 6 and 8)
		□ A placement or other type of issue (complete Parts 7 and 8)
1.6a	*The proposed standard +pro	□ Non-renounceable
	rata issue is:  Answer this question if your response	□ Renounceable
	to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)."	Not applicable
	Select one item from the list	
	An issuer whose securities are currently suspended from trading cannot proceed with an entitlement offer that allows rights trading. If your securities are currently suspended, please consult your ASX listings compliance adviser before proceeding further.	
1.6b	*The proposed accelerated offer is:	☐ Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)
	Answer this question if your response to Q1.6 is "An accelerated offer"  Select one item from the list	☐ Accelerated renounceable entitlement offer (commonly known as an AREO)
	An issuer whose securities are currently suspended from trading	☐ Simultaneous accelerated renounceable entitlement offer (commonly known as a SAREO)
	cannot proceed with an entitlement offer that allows rights trading. If your securities are currently suspended, please consult your ASX listings compliance adviser before proceeding further.	☐ Accelerated renounceable entitlement offer with dual book-build structure (commonly known as a RAPIDS)
		☐ Accelerated renounceable entitlement offer with retail rights trading (commonly known as a PAITREO)

#### Part 2 – Details of proposed +bonus issue – deleted as not applicable

If your response to Q1.6 is "A bonus issue", please complete Parts 2A – 2D and the details of the securities proposed to be issued in Part 8. Refer to section 1 of Appendix 7A of the Listing Rules for the timetable for bonus issues.

#### Part 3 – Details of proposed entitlement offer – deleted as not applicable

If your response to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)" or "An accelerated offer", please complete parts 3A, 3F and 3G and the details of the securities proposed to be issued in Part 8. Please also complete Parts 3B and 3C if your response to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)" and Parts 3D and 3E if your response to Q1.6 is "An accelerated offer". Refer to sections 2,3,4,5 and 6 of Appendix 7A of the Listing Rules for the respective timetables for entitlement offers, including non-renounceable, renounceable and accelerated offers.

#### Part 4 – Details of proposed offer under +securities purchase plan

If your response to Q1.6 is "An offer of securities under a securities purchase plan", please complete Parts 4A – 4F and the details of the securities proposed to be issued in Part 8. Refer to section 12 of Appendix 7A of the Listing Rules for the timetable for securities purchase plans.

#### Part 4A - Proposed offer under +securities purchase plan - conditions

Question No.	Questio	n		Answer	
4A.1	*Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?		No		
	<ul><li>Cou</li><li>Lodo</li><li>ACO</li><li>FIRE</li><li>Anot</li></ul>	curity holder approvant approval gement of court orde C approval B approval cher approval/condition	er with +ASIC		
4A.1a	Select the determinat	r these questions if your response to 4A.1 is "Yes". the applicable approval(s) from the list. More than one approval can be selected. The "date for ination" is the date that you expect to know if the approval is given (for example, the date of the security meeting in the case of *security holder approval or the date of the court hearing in the case of court			
*Approval/ condition Type  *Date for determination  *Is the date estimated or actual?		**Approval received/ condition met? Please respond "Yes" or "No". Only answer this question when you know the outcome of the approval.	Comments		
+Security h	+Security holder		-FF -		
Court approval					
Lodgement of court					
order with +ASIC					
ACCC approval FIRB approval					
Other (please specify in comment section)					

Part 4B – Proposed offer under +securities purchase plan – offer details

Question No.	Question	Answer
4B.1	*Class or classes of +securities that will participate in the proposed offer (please enter both the ASX security code & description)  If more than one class of security will participate in the securities purchase plan, make sure you clearly identify any different treatment between the classes.	RML
4B.2	*Class of +securities to be offered to them under the +securities purchase plan (please enter both the ASX security code & description)  Only existing classes of securities may be offered in a securities purchase plan.	RML
4B.3	*Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted	14,285,715
4B.4	*Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?	No
4B.4a	*Describe the minimum subscription condition  Answer this question if your response to Q4B.4 is "Yes".	Not applicable
4B.5	*Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?	No
4B.5a	*Describe the maximum subscription condition  Answer this question if your response to Q4B.5 is "Yes".	Not applicable
4B.6	*Will individual +security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?	Yes
4B.6a	*Describe the minimum acceptance condition  Answer this question if your response to Q4B.6 is "Yes".	\$2,500
4B.7	*Will individual +security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?	Yes
4B.7a	*Describe the maximum acceptance condition  Answer this question if your response to Q4B.7 is "Yes".	\$30,000

