



Company Announcements
ASX Limited
Exchange Plaza
2 The Esplanade
PERTH WA 6000

By Electronic Lodgement

9 October 2013

OFFER BOOKLET

Attached is a copy of the offer booklet mailed to shareholders on 8 October 2013.

Yours sincerely

Realm Resources Limited

For further information please contact:

Richard Rossiter (Executive Chairman) or **Theo Renard** (Finance Director) on +61 2 9252 2186 or visit the company's website at **www.realmresources.com.au**

About Realm

Realm's strategy is to create shareholder value through exploration and development of bulk commodity projects, primarily in coal. In addition, the Company's has platinum group metals (PGM), advanced exploration projects and an aluminium dross treatment plant in South Africa.



Offer Booklet

Realm Resources Limited

ABN 98 008 124 025

Details of a 37 for 9 non-renounceable pro-rata entitlement offer of new fully paid ordinary shares in RRP at a price of \$0.004 per new share to raise up to approximately \$7 million conditional upon certain Shareholder Approvals.

The Entitlement Offer closes at 5.00pm AEST on 30 October 2013 (unless extended). Valid applications must be received before that time.

The Entitlement is partially underwritten by Veritas Securities Limited and sub-underwritten by Taurus Funds Management Pty Ltd.

The issue of Shares under the Entitlement Offer is subject to Shareholder approval of each proposed resolution at RRP's general meeting to be held on 24 October 2013. Therefore, the Entitlement Offer is a conditional offer.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

THIS IS AN IMPORTANT DOCUMENT WHICH IS ACCOMPANIED BY A PERSONALISED ENTITLEMENT AND ACCEPTANCE FORM AND BOTH SHOULD BE READ IN THEIR ENTIRETY. PLEASE CALL YOUR STOCKBROCKER, ACCOUNTANT, FINANCIAL ADVISER, TAXATION ADVISER OR OTHER INDEPENDENT PROFESSIONAL ADVISER OR THE RRP INFORMATION LINE IF YOU HAVE ANY QUESTIONS.

Contents

Important information	4
Chairman's letter	7
Summary of options available to you	10
Key dates	11
How to apply	12
Investor presentation	21
Additional information	54
Glossary	67
Corporate directory	68

Enquiries

Before making a decision about investing in the Entitlement Offer, you should seek advice from your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser to determine whether it meets your objectives, financial situation and needs.

If you have any questions on how to:

- (a) complete the personalised Entitlement and Acceptance Form accompanying Offer Booklet which Eligible Shareholders may use to apply for New Shares; or
- (b) new take up the New Shares offered to you under the Entitlement Offer, either in full or in part,

please call the RRP Offer Information line between 8.30am and 5.00pm AEST Monday to Friday during the period from and including the date on which the Entitlement Offer opens until and including the date on which it closes:

Within Australia: 1300 557 010

Outside Australia: +61 (03) 9415 5000

If you have lost your Entitlement and Acceptance Form and would like a replacement form, please call the applicable number above.

Website

To view annual reports, shareholder information and company information about the RRP Group, announcements, background information on the RRP Group's operations and historical information, visit RRP' website at www.realmresources.com.au.

Important information

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

No cooling-off rights

No cooling-off rights apply to a subscription for New Shares under the Entitlement Offer. This means that you cannot withdraw your application once it has been accepted.

This is not a prospectus

The 37 for 9 non-renounceable pro-rata entitlement offer of New Shares is not being made under a prospectus under the Corporations Act. Rather, the Entitlement Offer is being made pursuant to section 708AA of the Corporations Act as modified by ASIC Instrument 13-1195 (see paragraph 3 of the section "How to apply" below for further information). This provision allows entitlement offers to be made by providing certain confirmations to the market.

As a result, it is important for Eligible Shareholders to read and understand the information on the RRP Group and the Entitlement Offer made publicly available, prior to accepting all or part of their Entitlement. In particular, please refer to the information in this Offer Booklet the RRP Group's annual reports and other announcements made available at www.realmresources.com.au or www.asx.com.au.

Disclosures regarding forward-looking statements

This Offer Booklet and the Investor Presentation contains certain 'forward-looking statements' in relation to the RRP Group. Forward-looking statements include those containing words such as: 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan', 'consider', 'foresee', 'aim', 'will' and other similar expressions. Any forward-looking statements, opinions and estimates provided in this Offer Booklet are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of the RRP Group, including the risks and uncertainties described in the 'Key risks' section of the Investor Presentation. This includes any statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements may include indications, projections, forecasts and guidance on sales, earnings, dividends and other estimates. Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which those statements are based. These statements may assume the success of the RRP Group's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond the RRP Group's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, RRP assumes no obligation to update these forward-looking statements.

To the maximum extent permitted by law, the directors of RRP, the RRP Group, the Underwriter and any of its related bodies corporate and affiliates, and their officers, partners, employees, agents, associates and advisers disclaim any obligations or undertaking to release any updates or revisions to the information in this Offer Booklet to reflect any change in expectations or assumptions, do not make any representation or warranty, express or implied, as to the accuracy, reliability or completeness of such information, or likelihood of fulfilment of any forward-looking statement or any event or results expressed or implied in any forward-looking statement, and disclaim all responsibility and liability for these forward-looking statements (including, without limitation, liability for negligence).

Past performance

Investors should note that past performance, including past share price performance and pro forma historical information are included for illustrative purposes only, and cannot be relied upon as an indicator of (and provides no guidance as to) future RRP performance, including future financial position or share price performance.

Foreign investors

The information in this Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer the Entitlements or the New Shares, or otherwise permit a public offering of the Entitlements or the New Shares, in any jurisdiction outside of Australia, New Zealand and the jurisdictions referred to in the 'International selling restrictions' section of the Investor Presentation.

This Offer Booklet and any material accompanying it may not be released or distributed in the United States. This Offer Booklet and any material accompanying it does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither the Entitlements nor the New Shares have been, or will be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be issued to, purchased or traded by, or taken up or exercised by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States. Neither the Entitlements nor the New Shares may be offered, sold or resold in the United States except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction of the United States. The Entitlements and the New Shares to be offered and sold in the Entitlement Offer may only be offered and sold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act.

References to 'you' and 'your Entitlement'

In this Offer Booklet, references to 'you' are references to Eligible Shareholders and references to 'your Entitlement' (or 'your Entitlement and Acceptance Form') are references to the entitlement (or Entitlement and Acceptance Form) of Eligible Shareholders (as defined in paragraph 1 of the Additional Information' section of this Offer Booklet).

Trading Entitlements and New Shares

RRP will have no responsibility and disclaims all liability (to the maximum extent permitted by law, including for negligence) to persons who trade Entitlements before they receive their Entitlement and Acceptance Form, whether on the basis of confirmation of the allocation provided by RRP or the Registry, the Underwriter or otherwise or who otherwise trade or purport to trade Entitlements in error or which they do not hold or are not entitled to.

RRP will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holdings statements, whether on the basis of confirmation of the allocation provided by RRP or the Registry, the Underwriter or otherwise or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt, as to these matters you should first consult with your stockbroker or other professional adviser. Refer to the 'Additional information' section of this Offer Booklet for more details.

General Meeting

On 24 October 2013 RRP will hold the Meeting to consider proposed resolutions in respect of the Shareholder Approvals. The Meeting Materials have been despatched to Shareholders. Any Shareholder who wishes to read further information regarding matters to be considered at the Meeting can obtain a copy of the Meeting Materials from the ASX website at www.asx.com.au or by accessing RRP's website at www.realmresources.com.au.

Unless all of the resolutions to be considered at the Meeting are passed, the Entitlement Offer will not proceed and no New Shares will be issued under this Offer Booklet (see paragraph 2 of the "Additional Information" section of this Offer Booklet for further details).

Other general matters

Please see the 'Additional information' section of this Offer Booklet for other important notices, disclaimers and acknowledgements.

Chairman's letter

8 October 2013

Dear Shareholder,

On behalf of Realm Resources Limited (**RRP**), I would like to invite you to participate in a 37 for 9 partially underwritten pro-rata non-renounceable entitlement offer of new fully paid ordinary shares in RRP at an offer price of A\$0.004 per new share to raise up to approximately A\$7 million conditional upon certain shareholder approvals (**Entitlement Offer**).

The net proceeds of the Entitlement Offer will be used to:

- repay the \$5m Taurus Funds Management equity linked convertible note due on 30 September 2013. (Note: Taurus Funds Management has provided an extension to the Company, to allow the Company to repay the \$5 million owing under the CELCF on or before 31 October 2013 on the basis that the Company would seek Shareholder approval to the potential issue of Shares to Taurus Funds Management pursuant to the Sub-Underwriting Agreement);
- progress efforts to maximise the value of RRP's development ready Indonesian thermal coal project via the selection of a strategic investor / off take partner, progression of final permitting and development activities, and possible Singapore listing;
- accelerate business development activities aimed at enhancing and/or realising the value of RRP's coal, and South African aluminium and platinum assets as well as seeking new resource sector investment opportunities; and
- general corporate costs.

The Board is mindful that recent share prices have not reflected the value of RRP's assets, particularly given the advanced nature of the Katingan Ria thermal coal project. A combination of tight capital markets, low coal prices and weak market sentiment has contributed to low levels of market interest in the entire coal sector, from which RRP has not been immune. That said, we believe there are positive signs of a recovery taking place.

RRP has continued to focus on matters it can control. We have significantly progressed Katingan Ria, finalising the feasibility study, clarifying the commercial arrangements with our partners and progressing the permitting to near completion. More recently, the focus has shifted to the process of selecting a preferred strategic partner/investor to fund the development of the project. Management is encouraged by the level of interest shown by a number of strategic investors as well as the potential to supply coal to a proposed power station development in the vicinity of the project.

While coal prices have unfortunately declined since early 2011, demand, particularly from India which is seen as a key market, is continuing to rise rapidly. The Board believe that this, alongside growing southeast Asian markets, is leading to rising demand for RRP's specific 4,200GAR Kcal/kg low sulphur coal type, and bodes well for the future.

In South Africa, RRP's platinum transaction with Chrometco is proceeding, and our aluminium waste retreatment business is being expanded to cater for increased volumes from Hulamin and other third party suppliers.

