



**Range Resources Limited**  
(‘Range’ or ‘the Company’)

17 October 2014

**US\$15 million loan financing completion, S708 Notice & Appendix 3B**

**ASX Code: RRS**  
**AIM Code: RRL**

Range announces that the loan financing agreement of up to US\$15 million, signed on 30 September 2014 with Lind Asset Management, LLC (“Lind”) has completed today. As previously announced, Range will use the proceeds primarily to invest in the Company’s rig fleet and to accelerate development drilling of the Trinidad portfolio.

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The Company also advises that following movement in the Company’s share price since 30 September 2014, Range and Lind have agreed to amend certain terms of the financing as follows:

- As previously announced, Range has the right to repay the entire facility at any time. If all amounts outstanding are repaid in full within 6 months of closing a reduction to the required repayment amount of US\$350,000 will apply.
- In the event of an early repayment in full, Lind retains a right to convert an amount up to a maximum of 25% of the total relevant Tranche into equity at the premium conversion price.
- Tranche 1 drawdown schedule has been amended with US\$5 million now funded at closing and the remaining US\$5 million to be drawn on a monthly basis over the following 10 months.
- Tranche 2 drawdown schedule totalling US\$5 million has also been amended and will now be available on a monthly drawdown basis (from April 2015 as previously announced).
- Total collateral shares remain unchanged, but Range has now issued the full 38million shares at closing.
- The premium conversion price (applicable if Lind chooses to convert after the initial 6 month lock-up period), and the option exercise price have been amended and will now be equal to 130% of the average of the VWAP during the 11 trading days prior to the amended agreement being signed (equal to either A\$0.0243 or 1.203p per share).
- During the lock-up period, Repayment Shares on the initial advance would be priced at 92.5% of the average of 3 day VWAP, chosen by Lind, during the 20 trading days prior to each issuance of shares. Post lock-up period, Lind retain the ability to select either that price, or the premium conversion price.

As previously announced, Range will propose appropriate resolutions in respect of this agreement at the upcoming Annual General Meeting in November.

**S708 Notice**

Further to the Company’s Appendix 3B released today, the Company gives this notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) (“Act”).

The Company advises that it has issued ordinary fully paid shares in the capital of the Company (“Securities”) as per the Appendix 3B lodged with the ASX today.

The Company advises that the Securities were issued without disclosure to investors under Part 6D.2 of the Act. The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
- (b) section 674 of the Act.

As at the date of this notice there is no information that is excluded information for the purposes of sections 708A(7) and (8) of the Act.

# 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

Name of entity

**Range Resources Limited**

ABN

88 002 522 009

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  | Ordinary Fully Paid Shares<br>Unlisted Options  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 42,987,481 Ordinary Fully Paid Shares<br>First Convertible Security to be issued pursuant to Tranche 1 under Funding Agreement dated 15 October 2014 between the Company and Lind Asset Management, LLC (Funding Agreement), with a current face value of US\$7,250,000 and a maximum cumulative face value of US\$12,250,000 (based on a total potential advance of up to US\$10,000,000) in accordance with the terms of the Funding Agreement, as referred to in the Company's announcements dated 30 September 2014 and 16 October 2014.<br><br>31,000,000 Unlisted Options |

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+ See chapter 19 for defined terms.

Principal terms of the +securities (eg, 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)	42,987,481 Ordinary Fully Paid Shares  31,000,000 Unlisted Options (£0.01203, 15 October 2017)
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4	<p>Do the +securities rank equally in all respects from the date of allotment 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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	Yes
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5	Issue price or consideration	<p>38,000,000 Ordinary Fully Paid Shares issued for collateral shares as per financing agreement with Lind Asset Management announced 16/10/2014.</p> <p>3,797,005 Ordinary Fully Paid Shares issued at £0.014525 (6 month AIM VWAP price) under employee salary as per terms of employment agreement.</p> <p>1,190,476 Ordinary Fully Paid Shares issued at £0.0105 (30 September closing price) as per employee contracts.</p> <p>31,000,000 Unlisted Options (£0.01203, 15 October 2017) issued to Lind as per financing agreement with Lind Asset Management announced 16/10/2014.</p>
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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	38,000,000 Ordinary Fully Paid Shares issued for collateral shares as per financing agreement with Lind Asset Management announced 16 /10/2014. 3,797,005 Ordinary Fully Paid Shares issued at £0.014525 (6 month AIM VWAP price) under employee salary as per terms of employment agreement. 1,190,476 Ordinary Fully Paid Shares issued at £0.0105 (30 September closing price) as per employee contracts. 31,000,000 Unlisted Options (£0.01203, 15 October 2017) issued to Lind as per financing agreement with Lind Asset Management announced 16 /10/2014.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of securities issued under an exception in rule 7.2	N/A

