

30 April 2014

Manager of Company Announcements  
Australian Securities Exchange  
Level 6, 20 Bridge Street  
Sydney NSW 2000

*By E-Lodgement*

ASX Code: RRS and AIM Code: RRL

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## THIRD QUARTER REPORT FOR PERIOD ENDING 31 MARCH 2014

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The Board of Range Resources Limited (“**Range**” or “**the Company**”) provides the following update regarding its activities during the three months ended 31 March 2014 to be read in conjunction with the Appendix 5B (Quarterly Cash Flow Report), and Appendix 3B (Issue of Shares) which follow the announcement.

### TRINIDAD

#### Production Overview

Total gross oil production for the quarter was 47,565 bbls (average of 529 barrels of oil per day “bopd”) compared to an average of 594 bopd in the previous quarter.

The decrease in production was primarily due to:

- Production and drilling staff undergoing annual planned re-certification as part of standard Petrotrin requirements.
- One of the production rigs requiring maintenance work.

#### Operations Overview

- Operations continued without any safety or environmental incidents and have been LTI-free since September 2013.
- Three of the fleet of six drilling rigs are fully operational and drilling ahead, with four wells successfully drilled and completed during the quarter. The fourth drilling rig (rig 1) has now undergone preliminary regulatory inspections prior to becoming operational.
- The maintenance programme for the remaining heavy drilling rigs 6 & 7 continues.
- Three of the fleet of six production rigs are online, and continue production work.
- Subsequent to quarter end, the Company reports that despite numerous attempts to rescue the MD248 well following continued difficulties, including with the attempted sidetrack, the decision has been taken to suspend the well, in order to better utilise the drilling rig. MD248 has been a problematic well from a drilling point of view but the prospect remains an attractive target. Rig 8 is now being de-mobilised from the well site in preparation for redeployment.

- The Company has received Petrotrin approval for its Beach Marcelle waterflood programme and is currently awaiting further regulatory approvals.
- Engineering, design and study work continues on the Morne Diablo waterflood project, while the Company waits on final regulatory approvals (having already received Petrotrin approvals) to proceed with facilities and infrastructure installation.

#### **Farm-in agreement with Niko Resources**

As announced on 17 December 2013, Range formally executed the farm-in agreement with Niko Resources Ltd. ("Niko"), regarding the Guayaguayare Block in Trinidad, subject to final regulatory approval. Under the terms of the farm-in agreement, Range will earn a 50% share of Niko's existing interests in the Guayaguayare Block in return for drilling two onshore exploration wells. Range will also drill one offshore well and one onshore appraisal well contingent on exploration success, sharing costs with Niko on a 50/50 basis. The Company and the operator, Niko, are finalising proposed plans and drill locations for the first onshore well, which is now expected to spud in Q2 2014, in accordance with the farm-in agreements.

#### **St Mary's Block Award**

During the quarter, the Company announced that it has been successful with its bid for the St. Mary's block in Trinidad following the submission in the Trinidad Onshore Bid Round 2013. The successful bid was formally announced by the Ministry of Energy of Trinidad at the Trinidad and Tobago Energy Conference in February 2014. The St. Mary's block comprises 44,731 acres spread over 4 sub-blocks contiguous to Range's existing Morne Diablo license and the Guayaguayare license. The formal agreements are subject to continued negotiation with the Ministry of Energy of Trinidad and Tobago and the Company will make a further announcement on the future plans for the St Mary's license in due course.

#### **GUATEMALA**

Subsequent to quarter end, Latin American Resources (the "Operator"), has drilled the Atzam #5 well at the Atzam Oil Project in Guatemala to its planned total depth of 4,025 feet. Following completion of the drilling operations of the well, the Operator is currently preparing the full suite of electric logs to be run from the last casing point at 3,600 feet down to the well's total depth of 4,025 feet. This electric logging run will complete the detailed well data across the primary and secondary carbonate reservoir target sections intersected by the well, and determine the scope of operations for the initial flow testing programme.