Whilst these efforts have been undertaken during a particularly difficult time for the resources sector, management has focussed its efforts on advancing Katingan Ria in conjunction with cost curtailment in anticipation of improved market conditions.

Entitlement Offer

On 20 August 2013, RRP announced its intention to raise up to approximately A\$7 million through a renounceable rights issue.

In early September 2013 the Board determined that it was appropriate to give Shareholders the opportunity to approve certain aspects of the Entitlement Offer pursuant to ASX Listing Rule 7.11.3 and Chapter 2E and item 11 of section 611 of the Corporations Act (the **Shareholder Approvals**). The Entitlement Offer is conditional upon each of the Shareholder Approvals (see paragraph 2 of the "Additional Information" section of this Offer Booklet for further details). Full details of the Shareholder Approvals are set out in the notice of meeting materials despatched on 25 September 2013 in respect of a general meeting of the RRP to be held on 24 October 2013.

The decision to obtain the Shareholder Approvals at a general meeting of the Company necessitated revising the timetable for the Entitlement Offer (see the "Key Dates" section of this Offer Booklet) and voluntary suspension of the quotations of RRP's securities on the ASX.

This Offer Booklet relates to the opportunity to purchase 37 New Shares for every 9 existing Shares in RRP held on the Record Date, being 7.00pm AEST on 3 October 2013. The Offer Price of A\$0.004 per New Share represents:

- a 20% discount to the closing market price of RRP shares on 19 August, being the last day the Shares were traded prior to the Company's seeking a trading halt (and subsequently being put into suspension); and
- a 4.7% discount to the theoretical ex-rights price^[1].

Shareholders should be aware that, as the Company's Shares are currently suspended from trading on ASX, it is more difficult for Shareholders to gauge the value of the New Shares than it would ordinarily be if the suspension was not in place.

Accompanying this Offer Booklet is your Entitlement and Acceptance Form which contains details of your entitlement. Your entitlement may have value and it is important that you determine whether to take up your entitlement. The Entitlement Offer closes at 5.00pm AEST on 30 October 2013. To participate, you need to ensure that you have completed your application by paying application monies by BPAY®, or by lodging your Entitlement and Acceptance Form with your application monies paid by cheque, bank draft or money order, so that they are received before this time in the manner described in this Offer Booklet.

^[1] The theoretical ex-rights price is the theoretical price at which shares should trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. The theoretical ex-rights price is a theoretical calculation only and the actual price at which RRP shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to the theoretical ex-rights price.

The Entitlement Offer is being underwritten by Veritas Securities Limited and sub-underwritten by Taurus Funds Management Pty Ltd (**Taurus**) to the extent of 1,500,000,000 New Shares or A\$6 million. These arrangements ensure that RRP will raise sufficient funds to repay the A\$5 million Taurus equity linked convertible note with a remaining balance of at least A\$1million to be invested in RRP's key developments and opportunities outlined above. As Taurus is an existing major shareholder of RRP, its sub-underwriting of the Entitlement Offer may result in Taurus significantly increasing its shareholding in, and acquiring control of, RRP.

In order to best preserve a broad Shareholder base and limit the control implications of the Entitlement Offer, the Board has provided for Eligible Shareholders to be able to apply for additional new shares not allotted under the Entitlement Offer on a pro rata basis.

Further information

Further information on the Entitlement Offer and RRP's business is detailed in this Offer Booklet. You should read the entirety of this Offer Booklet carefully, in particular the 'Key risks' section of the Investor Presentation included in this Offer Booklet, before deciding whether to participate in the Entitlement Offer.

If you would like further information regarding the Entitlement Offer, please call the RRP Offer Information line on 1300 557 010 (within Australia) or +61 (03) 9415 5000 (from outside Australia). For other questions, you should consult your broker, solicitor, accountant, taxation adviser, financial adviser or other professional adviser.

On behalf of the Board and management team of RRP, I invite you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely

Richard Rossiter
Executive Chairman

Summary of options available to you

Options available to you	Key considerations
1. Take up all or part of your Entitlement and you may apply for Additional Shares	<ul style="list-style-type: none"> • You may elect to purchase New Shares at the Offer Price (see paragraph 5.1 of the 'How to apply' section of this Offer Booklet for instructions on how to take up your Entitlement and apply for Additional Shares). • The New Shares will rank equally with your existing Shares from issue and will be entitled to any dividends with a record date after the date of issue on the same basis as existing Shares. • The Entitlement Offer closes at 5.00pm AEST on 30 October 2013. If you only take up part of your Entitlement, the balance will lapse.
2. Let your Entitlement lapse	<ul style="list-style-type: none"> • Any Entitlements not taken up will lapse.

Key dates

Event	Date
'Ex' date.	27/09/13
Record date.	03/10/13
RRP despatches Offer Booklet.	8/10/13
Company holds general meeting seeking Shareholder Approvals	24/10/13
Right issue closes at 5pm.	30/10/13
Securities quoted on a deferred settlement basis.	31/10/13
Company notifies ASX of under-subscriptions.	1/11/13
Despatch date.	6/11/13

Dates and times in this Offer Booklet are indicative only and subject to change. All times and dates refer to AEST.

RRP reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary any or all of the dates and times of the Entitlement Offer without prior notice, including extending the Entitlement Offer or accepting late applications, either generally or in particular cases, or to withdraw the Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on the issue date of New Shares.

Applicants are encouraged to submit their personalised Entitlement and Acceptance Forms as soon as possible. No cooling-off rights apply to applications submitted under the Entitlement Offer.

The commencement of quotation New Shares is subject to confirmation from ASX.

How to apply

1. Overview of the Entitlement Offer

Eligible Shareholders will be able to purchase 37 New Shares for every 9 Shares held at 7.00pm AEST on 3 October 2013.

Eligible Shareholders (as defined in paragraph 1 of the 'Additional Information' section of this Offer Booklet) will be allotted Entitlements under the Entitlement Offer which can be taken up in whole or in part.

You have a number of decisions to make in respect of your Entitlement. These decisions may materially affect the value (if any) that may be received in respect of your Entitlement. You should read this Offer Booklet carefully before making any decisions in relation to your Entitlement.

The Entitlement Offer is partially underwritten by Veritas Securities Limited and sub-underwritten by Taurus Funds Management Pty Ltd (an existing major shareholder of RRP).

Further details on the Entitlement Offer are set out below.

2. The Entitlement Offer

Eligible Shareholders are being offered the opportunity to apply for 37 New Shares for every 9 Shares held at 7.00pm AEST on 3 October 2013, at the Offer Price of \$0.004 per New Share.

The minimum subscription to be raised pursuant to the Entitlement Offer is A\$6,000,000. Eligible Shareholders may apply for Shares in excess of their Entitlements (**Additional Shares**), at the Offer Price of \$0.004. In the event that Eligible Shareholders do not take up their Entitlements in full, RRP may issue Additional Shares to those Eligible Shareholders who apply for Additional Shares on a pro rata basis. Additional Shares will be allocated to Eligible Shareholders in preference to allocating Shares to the Underwriter. There is no guarantee that Eligible Shareholders will be successful in being allocated any of the Additional Shares for which they may apply. RRP may reject any or all applications for Additional Shares or allocate fewer New Shares than applied for by subscribers for Additional Shares. The Directors reserve the right to issue any Additional Shares which are not subscribed for by Eligible Shareholders at their sole and absolute discretion within three months after applications under the Entitlement Offer close.

New Shares issued pursuant to the Entitlement Offer will be fully paid and rank equally in all respects with existing Shares from issue. New Shares will be entitled to any dividends with a record date after the date of issue on the same basis as existing Shares. The rights and liabilities attaching to the New Shares are set out in RRP's constitution, a copy of which is available at www.realmresources.com.au.

3. Please carefully read the information in this Offer Booklet and your personalised Entitlement and Acceptance Form

The Entitlement Offer is not being made under a prospectus. Rather, the Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC) which allows rights issues and related issues to be made by providing certain confirmations to the market on the basis that all information that investors and their professional advisers would reasonably require to make an informed investment decision in relation to the Entitlement Offer, when read with this Offer Booklet and the accompanying information, is publicly available.

Ordinarily a company would not be able to make an offer pursuant to section 708AA of the Corporations Act when its securities have been suspended from quotation from ASX for more than 5 days in the 12 month period prior to the date on which the offer is made. RRP's Shares have been in suspension since 3 September 2013. However, ASIC has provided relief in the Company's circumstances, to allow the Company to conduct the Entitlement Offer under section 708AA of the Corporations Act (i.e. without a prospectus) notwithstanding the current suspension of quotation of RRP's Shares on ASX.

This Offer Booklet does not contain all of the information which may be required in a prospectus. As a result, it is important for Eligible Shareholders to carefully read and understand the information on RRP Group, and the Entitlement Offer made publicly available, prior to deciding whether to take up all or part of their Entitlement or do nothing in respect of their Entitlement. In particular, please read this Offer Booklet in its entirety, RRP's interim and annual reports and other announcements made available at www.asx.com.au or www.realmresources.com.au.

Please consider the Entitlement Offer in light of your particular investment objectives and circumstances

Please consult with your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser if you have any queries or are uncertain about any aspects of the Entitlement Offer. You should also refer to the 'Key risks' section in the Investor Presentation in this Offer Booklet.

An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of RRP, including possible loss of income and principal invested. RRP does not guarantee any particular rate of return or the performance of RRP, nor does it guarantee the repayment of capital from RRP or any particular tax treatment. In considering an investment in New Shares, investors should have regard to (among other things) the 'Key risks' section in the Investor Presentation and the disclaimers outlined in this Offer Booklet.

4. Your Entitlement

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 37 New Share for every 9 Shares you held as at the Record Date rounded up to the nearest whole New Share. If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. If you decide to take up all or part of your Entitlement, please refer to the personalised Entitlement and Acceptance Form and apply for New Shares pursuant to the instructions set out on the personalised Entitlement and Acceptance Form.

If you take no action or your application is not supported by any cleared funds, you will be deemed to have not taken your Entitlement and you will not be issued New Shares. You should note that if you do not take up all or part of your Entitlement, then your percentage shareholding in RRP will be diluted by your non-participation in the Entitlement Offer.

Note: The Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up where, for example, you are holding Shares for the account or benefit of a person in the United States (see the definition of Eligible Shareholder in the 'Additional information' section of this Offer Booklet).