+ See chapter 19 for defined terms.

6g	<p>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.</p>	<p>N/A</p>
6h	<p>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</p>	<p>N/A</p>
6i	<p>Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements</p>	<p>N/A</p>

<p>7 Dates of entering *securities into uncertificated holdings or despatch of certificates</p>	<p>42,987,481 Ordinary Fully Paid Shares issued on or about 15 October 2014</p> <p>31,000,000 Unlisted Options (£0.01203, 15 October 2017) issued on or about 15 October 2014</p>
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+ See chapter 19 for defined terms.

8	Number and *class of all *securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	Number	*Class
		5,033,728,297	Ordinary Fully Paid Shares
		80,508,341	Options (\$0.05, 31 January 2016)
	Number and *class of all *securities not quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	Number	*Class
		855,166	Unlisted Options (£0.04, 30 June 2015)
		7,058,824	Unlisted Options (£0.17, 30 April 2016)
		5,180,000	Unlisted Options (£0.075, 31 January 2017)
		9,000,000	Unlisted Options (£0.125, 31 March 2015)
		15,708,801	Unlisted Options (£0.0615, 19 October 2015)
		32,275,862	Unlisted Options (£0.05075, 30 November 2015)
		5,000,000	Unlisted Options (\$0.10, 31 January 2016)
		5,000,000	Unlisted Options (\$0.06, 10 February 2016)
		146,533,850	Unlisted Options (£0.04, 30 April 2016)
		5,000,000	Unlisted Options (£0.037, 11 July 2016)
		476,190	Unlisted Options (£0.021, 25 July 2016)
		952,381	Unlisted Options (£0.021, 29 July 2016)
		6,714,284	Unlisted Options (£0.021, 31 August 2016)
		9,000,000	Unlisted Options (£0.02, 31 August 2016)
		3,947,368	Unlisted Options (£0.19, 30 September 2016)
		8,666,670	Unlisted Options (£0.18, 30 September 2016)
		694,445	Unlisted Options (£0.018, 31 October 2016)
		2,205,885	Unlisted Options (£0.017, 31 October 2016)
		1,250,000	Unlisted Options (£0.016, 31 October 2016)
		17,333,336	Unlisted Options (£0.015, 31 October 2016)
		3,000,001	Unlisted Options (£0.015, 30 November 2016)
		5,153,846	Unlisted Options (\$0.013, 30 November 2016)
		2,000,000	Unlisted Options (\$0.0321, 11 December 2016)
		2,000,000	Unlisted Options (£0.012, 31 December 2016)
		5,000,000	Unlisted Options (£0.011, 31 December 2016)
		23,636,364	Unlisted Options (£0.011, 31 January 2017)
		161,472,247	Unlisted Options (£0.01, 14 July 2018)
		118,729,593	Unlisted Options (£0.02, 14 July 2018)
		7,500,000	Unlisted Options (£0.03, 9 September 2017)
		1,000,000	Unlisted Options (\$0.05, 31 January 2018)
		31,000,000	Unlisted Options (£0.01203, 15 October 2017)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
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12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A

+ See chapter 19 for defined terms.

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26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Despatch date	N/A

## 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

39 Class of \*securities for which quotation is sought

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+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the date of allotment 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

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)

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

Number	+Class
5,033,728,297	Ordinary Full Paid Shares
80,508,341	Options – (\$0.05, 31 January 2016)

## 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 not available now, 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: 17 October 2014

Chief Executive Officer

Print name:

Rory Scott Russell== == == == ==

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+ See chapter 19 for defined terms.