The flow testing programme will commence on the primary reservoir sections immediately following independent evaluation and analysis of the full suite of the Atzam #5 electric logs by Schlumberger, and other external consultants as required. The evaluation of the electric logging data will determine the optimal flow testing programme for the well on the priority carbonate reservoir sections.

## **PUNTLAND**

During the quarter Range's Joint Venture partner and operator, Horn Petroleum Corporation ("Horn Petroleum" TSXV: HRN) re-commenced some preliminary groundwork in Puntland. This preliminary work included field research and reconnaissance across both sites as well as a review of the operating environment, the results of which are encouraging in terms of local grass-roots support for operations and the ability to get work done. At the same time it gave the operator a chance to meet the new President. Mark Dingley the COO of Horn Petroleum said: *"The transition of President Abdiweli's government has been smooth and as such meetings with him have been positive. The leadership of the PPMA has remained unchanged allowing for continuity in the management of the PSA's."*

The political situation still remains complex, however, characterised at the highest level by continued discussions regarding the application of the Somali federal system. The issue of the contested territory of Nugaal continues to be a significant challenge for Somaliland and Puntland and has a direct impact on the joint venture's ability to access the Nugaal Block. Efforts are focused on making preparations for a seismic acquisition campaign in the Dharoor Valley area which will include a regional seismic reconnaissance grid in the previously unexplored eastern portion of the basin as well as prospect specific seismic to delineate a drilling candidate in the western portion of the basin where an active petroleum system was confirmed by the drilling of the Shabeel-1 and Shabeel North-1 wells.

## **GEORGIA**

During the quarter, Strait Oil & Gas UK ("Strait") continued to advance discussions with potential farm-in and buy-out parties in order to advance exploration and development programmes or, alternatively, to partially or fully divest the licences.

Agreement has been reached with the State Agency of Georgia to defer the commitment for a well to be drilled in Block VI (b) to the second half of 2014, and the licence terms have been amended accordingly.

## **COLOMBIA**

Range is working with the operator and the State to progress towards a decision on the previously announced portfolio of work in Colombia, which will be the subject of a future announcement.

## **TEXAS**

The Company acknowledges the failure of the purchaser to complete the sale of its Texas assets within the agreed timeframe. The Company is, therefore, also running a process to re-market the assets in order to divest this non-core development project.

## **CORPORATE**

### **Changes to the Board and Management team**

During the quarter, Range announced the appointment of Mr. Rory Scott Russell as the Company's new Chief Executive Officer and the appointment of two new Non-Executive Directors, Mr. Graham Lyon and Dr. Christian Bukovics. The Board of Range also announced the appointment of Dr. Douglas Field as Vice President of Production and Mr. William Duncan as Vice President of Exploration, both to be based in

London. In Trinidad, the Company announced the appointment of Mr. Terry Motley, as in-country Operations Manager. Together these appointments bring a wealth of technical, operational and financial experience, to fully support the Company's future growth and development.

Range also announced that Mr. Peter Landau changed from his role as an Executive Director, to a Non-Executive Director.

### **LandOcean Strategic Alliance**

Subsequent to quarter end, the Company announced the completion of a memorandum of understanding with LandOcean Energy Services Co Ltd ("LandOcean") (SHE:300157), whereby the two companies intend to form a strategic alliance for the development of international oil and gas projects (the "understanding"). The understanding significantly increases Range's technical capabilities while also providing additional options for the funding of future projects. The understanding between Range and LandOcean is set out in a non-binding term sheet, which is subject to final, legally binding documentation. The Company is making significant progress towards entering into final documentation with LandOcean and will provide further details of the terms of the proposed strategic alliance in due course.

### **Financing Update**

The new Range management team is reviewing a number of financing opportunities for its development projects in Trinidad. In addition the Company is working to refinance all its existing debt. The Company is encouraged by the continuing discussions with a number of financing parties and will provide updates when they have concluded.

The company confirms that its current total debt position as at the date of this report to be USD 10.5m, a reduction of USD 2.2m since 31 December 2013 (as reported in the Half Yearly Report).

As announced in the Company's Half Yearly Report, the Company entered into a total of USD 6.5m loan agreements with Platinum Partners for a term of six months dated 15 October 2013. 100 million Range shares were issued as collateral against part of the loan. Platinum Partners agreed to extend their loan up to 30 April 2014, and Range continues to work with Platinum to repay the outstanding amounts.