Nominees

Persons acting as nominees for other persons must not purchase, take up or exercise any Entitlement on behalf of, or send any materials related to the Entitlement Offer to, any person in the United States.

RRP is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares (e.g. for the purposes of determining whether any such persons may participate in the Entitlement Offer). Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, is responsible for determining whether indirect participation by the beneficiary in the Entitlement Offer, including following the acquisition of Entitlements on the ASX or otherwise, is compatible with, and does not breach, applicable foreign laws and regulations.

Shareholders who are nominees are therefore advised to seek independent advice as to how they should proceed.

5. Options available to you

If you are an Eligible Shareholder, you may do either of the following:

- take up all or part of your Entitlement and you may decide to apply for Additional Shares (see paragraph 5.1 below); or
- do nothing, in which case your Entitlement will lapse.

5.1 If you decide to take up all or part of your Entitlement

If you decide to take up all or part of your Entitlement, and if you decide to apply for Additional Shares, please:

- pay your Application Monies via BPAY®; or
- complete and return the personalised Entitlement and Acceptance Form with the requisite Application Monies, by following the instructions set out on the personalised Entitlement and Acceptance Form.

RRP will treat you as applying for as many New Shares as your payment will pay for in full up to your full Entitlement or up to your full Entitlement plus any Additional Shares applied for.

If you apply and pay for New Shares, before the close of the Entitlement Offer, it is expected that you will be issued your New Shares on 6 November 2013. RRP's decision on the number of New Shares to be issued to you will be final.

Any surplus Application Monies received will be refunded as soon as practicable after the close of the Entitlement Offer (except for where the amount is less than \$2.00, in which case it will be donated to a charity chosen by RRP). Similarly, if the Entitlement Offer does not proceed because the Shareholder Approvals are not obtained at the Meeting or the Minimum Subscription is not achieved, any Application Monies received prior to the Meeting will be refunded as soon as practicable after the meeting. In both cases amounts less than \$2.00 will be donated to a charity chosen by RRP, and no interest will be paid to Eligible Shareholders on any Application Monies received or returned (wholly or partially).

RRP also reserves the right (in its absolute discretion) to reduce the number of New Shares allocated to Eligible Shareholders or persons claiming to be Eligible Shareholders if RRP believes their claims to be incorrect or overstated or if they, or their nominees, fail to provide information to substantiate their claims to RRP's satisfaction (see paragraph 1 of the 'Additional information' section of this Offer Booklet).

To participate in the Entitlement Offer, your payment must be received no later than the close of the Entitlement Offer, being 5.00pm AEST on 30 October 2013. Eligible Shareholders who wish to pay via cheque, bank draft or money order will need to also ensure that their completed personalised Entitlement and Acceptance Form is also received by that time using the reply paid envelope provided with this Offer Booklet or otherwise.

Eligible Shareholders are able to apply for New Shares in excess of their Entitlement as set out in their personalised Entitlement and Acceptance Form.

6. Payment methods

6.1 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the biller code and your unique Customer Reference Number (**CRN**)). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- you do not need to submit the personalized Entitlement and Acceptance Form but are taken to have made the declarations on that personalised Entitlement and Acceptance Form; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares as is covered in full by your application monies.

When completing your BPAY® payment, please make sure to use the specific biller code and unique CRN provided on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form (i.e. where you have multiple holdings), please only use the CRN specific to the Entitlement on that form. If you inadvertently use the same CRN for more than one of your Entitlements when paying by BPAY®, you will be deemed to have applied only for New Shares on the Entitlement to which that CRN applies and your applications in respect of your other CRNs will be deemed to have not been supported by cleared funds.

Should you choose to pay by BPAY® it is your responsibility to ensure that your BPAY® payment is received by the Registry by no later than 5.00pm AEST on 30 October 2013. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment. RRP takes no responsibility for any failure to receive application monies or payment by BPAY® before the Entitlement Offer closes arising as a result of, among other things, delays in postage or processing of payments by financial institutions.

6.2 Payment by cheque, bank draft or money order

For payment by cheque, bank draft or money order, you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the application monies, made payable to 'Realm Resources Limited' and crossed 'Not Negotiable'.

Your cheque, bank draft or money order must be:

- for an amount equal to \$0.004 multiplied by the number of New Shares that you are applying for; and
- in Australian currency drawn on an Australian financial institution or an Australian branch of a financial institution.

You should ensure that sufficient funds are held in the relevant account(s) to cover the application monies on the day of receipt. If the amount of your cheque, bank draft or money order for application monies is insufficient to pay for the number of New Shares you have applied for in your Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares as your cleared application monies will pay for and to have specified that number of New Shares on your personalised Entitlement and Acceptance Form.

Should you choose to pay by cheque, bank draft or money order it is your responsibility to ensure that your payment is received by the Registry by no later than 5.00pm AEST on 30 October 2013. Cash payments will not be accepted. Receipts for payment will not be issued.

Please ensure that you make arrangements so that your cheque, money order or bank draft is received at the below address by the end of the offer period.

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne Victoria 3001
Australia

7. Warranties made on acceptance of the Entitlement Offer

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY® you will be deemed to have acknowledged, agreed, represented and warranted that you, and each person on whose behalf you are acting:

- acknowledge that you have fully read and understood both this Offer Booklet and your Entitlement and Acceptance Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Offer Booklet and the Entitlement and Acceptance Form;
- agree to be bound by the terms of the Entitlement Offer, the provisions of this Offer Booklet and RRP's constitution;
- authorise RRP to register you as the holder(s) of New Shares allotted to you;
- declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- acknowledge that once RRP receives your Entitlement and Acceptance Form or any payment of Application Monies via BPAY®, you may not withdraw your application or funds provided except as allowed by law;
- agree to apply for and be issued up to the number of New Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY®, at the Offer Price per New Share;
- authorise RRP, the Underwriter, the Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Registry upon using the contact details set out in your Entitlement and Acceptance Form;

- declare that you were the registered holder(s) at the Record Date of the Shares indicated on the Entitlement and Acceptance Form as being held by you on the Record Date;
- acknowledge that the information contained in this Offer Booklet and your Entitlement and Acceptance Form is not investment advice or financial product advice nor have they been prepared without taking into account your investment objectives, financial circumstances or particular needs or circumstances. You acknowledge that this Offer Booklet and your Entitlement and Acceptance Form is not a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- acknowledge that this Offer Booklet is not a prospectus or disclosure document and does not contain all of the information that you may require in order to assess an investment in RRP and is given in the context of RRP's past and ongoing continuous disclosure announcements to ASX;
- acknowledge the statement of risks in the 'Key risks' section of the Investor Presentation and that investments in RRP are subject to risk;
- acknowledge that none of RRP, the Underwriter, or their respective related bodies corporate, affiliates or respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantee the performance of RRP, nor do they guarantee the repayment of capital from RRP;
- agree to provide (and, if applicable, direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- authorise RRP to correct any errors in your Entitlement and Acceptance Form or other form provided by you;
- represent and warrant that the law of any place does not prohibit you from being given this Offer Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and are eligible under all applicable laws to receive an offer under the Entitlement Offer without a prospectus, disclosure document or any lodgement, filing, registration or qualification; and
- represent and warrant that your acceptance of the Entitlement Offer does not breach any laws in a jurisdiction outside Australia or New Zealand.

By completing and returning your personalized Entitlement and Acceptance Form or making a payment by BPAY®, you will also be deemed to have acknowledged, agreed, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that you are an Eligible Shareholder or otherwise eligible to participate in the Entitlement offer and:

- you are not in the United States and you are not acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer of or issue of Entitlements or New Shares under the Entitlement Offer and under any applicable laws and regulations;
- you understand and acknowledge that neither the Entitlements nor the New Shares have been, or will be, registered under the Securities Act or the securities laws of any state or other jurisdiction in the United States. Accordingly, the Entitlements may not be issued to, purchased or traded by, or taken up or exercised by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States. You further understand and acknowledge that the

Entitlements and the New Shares may only be offered, sold and resold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the securities Act;

- you are subscribing for Entitlements and/or purchasing New Shares outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act;
- you and each person on whose account you are acting have not and will not send this Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Entitlement Offer to any person in the United States; and
- if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is not in the United States, and you have not sent this Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Entitlement Offer to any such person in the United States.

8. No withdrawals

You cannot withdraw your application once it has been accepted. Cooling-off rights do not apply to an investment in New Shares.

RRP reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares to Eligible Shareholders, in which case RRP will refund any application monies already received in accordance with the Corporations Act and will do so without interest being payable to applicants.

9. Confirmation of your application and managing your holding

You may access information on your holding, including your Record Date balance and the issue of New Shares from this Entitlement Offer, and manage the standing instructions the Registry records on your holding on the Computershare website www.computershare.com.au. To access the Investor Centre you will need your security Reference Number (**SRN**) or Holder Identification Number (**HIN**) as shown on your Issuer Sponsored/ CHESS statements and you will need to pass the security challenge on the site.

10. Mailing of Entitlement and Acceptance Forms

To participate in the Entitlement Offer, your payment must be received no later than the close of the Entitlement Offer, being 5.00pm AEST on 30 October 2013. If you make payment via cheque, bank draft or money order, you should mail your completed personalised Entitlement and Acceptance Form together with application monies to:

Mailing Address:

RRP Entitlement Offer
C/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne Victoria 3001
Australia

REALM RESOURCES LTD

Entitlement Offer

INVESTOR PRESENTATION

25 September 2013

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES



Important notice and disclaimer

This presentation has been prepared by Realm Resources Limited ABN 98 008 124 025 (RRP) in relation to a conditional pro-rata non-renounceable entitlement offer of new ordinary shares in RRP (New Shares), to be made to eligible shareholders of RRP, under section 708AA of the Corporations Act 2001 (Chh) (Corporations Act) as notionally modified by Australian Securities and Investments Commission (ASIC) Class Order 06/35 and other relief (together, the Entitlement Offer). RRP reserves the right to withdraw or vary the dates of the Entitlement Offer without prior notice.

Summary information

This presentation contains summary information about RRP, its subsidiaries and their activities which is current as at 25 September 2013. The information in this presentation is of a general nature and does not purport to be complete nor does it contain all the information which a prospective investor may require in evaluating a possible investment in RRP or that would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act. It has been prepared by RRP with due care but no representation or warranty, express or implied, is provided in relation to the accuracy or completeness of the information. The information in this presentation should be read in conjunction with RRP's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange (ASX), which are available at www.asx.com.au. The information in this presentation is subject to change without notice. RRP is not responsible for updating, nor undertakes to update, this presentation. Items depicted in photographs and diagrams are not assets of RRP, unless stated.