4B.8	*Describe all the applicable parcels available for this offer in number of securities or dollar value  For example, the offer may allow eligible holders to subscribe for one of the following parcels: \$2,500, \$7,500, \$10,000, \$15,000, \$20,000, \$30,000.	\$2,500 \$5,000 \$10,000 \$15,000 \$20,000 \$30,000
4B.9	*Will a scale back be applied if the offer is over-subscribed?	Yes
4B.9a	*Describe the scale back arrangements  Answer this question if your response to Q4B.9 is "Yes".	Any scale back will be at the discretion of the board in accordance with the terms of offer document.
4B.10	*In what currency will the offer be made?  For example, if the consideration for the issue is payable in Australian Dollars, state AUD.	AUD
4B.11	*Has the offer price been determined?	Yes
4B.11a	*What is the offer price per +security?  Answer this question if your response to Q4B.11 is "Yes" using the currency specified in your answer to Q4B.9.	\$0.07
4B.11b	*How and when will the offer price be determined?  Answer this question if your response to Q4B.11 is "No".	Not applicable

### Part 4C - Proposed offer under +securities purchase plan - timetable

Question No.	Question	Answer
4C.1	*Date of announcement of +security purchase plan	20 July 2020
	The announcement of the security purchase plan must be made prior to the commencement on trading on the announcement date.	
4C.2	*+Record date	17 July 2020
	This is the date to identify security holders who may participate in the security purchase plan. Per Appendix 7A section 12 of the Listing Rules, this day is one business day before the entity announces the security purchase plan.	
	Note: the fact that an entity's securities may be in a trading halt or otherwise suspended from trading on this day does not affect this date being the date for identifying which security holders may participate in the security purchase plan.	
4C.3	*Date on which offer documents will be made available to investors	22 July 2020
4C.4	*Offer open date	22 July 2020
4C.5	*Offer closing date	13 August 2020
4C.6	*Announcement of results	17 August 2020
	Per Appendix 7A section 12 of the Listing Rules, the entity should announce the results of the security purchase plan no more than 3 business days after the offer closing date	

4C.7	*+Issue date	21 August 2020
	Per Appendix 7A section 12 of the Listing Rules, the last day for the entity to issue the securities purchased under the plan is no more than 7 business days after the closing date. The entity should lodge an Appendix 2A with ASX applying for quotation of the securities before 12pm Sydney time on this day	

Part 4D - Proposed offer under +securities purchase plan - listing rule requirements

Question No.	Question	Answer
4D.1	*Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?  Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing).  Listing rule 7.2 exception 5 can only be used once in any 12 month period and only applies where:	Yes
	<ul> <li>the +security purchase plan satisfies the conditions in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 or would otherwise satisfy those conditions but for the fact that the entity's securities have been suspended from trading on ASX for more than a total of 5 days during the 12 months before the day on which the offer is made under the plan or, if the securities have been quoted on ASX for less than 12 months, during the period of quotation;</li> <li>the number of +securities to be issued under the SPP must not be greater than 30% of the number of fully paid +ordinary securities already on issue; and</li> <li>the issue price of the +securities must be at least 80% of the +volume weighted average market price for +securities in that +class, calculated over the last 5 days on which sales in the +securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made.</li> <li>Please note that the offer of securities under the plan also will not meet the requirements of listing rule 10.12 exception 4, meaning that parties referred to in listing rule 10.11.1 to 10.11.5 will need to obtain security</li> </ul>	
	holder approval under listing rule 10.11 to participate in the offer.	
4D.1a	*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?  Answer this question if the issuer is an ASX Listing and your response to Q4D.1 is "No".	No
4D.1a(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?  Answer this question if the issuer is an ASX Listing,	Not applicable
	your response to Q4D.1 is "No" and your response to Q4D.1a is "Yes".  Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	

4D.1b	*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?  Answer this question if the issuer is an ASX Listing and your response to Q4D.1 is "No".	No
4D.1b(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?	Not applicable
	Answer this question if the issuer is an ASX Listing, your response to Q4D.1 is "No" and your response to Q4D.1b is "Yes".	
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	

