

## Announcement

### RPM announces on-market share buy-back

20 November 2015

RungePincockMinarco Limited (ASX: RUL) (RPM) has today announced its intention to undertake an on-market share buy-back (Buy-back) of up to 10% of its fully paid ordinary shares over the next twelve months.

The initiative is being undertaken as a part of RPM's ongoing capital management strategy at a time when RPM's share price is at a two-and-a-half year low and with \$19.1m in available cash in the Company's account (as at the end of September), the RPM Board considers a share Buy-back to be a sound use of available capital.

RPM will only acquire up to 17,700,000 shares under the Buy-back (representing approx. 9.96% of the 177,653,062 RPM shares currently on issue) and accordingly the share Buy-back will be within the "10-12 limit" permitted under the Corporations Act. As such, it does not require shareholder approval. In accordance with the ASX Listing Rules, the price paid for shares purchased under the Buy-back will be no more than 5% above the volume weighted average share price of RPM shares over the 5 days prior trading before the Buy-back purchase is made.

Based on the closing share price on 18 November 2015, the cash cost to RPM would be circa \$8.5 million if RPM was to acquire all of the 17,700,000 shares, however the timing and actual number of shares purchased under the Buy-back will depend on the prevailing share price, business and market conditions and other conditions such as the cash required by RPM to fund growth opportunities. There is no guarantee RPM will purchase any shares at all or the full or any portion of the 17,700,000 shares and RPM reserves the right to suspend or terminate the share Buy-back at any time.

The earliest RPM will be permitted to Buy-back its shares is 7 December 2015 and the period will remain open until 6 December 2016 unless closed earlier by the RPM Board at its discretion.

The Appendix 3C in relation to the Buy-back is attached to this announcement. Veritas Securities has been appointed by RPM to act as broker for the Buy-back.

#### **For further information please contact:**

Richard Mathews  
Chief Executive Officer  
+61 7 3100 7200  
[companysecretary@rpmglobal.com](mailto:companysecretary@rpmglobal.com)

James O'Neill  
Company Secretary  
+61 7 3100 7200  
[companysecretary@rpmglobal.com](mailto:companysecretary@rpmglobal.com)

#### **About RungePincockMinarco:**

RungePincockMinarco Limited (ASX: RUL) is the world's largest publicly traded independent group of mining technical experts, with history stretching back to 1968. We have local expertise in all mining regions and are experienced across all commodities and mining methods.

Listed on the Australian Securities Exchange on 27 May 2008, RungePincockMinarco is a global leader in the provision of advisory consulting, technology and professional development solutions to the mining industry. We have global expertise achieved through our work in over 118 countries and our approach to the business of mining is strongly grounded in economic principles.

We operate offices in 18 locations across 12 countries.

---

# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
RungePincockMinarco Limited	17 010 672 321

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	On-market share buy-back (within 10/12 limit)
2	<sup>+</sup> Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary Shares
3	Voting rights (eg, one for one)	One for One
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully Paid
5	Number of shares/units in the <sup>+</sup> class on issue	177,653,062 ordinary shares on issue prior to commencement of the on-market buy-back
6	Whether shareholder/unitholder approval is required for buy-back	Shareholder approval is not required (within the 10/12 limit)
7	Reason for buy-back	Capital Management initiative

## Appendix 3C

### Announcement of buy-back

---

8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer ( <i>eg, details of any proposed takeover bid</i> )	Nil
---	---	-----

### On-market buy-back

9	Name of broker who will act on the company's behalf	Veritas Securities Limited
10	Deleted 30/9/2001.	
11	If the company/trust intends to buy back a maximum number of shares - that number  <small>Note: This requires a figure to be included, not a percentage.</small>	Less than or equal to 17,700,000 shares
12	If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	From 7 December 2015 to 6 December 2016
13	If the company/trust intends to buy back shares/units if conditions are met - those conditions	The Company will only buy-back shares at such times and in such circumstances as are considered beneficial to the efficient capital management of the Company

### Employee share scheme buy-back

14	Number of shares proposed to be bought back	N/A
15	Price to be offered for shares	N/A

---

<sup>+</sup> See chapter 19 for defined terms.

### Selective buy-back

- |    |  |     |
|----|--|-----|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | N/A |
| 17 | Number of shares proposed to be bought back  | N/A |
| 18 | Price to be offered for shares   | N/A |

### Equal access scheme

- |    |   |     |
|----|---|-----|
| 19 | Percentage of shares proposed to be bought back   | N/A |
| 20 | Total number of shares proposed to be bought back if all offers are accepted                                  | N/A |
| 21 | Price to be offered for shares  | N/A |
| 22 | <sup>+</sup> Record date for participation in offer<br><small>Cross reference: Appendix 7A, clause 9.</small> | N/A |

### Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:

  
.....  
(Director/Company secretary)

Date: ..20/11/2015.....

Print name:

.....James O'Neill.....

---

<sup>+</sup> See chapter 19 for defined terms.