

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

Republic Gold Limited

ABN

86 106 399 311

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 | <p>(a) Fully paid ordinary shares (Shares).</p> <p>(b) Options (to be listed) (Options).</p> <p>At a general meeting of the Company's shareholders to be held on or about 19 November 2014, the Company is seeking shareholder approval for a consolidation of the Company's securities on a 1 for 30 basis (Consolidation). All references to securities in this Appendix 3B are on a post-Consolidation basis unless otherwise stated.</p> |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>(a) Up to a maximum of 32,955,339 Shares offered to shareholders of Big Review TV Limited (BRTV) under the Company's takeover offer for all of the shares in BRTV (Takeover Offer) as set out in the Company's bidder's statement dated 9 October 2014 (Bidder's Statement); and</p> <p>(b) Up to a maximum of 3,295,534 Options offered to shareholders of BRTV under the Takeover Offer as set out in the Bidder's Statement.</p> |

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+ See chapter 19 for defined terms.

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- 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)

(a) Fully paid ordinary shares.

(b) Options exercisable at \$0.30 on or before 4:00 pm on 31 December 2017.

Full Terms of the Options are attached in Annexure 2 to this Appendix 3B.

<p>4 Do the +securities rank equally in all respects from the +issue date 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>(a) In respect of the Shares, yes.</p> <p>(b) In respect of the Options, no. The Options will form a new class of listed options exercisable into Shares. Upon exercise of the Options into Shares, the issued Shares will rank equally in all respects with an existing class of quoted securities (being the Shares).</p>
<p>5 Issue price or consideration</p>	<p>(a) Under the Takeover Offer, 32,955,339 Shares to be issued (on a post Consolidation basis, and subject to minor adjustments for rounding), as consideration for the acquisition of 139,750,201 BRTV shares from BRTV shareholders under the Takeover Offer (on the basis of 23.582 Shares for every 100 BRTV shares).</p> <p>(b) Under the Takeover Offer, 3,295,534 Options, (on a post Consolidation basis, and subject to minor adjustments for rounding), (on the basis of 1 Option to be issued as an attaching Options for every 10 Shares issue under the Takeover Offer for nil cash consideration).</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Under the Takeover Offer, 32,955,339 Shares to be issued (on a post Consolidation basis, and subject to minor adjustments for rounding), as consideration for the acquisition of 139,750,201 BRTV shares from BRTV shareholders under the Takeover Offer (on the basis of 23. 582 Shares for every 100 BRTV shares).</p> <p>(b) Under the Takeover Offer, 3,295,534 Options, (on a post Consolidation basis, and subject to minor adjustments for rounding), (on the basis of 1 Option to be issued as an attaching Options for every 10 Shares issue under the Takeover Offer for nil consideration).</p>

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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	No				
6b	The date the security holder resolution under rule 7.1A was passed	N/A				
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	32,955,339 Shares and 3,295,534 Options issued under the Takeover Offer are to be issued under the exception set out in ASX Listing Rule 7.2 exception 5.				
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.	N/A				
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	N/A				
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	<table><tr><td>7.1</td><td>1,922,395</td></tr><tr><td>7.1A</td><td>642,630</td></tr></table>	7.1	1,922,395	7.1A	642,630
7.1	1,922,395					
7.1A	642,630					

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.

All Shares and Options are anticipated to be issued on or before 19 December 2014

8 Number and ⁺class of all ⁺securities quoted on ASX (*including* the ⁺securities in section 2 if applicable)

Number	⁺ Class
45,771,305 (on a post Consolidation basis)	Fully paid ordinary shares
3,295,534 (on a post Consolidation basis)	Options exercisable at \$0.30 before 4:00 pm on 31 December 2017.

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		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Nil	Nil
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Issue date N/A

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)

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	N/A				
39	+Class of +securities for which quotation is sought	N/A				
40	<p>Do the +securities rank equally in all respects from the +issue date 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 	N/A				
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A				
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%; text-align: center;">Number</th> <th style="width: 50%; text-align: center;">+Class</th> </tr> <tr> <td style="text-align: center; vertical-align: top;">N/A</td> <td style="text-align: center; vertical-align: top;">N/A</td> </tr> </table>	Number	+Class	N/A	N/A
Number	+Class					
N/A	N/A					

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	<p>All numbers are on a post-Consolidation basis and assumes the date of agreement is 10 October 2014.</p> <p>6,426, 303</p>
<p>Add the following:</p> <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>Note:</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 	<p>6,389,662</p> <p>Nil</p> <p>Nil</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	12,815,965

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	1,922,395
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 	<p>Nil</p> <p>Nil</p> <p>Nil</p>
“C”	nil
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>	1,922,395
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	nil
Total [“A” x 0.15] – “C”	1,922,395 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	6,426,303
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	642,630
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 	Nil
“E”	Nil

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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>	642,630
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	642, 630 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

Appendix 3B – Annexure 1

The terms and conditions of the Republic Options being issued as Consideration under the Takeover Offer are as follows:

Options	The Republic Options are options over fully paid ordinary shares in the capital of Republic as part of the Consideration under the Takeover Offer (as that term is defined in the Bidders Statement).
Entitlement	<p>Each Republic Option entitles the holder to subscribe for one Republic Share upon:</p> <ul style="list-style-type: none">(a) exercise of the Republic Option in accordance with these terms; and(b) payment of the Exercise Price.
Exercise Price	The amount payable upon exercise of each Republic Option is \$0.30 (Exercise Price).
Expiry date	Each Republic Option will expire at 4:00pm on 31 December 2017 (Expiry Date). A Republic Option not exercised before 4:00 pm on the Expiry Date will automatically lapse.
Ranking	Republic Shares issued on exercise of Republic Options will, upon issue, be fully paid, will rank equally with all the then issued Republic Shares and will otherwise be subject to the provisions of the Constitution and any restriction or escrow arrangements imposed on them by ASX or under applicable Australian securities law.
Exercise Period	Republic Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
How to exercise a Republic Option	<p>The Republic Options may be exercised during the Exercise Period by lodging with Republic:</p> <ul style="list-style-type: none">(a) notice in writing to Republic in the manner specified on the Republic Option certificate (Notice of Exercise);(b) payment of the Exercise Price for each Republic Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to Republic; and(c) if the Notice of Exercise of a Republic Option is executed under a power of attorney, a copy of the relevant power of attorney.

The holder of a Republic Option may only exercise a Republic Option

by strictly complying with these terms. Any other purported exercise is invalid.

Restrictions on Exercise The holder of a Republic Option may not exercise less than 2000 Republic Options at any one time unless the holder has less than 2000 Republic Options in which event the holder must exercise all of the Republic Options together.

Date of Exercise The Notice of Exercise is only effective on and from the later of:

- (a) the date of receipt by Republic of the Notice of Exercise; and
- (b) the date of receipt by Republic of payment of the Exercise Price for each Republic option the subject of the Notice of Exercise, in cleared funds.

Timing of issue of Republic Shares Within 10 Business Days of receipt of the Notice of Exercise and the full amount of the Exercise Price in cleared funds, Republic will allot the number of Republic Shares required under these terms and conditions in respect of the number of Republic Options specified in the Notice of Exercise to the BRTV Optionholder.

Listing of Republic Options Republic has applied for quotation of the Republic Options. Quotation of the Republic Options is not guaranteed or automatic but will depend on ASX exercising its discretion under the ASX Listing Rules.

Quotation of Republic Shares arising on exercise of Republic Options Republic will apply for quotation of all Republic Shares allotted pursuant to the exercise of the Republic Options on ASX within 10 Business Days after the date of allotment of those Republic Shares. Quotation is not guaranteed or automatic but will depend on ASX exercising its discretion under the ASX Listing Rules.

Dividends The Republic Options confer no entitlement to participate in dividends.

Reorganisation of capital Following any reconstruction, consolidation, subdivision, reduction (by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled), or return or pro rata cancellation of the issued capital of Republic:

- (a) the number and/or Exercise Price of Republic Options will be adjusted in compliance with the Corporations Act and the ASX Listing Rules as at the time of the restructure, with the intention that such restructure will not result in benefits being conferred on the holder of the Republic Option which are not conferred on Republic Shareholders; and

- (b) subject to provisions with respect to rounding of entitlements as sanctioned by a meeting of Republic Shareholders approving a reconstruction of capital, in all other respects the terms of exercise of the Republic Options will remain unchanged.

This provision is subject to the ASX Listing Rules and in the event of an inconsistency the ASX Listing Rules will prevail.

Participation in new issues	Holders of Republic Options may participate in new issues of securities in Republic.
Pro rata issues	In the event Republic proceeds with a pro rata basis (other than a bonus issue) of Republic Shares to Shareholders after the date of issue of the Republic Options, the Exercise Price may be reduced in the manner permitted by the ASX Listing Rules applying at the time of the pro rata issue.
Bonus issues	In the event Republic proceeds with a bonus issue of Republic Shares to Republic Shareholders after the date of the Republic Options, the number of Republic Shares over which a Republic Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
Change in Republic Option terms	<p>A change which has the effect of cancelling a Republic Option for no consideration can be made by the Republic Board.</p> <p>The terms of Republic Options may not be changed to:</p> <ul style="list-style-type: none"> (a) reduce the Exercise Price; (b) increase the number of securities received on exercise of the Republic Options; or (c) increase any period for exercise of the Republic Options. <p>A change to terms of Republic Options may otherwise only be changed with the approval of ordinary shareholders.</p>
Title of Republic Options	Republic is entitled to treat the registered holder of Republic Options as the absolute holder of that Republic Option and is not bound to recognise any equitable or other claim to, or interest in, that Republic Option on the part of any person other than the registered holder, except as ordered by a court of competent jurisdiction or as required by statute
Assignment of Republic Options	The Republic Options are freely transferrable subject to any restriction or escrow arrangements imposed by the Corporations Act and the ASX Listing Rules.