# Part 4E - Proposed offer under +securities purchase plan - fees and expenses

Question No.	Question	Answer
4E.1	*Will there be a lead manager or broker to the proposed offer?	Yes
4E.1a	*Who is the lead manager/broker?  Answer this question if your response to Q4E.1 is "Yes".	PAC Partners and Taylor Collison
4E.1b	*What fee, commission or other consideration is payable to them for acting as lead manager/broker?  Answer this question if your response to Q4E.1 is "Yes".	2% management fee
4E.2	*Is the proposed offer to be underwritten?	No
4E.2a	*Who are the underwriter(s)?  Answer this question if your response to Q4E.2 is "Yes".  Note for issuers that are an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing): listing rule 7.2 exception 5 does not extend to an issue of securities to or at the direction of an underwriter of an SPP. The issue will require security holder approval under listing rule 7.1 if you do not have the available placement capacity under listing rules 7.1 and/or 7.1A to cover the issue. Likewise, listing rule 10.12 exception 4 does not extend to an issue of securities to or at the direction of an underwriter of an SPP. If a party referred to in listing rule 10.11 is underwriting the proposed offer, this will require security holder approval under listing rule 10.11.	Not applicable
4E.2b	*What is the extent of the underwriting (i.e. the amount or proportion of the offer that is underwritten)?  Answer this question if your response to Q4E.2 is "Yes".	Not applicable

4E.2c	*What fees, commissions or other consideration are payable to them for acting as underwriter(s)?	Not applicable
	Answer this question if your response to Q4E.2 is "Yes".	
	This information includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.	
4E.2d	*Provide a summary of the significant events that could lead to the underwriting being terminated	Not applicable
	Answer this question if your response to Q4E.2 is "Yes".	
	You may cross-refer to a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released on the ASX Market Announcements Platform.	
4E.2e	*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?	No
	Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q4E.2 is "Yes".	
	Note: If your response is "Yes", this will require security holder approval under listing rule 10.11. Listing rule 10.12 exception 4 does not extend to an issue of securities to an underwriter or sub-underwriter of an SPP.	
4E.2e(i)	*What is the name of that party?	Not applicable
	Answer this question if the issuer is an ASX Listing and your response to Q4E.2e is "Yes".	
	Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.	
4E.2e(ii)	*What is the extent of their underwriting or sub-underwriting (i.e. the amount or proportion of the issue they have underwritten or sub-underwritten)? Answer this question if the issuer is an ASX Listing and your response to Q4E.2e is "Yes".	Not applicable
4E 20(iii)		Not applicable
4E.2e(iii)	*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?	Not applicable
	Answer this question if the issuer is an ASX Listing and your response to Q4E.2e is "Yes".	
	Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.	
4E.3	*Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?	No
4E.3a	*Will the handling fee or commission be dollar based or percentage based?  Answer this question if your response to Q4E.3 is "Yes".	Dollar based (\$) or percentage based (%) Not applicable

4E.3b	*Amount of handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders  Answer this question if your response to Q4E.3 is "Yes" and your response to Q4E.3a is "dollar based".	Not applicable
4E.3c	*Percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders  Answer this question if your response to Q4E.3 is "Yes" and your response to Q4E.3a is "percentage based".	Not applicable
4E.3d	Please provide any other relevant information about the handling fee or commission method  Answer this question if your response to Q4E.3 is "Yes".	Not applicable
4E.4	Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer	Not applicable

# Part 4F - Proposed offer under +securities purchase plan - further information

Question No.	Question	Answer
4F.1	*The purpose(s) for which the entity intends	
	to use the cash raised by the proposed issue	☐ To fund the retirement of debt
	You may select one or more of the items in the list.	☐ To pay for the acquisition of an asset [provide details below]
		☐ To pay for services rendered [provide details below]
		☑ Other [provide details below]
		Additional details:
		To test high priority drill targets across the 64North Project adjacent to Northern Star's Pogo Gold Mine.
4F.2	*Will the entity be changing its dividend/distribution policy if the proposed issue is successful?	No
4F.2a	*Please explain how the entity will change its dividend/distribution policy if the proposed issue is successful  Answer this question if your response to Q4F.2 is "Yes".	Not applicable
4F.3	Countries in which the entity has +security holders who will not be eligible to participate in the proposed offer	Canada, Hong Kong, Singapore, Thailand and United Kingdom.
4F.4	*URL on the entity's website where investors can download information about the proposed offer	https://www.resolutionminerals.com/investor -center/all when released as an ASX announcement.