Not an offer

This presentation is not a prospectus, product disclosure statement or other offering document under Australian law or any other law. This presentation is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction. Any eligible shareholder who wishes to participate in the Entitlement Offer should consider the offer booklet that will be available via ASX on or about 8 October 2013 (Offer Booklet) and will need to apply in accordance with the instructions contained in the Offer Booklet and the entitlement and application form.

Foreign jurisdictions

This presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, to persons in the United States or persons who are acting for the account or benefit of a person in the United States, unless they are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and any other applicable state securities laws. The distribution of this presentation (including an electronic copy) outside Australia and New Zealand may be restricted by law and should be observed. If you come into possession of this presentation, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws. Refer to the 'International offer restrictions' section of this presentation for more information.

Not financial product advice

Each recipient of this presentation should make its own enquiries and investigations regarding all information in this presentation including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of RRP and the impact that different future outcomes may have on RRP. It has been prepared without taking into account the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial and tax situation and needs and seek legal and taxation advice appropriate for their jurisdiction. RRP is not licensed to provide financial product advice in respect of an investment in New Shares. Cooling off rights do not apply to the acquisition of New Shares.

Investment risk

An investment in RRP shares is subject to known and unknown risks, some of which are beyond the control of RRP. RRP does not guarantee any particular rate of return or the performance of RRP nor does it guarantee any particular tax treatment. Investors should have regard to the risk factors outlined in this presentation when making their investment decision.

Important notice and disclaimer

Financial data

All dollar values are in Australian dollars (AU\$ or AUD) unless otherwise stated. Investors should note that this presentation contains pro forma financial information which has not been subject to audit or review. The pro forma financial information and past information provided in this presentation is for illustrative purposes only and is not represented as being indicative of RRP's views on its future financial condition and/or performance. The pro forma financial information has been derived by RRP from financial information prepared in accordance with the measurement and recognition requirements, but not the disclosure requirements, of applicable accounting standards and other mandatory reporting requirements in Australia.

Future performance

This presentation contains certain 'forward-looking statements'. Forward-looking statements include those containing words such as: 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan', 'consider', 'foresee', 'aim', 'will' and other similar expressions. Any forward-looking statements, opinions and estimates provided in this presentation are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of RRP, including the risks and uncertainties described in the 'key risks' section of this presentation. This includes any statements about market and industry trends, which are based on interpretations of current market conditions. Forward-looking statements may include indications, projections, forecasts and guidance on sales, earnings, dividends and other estimates. Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and assumptions on which those statements are based. These statements may assume the success of RRP's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond RRP's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, RRP assumes no obligation to update these forward-looking statements.

Past performance

Investors should note that past performance, including past share price performance and pro forma historical information are included for illustrative purposes only, and cannot be relied upon as an indicator of (and provides no guidance as to) future RRP performance, including future financial position or share price performance.

No warranty or liability

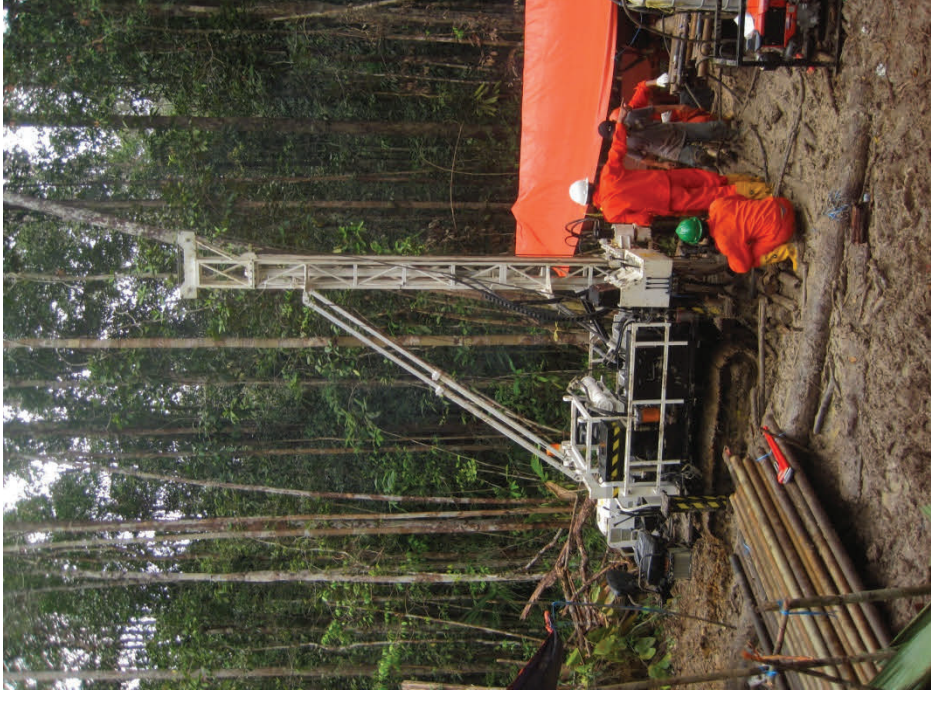
The directors of RRP, RRP, the underwriter and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents (collectively known as the **Representatives** of RRP, or the underwriter, as applicable) make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of information in this presentation. To the maximum extent permitted by law, the directors of RRP, RRP, the underwriter and their respective Representatives exclude and disclaim all liability, including without limitation for negligence or for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and the information in this presentation being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

Advisers

Neither the underwriter nor its Representatives have authorised, permitted or caused the issue, submission, dispatch or provision of this presentation and, except to the extent referred to in this presentation, none of them makes or purports to make any statement in this presentation and there is no statement in this presentation which is based on any statement by any of them. The Underwriter Representatives make no recommendations as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties to you concerning the Entitlement Offer or take any responsibility for any part of this presentation or the Entitlement Offer. You represent, warrant and agree that you have not relied on any statements made by the Underwriter Representatives in relation to the Entitlement Offer and you further expressly disclaim that you are in a fiduciary relationship with any of them.

Agenda

- Executive summary
- Entitlement offer
- Key dates
- Underwriting
- Use of proceeds and rationale
- Financial update
- Summary of key risks
- Outlook
- Q&A
- Appendices
 - i. Key risks
 - ii. International selling restrictions
 - iii. Competent Persons Statements
- Contacts



Executive summary

<p>Equity raising</p>	<ul style="list-style-type: none"> Partially underwritten pro rata non-renounceable entitlement offer to raise gross proceeds of approximately up to \$7 million. Entitlements offered on a 37 for 9 basis at \$0.004 per share (approximately 1,750,000 New Shares) to eligible shareholders. 20.0% discount to the closing price of the Shares on 19 August 2013, being the last trading day before Realm announced its intention to conduct a rights issue. The closing price of the Company's shares on the day prior to the Company entering a trading halt was \$0.004 per share.
<p>Shareholder Approvals</p>	<ul style="list-style-type: none"> The Entitlement Offer is conditional upon shareholder approvals in respect of ASX Listing Rule 7.11.13 and Corporations Act Chapter 2E and item 7 of section 611 (Shareholder Approvals). The approvals will be put to shareholders at a general meeting of the RRP to be held on 24 October 2013 (Meeting). Further details of the Shareholder Approvals are set out in the notice of meeting and explanatory memorandum for the Meeting.
<p>Use of proceeds</p>	<ul style="list-style-type: none"> Proceeds will be used to: <ul style="list-style-type: none"> Repay the \$5 million Taurus Funds Management (TFM) Convertible Note. Progress the selection of strategic investors and off-takers for RRP's Indonesian coal project as well as investigate a potential SGX listing. Fund current and future growth and business development initiatives.
<p>Rationale for the Entitlement Offer</p>	<ul style="list-style-type: none"> To repay debts and raise sufficient working capital to ensure that the Company can continue with its efforts to realise value for shareholders. To give all shareholders an equal opportunity to participate. To simplify RRP's capital structure – which helps discussions with potential investors and funders, and removes refinancing risk.

Executive summary

Financial update

- Audited results for the 6 months to 30 June 2013

– Revenue:	\$1.8 million
– EBITDA:	(\$1.5 million)
– Loss for the year:	(\$1.9 million)

- RRP has reported a reduction in losses for the six months ending 30 June 2013
- Alumicor – discussions are currently underway with Hulam in to improve current tolling arrangement as well as increase volume throughput at Alumicor. Alumicor is a volume dependent business, increased volumes improve profitability and cash flow
- Since the 1st quarter of 2013 expenditure on the Katingan Ria project has been significantly reduced as geological and feasibility study work has been completed. Overall corporate costs have also been reduced.

Overview of the Entitlement Offer

Offer size	<ul style="list-style-type: none"> Partially underwritten pro rata non-renounceable entitlement offer to raise up to approximately \$7 million Up to approximately 1,750,000 New Shares to be issued.
Offer Price	<ul style="list-style-type: none"> \$0.004 per New Share, representing a: <ul style="list-style-type: none"> 20.0% discount to closing price of \$0.005 per share on 19 August 2013, being the last trading day before the Company initially announced its intention to conduct a rights issue 4.7% discount to TERP¹ The closing price of the Company's shares on the day prior to it entering a trading halt was \$0.004 per share.
Offer	<ul style="list-style-type: none"> Conditional upon the Shareholder Approvals. Entitlement Offer open to eligible shareholders in Australia, New Zealand, Hong Kong, Indonesia, Ireland, Malaysia, Mauritius, Monaco, Singapore, Taiwan, The Philippines and the United Kingdom (being all holders of ordinary existing shares in RRP). Offer open from 8 October 2013 to 30 October 2013. Eligible shareholders may apply for additional Entitlements not taken up.
Ranking	<ul style="list-style-type: none"> New Shares will rank equally with existing shares from the date of allotment.
Record Date	<ul style="list-style-type: none"> 3 October 2013
Underwriting	<ul style="list-style-type: none"> Partially underwritten by Veritas Securities Limited and sub-underwritten by TFM.

