



23 December 2016

Mr Dale Allen
Senior Adviser, Listings Compliance (Perth)
ASX Compliance Pty Ltd
Level 40, Central Park
152-158 St Georges Terrace
PERTH WA 6000

By Email: Dale.Allen@asx.com.au

Dear Mr Allen,

Regalpoint Resources Limited – Pre-Quotation Information

We refer to your letter to Jackson McDonald dated 12 December 2016 in relation to the conditional approval for reinstatement of Regalpoint Resources Limited's (**Company**) securities to official quotation on ASX and confirm the following:

1. Prospectus Offers

- 1.1 The Company closed the "Public Offer", the "Vendor Offer" and the "Underwriter Offer" (collectively, the **Offers**) made under its prospectus dated 9 November 2016 (**Prospectus**), on 5 December 2016.
- 1.2 The conditions to the Offers have been satisfied.
- 1.3 On 23 December 2016, the Company:
 - (a) issued/granted the following pursuant the Public Offer made in the Prospectus:
 - (i) 17,500,000 fully paid ordinary shares (**Shares**) to applicants and raised \$3,500,000 (before costs); and
 - (ii) 8,750,000 options, each exercisable at \$0.40 on or before 30 June 2019 (**Offer Options**) to the applicants on the basis of 1 Offer Option for every 2 Shares subscribed; and

- (b) granted to nominees of the underwriter to the Public Offer, Patersons Securities Ltd (**Underwriter**), 11,000,000 Offer Options for nil cash consideration pursuant to the Underwriter Offer made in the Prospectus.

2. Acquisition of AssetOwl

- 2.1 The conditions precedent to completion of the Share Sale and Purchase Agreement dated 3 November 2016 (**SSPA**) for the acquisition of all of the shares in AssetOwl Pty Ltd (**AssetOwl**), have been satisfied and that completion under that agreement occurred on 23 December 2016. The Company now holds 100% of the shares in AssetOwl.
- 2.2 At completion under the SSPA, the Company issued/granted the following to the shareholders of AssetOwl (**Vendors**) and nominees of their corporate advisor, Maiden Capital Pty Ltd:
 - (a) 15,000,000 fully paid ordinary shares – issued pursuant to the Vendor Offer made under the Prospectus;
 - (b) 5,000,000 options, each exercisable at \$0.25 each on or before 31 March 2019 (**Vendor Options**) – issued pursuant to the Vendor Offer made under the Prospectus;
 - (c) 15,000,000 Class A Performance Rights on the terms set out in section 10.5 of the Prospectus;
 - (d) 7,500,000 Class B Performance Rights on the terms set out in section 10.5 of the Prospectus; and
 - (e) 3,149,319 Class C Performance Rights on the terms set out in section 10.5 of the Prospectus.

3. Advisor Shares

On 23 December 2016, the Company issued 1,000,000 Shares to Hancock Corporate Investments Pty Ltd and its nominee for nil cash consideration, pursuant to its mandate with the Company .

4. Capital Structure and Restricted Securities

Please find **enclosed** as Annexure A the Company's current capital structure and restricted securities.

5. Financial Position

To the best of the Company's knowledge and belief, there has not been any material event which has occurred subsequent to the preparation of the consolidated statement of financial position for the Company as set out in section 8 of the Prospectus.

6. No Legal Impediments

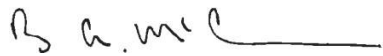
To the best of the Company's knowledge and belief, there are no legal, regulatory or contractual impediments to the Company undertaking the activities the subject of the commitments disclosed in the Prospectus.

7. Listing Rule Compliance

To the best of the Company's knowledge and belief, the Company is in compliance with the ASX Listing Rules, and in particular, Listing Rule 3.1.

Please contact us if you have any queries.

Yours faithfully

A handwritten signature in black ink, appearing to read 'B. McCracken', followed by a horizontal line extending to the right.

Bruce McCracken

Executive Director

Regalpoint Resources Limited

Annexure A – Capital Structure and Restricted Securities

Class	No restriction	Restriction for 12 months from issue	Restriction for 24 months from admission	Total
Fully paid ordinary shares	46,955,835	1,835,641	11,750,640	60,542,116
Existing Options (exercisable at \$0.20 on or before 30 September 2018)	10,142,793	Nil	Nil	10,142,793
Vendor Options (exercisable at \$0.25 on or before 31 March 2019)	Nil	758,568	4,241,432	5,000,000
Offer Options (exercisable at \$0.40 on or before 30 June 2019)	8,750,000	Nil	11,000,000	19,750,000
Class A Performance Rights	Nil	2,275,710	12,724,625	15,000,000
Class B Performance Rights	Nil	1,137,855	6,362,145	7,500,000
Class C Performance Rights	Nil	477,796	2,671,522	3,149,319