4F.5	Any other information the entity wishes to provide about the proposed offer	Resolution will seek Shareholder approval to issue free attaching options (on a one for one basis) to SPP allottees under a "cleansing prospectus". The SPP itself does not require shareholder approval as the shares are issued under exception 5 of listing rule 7.2.
		The options will form a new class of quoted security, subject to ASX approval, and have an exercise price of \$0.12 and 3 year expiry. Further details of the options are included in Part 7 below.

# Part 5 – Details of proposed non-pro rata offer under a +disclosure document or +PDS – deleted as not applicable

If your response to Q1.6 is "A non-pro rata offer of securities under a disclosure document or PDS", please complete Parts 5A – 5F and the details of the securities proposed to be issued in Part 8.

# Part 6 – Details of proposed non-pro rata offer to wholesale investors under an +information memorandum – deleted as not applicable

If your response to Q1.6 is "A non-+pro rata offer to wholesale investors under an information memorandum", please complete Parts 6A – 6F and the details of the securities proposed to be issued in Part 8.

### Part 7 – Details of proposed placement or other issue

If your response to Q1.6 is "A placement or other type of issue", please complete Parts 7A – 7F and the details of the securities proposed to be issued in Part 8.

Part 7A - Proposed placement or other issue - conditions

Question No.	Questio	n		Answer	
7A.1	for the p	re any of the following approvals required the placement or other type of issue?  +Security holder approval  Court approval  Lodgement of court order with +ASIC  ACCC approval  FIRB approval  Another approval/condition external to the entity.		Yes Security holder appro	oval
7A.1a	Select the determinat	wer these questions if your response to 7A.1 is "Yes".  ect the applicable approval(s) from the list. More than one approval can be selected. The "date for ermination" is the date that you expect to know if the approval is given (for example, the date of the security der meeting in the case of *security holder approval or the date of the court hearing in the case of court			
*Approval/ condition Type		*Date for determination	*Is the date estimated or actual?	**Approval received/ condition met? Please answer "Yes" or "No". Only answer this question when you know the outcome of the approval.	Comments
+Security h approval	older	4 September 2020	Estimated		
Court approval					
Lodgement of court order with +ASIC					
ACCC approval					
FIRB approval					
Other (pleasin commen					

### Part 7B - Details of proposed placement or other issue - issue details

Question No.	Question	Answer
7B.1	*Class of +securities to be offered under the placement or other issue (please enter both	RML shares issued under a placement under LR7.1 and LR7.1A capacities.
	the ASX security code & description)	2. New class of quoted options, subject to shareholder and ASX approval with an exercise price of \$0.12 and 3 year expiry.

7B.2	Number of +securities proposed to be issued  If the number of securities proposed to be issued is based on a formula linked to a variable (for example, VWAP or an exchange rate or interest rate), include the number of securities based on the variable as at the date the Appendix 3B is lodged with ASX and add a note in the "Any other information the entity wishes to provide about the proposed offer" field at the end of this form making it clear that this number is based on the variable as at the date of the Appendix 3B and that it may change.	<ol> <li>51,608,421</li> <li>70,894,136</li> </ol>
7B.3	*Are the +securities proposed to be issued being issued for a cash consideration?  If the securities are being issued for nil cash consideration, answer this question "No".	<ol> <li>Yes</li> <li>No</li> </ol>
7B.3a	*In what currency is the cash consideration being paid For example, if the consideration is being paid in Australian Dollars, state AUD. Answer this question if your response to Q7B.3 is "Yes".	<ol> <li>AUD</li> <li>Not applicable</li> </ol>
7B.3b	*What is the issue price per +security  Answer this question if your response to Q7B.3 is "Yes" and by reference to the issue currency provided in your response to Q7B.3a.  Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q7B.3 as "No" and complete Q7B.3d.	<ol> <li>\$0.07</li> <li>None</li> </ol>
7B.3c	AUD equivalent to issue price amount per +security  Answer this question if the currency is non-AUD	<ol> <li>Not applicable</li> <li>Not applicable</li> </ol>
7B.3d	Please describe the consideration being provided for the +securities  Answer this question if your response to Q7B.3 is "No".	<ol> <li>Not applicable</li> <li>Free attaching to placement and SPP applicants with respect to 65,894,136 options. 5,000,000 options will be issued as broker remuneration.</li> </ol>
7B.3e	Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities  Answer this question if your response to Q7B.1 is "No".	<ol> <li>Not applicable</li> <li>Quotation to be based on \$0.12 per option</li> </ol>