Notes:

- Theoretical Ex-Rights Price (TERP) is the theoretical price at which RRP shares would trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only. TERP is calculated with reference to RRP's closing share price on 19 August 2013, being the last trading day before the Company initially announced its intention to conduct a rights issue.

Key dates¹

Event	Date
Announcement Date	25/09/13
Company sends letter to Shareholders	26/09/13
'Ex' date	27/09/13
Record date	3/10/13
Company despatches Offer Documentation	8/10/13
Company holds general meeting seeking shareholder approval for the sub-underwriting and ratio of the rights issue	24/10/13
Right issue closes at 5pm	30/10/13
Securities quoted on a deferred settlement basis	31/10/13
Company notifies ASX of under-subscriptions	1/11/13
Despatch date	6/11/13

Notes: All times refer to Australian Eastern Standard Time. Dates and Times are indicative only and are subject to change.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Underwriting

Underwriting

The Entitlement Offer will be underwritten by Veritas Securities Limited (the **Underwriter**) to the extent of 1,500,000,000 New Shares or A\$6 million under the terms of an underwriting agreement entered into between RRP and the Underwriter. Taurus Funds Management (**TFM**) will sub-underwrite the Entitlement Offer to the same extent pursuant to a sub-underwriting agreement with the Underwriter. TFM currently holds 31.86% of the issued capital in RRP, and may significantly increase its holding if the Entitlement Offer is not fully subscribed (see the table below).

In determining to proceed with the Entitlement Offer (including the terms of the underwriting and sub-underwriting arrangements), the Directors of RRP gave consideration to the fact that TFM has stated that it would not propose or support a delisting or capital consolidation of RRP within fourteen months of the completion of the Offer.

TFM owns 31.86% of the issued capital of the Company. TFM has entered into an agreement to sub-underwrite the Entitlement Offer. The following table sets out the ownership TFM may have after completion of the Entitlement Offer based on the assumptions that TFM take up their full entitlements and with differing levels of acceptances by the remaining shareholders:

Current Issued Capital: 425,808,576				
Acceptance by shareholders other than TFM	Funds raised	TFM Shareholding and percentage of voting power	Dilution of existing shareholdings	
100%	\$7m	692,805,053 31.9%	0%	
75%	\$6m	741,017,718 38.5%	-32.4%	
50%	\$6m	1,039,230,383 53.9%	-55.2%	
0% (i.e. only TFM takes up its Entitlements)	\$6m	1,635,655,713 84.9%	-77.9%	

Underwriting

RRP has entered into an underwriting agreement with the Underwriter pursuant to which the Underwriter will underwrite the Entitlement Offer in an amount of \$6,000,000 (Underwriting Agreement).

(a) Fees

Underwriting and management fees of 4.33% of the underwritten amount (\$259,800) are payable to the Underwriter under the terms of the Underwriting Agreement. In addition, RRP must pay, or reimburse the Underwriter for reasonable costs and expenses incurred by it of and incidental to the Entitlement Offer, including but not limited to:

- costs and expenses in respect of the Underwriting Agreement; and
- any stamp duty payable in respect of the Underwriting Agreement.

(b) The Underwriter's obligation

If valid applications are not received for 1,500,000,000 New Shares by the close of business on the closing date of the Entitlement Offer and the Underwriting Agreement has not been terminated following a termination event, the Underwriter must lodge or cause to be lodged valid applications for the shortfall shares, being the number of shares that, together with valid applications, will result in the issue of 1,500,000,000 new shares to raise \$6 million.

(c) Termination Events

The Underwriter may, after consultation with the Company, terminate the Underwriting Agreement (and be discharged from the underwriting obligation) if a termination event occurs. If the Underwriter exercises its right to terminate the Underwriting Agreement, the Company is obliged to pay TFM \$50,000 plus GST and all expenses incurred by the Underwriter in connection with the underwriting up to the time of termination. The termination events are prescribed in the Underwriting Agreement and include the following events:

- non-compliance by the Company with ASIC or ASX requirements in relation to the Entitlement Offer or generally;
- misleading statements or misrepresentations made by the Company in the cleansing notice and offer documents in relation to the Entitlement Offer or otherwise made to the Underwriter in relation to the Entitlement Offer;
- the Company issues an unauthorised public statement or makes unauthorised alterations to capital;
- a new circumstance occurs which is likely to have a material adverse effect on the Company that would have been required disclosure under the terms of the Entitlement Offer had it occurred earlier;

Underwriting

(c) Termination Events (continued)

- the occurrence of any adverse or negative publicity or findings against either the Company or its directors that is likely to have an adverse effect on the Company;
- material breach by the Company of the Underwriting Agreement or termination or breach by the Company of any of its material contracts;
- the Company ceases to be admitted to the official list of the ASX;
- insolvency or material adverse change in the financial position of the Company;
- the Company withdraws the Entitlement Offer;
- the occurrence of a change of control in respect of the Company;
- the commencement of material legal proceedings or regulatory action against the Company by a person other than the Underwriter or the handing down of a judgment or equivalent for more than \$100,000 against the Company;
- disqualification of a Director (other than due to death or disablement);
- default by the Company under any finance facility of the Company;
- the introduction of regulatory changes (including in relation to taxation) that prohibit, are likely to reduce the level of application under or are materially adverse to the Underwriter's underwriting of the Entitlement Offer;
- there are material adverse changes to the financial markets of key countries or hostilities commence or escalate in certain key countries;
- the occurrence of changes in economic, political and market conditions that are likely to have a material adverse effect on the success of the Entitlement Offer; and
- there is a material adverse change in the condition (financial or otherwise), or in the assets, liabilities, business, operations, management, profits/losses or prospects of RRP, or a material subsidiary of RRP.

(d) Indemnity

RRP has also agreed to indemnify the Underwriter and its officers, against any claim, proceedings, damage, costs or expenses arising from any false or misleading statement in, or any material omission from, the Offer Documents, and certain other wrongful conduct by RRP.

Use of Proceeds

	\$6M raised	\$6.5M raised	\$7M raised
Repay Taurus Funds Management Equity Linked Convertible Note	5M	5M	5M
Finalise selection strategic investor/take-off partner	0.1M	0.1M	0.1M
Finalise project licensing	0.1M	0.1M	0.1M
General Corporate	0.8M	1.3M	1.8M
	\$6M	\$6.5M	\$7M

The net proceeds of the Entitlement Offer will be used to:

- repay the \$5m Taurus Funds Management equity linked convertible note;
- progress efforts to maximise the value of RRP's development ready Indonesian thermal coal project via the selection of a strategic investor / off-take partner, progression of final permitting and development activities, and possible Singapore listing;
- accelerate business development activities aimed at enhancing and/or realising the value of RRP's coal, and South African aluminium and platinum assets as well as seeking new resource sector investment opportunities; and
- cover general corporate costs.

Rationale

- To repay debts and raise sufficient working capital to ensure that the Company can continue with its efforts to realise value for shareholders.
- To give all shareholders an equal opportunity to participate.
- To simplify RRP's capital structure.
 - Simplifies discussions with potential investors and funders.
 - Removes refinancing risk.

Pro forma impact on income statement

(A\$ million)	6 Months to 30 June 2013 (audited)	Pro forma 30 June 2013
Revenue from continuing operations	1.8	1.8
Cash Operating Expenses	(3.4)	(3.4)
EBITDA	(1.6)	(1.6)
Depreciation and Amortisation	(0.1)	(0.1)
EBIT	(1.7)	(1.7)
Profit Before Tax	(1.9)	(1.7)
Income Tax Expense	(0.0)	(0.0)
Underlying Net Profit	(1.9)	(1.7)

Pro forma impact on balance sheet

(A\$ million)	30 June 2013 (audited)	Impact of the Entitlement Offer	Pro forma 30 June 2013
Assets			
Cash and funds on deposit	1.0	1.7	2.7
Other current assets	0.7		0.7
Total current assets	1.7	1.7	3.4
Non-current assets			
Exploration and evaluation assets	16.4		16.4
Other non-current assets	2.0		2.0
Total non-current assets	18.4		18.4
Total Assets	20.1		21.8
Liabilities and equity			
Current liabilities			
Borrowings	6.4	(5.1)	1.3
Other current liabilities	0.6		0.6
Total current liabilities	7.0	(5.1)	1.9
Total non-current liabilities	0.3		0.3
Total Liabilities	7.3	(5.1)	2.2
Net Assets	12.8	6.8	19.7
Equity			
Issued capital		6	47.4
Retained earnings and reserves	40.6 (-27.9)		(-27.9)
Non-controlling interest	0.1		0.1
Total equity	12.8	6.8	19.7

Summary of key risks

The Entitlement Offer and the New Shares will be subject to a number of risks including:

- **Entitlement Issue Risk**
 - Underwriting/Control (Note: Important - the underwriting is subject to a shareholder vote - see Notice of Meeting 25 Sept 2013 for associated risks)
 - Reduced Liquidity
 - Implications of Shareholders not taking up their Entitlements
 - Potential De-listing of RRP
 - Compulsory acquisition by TFM
- **Acquisition risks**
- **General risks**
 - Market
 - Domestic and global economic conditions
 - Asset impairment
 - Changes in accounting policy
 - Taxation
 - Litigation

See Appendices for details of key risks

- **Operational Risks**
 - Strength of Natural Resources and Coal sector, and coal prices
 - Achievement of forecasts
 - Dependence on key management personnel
 - Requirements for unforeseen capital expenditure
 - Current and future funding requirements
 - Project Risks
 - Country risk
 - Legislative and regulatory changes

