



3 November 2016

RAMS1C0R\ASX\ASX132(i)

Placement Completed

Ram Resources Limited (**Ram** or **the Company**) (ASX: RMR) is pleased to announce it has successfully completed the second tranche of a Placement to sophisticated and professional investors, in accordance with the capital raising announced to the ASX on 23 September 2016

Ram has raised a total \$1,190,000 (before costs) (**Placement**). A total of 2,380,000,000 fully paid ordinary shares (**Shares**) in the capital of the Company have been issued to investors at an issue price of \$0.0005.

The newly issued Shares will be subject to a security consolidation, on the basis of one (1) new share for every twenty (20) shares held, as approved by Ram shareholders at the General Meeting held on 2 November 2016. The consolidation of securities will be completed on 14 November 2016 as announced to the ASX on 30 September 2016.

Ram has engaged Cygnet Capital Pty Limited (**Cygnet**) to provide ongoing corporate advisory services. Cygnet is a privately-owned investment and corporate advisory group which specialises in providing corporate advice including funding and project acquisition. The Ram Board was attracted to Cygnet due to its strong recent track record in providing corporate advice to emerging companies in the resource sector.

Funds raised from the Placement will be employed towards working capital, maintenance of the Company's existing assets and the review of new opportunities.

Pursuant to shareholder approval received on 2 November 2016, the Company has:

1. Issued 2,238,666,753 Shares at an issue price \$0.0005 each, raising \$1,119,333 (before costs).
2. Issued 119,00,000 Shares at a deemed issue price of \$0.0005 each, in lieu of capital raising fees;
3. Issued 400,000,000 options each exercisable at \$0.001 on or before 31 December 2017 to parties responsible for arranging placement, each at an issue price of \$0.0001, raising \$4,000; and
4. Issued 120,000,000 Shares to Mr Charles Guy in Lieu of \$60,000 unpaid salary and director fees owing to Mr Guy.

An Appendix 3B relating to the issue of securities is **attached**.

Ram Resources Limited ABN 23 108 456 444

Street Address: Level 2 Spectrum, 100 Railway Road, Subiaco, WA 6008

Postal Address: PO Box 1592, Booragoon, WA 6954

Telephone: (08) 6268 2630 and

Web: www.ramresources.com.au

NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT

The Company advises that the Corporations Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, a sale of the Shares will fall within the exemption in section 708A(5) of the Act.

As required by section 708A(6) of the Corporations Act 2001 (Cth) (Act), the Company notifies ASX that:

1. The Shares were issued without disclosure to investors under Part 6D.2 of the Act;
2. This notice is being given under section 708A(5)(e) of the Act;
3. As at the date of this notice, the Company 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;
4. As at the date of this notice, there is no information that:
 - (a) has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (b) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - The assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - The rights and liabilities attaching to the Shares.

BOARD CHANGES

Ram is also pleased to welcome Mr Scott Mison as a non-executive director of the Company. Mr Mison will add strength and depth of corporate experience to the Ram Board. Mr Mison holds a Bachelor of Business degree, major in Accounting and Business Law, is a Member of the Institute of Chartered Accountants in Australia and Governance Institute of Australia. Mr Mison is a Director and Company Secretary of Jupiter Energy Limited and Company Secretary of Rift Valley Resources Limited. He is also a member of the board of Wheelchair Sports WA Inc, a not for profit organization.

The Company advises that non-executive director, Mr Edward Mead has resigned from the Board, effective today.

The Board would like to thank Mr Mead for his commitment, effort and the tremendous contribution to the Company over many years and wish him all the very best in his future endeavours.

For further information please contact:

Bill Guy
Managing Director
Bill.guy@ramresources.com.au

Darien Jagger
Joint Managing Director
Cygnnet Capital Pty Ltd
dj@cygnetcapital.com.au

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

Name of entity

Ram Resources Limited

ABN

23 108 456 444

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 | Shares; and
Unlisted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 2,477,666,753; and
400,000,000 |
| 3 | 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) | Fully paid Ordinary Shares; and
Unlisted Options exercisable at \$0.001 on or before 31 December 2017. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 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"> • 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>The Ordinary Shares will rank equally with the existing class of quoted Securities.</p> <p>The Unlisted Options will rank equally with the existing classes of unquoted options; and</p> <p>Upon exercise of the Unlisted Options, the Ordinary Shares will rank equally with the existing class of quoted Securities.</p>
<p>5 Issue price or consideration</p>	<p><u>2,238,666,753 Shares</u> \$0.0005 per Share for a total consideration of \$1,119,333;</p> <p><u>119,000,000 Shares</u> Deemed issue price of \$0.0005 for nil consideration</p> <p><u>120,000,000 Shares</u> Deemed issued price of \$0.0005 for nil consideration</p> <p><u>400,000,000 Unlisted Options</u> \$0.00001 per Unlisted Option for a total consideration of \$4,000</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p><u>2,238,666,753 Shares</u> Issue of 2nd tranche Placement Shares as announced on 23 September 2016.</p> <p><u>119,000,000 Shares</u> In satisfaction of the capital raising fees associated with the tranche 1 and tranche 2 Placement.</p> <p><u>120,000,000 Shares</u> In satisfaction of outstanding Managing Director fees</p> <p><u>400,000,000 Unlisted Options</u> Issued to Advisers who were responsible for arranging the Placement.</p>
<p>6a 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>	<p>No.</p>

+ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	Not Applicable	
6c	Number of +securities issued without security holder approval under rule 7.1	Nil	
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of securities issued under an exception in rule 7.2	Nil	
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	<u>ASX Listing Rule 7.1</u> 550,849,913	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	3 November 2016	
8	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	Number	+Class
		3,672,332,751	Fully paid ordinary shares
		355,273,075	Options exercisable at \$0.025 on or before 20 February 2017

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		83,334	Class I Unlisted Options exercisable at \$0.90 on or before 30 November 2016
		20,000,000	Unlisted Options exercisable at \$0.035 on or before 20 February 2017
		400,000,000	Unlisted Options exercisable at \$0.001 on or before 31 December 2017
		16,666,666	Unlisted Options exercisable at \$0.006 on or before 22 September 2020
		11,333,334	Class A Performance Shares
		11,333,334	Class B Performance Shares
		50,000,000	Performance Rights expiring 30 November 2018 (vesting subject to conditions)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Bonus issue or pro rata issue

Questions 11 to 33 are 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)

Questions 35 to 42 are not applicable

Quotation agreement

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

2 We warrant the following to ASX.

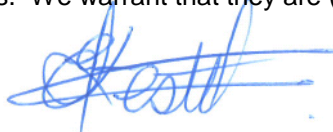
+ See chapter 19 for defined terms.

- 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: 03 November 2016

Print name: **Eryn Kestel**
Company Secretary

+ 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

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 date of issue or agreement to issue	1,053,332,751
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 	141,333,247 Shares (Ratified at 2/11/2016 GM) 2,477,666,753 Shares (At 2/11/2016 GM)
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	3,672,332,751

+ 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	550,849,913
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <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 <p><i>Note:</i></p> <ul style="list-style-type: none"> • 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 	-
“C”	-
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	550,849,913
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	-
Total [“A” x 0.15] – “C”	<p>550,849,913</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ 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>	-
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	-
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 	-
“E”	-

+ 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>	-
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	- <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.