### Part 7C - Proposed placement or other issue - timetable

Question No.	Question	Answer
7C.1	*Proposed +issue date	<ol> <li>28 July 2020</li> <li>Within 3 months of shareholder approval – proposed shareholder meeting to be held on 4 September 2020.</li> </ol>

Part 7D - Proposed placement or other issue - listing rule requirements

Question No.	Question	Answer
7D.1	*Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1? Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing).	1. No 2. Yes
	If the issuer has obtained security holder approval for part of the issue only and is therefore relying on its placement capacity under listing rule 7.1 and/or listing rule 7.1A for the remainder of the issue, the response should be 'no'.	
7D.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1  Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "Yes".	<ol> <li>Not applicable for RML shares</li> <li>4 September 2020 for new options</li> </ol>
7D.1b	*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?  Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "No".	1. Yes 2. No
7D.1b(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?  Answer this question the issuer is an ASX Listing, your response to Q7D.1 is "No" and if your response to Q7D.1 b is "Yes".  Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue	<ol> <li>30,965,053</li> <li>Not applicable</li> </ol>
7D.1c	*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?  Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "No".	1. Yes 2. No
7D.1c(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?  Answer this question if the issuer is an ASX Listing, your response to Q7D.1 is "No" and your response to Q7D.1c is "Yes".  Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	<ol> <li>20,643,368</li> <li>Not applicable</li> </ol>

7D.1c(ii)	*Please explain why the entity has chosen to do a placement or other issue rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate  Answer this question if the issuer is an ASX Listing, your response to Q7D.1 is "No" and your response to Q7D.1c is "Yes".	The entity has chosen to offer existing shareholders the opportunity to participate in the SPP announced at the same time as the placement.	
7D.2	*Is a party referred to in listing rule 10.11 participating in the proposed issue?  Answer this question if the issuer is an ASX Listing.  Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.	<ol> <li>No. If directors elect to participate in the SPP, the issue of options will be subject to shareholder approval.</li> </ol>	
7D.3	*Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?  Note: the entity should not apply for quotation of restricted securities	1. No 2. No	
7D.3a	*Please enter, the number and +class of the +restricted securities and the date from which they will cease to be +restricted securities  Answer this question if your response to Q7D.3 is "Yes".	<ol> <li>Not applicable</li> <li>Not applicable</li> </ol>	
7D.4	*Will any of the +securities to be issued be subject to +voluntary escrow?	1. No 2. No	
7D.4a	*Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow  Answer this question if your response to Q7D.4 is "Yes".	<ol> <li>Not applicable</li> <li>Not applicable</li> </ol>	

# Part 7E - Proposed placement or other issue - fees and expenses

Question No.	Question	Answer	
7E.1	*Will there be a lead manager or broker to the proposed issue?	Yes	
7E.1a	*Who is the lead manager/broker?  Answer this question if your response to Q7E.1 is "Yes".	PAC Partners and Taylor Collison	
7E.1b	*What fee, commission or other consideration is payable to them for acting as lead manager/broker?  Answer this question if your response to Q7E.1 is "Yes".	<ol> <li>Taylor Collison will receive a \$35,000 fee.</li> <li>PAC Partners and Taylor Collison will receive a 6% fee on the placement funds.</li> <li>PAC Partners and Taylor Collison will receive 5,000,000 options with a \$0.12 exercise price and expiry of 3 years, subject to ASX and shareholder approval.</li> </ol>	
7E.2	*Is the proposed issue to be underwritten?	No	

7E.2a	*Who are the underwriter(s)?	Not applicable
	Answer this question if your response to Q7E.2 is "Yes".	
7E.2b	*What is the extent of the underwriting (i.e. the amount or proportion of the issue that is underwritten)?	Not applicable
	Answer this question if your response to Q7E.2 is "Yes".	
7E.2c	*What fees, commissions or other consideration are payable to them for acting as underwriter(s)?	Not applicable
	Answer this question if your response to Q7E.2 is "Yes".	
	Note: This includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.	
7E.2d	*Provide a summary of the significant events that could lead to the underwriting being terminated	Not applicable
	Answer this question if your response to Q7E.2 is "Yes".	
	Note: You may cross-refer to a covering announcement or to a separate annexure with this information.	
7E.3	*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?	Not applicable
	Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q7E.2 is "Yes".	
	Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.	
7E.3a	*What is the name of that party?  Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes".	Not applicable
	Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.	
7E.3b	*What is the extent of their underwriting or sub-underwriting (i.e. the amount or proportion of the issue they have underwritten or sub-underwritten)?	Not applicable
	Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes".	
7E.3c	*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?  Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes".	Not applicable
	Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.	
7E.4	Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue	Not applicable