Outlook - Overview

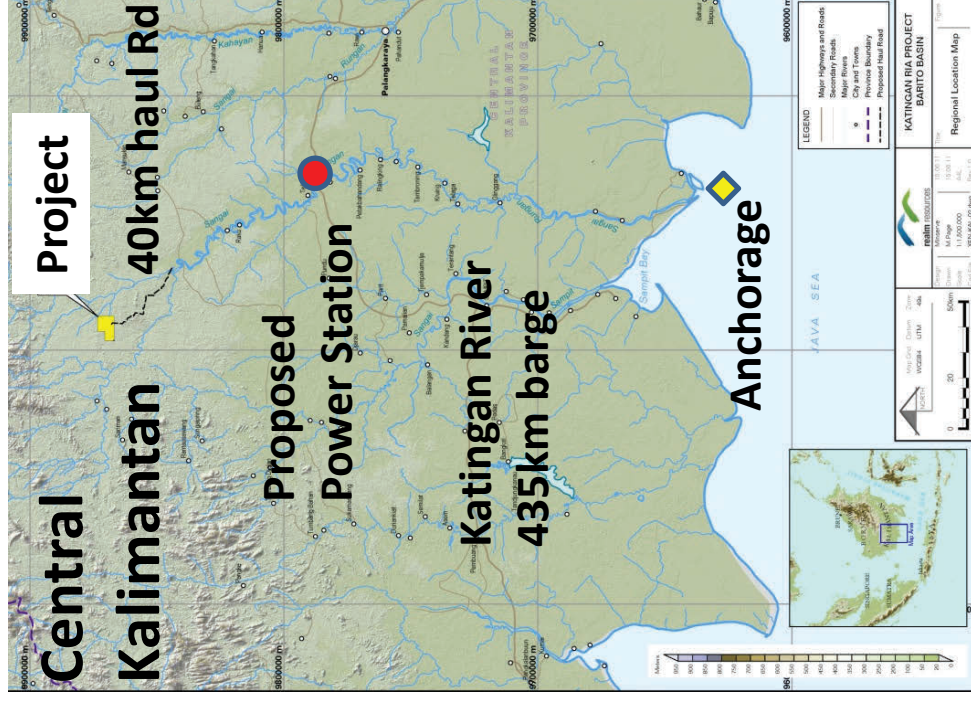
- **Katingan Ria Project**
 - Comprehensive data room opened to interested parties. Discussions underway with several parties that have expressed an interest in:
 - Investing in the project through the Singaporean Holding Company;
 - Offering pre-payment finance;
 - Off-take;
 - Providing logistics solutions; or
 - Acquiring the project.
 - Singapore listing - discussions with Singaporean advisers with a view to the possible listing of its wholly owned Singaporean subsidiary on the Catalyst Exchange in Singapore. (These discussions are still at a preliminary stage and any listing would be subject to a number of regulatory requirements.)
- **Aluminium Business**
 - Alumicor is in discussions with Hulam in to:
 - improve the tolling arrangement/fee; and
 - increase throughput.
 - Both these initiatives, if successful, will improve profitability and cash flow generation at Alumicor
 - Additional growth projects under review in the aluminium recycling space.
- **Platinum business**
 - The Rooderand transaction continues towards completion with Chrometco (CMO). RRP will receive 35m additional shares in CMO on completion (10m received to date).
 - The Eastern Limb platinum properties are under negotiation.

Katingan Ria Project Overview

- 89Mt JORC resource*, 29Mt JORC reserve **
- Sub-bituminous, mid-rank (4,200 kcal/kg GAR), low sulphur, low ash thermal coal
- Simple geology, low strip ratio
- 2.5Mt-3.0Mt pa open cut
- Low capital requirements
- Advanced permitting
- RRP 51%
- Supportive Indonesian partners (Goku)
- Growth via regional consolidation

* 5.7Mt measured 44.1Mt indicated and 39Mt inferred
 ** Probable reserve based on coal price of \$52/t

*, **, Xenith Consulting Ltd



NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Coal Quality → Growing Power Demand

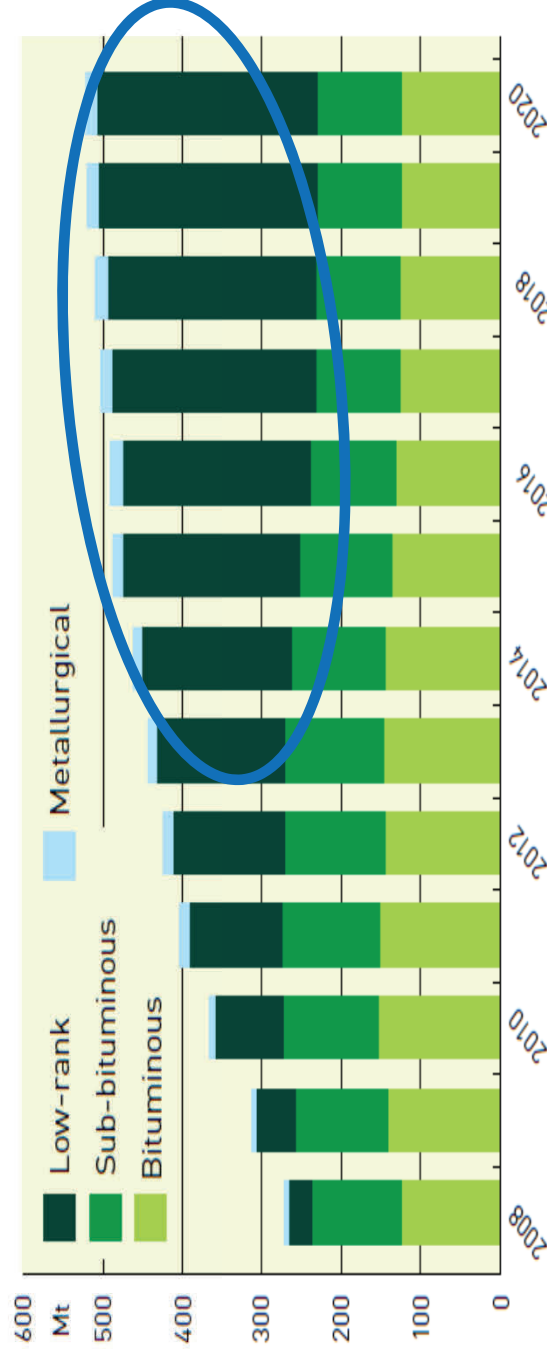
Sub-bituminous, low sulphur thermal coal

Indicative Specifications*

- GAR 4,266kcal/kg
- NAR 3,951kcal/kg
- ADB 4,940kcal/kg
- TM 30%
- Ash 7.9%
- Sulphur 0.18%
- HGI 62

Low Is the New High

A forecast of marketable coal production in Indonesia by type shows the rapid growth of low-rank coals in recent years and in the near future.

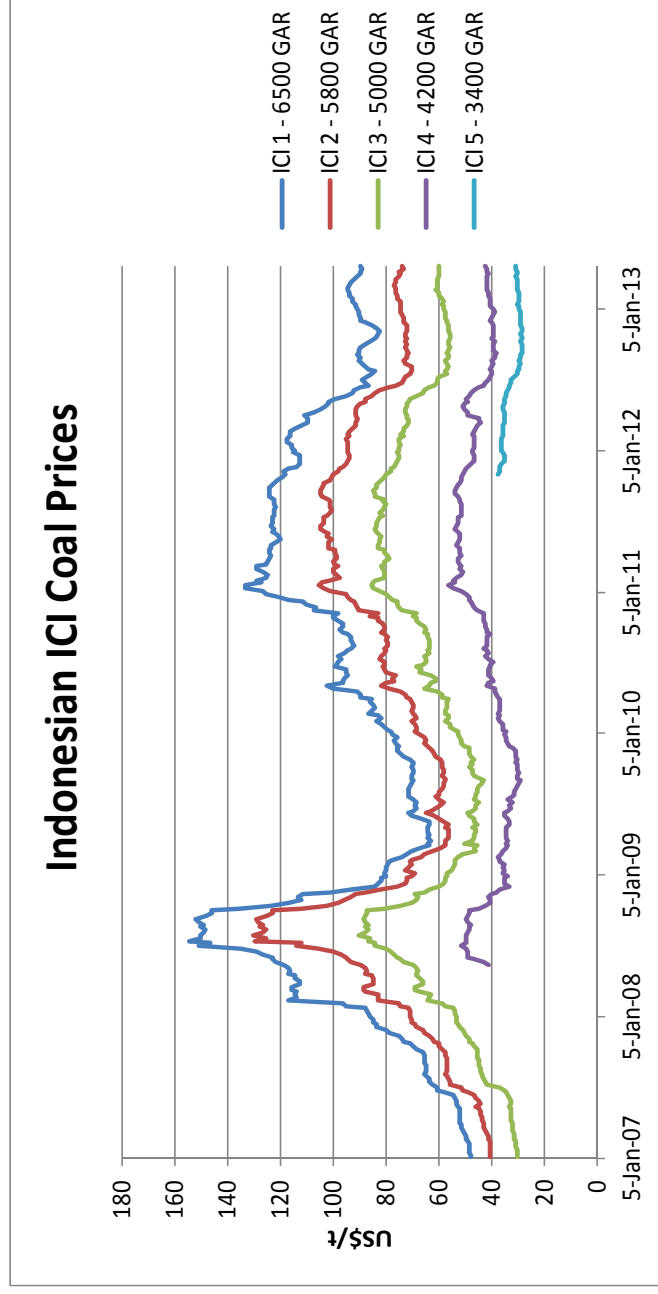


SOURCE: WOOD MACKENZIE COAL MARKET SERVICE

Will supply the fastest growing Indonesian export coal type to India and China

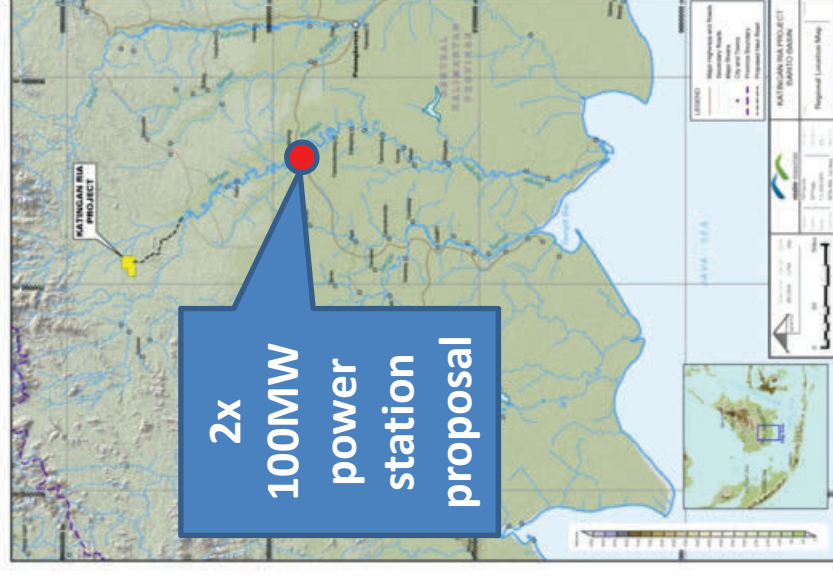
Thermal Coal Prices

- Stabilised – strong demand from India and China, off set by Indonesian supply growth
- 4,200 kcal/kg GAR trading at ~US\$40/t