The Company can also confirm that the equity swap arrangements entered into with Yorkville in May 2013 concluded during the quarter to 31 March 2014. The remaining Yorkville swap amounts will come to a close during the current June quarter. The current outstanding balance on the SEDA backed loans is USD 1.8m.

During the quarter, the Company drew an additional GBP 500k (approximately USD 844k) from Hudson Bay, on the same terms as the original convertible notes, being for an 18 month period at a coupon rate of 10%, convertible at a 90% VWAP conversion price). At the date of this report, a total of USD 900k is still outstanding in respect of all these convertible notes.

## International Petroleum

As previously announced, the proposed merger with International Petroleum Ltd will not be proceeding. Constructive negotiations are continuing with regards to Range's \$8m loan to International Petroleum.

### Commenting on today's announcement, Rory Scott Russell, CEO, said:

*"A great deal has been achieved during the period. Management has been strengthened and all bring a wealth of technical, operational and financial expertise to the Board. Whilst we face many challenges, going forward our focus is on developing and managing our assets, which I am confident will result in an increase in production, and in strengthening of our financial position."*

### Investor Update Conference Call Details

The Company will be holding a live conference call for analysts and investors on Wednesday 14 May at 09.00 GMT, which will also be broadcast live over the internet.

To participate in this conference call, and access full features, such as presentation slides, please log on to: <http://www.meetingzone.com/presenter/?partCEC=2789681>.

A copy of the presentation will also be available from the Company's website at [www.rangeresources.com.au](http://www.rangeresources.com.au) following the call.

Alternatively, you can dial in via telephone. Please dial 0808 109 0700 UK toll free, 1800 681 584 Australia toll free, or +44 (0) 20 3003 2666 if you are calling from outside of the UK. The telephone operator will ask you to provide a password, which is "Range Resources".

If you are unable to listen to the live web cast, it will be archived for up to 7 days on the Company's website.

Range's CEO, Rory Scott Russell, will be hosting the call and will provide corporate and operational updates on the Company.

Investors are reminded that they are welcome to submit questions via email ahead of the conference call to the Company's Financial PR, Buchanan – [rangeqanda@buchanan.uk.com](mailto:rangeqanda@buchanan.uk.com). Please send any questions by 09.00 GMT on Friday, 9 May.

Yours faithfully



**Rory Scott Russell**  
Chief Executive Officer

## **Contacts**

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## **Range Background**

Range Resources Limited is a dual listed (ASX:RRS; AIM:RRL) oil & gas exploration company with oil & gas interests in Trinidad; Puntland, Somalia; the Republic of Georgia; Guatemala; Texas, USA, and Colombia.

- In Trinidad Range holds a 100% interest in holding companies with three onshore production licenses and a fully operational drilling subsidiary. Independently assessed Proved (P1) reserves in place of 17.5 MMBO with 25.2 MMBO of proved, probable and possible (3P) reserves and an additional 81 MMBO of unrisks prospective resources. Range also has a farm in with Niko Resources giving it exposure to circa 280,000 acres of prospective onshore and offshore acreage.
- In the Republic of Georgia, Range holds a 45% farm-in interest in onshore blocks VIa and VIb, covering approx. 7,000sq.km. The Company is focussing on a revised development strategy that will focus on low-cost, shallow appraisal drilling of the contingent resources around the Tkibuli-Shaori ("Tkibuli") coal deposit, which straddles the central sections of the Company's two blocks, along with attracting potential farm-in partners across the license areas given the recent review performed across the licenses.
- In Puntland, Range holds a 20% working interest in two licenses encompassing the highly prospective Dharoor and Nugaal valleys. The operator and 60% interest holder, Horn Petroleum Corp. (TSXV: HRN) has completed two exploration wells and will continue with a further seismic and well programme.
- Range is earning a 65% (option to move to 75%) interest in highly prospective licences in the Putumayo Basin in Southern Colombia. Farm-in interest from a number of parties has been received and preparations for the seismic programme will be initiated subject to further financing becoming available.
- Range has taken a strategic stake in Citation Resources Limited (ASX: CTR) and Latin American Resources (LAR) which hold interest in two oil and gas development and exploration blocks in Guatemala with Canadian NI 51-101 certified proved plus probable (2P) reserves of 2.3 MMBBL (100% basis). Range has a direct and indirect 32% interest in the Guatemalan Project.

