Appendix 3B and Additional Disclosure re ASX Listing Rule 3.10.5A

At the EGM held on 7 November 2013 shareholders approved a resolution under ASX listing rule 7.1A granting the Company approval to issue up to 10% of its issued capital ("Additional Placement Capacity").

On 4 June 2014 the Company announced a securities placement which settled today and is the subject of the attached Appendix 3B. That placement included 70,000,000 ordinary shares ('Additional Placement") issued pursuant to the Additional Placement Capacity.

The following is the additional disclosure required by ASX listing rule 3.10.5A in respect to the Additional Placement:
  a) The dilution to the existing holders of ordinary shareholders caused by the issue was 10%;
  b) On 4 June 2014 the Company announced the execution of a binding Heads of Agreement ("HOA") to acquire all of the issued capital of Holiday Planet Pty Ltd. As a result of the execution of the HOA there was an urgent need for the Company to raise funds to assist with working capital during the relisting process ("the Initial Placement"), as also announced on 4 June 2014. Consequently there was not sufficient time to arrange for a pro-rata issue or other type of issue in which existing ordinary security holders would have been eligible to participate;
  c) The Additional Capacity placement was not underwritten;
  d) DJ Carmichael Pty Ltd were lead managers to the Additional Placement subject to a management fee of $16,000.

For further information please contact:

Mal Lucas-Smith, Company Secretary 0418 366 532

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, 04/03/13

Name of entity

RED GUM RESOURCES LIMITED

ABN

66 119 641 986

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	ORD RGX Quoted options RGXOA
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	ORD 132,000,000 Broker options 26,000,000
3	Principal terms of the +securities (e.g. 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)	ORD – as for existing Existing class RGXOA quoted options ex $0.01 exp 15/11/2017

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date 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	Yes Options do not receive dividends but will rank equally with ORD if and when exercised.
5	Issue price or consideration	$0.008 per share. Broker options at no cost to recipient.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Initial placement to unrelated sophisticated investors as announced on 4 June 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	Yes
6b	The date the security holder resolution under rule 7.1A was passed	7 November 2013
6c	Number of +securities issued without security holder approval under rule 7.1	62,000,000 ORD 26,000,000 quoted broker options
6d	Number of +securities issued with security holder approval under rule 7.1A	70,000,000 ORD

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	NA
6f	Number of +securities issued under an exception in rule 7.2	NA
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.	Day of announcement 4 June 2014. VWAP calculated by management over 15 days prior to announcement - $0.008. Issued at $0.008 – no discount.
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	NA
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	Remaining capacity under LR 7.1 – 132,982 Remaining capacity under LR7.1A – Nil
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	10/06/2014

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	832,000,000 61,234,053 176,000,000	ORD Quoted options RGXO Ex $0.10 exp 1/03/16 Quoted options RGXOA ex $0.01 exp 15/11/2017

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	5,000,000	Unquoted options RGXAK ex $0.15 exp 30/04/16

+ See chapter 19 for defined terms.

| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | As for existing securities |

Part 2 - Pro rata issue

| 11 | Is security holder approval required? | NA |

| 12 | Is the issue renounceable or non-renounceable? | |

| 13 | Ratio in which the +securities will be offered | |

| 14 | +Class of +securities to which the offer relates | |

| 15 | +Record date to determine entitlements | |

| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |

| 17 | Policy for deciding entitlements in relation to fractions | |

| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7. | |

| 19 | Closing date for receipt of acceptances or renunciations | |

| 20 | Names of any underwriters | |

| 21 | Amount of any underwriting fee or commission | |

| 22 | Names of any brokers to the issue | |

| 23 | Fee or commission payable to the broker to the issue | |

+ See chapter 19 for defined terms.

24   Amount of any handling fee payable
      to brokers who lodge acceptances or
      renunciations on behalf of security
      holders

25   If the issue is contingent on security
      holders' approval, the date of the
      meeting

26   Date entitlement and acceptance
      form and offer documents will be
      sent to persons entitled

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

28   Date rights trading will begin (if
      applicable)

29   Date rights trading will end (if
      applicable)

30   How do security holders sell their
      entitlements *in full* through a broker?

31   How do security holders sell *part* of
      their entitlements through a broker
      and accept for the balance?

32   How do security holders dispose of
      their entitlements (except by sale
      through a broker)?

33   +Issue date

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

+ See chapter 19 for defined terms.

(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

40   Do the +securities rank equally in all respects from the +issue date 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
832,000,000	ORD
61,234,053	Quoted options RGXO ex $0.10 exp 1/03/16
176,000,000	Quoted options RGXOA ex $0.01 exp 15/11/17

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 is not available now, we 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.

+ See chapter 19 for defined terms.

Sign here: M E Lucas-Smith ....   Date: 10/06/2014....
                    (Director/Company secretary)
                             == == == == ==

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

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 the +issue date or date of agreement to issue	74,978,727
Add the following: • 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 *Note:* • *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*	12/06/13 6,223,005 18/06/13 31,266,365 14/04/14 RRI 155,205,975 17/04/14 RRI Shortfall 38,801,493 29/04/14 Loan conversion 176,654,220 29/04/14 Nov13 placement 15,000,000 29/04/14 Mar14 placement 1,870,215 23/05/2014 placement 200,000,000
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	NIL
"A"	700,000,000

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	105,000,000

Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *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*	23/05/2014 quoted options 16,867,018 10/06/2014 placement 62,000,000 10/06/2014 quoted options 26,000,000
"C"	**104,867,018**

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	105,000,000
Subtract "C" *Note: number must be same as shown in Step 3*	104,867,018
Total ["A" x 0.15] – "C"	132,982 *[Note: this is the remaining placement capacity under rule 7.1]*

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" *Note: number must be same as shown in Step 1 of Part 1*	700,000,000
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	70,000,000
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 *Notes:* • *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*	10/06/2014 placement 70,000,000
"E"	70,000,000

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	70,000,000
Subtract "E" *Note: number must be same as shown in Step 3*	70,000,000
Total ["A" x 0.10] – "E"	NIL *Note: this is the remaining placement capacity under rule 7.1A*