Strategic partner, off-take and financing

- Engagement with potential strategic partners and investors ongoing. For example:-
- PLN (Indonesian State owned Electricity Corporation) RFP for construction and operation of two 100 Mw power stations downstream from the Project's proposed Upper Stockpile.
 - Katingan Ria coal specifications ideally suited.
 - Bids due 30 Dec 2013, and coal supply by 2016/7.
 - Bidders are required to secure coal for the power stations.
- Others include: international and Indonesian vertically integrated power, logistics and production majors



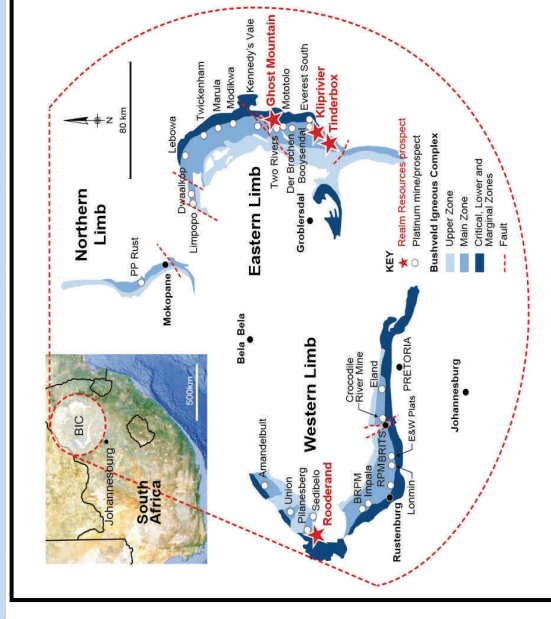
Realm – PGM and Aluminium

- **PGM West ~ 4Moz advanced exploration**
 - Dealt to Chrometco for equity (45m shares in 2 stages) and board seat
 - Resource upgrade and permitting for advanced mining underway
 - Outcropping resource
- **PGM East ~ 7Moz advanced exploration project**
 - Outcropping resource
 - Corporate alternatives under review

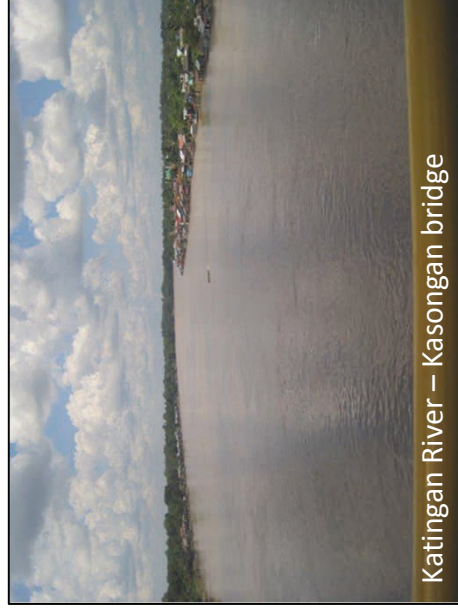
- **Alumicor: ~ AU\$0.5m positive cash flow ***
 - Aluminium waste toll treating business

- Strategic initiatives under way to maximise cash flow and grow the business

* Source: - Director's estimate based on existing treatment business



Q&A



Appendices

ABN 98 008 124 025

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES



Key risks

This section discusses the key risks attaching to an investment in RRP, which may affect the future operating and financial performance of RRP and the value of RRP shares. Before investing in RRP shares, you should consider whether this investment is suitable for you having regard to publicly available information (including this presentation), your personal circumstances and following consultation with financial or other professional advisers. Additional risks and uncertainties that RRP is unaware of, or that it currently considers to be immaterial, may also become important factors that adversely affect RRP's operating and financial performance.

- **Entitlement Issue Risk**

- Underwriting (Note: As the Entitlement Offer is conditional on Shareholder approvals being obtained, the Entitlement Offer will not proceed if the requisite majority of non-associated Shareholders do not vote in favour of both Resolution 1 and Resolution 2 at the general meeting. It is important to refer to the Notice of Meeting dated 25 Sept 2013 for a description of associated risks. The Notice of Meeting is available on the Company's ASX platform and has also been mailed to shareholders.)
 - The Entitlement Issue is being partially underwritten by the Underwriter. Investors should be aware of the terms of the Underwriting Agreement as outlined in this presentation, which includes certain termination events that may not be within the control of RRP, including changes in the political, economic and regulatory environment.
 - Investors should be aware that if the Underwriter terminates the Underwriting Agreement the RRP Board of Directors will be required to meet and to determine whether the Entitlement Offer can or should continue.
- Potential control transaction and reduced liquidity
 - As is detailed in this Presentation, TFM as sub-underwriter has the potential to significantly increase its ownership of the issued capital of the Company. TFM may hold up to 84.9% of the issued capital of RRP and may gain control over TFM without paying any "control premium". Further, an increase in TFM's shareholding may adversely affect the liquidity of RRP shares (that is, the ability of eligible shareholders to trade their shares) and have a consequential adverse effect on the market price of RRP shares.
- Implications of Shareholders not taking up their Entitlements
 - Existing RRP shareholders' interests will be significantly diluted if they do not take up their Entitlements.
- Potential De-listing of RRP
 - If TFM's interest in the Company's shares becomes such that the ASX is not satisfied that there remains an orderly and liquid market in the securities, quotation of the Company's shares on the ASX may be suspended and, ultimately, RRP removed from the ASX official list. However, as noted above, TFM has stated to the Board of RRP that it will not support a delisting within 14 months of the completion of the Entitlement Offer.

Key risks

- Entitlement Issue Risk (continued)

- Compulsory acquisition by TFM
 - If TFM becomes a "90% holder", as defined in section 664A of the Corporations Act, of ordinary shares in RRP, it may have the right to compulsorily acquire all the remaining ordinary shares that neither TFM nor any related bodies corporate of TFM has full beneficial interests in. TFM's ability to undertake such a compulsory acquisition will be dependent on it complying with the provisions of the Corporations Act and any other applicable laws. TFM will not have the ability to become a "90% holder" as a result of the Entitlement Offer but may, subject to the Corporations Act, subsequently increase its holdings of shares in the Company.
- Suspension
 - As the Company's shares are currently suspended, shareholders are not able to assess the value of the Entitlement Offer by reference to the current market price.

- Operational Risks

- Strength of natural resources and coal sector
 - RRP's future is influenced by the general state of the resources sector and in particular the coal market, and coal prices
- Achievement of forecasts
 - RRP has based its business plans on a mine plan and financial model, the achievement of which is dependent on a number of factors, some of which are outside RRP's control (e.g. license delays, coal price, wages fuel, material exchange rates and other inputs).
- Dependence on key management personnel
 - The operating and financial performance of RRP is largely dependent on its ability to retain and attract key management personnel. Whilst RRP makes every effort to retain key management personnel, there can be no guarantee that it will be able to do so. Any loss of key management personnel could adversely affect RRP's business, results of operations or financial conditions and performance.
- Requirements for unforeseen capital expenditure
 - RRP's business may require significant unforeseen capital expenditures
- Financial position and funding requirements
 - RRP's ability to complete current and future project development will depend on the extent to which it is able to secure additional equity or debt funding from time to time. The Company shares are currently suspended from trading. For the suspension to be lifted, RRP will need to satisfy ASX that its financial condition is adequate to warrant the continued quotation of its securities. The Directors believe that the Company's financial condition, on completion of the Entitlement Offer, will be adequate to ensure that the current suspension is lifted.

Key risks

- **Operational Risks (continued)**
 - Project Risks
 - The Katingan Ria project is subject to key project risks; a key risk being the logistics, in particular river haulage. The Katingan River is seasonal and the periods where the river is unavailable may be greater or lesser than estimated
 - Additionally, the project is subject to:
 - Environmental risks
 - Social and Community risk
 - Country risk
 - The financial performance of each of RRP's foreign operations may be adversely impacted by current or future fiscal or regulatory regimes, local laws and regulations or changes to the economic, political, judicial, administrative and/or security climate, policies or conditions in those geographies.
 - Legislative and regulatory changes
 - RRP's business is affected by a range of industry specific and general legal and regulatory controls. Changes in these types of controls can have an adverse effect on RRP's financial performance. Further, any major shift in regulatory policy may impact on the profitability of RRP.
- **Acquisition risks**
 - Completion risk
 - The viability of the Katingan Ria project is subject to completion of all licensing and securing adequate investment or off-take agreements and funding.
- **General risks**
 - Market
 - The market price of RRP shares will fluctuate due to various factors, many of which are non-specific to RRP, including recommendations by brokers and analysts, Australian and international general economic conditions, inflation rates, interest rates, changes in government, fiscal, monetary and regulatory policies, global geopolitical events and hostilities and acts of terrorism, demand for listed securities and investor perceptions. In the future, these factors may cause RRP shares to trade at a lower price and/or cause the value of New Shares to rise or fall below the Issue Price. Stock markets, including the ASX, have exhibited increased volatility in recent times as a result of economic conditions. Continued volatility could negatively impact the value of RRP shares.