## Table of Reserves

Detailed below are the estimated reserves for the Range project portfolio.

	Gross Oil Reserves			Range's	Net Attributable			Operator
Project	1P	2P	3P	Interest	1P	2P	3P	
Oil & NGL – mmbbls								
Trinidad	17.5	20.2	25.2	100%	17.5	20.2	25.2	Range
Guatemala	0.4	2.3	-	32%	0.1	0.7	-	Latin American Resources
Total Oil & Liquids	17.9	22.5	25.2		17.6	20.9	25.2	
Gas Reserves - Tcf								
Georgia – CBM	-	-	0.6	45%	-	-	0.2	Strait Oil & Gas
Total Gas Reserves	-	-	0.6		-	-	0.2	

With the exception of Guatemala, all of the technical information, including information in relation to reserves and resources that is contained in this document has been reviewed internally by the Company's technical advisor, Mr Mark Patterson. Mr Patterson is a petroleum geologist and geophysicist who is a suitably qualified person with over 30 years' experience in assessing hydrocarbon reserves and has reviewed the release and consents to the inclusion of the technical information.

The reserves estimates for the three Trinidad blocks have been formulated by Forrest A. Garb & Associates, Inc. (FGA). FGA is an international petroleum engineering and geologic consulting firm staffed by experienced engineers and geologists. Collectively FGA staff has more than a century of world-wide experience. FGA have consented in writing to the reference to them in this announcement and to the estimates of oil and natural gas liquids provided. The definitions for oil and gas reserves are in accordance with SEC Regulation S-X and in accordance with the guidelines of the Society of Petroleum Engineers ("SPE"). The SPE Reserve definitions can be found on the SPE website at [spe.org](http://spe.org).

In granting its consent to the public disclosure of this press release with respect to the Company's Trinidad operations, Petrotrin makes no representation or warranty as to the adequacy or accuracy of its contents and disclaims any liability that may arise because of reliance on it.

The TSX certified 51-101 certified reserves with respect to the Guatemalan project are as reported by ASX listed Company Citation Resources (ASX: CTR).

The prospective resource estimates for the two Dharoor Valley prospects are internal estimates reported by Africa Oil Corp, the operator of the joint venture, which are based on volumetric and related assessments by Gaffney, Cline & Associates.

The technical information included in this announcement with respect to Georgia was prepared by Dr. M. Arif Yukler, COO of SOG Georgia. Dr Yukler is a geologist who is a suitably qualified person with more than 38 years of experience in the international oil & gas industry, and in assessing hydrocarbon reserves. Dr Yukler has advised companies and government entities of all size from small caps to super-majors, as well as state regulatory authorities on the management of resources and exploration areas. Dr. Yukler has reviewed the release and consents to the inclusion of the technical information with respect to Georgia.

### **SPE Definitions for Proved, Probable, Possible Reserves and Prospective Resources**

**Proved Reserves** are those quantities of petroleum, which by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be commercially recoverable, from a given date forward, from known reservoirs and under defined economic conditions, operating methods, and government regulations.

**Probable Reserves** are those additional Reserves which analysis of geoscience and engineering data indicate are less likely to be recovered than Proved Reserves but more certain to be recovered than Possible Reserves.

**Possible Reserves** are those additional reserves which analysis of geoscience and engineering data indicate are less likely to be recoverable than Probable Reserves.

**1P** refers to Proved Reserves, **2P** refers to Proved plus Probable Reserves and **3P** refers to Proved plus Probable plus Possible Reserves.