Part 7F - Proposed placement or other issue - further information

Question No.	Question	Answer
7F.1	*The purpose(s) for which the entity is	
	issuing the securities  You may select one or more of the items in the list.	☐ To fund the retirement of debt
	Tou may select one of more of the items in the list.	☐ To pay for the acquisition of an asset [provide details below]
		☐ To pay for services rendered [provide details below]
		☑ Other [provide details below]
		Additional details:
		To test high priority drill targets across the 64North Project adjacent to Northern Star's Pogo Gold Mine.
7F.2	*Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?	No
7F.2a	*Please explain how the entity will change its dividend/distribution policy if the proposed issue proceeds	Not applicable
	Answer this question if your response to Q7F.2 is "Yes".	
7F.3	Any other information the entity wishes to provide about the proposed issue	Not applicable

#### Part 8 – details of +securities proposed to be issued

Answer the relevant questions in this part for the type of +securities the entity proposes to issue. If the entity is proposing to issue more than one class of security, including free attaching securities, please complete a separate version of Part 8 for each class of security proposed to be issued.

Part 8A – type of +securities proposed to be issued

Question No.	Question	Answer
8A.1	*The +securities proposed to be issued are:  Tick whichever is applicable  Note: SPP offers must select "existing quoted class"	□ Additional +securities in a class that is already quoted on ASX ("existing quoted class")
		☐ Additional +securities in a class that is not currently quoted, and not intended to be quoted, on ASX ("existing unquoted class")
		New +securities in a class that is not yet quoted, but is intended to be quoted, on ASX ("new quoted class")
		☐ New +securities in a class that is not quoted, and not intended to be quoted, on ASX ("new unquoted class")

Note: If the +securities referred to in this form are being offered under a +disclosure document or +PDS and the entity selects the first or third option in its response to question 8A.1 above (existing quoted class or new quoted class), then by lodging this form with ASX, the entity will be taken, for the purposes of sections 711(5) and 1013H (as applicable) of the Corporations Act, to have applied for quotation of those +securities. However, once the final number of +securities offered under the +disclosure document or +PDS is known, the entity must complete and lodge with ASX an Appendix 2A applying for the quotation of that number of +securities.

# Part 8B – details of +securities proposed to be issued (existing quoted class or existing unquoted class)

Answer the questions in this Part if your response to Q8A.1 is "existing quoted class" or "existing unquoted class".

Question No.	Question	Answer
8B.1	*ASX security code & description	RML (in relation to the placement)
8B.1a	ISIN Code for the entitlement or right to participate in a non-renounceable issue; or for the tradeable rights created under a renounceable right issue (if Issuer is foreign company and +securities are non CDIs)	Not applicable
8B.2a	*Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes
8B.2b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known?  Answer this question if your response to Q8B.2a is "No".	Not applicable

8B.2c	*Provide the actual non-ranking end date  Answer this question if your response to Q8B.2a is "No" and your response to Q8B.2b is "Yes".	Not applicable
8B.2d	*Provide the estimated non-ranking end period  Answer this question if your response to Q8B.2a is "No" and your response to Q8B.2b is "No".	Not applicable
8B.2e	*Please state the extent to which the +securities do not rank equally:  • in relation to the next dividend, distribution or interest payment; or	Not applicable
	for any other reason  Answer this question if your response to Q8B.2a is "No".  For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment or they may not be entitled to participate in some other event, such as an entitlement issue.	

Part 8C – details of +securities proposed to be issued (new quoted class or new unquoted class)

Answer the questions in this Part if your response to Q8A.1 is "new quoted class" or "new unquoted class".

