

Announcement

29 November 2016

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

RungePincockMinarco Limited (ASX: RUL) (the **Company**) hereby advises, that in accordance with Listing Rule 3.10, the Company has granted 1,200,000 options to key managers, 514,341 options previously granted to other key managers on 29 November 2013 will vest on 30 November 2016 and will thereafter be capable of being exercised at the discretion of the holder at 68 cents per option and 74,999 options previously granted to other key managers have lapsed as a result of the vesting criteria attached to those options not being met:

<u>Grant Date</u>	<u>Number of Options Forfeited</u>	<u>Expiry Date</u>	<u>Exercise Price</u>	<u>Total Options on Issue</u>
<i>Previous grants:</i>				
29 November 2013	-	29 November 2018	68 cents	1,576,333 ⁽¹⁾
19 February 2014	(66,666)	19 February 2019	67 cents	- ⁽²⁾
31 March 2014	-	31 March 2019	73 cents	250,000 ⁽³⁾
31 October 2014	-	31 October 2019	61 cents	100,000 ⁽⁴⁾
3 March 2015	(8,333)	3 March 2020	59 cents	4,757,000 ⁽⁵⁾
15 July 2015	-	15 July 2020	57 cents	250,000 ⁽⁶⁾
8 September 2015	-	8 September 2020	56 cents	4,260,000 ⁽⁷⁾
31 October 2015	-	31 October 2020	54 cents	50,000 ⁽⁸⁾
3 March 2016	-	3 March 2021	39 cents	300,000
29 August 2016	-	29 August 2021	49 cents	725,000
Subtotal				12,268,333
<i>New grant:</i>				
29 November 2016	-	29 November 2021	54 cents	1,200,000
Total				13,468,333

⁽¹⁾ comprising 1,576,333 options currently vested and capable of being exercised.

⁽²⁾ all options in this grant have been forfeited.

⁽³⁾ comprising 166,666 options currently capable of being exercised and 83,334 options capable of being exercised (subject to Plan Rules) only after 31 March 2017.

⁽⁴⁾ comprising 66,666 options currently capable of being exercised and 33,334 options capable of being exercised (subject to Plan Rules) only after 31 October 2017.

⁽⁵⁾ comprising 1,585,644 options currently capable of being exercised, 1,585,644 options capable of being exercised (subject to Plan Rules) only after 3 March 2017 and 1,585,712 options capable of being exercised (subject to Plan Rules) only after 3 March 2018.

⁽⁶⁾ comprising 83,333 options currently capable of being exercised, 83,333 options capable of being exercised (subject to Plan Rules) only after 15 July 2017 and 83,334 options capable of being exercised (subject to Plan Rules) only after 15 July 2018.

⁽⁷⁾ comprising 1,419,976 options currently capable of being exercised, 1,419,976 options capable of being exercised (subject to Plan Rules) only after 8 September 2017 and 1,420,048 options capable of being exercised (subject to Plan Rules) only after 8 September 2018.

⁽⁸⁾ comprising 16,666 options currently capable of being exercised, 16,667 options capable of being exercised (subject to Plan Rules) only after 31 October 2017 and 16,667 options capable of being exercised (subject to Plan Rules) only after 31 October 2018.

The total number of share options currently on issue by the Company is 13,468,333 which equates to approximately 6.34% of the current share capital of the Company. The above grant is further detailed in the Appendix 3B accompanying this announcement.

For further information please contact:

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Company Secretary
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About RungePincockMinarco:

RungePincockMinarco Limited (ASX: RUL) is the world's largest publicly traded independent group of mining technical experts, with history stretching back to 1968. We have local expertise in all mining regions and are experienced across all commodities and mining methods. Listed on the Australian Securities Exchange on 27 May 2008, RungePincockMinarco is a global leader in the provision of advisory consulting, technology 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. We operate offices in 18 locations across 12 countries.

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

RungePincockMinarco 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 | 1,200,000 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) | 1,200,000 options over unissued ordinary shares in the Company at an exercise price of \$0.54 per share. The options are subject to vesting conditions and expire on 29 November 2021 or as adjusted in accordance with the Plan. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>On the exercise of options, the fully paid ordinary shares issued as a result will rank equally in all respects with existing ordinary shares</p>
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 RungePincocKMinarco Limited Share Option Plan
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	24 November 2016
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	31,854,451 (remaining capacity under ASX Listing Rule 7.1) 21,236,301 (remaining capacity under ASX Listing Rule 7.1A) 53,090,752 (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.	29 November 2016	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		212,363,012	Fully paid quoted ordinary shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	1,576,333	Options exercisable at \$0.68 expiring 29/11/2018
	250,000	Options exercisable at \$0.73 expiring 31/03/2019
	100,000	Options exercisable at \$0.61 expiring 31/10/2019
	4,757,000	Options exercisable at \$0.59 expiring 03/03/2020
	250,000	Options exercisable at \$0.57 expiring 15/07/2020
	4,260,000	Options exercisable at \$0.56 expiring 08/09/2020
	50,000	Options exercisable at \$0.54 expiring 31/10/2020
	300,000	Options exercisable at \$0.39 expiring 03/03/2021
	725,000	Options exercisable at \$0.49 expiring 29/08/2021
	1,200,000	Options exercisable at \$0.54 expiring 29/11/2021 (as detailed in this Appendix 3B)
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 <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	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.

Appendix 3B

New issue announcement

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 <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	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

⁺ See chapter 19 for defined terms.

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? Not applicable
- 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

⁺ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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 (<i>including</i> the +securities in clause 38)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>Not applicable</td><td>Not applicable</td></tr></table>	Number	+Class	Not applicable	Not applicable	
Number	+Class						
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:  Date: ..29/11/2016.....
(Company secretary)

Print name: James O'Neill.

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+ See chapter 19 for defined terms.

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	177,653,062
Add the following: <ul style="list-style-type: none"> 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 <p><i>Note:</i></p> <ul style="list-style-type: none"> 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 	<ul style="list-style-type: none"> 9,166,666 ordinary shares (issued under the Appendix 3B lodged on 1 July 2016) – ratified by shareholders at AGM under Listing Rule 7.4 on 24 November 2016 28,900,000 ordinary shares (16,403,666 under Listing Rule 7.1 and 12,496,333 under Listing Rule 7.1A) issued by the Company under a placement to institutional and sophisticated investors on 28 September 2016 – ratified by shareholders at AGM under Listing Rule 7.4 on 24 November 2016 3,827,454 shares (under the share purchase plan detailed in the Appendix 3B of 31 October 2016) – rule 7.2 exception 15
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	(7,184,170)
“A”	212,363,012

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	31,854,451
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 <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	0
“C”	0
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	31,854,451
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.15] – “C”	31,854,451 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ 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” <i>Note: number must be same as shown in Step 1 of Part 1</i>	212,363,012
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	21,236,301
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 <i>Notes:</i> <ul style="list-style-type: none"> • 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 <i>Note: number must be same as shown in Step 2</i>	21,236,301
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	21,236,301 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.