**Prospective Resources** are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from undiscovered accumulations by application of future development projects. Prospective Resources have both an associated chance of discovery and a chance of development. Prospective Resources are

*further subdivided in accordance with the level of certainty associated with recoverable estimates assuming their discovery and development and may be sub-classified based on project maturity.*

**Contingent Resources** are those quantities of hydrocarbons which are estimated, on a given date, to be potentially recoverable from known accumulations, but which are not currently considered to be commercially recoverable.

**Undiscovered Oil-In-Place** is that quantity of oil which is estimated, on a given date, to be contained in accumulations yet to be discovered. The estimated potentially recoverable portion of such accumulations is classified as Prospective Resources, as defined above.



## Appendix 5B

### Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001, 01/06/10.

Name of entity

**RANGE RESOURCES LIMITED**

ABN

**88 002 522 009**

Quarter ended ("current quarter")

**31 March 2014**

#### Consolidated statement of cash flows

		Current quarter	Year to date
		\$US'000	(9 months) \$US'000
<b>Cash flows related to operating activities</b>			
1.1	Receipts from product sales and related debtors	6,386	18,379
1.2	Payments for (a) exploration & evaluation	(1,736)	(3,573)
	(b) development	(2,455)	(9,157)
	(c) production	(2,655)	(8,709)
	(d) administration	(1,681)	(5,005)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	3	8
1.5	Interest and other costs of finance paid	-	(873)
1.6	Taxes paid/refunded	(524)	615
1.7	Other (provide details if material)	-	2,513
<b>Net Operating Cash Flows</b>		<b>(2,662)</b>	<b>(5,802)</b>
<b>Cash flows related to investing activities</b>			
1.8	Payment for purchases of:		
	(a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	(261)	(495)
1.9	Proceeds from sale of:		
	(a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.10	Loans to other entities	-	(700)
1.11	Loans repaid by other entities	-	-
1.12	Other – net cash acquired on acquisition of subsidiary	-	-
<b>Net investing cash flows</b>		<b>(261)</b>	<b>(1,195)</b>
1.13	Total operating and investing cash flows (carried forward)	<b>(2,923)</b>	<b>(6,997)</b>

+ See chapter 19 for defined terms.

## Appendix 5B

### Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(2,923)	(6,997)
	<b>Cash flows related to financing activities</b>		
1.14	Proceeds from issues of shares, options, etc.	-	3,557
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	1,723	14,108
1.17	Repayment of borrowings	-	(9,193)
1.18	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
	<b>Net financing cash flows</b>	<b>1,723</b>	<b>8,472</b>
	<b>Net increase (decrease) in cash held</b>	<b>(1,200)</b>	<b>1,475</b>
1.20	Cash at beginning of quarter/year to date	7,880	5,205
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	<b>Cash at end of quarter</b>	<b>6,680*</b>	<b>6,680*</b>

\*This number includes US\$3.48m performance bond for Colombia

#### Payments to directors of the entity and associates of the directors

#### Payments to related entities of the entity and associates of the related entities

		Current quarter \$US'000
1.23	Aggregate amount of payments to the parties included in item 1.2	264
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

\$152k payment of directors fees  
\$112k payment of corporate management fees

#### Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

N/A

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

N/A

+ See chapter 19 for defined terms.

### Financing facilities available

*Add notes as necessary for an understanding of the position.*

	Amount available \$US'000	Amount used \$US'000
3.1 Loan facilities	15,000	5,883
3.2 Credit standby arrangements	-	-

\*The 15m relates to the SEDA backed loan facility with YA Global Master SPV Limited as announced on 11/10/2012.

### Estimated cash outflows for next quarter

	\$US'000
4.1 Exploration and evaluation	500
4.2 Development	2,250
4.3 Production	2,250
4.4 Administration	1,000
<b>Total</b>	<b>6,000</b>

### Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current quarter \$US'000	Previous quarter \$US'000
5.1 Cash on hand and at bank	3,200	4,400
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (provide details)	3,480	3,480
<b>Total: cash at end of quarter (item 1.22)</b>	<b>6,680</b>	<b>7,880</b>

### Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed				
6.2 Interests in mining tenements acquired or increased	Nil			

+ See chapter 19 for defined terms.