Question No.	Question	Answer
8C.1	*+Security description The ASX security code for this security will be confirmed by ASX in due course.	Options with a \$0.12 exercise price and expiry of 3 years, subject to ASX and shareholder approval and issue of cleansing prospectus.
8C.2	*Security type Select one item from the list. Please select the most appropriate security type from the list. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities" (tradeable securities); or "Wholesale debt securities" (non-tradeable). Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.	<ul> <li>□ Ordinary fully or partly paid shares/units</li> <li>☑ Options</li> <li>□ +Convertible debt securities</li> <li>□ Non-convertible +debt securities</li> <li>□ Redeemable preference shares/units</li> <li>□ Wholesale debt securities</li> <li>□ Other</li> </ul>
8C.3	ISIN code  Answer this question if you are an entity incorporated outside Australia and you are proposing to issue a new class of securities other than CDIs. See also the note at the top of this form.	Not applicable
8C.3a	ISIN Code for the entitlement or right to participate in a non-renounceable issue; or for the tradeable rights created under a renounceable right issue (if Issuer is foreign company and +securities are non CDIs)	Not applicable
8C.4a	*Will all the +securities proposed to be issued in this class rank equally in all respects from the issue date?	Yes

8C.4b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known?  Answer this question if your response to Q8C.4a is	Not applicable
	"No".	
8C.4c	*Provide the actual non-ranking end date	Not applicable
	Answer this question if your response to Q8C.5a is "No" and your response to Q8C.4b is "Yes".	
8C.4d	*Provide the estimated non-ranking end period	Not applicable
	Answer this question if your response to Q8C.4a is "No" and your response to Q8C.4b is "No".	
8C.4e	*Please state the extent to which the +securities do not rank equally:	Not applicable
	in relation to the next dividend, distribution or interest payment; or	
	for any other reason	
	Answer this question if your response to Q8C.4a is "No".	
	For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	
8C.5	Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.	Not applicable
	You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.	
8C.6	*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?	No
	Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).	
	If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.	
8C.7a	Ordinary fully or partly paid shares/units details	
	Answer the questions in this section if you selected this s	
	*+Security currency	Not applicable
	This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.	
	*Will there be CDIs issued over the +securities?	Not applicable
	1	I

	T	
	*CDI ratio  Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).	Not applicable
	*Is it a partly paid class of +security?	Not applicable
	*Paid up amount: unpaid amount Answer this question if answered "Yes" to the previous question. The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid' The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'. The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).	Not applicable
	*Is it a stapled +security?  This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.	Not applicable
8C.7b Option details		
	Answer the questions in this section if you selected this s	ecurity type in your response to Question Q8C.2.
	*+Security currency	AUD
	This is the currency in which the exercise price is payable.	
	*Exercise price	\$0.12
	The price at which each option can be exercised and convert into the underlying security.  The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).	
	*Expiry date  The date on which the options expire or terminate.	3 years from the date of first issue. The options are subject to shareholder approval (proposed shareholder meeting date is 4 September 2020) and options will be issued within 3 months of the date of the meeting.
	*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised  For example, if the option can be exercised to receive	An issue of up to 70,894,136 options exercisable into 70,894,136 RML shares (one for one exercise ratio).  The code for the new quoted class of options has not been determined.
	one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".	options has not been determined.
8C.7c	Details of non-convertible +debt securities redeemable preference shares/units	, +convertible debt securities, or
	Answer the questions in this section if you selected one of these security types in your response to 0	
	Answer the questions in this section if you selected one of Q8C.2.	il these security types in your response to Question

	*Type of +security	☐ Simple corporate bond
	Select one item from the list	☐ Non-convertible note or bond
		☐ Convertible note or bond
		☐ Preference share/unit
		☐ Capital note
		☐ Hybrid security
		□ Other
		Not applicable
	*+Security currency	Not applicable
	This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.	
	*Face value	Not applicable
	This is the principal amount of each security.	
	The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).	
	*Interest rate type	☐ Fixed rate
	Select one item from the list	☐ Floating rate
	Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in	☐ Indexed rate
	the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid	□ Variable rate
	Securities	☐ Zero coupon/no interest
		☐ Other
		Not applicable
	*Frequency of coupon/interest payments	☐ Monthly
	per year	☐ Quarterly
	Select one item from the list.	☐ Semi-annual
		□ Annual
		☐ No coupon/interest payments
		□ Other
		Not applicable
	*First interest payment date	Not applicable
	A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments	
-	*Interest rate per annum	Not applicable % p.a.
	Answer this question if the interest rate type is fixed.	Tvot applicable 70 p.a.
ŀ	*Is the interest rate per annum estimated at	Not applicable
	this time?	
	Answer this question if the interest rate type is fixed.	
	*If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)	Not applicable
	Answer this question if the interest rate type is fixed and your response to the previous question is "Yes".	
	Answer "Unknown" if the date is not known at this time.	

