

17 November 2017

NOTICE OF EXTRAORDINARY GENERAL MEETING AND SHARE CONSOLIDATION

RMA Energy Limited (“RMA” or “the Company”) (ASX:RMT) advises that it proposes to undertake a consolidation of its issued ordinary shares on the basis that every 20 ordinary shares consolidate into 1 ordinary share. The Company will seek shareholder approval for the proposed consolidation at its 19 December 2017 Extraordinary General Meeting.

Please find attached the Notice of Extraordinary General Meeting which has been despatched to shareholders today.

For more information, please contact:

Mr TJ Spooner
Joint Company Secretary
+61 (08) 9463 2463

About RMA Energy

RMA Energy Limited (“RMA”) listed on the Australian Securities Exchange in June 2007, with a suite of tenements in Queensland, Australia that are prospective for coal, gold and base metals.

RMA is 51.34% owned by CREC Resources (Aust) Pty Ltd, a wholly owned subsidiary of China Rail Group Limited, a PRC incorporated company listed on Hong Kong and Shanghai Stock Exchanges.

Website: www.rmaenergy.com.au



RMA ENERGY LIMITED

ACN 123 776 652

Notice of Extraordinary General Meeting Proxy Form and Explanatory Statement

Date of Meeting

Tuesday, 19 December 2017

Time of Meeting

10.00 am (AWST)

Place of Meeting

Level 3, 88 William Street, Perth, Western Australia

*This Notice of Extraordinary General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor
or other professional adviser without delay.*

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF RMA ENERGY LIMITED ACN 123 776 652 ("RMA ENERGY" / THE "COMPANY") WILL BE HELD AT LEVEL 3, 88 WILLIAM STREET, PERTH, WESTERN AUSTRALIA ON TUESDAY 19 DECEMBER 2017, AT 10.00 AM (AWST).

AGENDA

Resolution 1 – Consolidation of Capital

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That for the purposes of section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that every twenty (20) Shares be consolidated into one (1) Share, and where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole Share (as the case may be)."

BY ORDER OF THE BOARD

TJ SPOONER
Joint Company Secretary
Dated: 16 November 2017

ENTITLEMENT TO ATTEND AND VOTE

You will be entitled to attend and vote at the Extraordinary General Meeting if you are registered as a Shareholder of the Company as at 5 pm (AWST) on 17 December 2017. This is because, in accordance with the Corporations Regulations 2001 (Cth), the Board of Directors has determined that the Shares on issue at that time will be taken, for the purposes of the Extraordinary General Meeting, to be held by the persons who held them at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

HOW TO VOTE

Voting in person

Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded.

Corporate representatives

A body corporate, which is a Shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission. A form of the certificate can be obtained from the Company's registered office.

Voting by proxy

A Shareholder who is entitled to attend and cast a vote at the meeting may appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the meeting (see above).

A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's registered office.

To be effective for the scheduled meeting a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at an address or fax number below no later than 10.00 am (AWST) Sunday 17 December 2017, being 48 hours before the time of the meeting. Any proxy appointment received after that time will not be valid for the scheduled meeting.

In person

Registered Office
Level 3, 88 William Street
Perth, Western Australia 6000

By mail

GPO Box 2570
Perth, Western Australia 6001

By email

abby.siew@nexiaperth.com.au

By fax

(08) 9463 2499

For further information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

Voting by attorney

A Shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at one of the addresses listed above for the receipt of proxy appointments at least 48 hours prior to the commencement of the meeting.

Chairman as proxy

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box on the proposed Resolution.

If a Shareholder entitled to vote on a Resolution appoints the Chairman of the meeting as their proxy (or the Chairman becomes their proxy by default) and the Shareholder does not direct the Chairman how to vote on the Resolution, the Chairman intends to vote in favour of the Resolution, as proxy for that Shareholder on a poll.

If you do not want to put the Chairman of the meeting in the position to cast your vote in favour of the proposed Resolution, you should complete the appropriate box on the proxy form, directing your proxy to vote against, or to abstain from voting, on the resolution.

Explanatory Statement

This Explanatory Statement is for the information of members of RMA ENERGY LIMITED (the Company) in connection with Resolution to be considered at the Extraordinary General Meeting of the Company to be held on Tuesday, 19 December 2017 at 10.00am (AWST). If members are in doubt as to how they should vote, they should seek advice from their professional advisors before voting.

Resolution 1 – Consolidation of Capital

Background

The Directors propose the consolidation of capital for the following reasons:

- (a) The Company currently has 2,100,235,625 Shares on issue which represents a relatively large number when compared to its peer group listed on the ASX; and
- (b) The consolidation of capital will result in a more appropriate and effective capital structure for the Company and a Share price that may be more appealing to a wider range of investors, particularly institutional investors, globally.

