



ABN: 97 008 045 083

702 Murray Street, West Perth
Western Australia 6005
Phone: 61 8 9213 9400
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Website: www.resmin.com.au

19 December 2014

The Company Announcements Office
Australian Securities Exchange Limited
4th Floor, 20 Bridge Street
SYDNEY NSW 2000

Option Exercise Notice Mailed to Option Holders

The Company advises that it has today mailed to all Option Holders, the attached letter and *Application Form on Exercise of Options Expiring 31 January 2015*, which contains all the required Listing Rule information in relation to the listed (RMIO) Options.

Yours sincerely

A handwritten signature in black ink, appearing to read "Ann Hadden", is written over a horizontal line.

Ann Hadden
Company Secretary

Encl



ABN: 97 008 045 083

└ 000001 000 RMI
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

702 Murray Street, West Perth
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Dear Optionholder

Notice of Expiry of Options on 31 January 2015 (ASX: RMIO) for Resource Mining Corporation Limited (Company)

As a registered holder of RMIO Options (Options) we write to formally advise you that your Options will expire at 5.00pm Australian Western Standard Time (AWST) on 31 January 2015 and that official quotation of the Options on the Australian Securities Exchange (ASX) will cease at the close of trading on Thursday 22 January 2015.

The courses of action you may wish to take as a holder of these Options are to either:

- (1) **Exercise all or some of the Options.** Documentation and payment must be received by the Company no later than 5.00pm AWST on **30 January 2015**.

You have the entitlement to convert either all or part of your holding into fully paid ordinary shares in the Company.

- (2) **Do Nothing.** If you do not take any action to exercise your Options prior to **30 January 2015**, the Options will expire and your rights to purchase shares at \$0.006 (0.6 cents) each will lapse.

An Application Form on Exercise of Options Expiring 31 January 2015 is enclosed for your completion (as applicable).

In accordance with the ASX Listing Rules, the Company provides the following information.

The Company has 226,166,540 quoted options on issue that are exercisable at \$0.006 (0.6 cents).

Each Option entitles the holder to receive, on exercise, one fully paid ordinary share in the capital of the Company. If all options are exercised then 226,166,540 fully paid ordinary shares will be issued.

Market Sale Price

The last market sale price for fully paid ordinary shares in the Company was \$0.002 (0.2 cents) each on 15 December 2014.

During the three months preceding the date of this letter:

- the lowest price at which fully paid ordinary shares in the Company have traded is \$0.002 (0.2 cents); each on numerous days during the months of September, November and December 2014;
- the highest price at which fully paid ordinary shares in RMI have traded over the last 3 months is \$0.005 (0.5 cents) on 3 and 4 November 2014 (inclusive).

Quotation of these Options on the ASX ends at the close of trading on 22 January 2015. There is no underwriting agreement with respect to the exercise of these Options.

How to Exercise your Options

Please complete the enclosed Application Form on Exercise of Options Expiring 31 January 2015 and forward it together with your cheque, so that it is received by 5.00pm AWST on 30 January 2015 (the Option expiry date) to:

Resource Mining Corporation
702 Murray Street
WEST PERTH WA 6005

Payments must be made in Australian dollars and cheques should be made payable to *Resource Mining Corporation Limited* and crossed "Not Negotiable" and drawn on an Australian Bank. If your cheque does not proceed to cleared funds upon presentation, then your Options will lapse.

Yours sincerely



Ann Hadden
Company Secretary

Encl.

└ 000001 000 RMI
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

HIN/SRN:

Application Form on Exercise of Options Expiring 31 January 2015

To the Directors, Resource Mining Corporation Limited

I/We hereby exercise option(s) and hand you herewith my/our cheque for

being \$0.006 per share on application for ordinary shares in the capital of the Company.

I/We request that you allot me that number of shares and I/we agree to accept that number of shares on the terms below and the Constitution of the Company, and I/we authorise you to place my/our name on the register.

My/Our SRN/HIN (as shown on my/our Issuer Sponsored holding statement or CHESS holdings statement) is

Sign Here – This section must be signed for your instructions to be executed

I/We authorise you to act in accordance with my/our instructions set out above.

Individual or Securityholder 1

Director

Securityholder 2

Director/Company Secretary

Securityholder 3

Sole Director and
Sole Company Secretary

Note: when signed under Power of Attorney, the attorney states that they have not received a notice of revocation. Computershare Investor Services Pty Limited needs to sight a certified copy of the Power of Attorney.

Contact Name

Contact Telephone Number

Day/Date

Month

Year

**Terms and
Conditions of
Options Overleaf**

TERMS AND CONDITIONS OF OPTIONS EXPIRING 31 JANUARY 2015

- (a) The Options shall expire at 5.00pm (AWST) on 31 January 2015 ("**Expiry Date**").
- (b) Each Option shall, from the date of grant, carry the right to subscribe for one fully paid ordinary Share in the Company.
- (c) Options may be exercised in whole or in part in parcels of not less than 1,000 except if the Optionholder holds less than 1,000 Options. An exercise of only some Options shall not affect the rights of the Optionholder to the balance of the Option held by the Optionholder.
- (d) The Shares allotted on the exercise of the Options shall be issued at an exercise price of \$0.006 per Share ("**Exercise Price**"), which price shall be payable in full on exercise of the Options.
- (e) Options shall only be exercisable by the delivery to the registered office of the Company of a notice in writing. The notice must specify the number of Options being exercised and must be accompanied by payment of the Exercise Price for each Share to be issued on exercise of the Options specified in the notice. The Company will issue a holding statement for the remaining Options, if applicable.
- (f) The notice is only effective (and only becomes effective) when the Company has received value for the full amount of the Exercise Price (for example, if the Exercise Price is paid by cheque, by clearance of that cheque) by the Expiry Date.
- (g) The Company shall allot the resultant Shares and deliver the holding statements within 10 Business Days of the exercise of the Option.
- (h) The Company shall apply for the Options to be listed for Official Quotation.
- (i) The Options are freely transferable.
- (j) Shares allotted pursuant to an exercise of options shall rank, from the date of allotment, equally with existing Shares of the Company in all respects.
- (k) The Company shall, in accordance with the Listing Rules, make application to have Shares allotted pursuant to an exercise of Options listed for Official Quotation, if the Company is listed on the ASX at the time.
- (l) The Optionholder is not entitled to participate in any new issue of securities to existing holders of Shares in the Company unless the Optionholder does so before the record date for the determination of entitlements to the new issue of securities and participates as a result of being a holder of Shares.
- (m) The Company must give the Optionholder, in accordance with the Listing Rules, notice of any new issue of securities before the record date for determining entitlements to the new issue.
- (n) There is no right to change the exercise price of a Option nor the number of underlying Shares over which the Option can be exercised, if the Company completes a bonus issue.
- (o) There is no right to change the exercise price of a Option nor the number of underlying Shares over which the Option can be exercised, if the Company completes a pro-rata issue.
- (p) If, prior to the expiry of any Options, there is a reorganisation of the issued capital of the Company, then the rights of a Optionholder (including the number of Options to which each a Optionholder is entitled and the Exercise Price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation (whether or not the Company is listed on the ASX at the time).
- (q) The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.
- (r) Options not validly exercised on or before the Expiry Date will automatically lapse.

LODGEMENT INSTRUCTIONS

Cheques shall be in Australian currency made payable to Resource Mining Corporation Limited and crossed "Not Negotiable". The application for shares on exercise of the options with the appropriate remittance should be lodged at the Resource Mining Corporation, 702 Murray Street, West Perth WA 6005.