*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?  Answer this question if the interest rate type is floating or indexed.	Not applicable
*What is the reference rate, base rate or market rate?  Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	Not applicable
*Does the interest rate include a margin above the reference rate, base rate or market rate? Answer this question if the interest rate type is floating or indexed.	Not applicable
*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)  Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	Not applicable % p.a.
*Is the margin estimated at this time?  Answer this question if the interest rate type is floating or indexed.	Not applicable
*If the margin is estimated, then what is the date for this information to be announced to the market (if known)  Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".  Answer "Unknown" if the date is not known at this time.	Not applicable
*S128F of the Income Tax Assessment Act status applicable to the +security  Select one item from the list For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:  • "s128F exempt" means interest payments are not taxable to non-residents;  • "Not s128F exempt" means interest payments are taxable to non-residents;  • "s128F exemption status unknown" means the issuer is unable to advise the status;  "Not applicable" means s128F is not applicable to this security  *Is the +security perpetual (i.e. no maturity date)?	□ s128F exempt □ Not s128F exempt □ s128F exemption status unknown ☑ Not applicable  Not applicable
*Maturity date  Answer this question if the security is not perpetual	Not applicable

	*Select other features applicable to the +security	□ Simple	
	Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid	☐ Subordinated	
		☐ Secured	
	Securities.	☐ Converting	
		☐ Convertible	
		☐ Transformable	
		□ Exchangeable	
		☐ Cumulative	
		☐ Non-Cumulative	
		☐ Redeemable	
		□ Extendable	
		□ Reset	
		☐ Step-Down	
		☐ Step-Up	
		☐ Stapled	
		⊠ None of the above	
	*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?	Not applicable	
	*If yes, what is the first trigger date	Not applicable	
	Answer this question if your response to the previous question is "Yes".		
	*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged	Not applicable	
	Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".		
	For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".		
8C.7d	Details of wholesale debt securities		
	Answer the questions in this section if you selected this security type in your response to Question Q8C.2.		
	Refer to Guidance Note 34 and the "Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities" for further information on certain terms used in this section		
	CFI	Not applicable	
	FISN	Not applicable	
	*+Security currency	Not applicable	
	This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.		
	Total principal amount of class	Not applicable	
	Face value	Not applicable	
	This is the offer / issue price or value at which the security was offered on issue.		
	Number of +securities	Not applicable	
	This should be the total principal amount of class divided by the face value		

<sup>+</sup> See chapter 19 for defined terms 18 July 2020

*Interest rate type	☐ Fixed rate
Select the appropriate interest rate type per the terms of the security.	☐ Floating rate
of the security.	☐ Fixed to floating
	☐ Floating to fixed
	Not applicable
*Frequency of coupon/interest payments	☐ Monthly
per year	☐ Quarterly
Select one item from the list. The number of interest payments to be made per year for a wholesale debt	☐ Semi-annual
security.	☐ Annual
	☐ No payments
	Not applicable
*First interest payment date	Not applicable
A response is not required if you have selected "No payments" in response to the question above on the frequency of coupon/interest payments.	
*Interest rate per annum	Not applicable %
A response is not required if you have selected "No payments" in response to the question above on the frequency of coupon/interest payments. The rate represents the total rate for the first payment period which may include a reference or base rate plus a margin rate and other adjustment factors where applicable, stated on a per annum basis. If the rate is only an estimate at this time please enter an indicative rate and provide the actual rate once it has become available.	
*Maturity date	Not applicable
The date on which the security matures.	
Class type description	Not applicable
*S128F of the Income Tax Assessment Act	☐ s128F exempt
status applicable to the +security  Select one item from the list	☐ Not s128F exempt
For financial products which are likely to give rise to a	☐ s128F exemption status unknown
payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:	Not applicable     ■
"s128F exempt" means interest payments are not taxable to non-residents;	
"Not s128F exempt" means interest payments are taxable to non-residents;	
"s128F exemption status unknown" means the issuer is unable to advise the status;	
"Not applicable" means s128F is not applicable to this security	

Introduced 01/12/19; amended 31/01/20; amended 18/07/20