



Announcement Summary

Entity name

RESOLUTE MINING LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday January 21, 2020

The Proposed issue is:

- An offer of securities under a securities purchase plan
- A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
--------------------	-----------------------	--

Record Date

Monday January 20, 2020

Closing Date

Friday February 21, 2020

Issue Date

Tuesday March 3, 2020

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
--------------------	-----------------------	--

Proposed issue date

Thursday January 30, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

RESOLUTE MINING LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ACN

Registration Number

097088689

1.3 ASX issuer code

RSG

1.4 The announcement is

New announcement

1.5 Date of this announcement

Tuesday January 21, 2020

1.6 The Proposed issue is:

An offer of securities under a securities purchase plan

A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 - Are any of the below approvals required for the offer of securities under a securities purchase plan issue?

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity required to be given/met for the offer of securities under a securities purchase plan issue**

No

Part 4B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +Security Code and Description

RSG : ORDINARY FULLY PAID

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +Security Code and Description

RSG : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

22,727,273

Minimum Number of +securities proposed to be offered to each individual +security holder

1,818

Maximum Number of +securities proposed to be offered to each individual +security holder

27,272



Minimum subscription \$ amount proposed to be offered to each individual security holder	Maximum subscription \$ amount proposed to be offered to each individual security holder
AUD 2,000	AUD 30,000

Purpose of the issue

To repay all amounts outstanding under the US\$130 million Toro Gold bridge facility prior to the due date for repayment of 31 January 2020.

Offer price details for retail security holders

Issue Currency	Offer Price per +security	Estimated or Actual?
AUD - Australian Dollar	AUD 1.10000	<input checked="" type="checkbox"/> Actual

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

Yes

Provide the scale back details

At the discretion of the Company.

Part 4C - Timetable

4C.1 Announcement of Security Purchase Plan

Wednesday January 22, 2020

4C.2 Record Date

Monday January 20, 2020

4C.3 Date on which offer documents will be made available to investors

Monday February 3, 2020

4C.4 Offer Open Date

Monday February 3, 2020

4C.5 Closing Date

Friday February 21, 2020

4C.6 Announcement of results

Wednesday February 26, 2020



4C.7 Issue Date

Tuesday March 3, 2020

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet the requirements of listing rule 7.2 exception 5 that:

- the number of +securities to be issued is not greater than 30% of the number of fully paid +ordinary securities already on issue; and
- the issue price of the +securities is at least 80% of the +volume weighted average market price for +securities in that +class, calculated over the last 5 days on which sales in the +securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made?

Yes

Part 4E - Lead Manager/Broker & Underwriter details

4E.1 Will there be a lead manager or broker to the proposed offer?

No

4E.2 Is the proposed offer to be underwritten?

No

4E.3 Will brokers who lodge acceptances on behalf of investors be paid a handling fee or commission?

No

4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

None.

Part 4F - Further Information

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

No

4F.2 Countries in which the entity has security holders who will not be eligible to accept the proposed offer

Any jurisdiction other than Australia and New Zealand.



4F.3 URL on the entity's website where investors can download information about the proposed offer

www.rml.com.au/investors/asx-announcements/

4F.4 Any other information the entity wishes to provide about the proposed offer

Refer to ASX Announcements, including the investor presentation dated 21 January 2020.



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the below approvals required for the placement or other type of issue?

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity required to be given/met for the placement or other type of issue**

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Thursday February 27, 2020	<input checked="" type="checkbox"/> Estimated	

Comments

Shareholder approval required for 22,727,273 fully paid ordinary shares being issued RSG in tranche 2 of the placement.

Part 7B - Issue details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
 Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
 No

Details of +securities proposed to be issued

ASX +Security Code and Description

RSG : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

155,460,458



Purpose of the issue

To repay all amounts outstanding under the US\$130 million Toro Gold bridge facility prior to the due date for repayment of 31 January 2020.

Offer price details for retail security holders

Issue Currency	Offer Price or consideration per +security	Estimated or Actual? <input checked="" type="checkbox"/> Actual
AUD - Australian Dollar	AUD 1.10000	

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

Yes

Provide the scale back details

At the Company's discretion.

Part 7C - Timetable

7C.1 Proposed issue date

Thursday January 30, 2020

Part 7D - Listing Rule requirements

7D.1 Are any of the +securities proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1a How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

132,733,185

7D.2 Are any of the +securities proposed to be issued without security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.3 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

Yes

7D.4 Will any of the +securities to be issued be +restricted securities for the purposes of the Listing Rules?

No



7D.5 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Lead Manager/Broker & Underwriter details

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

7E.1a Who is the lead manager/broker?

Canaccord Genuity (Australia) Limited (Canaccord) and Joh. Berenberg, Gossler & Co. KG, London Branch

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

A management and selling fee of 1% of the Tranche 1 offer proceeds, being approximately \$1.46 million.

7E.2 Is the proposed issue to be underwritten?

Yes

7E.2a Who are the underwriter(s)?

Canaccord

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

\$146 million.

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

An underwriting fee of 3% of the Tranche 1 offer proceeds, being approximately \$4.38 million.

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Refer to the investor presentation lodged on 21 January 2020.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Nil.

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

Nil.