

ASX Market Announcement

26 April 2016

**RIGHTS ISSUE
UPDATED APPENDIX 3B**

On 14 March 2016, Regalpoint Resources Limited (**Company** or **ASX:RGU**) announced a renounceable offer to eligible shareholders pursuant to a prospectus dated 16 March 2016, on the basis of three (3) new shares (**New Shares**) for every one (1) share held by shareholders at an issue price of \$0.01 per New Share to raise approximately \$2,028,158 before costs, together with one (1) free attaching option exercisable at \$0.02 each on or before 30 September 2018 (**Attaching Option**) for every two (2) New Shares issued (**Rights Issue**).

The Rights Issue closed on 18 April 2016 and New Shares and Attaching Options have been issued today.

Due to the rounding of entitlements, the number of Attaching Options issued has increased marginally from 101,407,920 Attaching Options to 101,407,928 Attaching Options, being a difference of 8 additional Attaching Options.

The attached Appendix 3B is to account for increased number of Attaching Options that have been issued.

The additional information required to be provided by the ASX Listing Rules and the Appendix 3B will be provided in a further announcement today.

*****ENDS*****

For further information, shareholders and media please contact:

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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

Regalpoint Resources Ltd

ABN

12 122 727 342

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 | Ordinary shares (Shares).
Options to acquire Shares (Options). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 202,815,840 Shares.
101,407,928 Options. |
| 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) | Shares are fully paid ordinary shares in the capital of the Company.
Options are exercisable at \$0.02 each and expire on 30 September 2018. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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>No.</p> <p>Shares rank equally with existing ordinary shares.</p> <p>Options are a new class of security.</p>
<p>5 Issue price or consideration</p>	<p>Shares are issued at an issue price of \$0.01 each.</p> <p>Options are free attaching options issued at a ratio of 1 for every 2 Shares issued.</p>

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Shares and Options are to be issued pursuant to a rights issue. The funds raised will be used as follows:</p> <p>(a) lend \$500,000 to Impact Investment Partners Pty Ltd (Impact);</p> <p>(b) investigate opportunities under a memorandum of understanding the Company has with Impact;</p> <p>(c) conduct exploration at the Paroo Range Project and the Rum Jungle Project;</p> <p>(d) pay fees in the amount of \$405,000 that have accrued and are payable by the Company to Transcontinental Investments Pty Ltd (Transcontinental) pursuant to the administration services agreement between the Company and Transcontinental, and repay accrued debt owed by the Company to Transcontinental in the amount of \$100,445;</p> <p>(e) pay director's fees in the amount of \$57,500 that have accrued and are payable by the Company to Ian Murchison; and</p> <p>(f) pay director's fees in the amount of \$145,200 that have accrued and are payable by the Company to The Hon. Shane Stone.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	25 November 2015
6c	Number of +securities issued without security holder approval under rule 7.1	Nil

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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	202,815,840 Shares. 101,407,928 Options.						
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	Rule 7.1 – 40,563,168 Rule 7.1A - 27,042,112						
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.	26 April 2016						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>270,421,120</td> <td>Shares (ASX: RGU)</td> </tr> <tr> <td>101,407,928</td> <td>Options exercisable at \$0.02 each, expiring on 30 September 2018 (quotation to be sought).</td> </tr> </tbody> </table>	Number	+Class	270,421,120	Shares (ASX: RGU)	101,407,928	Options exercisable at \$0.02 each, expiring on 30 September 2018 (quotation to be sought).
Number	+Class							
270,421,120	Shares (ASX: RGU)							
101,407,928	Options exercisable at \$0.02 each, expiring on 30 September 2018 (quotation to be sought).							

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	N/A

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy.
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Part 2 - Pro rata issue

11	Is security holder approval required?	No
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12	Is the issue renounceable or non-renounceable?	Renounceable
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13	Ratio in which the +securities will be offered	3 Shares for every 1 Share held, with 1 free attaching Option for every 2 Shares issued.
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14	+Class of +securities to which the offer relates	Fully paid ordinary shares. Options exercisable at \$0.02 each, expiring on 30 September 2018.
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15	+Record date to determine entitlements	5.00pm (WST) on 22 March 2016.
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
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17	Policy for deciding entitlements in relation to fractions	Fractional rights will be rounded up to the nearest whole number.
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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>	Countries other than Australia, New Zealand, Monaco and Hong Kong.
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19	Closing date for receipt of acceptances or renunciations	5.00pm (WST) on 18 April 2016.
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+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

20	Names of any underwriters	Patersons Securities Limited.
21	Amount of any underwriting fee or commission	6% of \$1,366,719, being the underwritten amount.
22	Names of any brokers to the issue	Patersons Securities Limited.
23	Fee or commission payable to the broker to the issue	\$40,000 (plus GST).
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	24 March 2016.
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)	21 March 2016.
29	Date rights trading will end (if applicable)	4 April 2016.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Providing instructions to their broker in accordance with section 3.7 of the prospectus lodged on 16 March 2016 (Prospectus).
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Completing and lodging an Entitlement and Acceptance form or completing a BPay payment in accordance with section 3.2 of the Prospectus for those entitlements they wish to take up, and providing instructions to their broker, in accordance with section 3.7 of the Prospectus for those entitlements they wish to sell.

+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? Complete and lodge a standard renunciation and acceptance form which is available from the Company's share registry, in accordance with section 3.7 of the Prospectus.
- 33 ⁺Issue date 26 April 2016 based on the indicative timetable set out in the Prospectus.

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

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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)	Number	+Class
		N/A	N/A

+ See chapter 19 for defined terms.

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	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	67,605,280
<i>Add</i> the following: <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><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	202,815,840 Shares
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	270,421,120

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	40,563,168
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“C”	0
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>	40,563,168
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
<p>Total [“A” x 0.15] – “C”</p>	40,563,168 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

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>	270,421,120
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	27,042,112
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: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	0

+ See chapter 19 for defined terms.

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>	27,042,112
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	27,042,112 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.