Assuming Resolution 1 is passed, the number of Shares on issue will be reduced from 2,100,235,625 to 105,011,781 (subject to rounding). There are no options currently on issue.

Legal Requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or small number.

Fractional entitlements

Not all Shareholders will hold that number of Shares (as the case may be) which can be evenly divided by twenty (20). Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Share.

Taxation

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and the Company does not accept any responsibility for the individual taxation implications arising from the Consolidation.

Holding Statements

From the date of the Consolidation, all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis. After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to holders of those Shares. It is the responsibility of each Shareholder to check the number of Shares held prior to disposal or exercise (as the case may be).

Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

Capital Structure	Shares
Pre-Consolidation Shares	2,100,235,625
Post-Consolidation of Shares	105,011,781*

* Subject to rounding

Indicative timetable*

If Resolution 1 is passed, the reduction of capital will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 8) of the ASX Listing Rules):

Action	Date
Company announces Consolidation	17 November 2017
Company sends out Notice of Meeting	17 November 2017
Company tells ASX that Shareholders have approved the Consolidation	19 December 2017
Last day for pre-Consolidation trading	20 December 2017
Post-Consolidation trading starts on a deferred settlement basis	21 December 2017
Last day for Company to register transfers on a pre-Consolidation basis	22 December 2017
First day for Company to send notice to each holder of the change in their details of holdings	27 December 2017
First day for the Company to register Shares on a post-Consolidation basis and first day for issue of holding statements	27 December 2017
Change of details of holdings date. Deferred settlement market ends	3 January 2018
Last day for Shares to be entered into holders' Share holdings	3 January 2018
Last day for the Company to send notice to each holder of the change in their details of holdings	3 January 2018

* - The timetable is indicative only and is subject to change.

Directors' recommendation

The Board of Directors, recommend that Shareholders vote in favour of Resolution 1.

SCHEDULE 1 - DEFINITIONS

In this Notice and Explanatory Statement:

ASX	Australian Securities Exchange
AWST	Australian Western Standard Time
Ordinary Resolution	a resolution that has been passed by at least 50% of the votes cast by shareholders entitled to vote on the resolution
Resolution	a resolution set out in the Notice of Meeting
Shareholder	holder of a share in the Company

RMA ENERGY LIMITED

ACN 123 776 652

PROXY FORM

Shareholder Details

Name:

Address:

Contact Telephone No:

Contact Email Address:

Contact Name (if different from above):

Step 1: Appointment of Proxy

I/We being a Shareholder/s of RMA Energy Limited and entitled to attend and vote hereby appoint

☐

The Chairman
of the meeting
(mark with an 'X')

OR

Write here the name of the person you
are appointing if this person is someone
other than the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Extraordinary General Meeting of RMA Energy Limited to be held at Level 3, 88 William Street, Perth, Western Australia on 19 December 2017 at 10.00 am (AWST) and at any adjournment of that meeting.

If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman how to exercise your proxy on Resolution 1 by marking the appropriate box below.

Chairman to vote undirected proxies in favour: I/we acknowledge that the Chairman of the Meeting intends to vote undirected proxies in favour of the proposed Resolution (to the extent permitted by law).

Step 2: Voting directions to your proxy – please mark ☒ to indicate your directions

For Against Abstain*

Resolution 1 Consolidation of Capital consolidating every 20 Shares held into 1 Share

☐☐☐

*If you mark the Abstain box for the Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Appointment of a second proxy (see instructions attached).

- If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

%

**PLEASE SIGN HERE
be implemented**

This section must be signed in accordance with the instructions attached to enable your directions to

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

How to complete this Proxy Form

Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If shares are jointly held, please ensure the name and address of each joint Shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.

Votes on Resolution

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company on 08 9463 2463 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Signing Instructions

You must sign this form as follows in the spaces provided:

- | | |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual: | where the holding is in one name, the holder must sign. |
| Joint Holding: | where the holding is in more than one name, all of the Shareholders should sign. |
| Power of Attorney: | to sign under Power of Attorney, you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it. |
| Companies: | where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. |

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate can be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting. ie. no later than 10.00 am (AWST) on 17 December 2017. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be delivered to the Company's registered office at Level 3, 88 William Street, Perth, Western Australia 6000; or posted to GPO Box 2570, Perth WA 6001; or sent by facsimile to the registered office on (08) 9463 2499; or by email to abby.siew@nexiaperth.com.au.