## Appendix 5B

### Mining exploration entity quarterly report

#### Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	<b>Preference securities</b> (description)	Nil			
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3	<b>*Ordinary securities</b>	3,608,773,943	3,608,773,943		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	330,144,495	330,144,495		
7.5	<b>*Convertible debt securities</b> (description)	Nil	Nil		
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				

+ See chapter 19 for defined terms.

**Appendix 5B**  
**Mining exploration entity quarterly report**

7.7	<b>Options</b> <i>(description and conversion factor)</i>			<i>Exercise price</i>	<i>Expiry date</i>
		855,166		£0.04	30 June 2015
		7,058,824		£0.17	30 April 2016
		5,180,000		£0.075	31 January 2017
		9,000,000		£0.125	31 March 2015
		15,708,801		£0.0615	19 October 2015
		32,275,862		£0.05075	30 November 2015
		80,508,341		A\$0.05	30 June 2015
		5,000,000		A\$0.10	31 January 2016
		5,000,000		A\$0.06	10 February 2016
		146,533,850		£0.04	30 April 2016
		5,000,000		£0.037	11 July 2016
		476,190		£0.021	25 July 2016
		952,381		£0.021	29 July 2016
		6,714,284		£0.021	31 August 2016
		9,000,000		£0.020	31 August 2016
		3,947,369		£0.019	30 September 2016
		8,666,670		£0.018	30 September 2016
		694,445		£0.018	31 October 2016
		2,205,885		£0.017	31 October 2016
		1,250,000		£0.016	31 October 2016
		17,333,336		£0.015	31 October 2016
		3,000,000		£0.015	30 November 2016
		1,428,571		£0.014	30 November 2016
		9,769,232		£0.013	30 November 2016
		4,083,334		£0.012	31 December 2016
		20,545,457		£0.011	31 December 2016
		2,000,000		\$0.321	11 December 2016
		21,136,365		£0.011	31 January 2017
		1,450,690		£0.010	28 February 2017
		7,500,000		£0.012	1 March 2017
		3,125,000		£0.008	31 March 2017
7.8	Issued during quarter	-			
7.9	Exercised during quarter	-			
7.10	Expired during quarter	Nil			

+ See chapter 19 for defined terms.

## Appendix 5B

### Mining exploration entity quarterly report

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7.11	<b>Debentures</b> <i>(totals only)</i>	Nil			
7.12	<b>Unsecured notes</b> <i>(totals only)</i>	Nil			
7.13	<b>Converting Performance Shares</b>	17,921,146 – Class B			

## Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does give a true and fair view of the matters disclosed.



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Rory Scott Russell  
Chief Executive Officer  
30 April 2014

## Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 Accounting Standards ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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+ See chapter 19 for defined terms.

30 April 2014

The Manager  
Company Announcements  
Australian Securities Exchange Limited  
Level 6, 20 Bridge Street  
Sydney NSW 2000

By E-Lodgement

ASX Code: RRS and AIM Code: RRL

**Range Resources  
("Range" or "the Company")**

**S708 Notice**

Further to the Company's Appendix 3B released today, the Company gives this notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) ("Act").

The Company advises that it has issued ordinary fully paid shares in the capital of the Company ("Securities") as per the Appendix 3B lodged with the ASX today.

The Company advises that the Securities were issued without disclosure to investors under Part 6D.2 of the Act. The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
- (b) section 674 of the Act.

As at the date of this notice there is no information that is excluded information for the purposes of sections 708A(7) and (8) of the Act.

Yours faithfully



**Rory Scott Russell**  
Chief Executive Officer

# 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

Name of entity

**Range Resources Limited**

ABN

**88 002 522 009**

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 Fully Paid Shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	159,538,724 Ordinary Fully Paid Shares 7,500,000 Unlisted Options
	Principal terms of the +securities (eg, 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)	159,538,724, Ordinary Fully Paid Shares issued in lieu of debt conversion  7,500,000 Unlisted Options issued for debt conversion as per agreement (£0.005, 30 April 2017)

+ See chapter 19 for defined terms.



4	<p>Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	Yes
5	Issue price or consideration	<p>159,538,724 Ordinary Fully Paid Shares issued in lieu of debt conversion</p> <p>7,500,000 Unlisted Options issued for debt conversion as per agreement (£0.005, 30 April 2017)</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>159,538,724 Ordinary Fully Paid Shares issued in lieu of debt conversion</p> <p>7,500,000 Unlisted Options issued for debt conversion as per agreement (£0.005, 30 April 2017)</p>
6a	<p>Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	N/A

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of securities issued under an exception in rule 7.2	N/A
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	N/A

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+ See chapter 19 for defined terms.

7	Dates of entering *securities into uncertificated holdings or despatch of certificates	159,538,724 Fully Paid Shares issued on or about 30 April 2014  7,500,000 Unlisted Options issued on or about 30 April 2014	
8	Number and *class of all *securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	Number	*Class
		3,850,401,976	Ordinary Fully Paid Shares
		80,508,341	Options (\$0.05, 31 January 2016)
Number and *class of all *securities not quoted on ASX ( <i>including</i> the securities in section 2 if applicable)		Number	*Class
		855,166	Unlisted Options (£0.04p, 30 June 2015)
		7,058,824	Unlisted Options (£0.17p, 30 April 2016)
		17,921,146	Class B Performance Shares
		5,180,000	Unlisted Options (£0.075p, 31 January 2017)
		9,000,000	Unlisted Options (£0.125p, 31 March 2015)
		15,708,801	Unlisted Options (£0.0615, 19 October 2015)
		32,275,862	Unlisted Options (£0.05075, 30 November 2015)
		5,000,000	Unlisted Options (\$0.10, 31 January 2016)
		5,000,000	Unlisted Options (\$0.06, 10 February 2016)
		146,533,850	Unlisted Options (£0.04, 30 April 2016)
		5,000,000	Unlisted Options (£0.037, 11 July 2016)
		476,190	Unlisted Options (£0.021, 25 July 2016)
		952,381	Unlisted Options (£0.021, 29 July 2016)
		6,714,284	Unlisted Options (£0.021, 31 August 2016)
		9,000,000	Unlisted Options (£0.02, 31 August 2016)
		3,947,369	Unlisted Options (£0.19, 30 September 2016)
		8,666,670	Unlisted Options (£0.18, 30 September 2016)
		694,445	Unlisted Options (£0.018, 31 October 2016)
		2,205,885	Unlisted Options (£0.017, 31 October 2016)
		1,250,000	Unlisted Options (£0.016, 31 October 2016)
		17,333,336	Unlisted Options (£0.015, 31 October 2016)
		3,000,000	Unlisted Options (£0.015, 30 November 2016)
		1,428,571	Unlisted Options (£0.014, 30 November 2016)
		3,923,077	Unlisted Options (£0.013, 30 November 2016)
		2,000,000	Unlisted Options (\$0.0321, 11 December 2016)
		4,083,334	Unlisted Options (£0.012, 31 December 2016)
		20,545,457	Unlisted Options (£0.011, 31 December 2016)
		21,136,365	Unlisted Options (£0.011, 31 January 2017)
		1,450,690	Unlisted Options (£0.010, 28 February 2017)
		7,500,000	Unlisted Options (£0.012, 1 March 2017)
		3,125,000	Unlisted Options (£0.008, 31 March 2017)
		6,250,000	Unlisted Options (£0.006, 31 March 2017)
		14,583,334	Unlisted Options (£0.006, 30 April 2017)
		7,500,000	Unlisted Options (£0.005, 30 April 2017)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable
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## Part 2 - Bonus issue or 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 issue 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

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+ See chapter 19 for defined terms.

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 prospectus or Product Disclosure Statement 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
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Despatch 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

39 Class of \*securities for which  
quotation is sought

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+ See chapter 19 for defined terms.

40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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 <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the securities in clause 38)

Number	<sup>+</sup> Class
3,850,401,976	Ordinary Full Paid Shares
80,508,341	Options – (\$0.05, 31 January 2016)

### Quotation agreement

1 <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
- An offer of the <sup>+</sup>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 not available now, 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.



Sign here:

Date: 30 April 2014

Chief Executive Officer

Print name:

Rory Scott Russell== == == == ==

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+ See chapter 19 for defined terms.