Key risks

- **General risks (continued)**
 - Exchange rate risk
 - RRP operates internationally and faces foreign exchange rate risks associated with foreign currency denominated debt, input costs and offshore earnings.
 - Domestic and global economic conditions
 - The financial performance of RRP could be affected by changes in economic conditions in Australia and overseas. Such changes include:
 - Changes in underlying cost structures for labour and service charges;
 - Changes in fiscal, monetary or regulatory policy by governments or government agencies or instrumentalities, including in relation to inflation and interest rates, which may impact the profitability of RRP or a general fall in the demand for RRP's products;
 - Declines in aggregate investment and economic output in Australia or in key offshore regions; and
 - National or international political and economic instability or the instability of national or international financial markets including as a result of terrorist acts or war or the recent dislocation in credit and capital markets.
 - Asset impairment
 - The RRP board regularly monitors impairment risk. Consistent with accounting standards, RRP is periodically required to assess the carrying value of its assets. Where the value of an asset is deemed to be less than its carrying value, RRP is obliged to recognise an impairment charge in its profit and loss account. Impairment charges can be significant and operate to reduce the level of a company's profits and potentially, its capacity to pay dividends. Impairment charges are a non-cash item.
 - Changes in accounting policy
 - Accounting standards may change. This may affect the reported earnings of RRP and its reported financial position from time to time.
 - Taxation
 - Future changes in taxation law, including changes in interpretation or application of the law by the courts or taxation authorities in Australia, or other relevant jurisdictions in which RRP operates, may affect taxation treatment of an investment in RRP shares or the holding and disposal of those shares. Further, changes in tax law, or changes in the way tax law is expected to be interpreted, in the various jurisdictions in which RRP operates, may impact the future tax liabilities of RRP.
 - Litigation
 - As with all businesses, RRP is exposed to potential legal and other claims or disputes in the course of its business. Although RRP seeks to minimise the risk of such claims arising, and their impact if they do arise, such claims will arise from time to time and could adversely affect RRP's business, results of operations or financial condition and performance.

International selling restrictions

This document does not constitute an offer of entitlements (Entitlements) or New Shares of RRP in any jurisdiction in which it would be unlawful. Entitlements and New Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

New Zealand

The Entitlements and New Shares are not being offered to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). This Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This Offer Booklet is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (the Companies Ordinance), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the SFO). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Entitlements and the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO). No advertisement, invitation or document relating to the Entitlements and the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Entitlements and the New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted Entitlements or New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities. The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Entitlement Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Indonesia

A registration statement with respect to the New Shares has not been, and will not be, filed with the Capital Market and Financial Supervisions Agency (Bapapam-LK) of the Republic of Indonesia. Therefore, the New Shares may not be offered or sold or be the subject of an invitation for subscription or purchase. Neither this document nor any other document relating to the offer or sale, or invitation for subscription or purchase, of the entitlements may be circulated or distributed, whether directly or indirectly, in the Republic of Indonesia or to Indonesian Citizens, corporations or residents, except in a manner that will not be considered as a "public offer" under the law and regulations of Indonesia.

Ireland

The information in this document does not constitute a prospectus under any Irish laws or regulations and this document has not been filed with or approved by any Irish regulatory authority as the information has not been prepared in the context of a public offering of securities in Ireland within the meaning of the Irish Prospectus (Directive 2003/71/EC) Regulations 2005, as amended (the Prospectus Regulations). The Entitlements and the New Shares have not been offered or sold, and will not be offered, sold or delivered directly or indirectly in Ireland by way of a public offering, except to "qualified investors" as defined in Regulation 2(1) of the Prospectus Regulations.

International selling restrictions

Malaysia

No approval from the Malaysian Securities Commission (SC) has been or will be obtained in relation to any offer of New Shares. The New Shares may not be offered or made available for purchase in Malaysia except in an exemption from the prospectus and approval requirements of the Malaysian Securities Commission.

Mauritius

In accordance with The Securities Act 2005 of Mauritius, no offer of the New Shares may be made to the public in Mauritius without the prior approval of the Mauritius Financial Services Commission. Accordingly this offer is being made on a private placement basis only and does not constitute a public offering. As such, this document has not been approved or registered by the Mauritius Financial Services Commission and is for the exclusive use of the person to whom it is addressed. The document is confidential and should not be disclosed or distributed in any way without the express written permission of the Company.

Monaco

The New Shares may not be offered or sold, directly or indirectly, to the public in Monaco other than to existing eligible shareholders of RRP.

Singapore

This document and any other materials relating to the Entitlements and the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Entitlements and New Shares, may not be issued, circulated or distributed, nor may the Entitlements and New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Entitlements or the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Entitlements or New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

International selling restrictions

Taiwan

The Entitlements and the New Shares have not been registered in Taiwan nor approved by the Financial Supervisory Commission, Executive Yuan, the Republic of China. Holders of the Entitlements and the New Shares cannot resell them in Taiwan nor solicit any other purchasers in Taiwan for this offering.

The Philippines

Under Republic Act No. 8799, known as the Securities Regulation Code, and its implementing rules (Securities Regulation Code), securities such as the New Shares are not permitted to be sold or offered for sale or distribution with the Philippines unless such securities are registered by the Philippine SEC or are otherwise exempt securities under Rule 9.2.2 of the Amended Implementing Rules and Regulations of the Code or sold pursuant to an exempt transaction under Section 10.1(l) of the Securities Regulation Code.

The New Shares are being offered in the Philippines to qualified buyers as defined in the Securities Regulation Code. Such offer and sale of the New Shares qualify for exemption from registration by the Philippine SEC that the Offer and Sale of the New Shares in the Philippines qualify as an exempt transaction under the Securities Regulation Code is not required to be, and has not been, obtained. Nevertheless, in compliance with applicable regulations, a Notice of Exemption is required to be filed, and will be filed, after the issuance of any New Shares under Section 10.1 (l) of the Securities Regulation Code.

United Kingdom

Neither the information in this document nor any other document relating to the Entitlement Offer has been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (FSMA)) has been published or is intended to be published in respect of the Entitlements or the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of FSMA) in the United Kingdom, and these securities may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) received in connection with the issue or sale of the Entitlements or the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (FPO), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together, relevant persons). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

Competent Persons Statements

Competent Persons Statement – Katingan Ria Project

- The information in this announcement that relates to Exploration Results, Mineral Resources or Ore Reserves at the “Katingan Ria” Project is based on information compiled by Mr Troy Turner, who is a Member of the Australian Institute of Mining and Metallurgy. Mr Turner is a full-time employee of Xenith Consulting Pty Ltd. Mr Turner is a qualified geologist and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr Turner consents to the inclusion in the announcement of the matters based on his information in the form and context in which it appears.

Competent Persons Statement – Katingan Ria Project

- The information in this announcement that relates to Ore Reserves at the “Katingan Ria” Project is based on information compiled by Mr Grant Walker, who is a Member of the Australian Institute of Mining and Metallurgy. Mr Walker is a full-time employee of Xenith Consulting Pty Ltd. Mr Walker has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr Walker consents to the inclusion in the announcement of the matters based on his information in the form and context in which it appears.

Competent Persons Statement – Roederand Project

- The information in this announcement that relates to Exploration Results, Mineral Resources or Ore Reserves at the Roederand Project is based on information compiled by Mr Nico Bleeker, who is a member of the South African Council for Natural Scientific Professions (SACNASP). Mr Bleeker is employed by Witkop Fluorspar Mine (Proprietary) Limited. Mr Bleeker has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr Bleeker consents to the inclusion in this announcement of the matters based on his information in the form and context in which it appears.

Competent Persons Statement – Kliprivier, Ghost Mountain and Tinderbox projects

- The information in this announcement which relates to Exploration Results, Mineral Resources or Ore Reserves at the Kliprivier, Ghost Mountain and Tinderbox projects is based on information compiled by Mr Allen Maynard, who is a Member of the Australian Institute of Geoscientists (“AIG”), a Corporate Member of the Australasian Institute of Mining and Metallurgy (“AusIMM”). Mr Maynard is the principal of AI Maynard & Associates Pty Ltd and has over 30 years of exploration and mining experience in a variety of mineral deposit styles. Mr Maynard has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr Maynard consents to inclusion in this announcement of the matters based on his information in the form and context in which it appears.



REALM RESOURCES LIMITED
Registered Principal Office
Suite 2, Level 40
88 Phillip Str
Sydney, NSW, 2000
Australia

T: +61 2 9252 2186

W: www.realmresources.com.au

E: info@realmresources.com.au

For further inquiries, please contact:

Richard Rossiter

Executive Chairman

+61 2 9252 2186

Richard.rossiter@realmresources.com.au

Theo Renard

Finance Director

+61 2 9252 2186

theo.renard@realmresources.com.au

Katingan River at Tumbang Samba

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

33

Additional Information

This Offer Booklet (including the ASX announcements and the Investor Presentation reproduced in it) and the accompanying personalised Entitlement and Acceptance Form have been prepared by RRP. The information in this Offer Booklet is dated 8 October 2013. This information remains subject to change without notice and RRP is not responsible for updating this information.

There may be additional announcements made by RRP after 8 October 2013 and through the Entitlement Offer that may be relevant to your consideration of whether to exercise, sell or do nothing in respect of your Entitlement. Therefore, you are encouraged to check whether any further announcements have been made by RRP before submitting your application.

No party other than RRP has authorised or caused the issue of the information in this Offer Booklet, or takes any responsibility for, or makes any statements, representations or undertakings in this Offer Booklet.

This information is important and requires your immediate attention.

You should read the information in this Offer Booklet carefully and in its entirety before deciding whether to invest in New Shares or how to deal with your Entitlement. In particular, you should consider the risk factors outlined in the 'Key risks' section of the Investor Presentation, which is included in this Offer Booklet, any of which could affect the operating and financial performance of RRP or the value of an investment in RRP.

You should consult your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser to evaluate whether or not to participate in the Entitlement Offer.

RRP has applied to ASX for the grant of official quotation of the New Shares. It is expected that normal trading on ASX will commence in relation to New shares issued under the Entitlement Offer on 6 November 2013.

Neither ASX nor any of its officers takes any responsibility for the contents of this offer Booklet.

1. Eligible Shareholders

The information in this Offer Booklet contains an offer of New Shares to Eligible Shareholders and has been prepared in accordance with section 708AA of the Corporations Act (as amended by ASIC Instrument 13-1195).

Eligible Shareholders are those holders of Shares who:

- are registered as a holder of Shares as at the Record Date;
- are not in the United States and are not acting for the account or benefit of a person in the United States;
- and are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without a prospectus, disclosure document or any lodgement, filing, registration or qualification.

RRP, in its absolute discretion, reserves the right to determine whether a shareholder is an Eligible Shareholder and is therefore able to participate in the Entitlement Offer. RRP disclaims all liability to the maximum extent permitted by law in respect of any determination as to whether a Shareholder is an Eligible Shareholder.

Subject to the above, the Entitlement Offer is being extended to Shareholders in all jurisdictions. By returning a completed Entitlement and Acceptance Form or making a payment by BPAY®, you will be taken to have represented and warranted that you, and each person on whose account you are acting, satisfy each of the criteria listed above. Shareholders who are nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

Persons acting as nominees for other persons must not take up any Entitlements on behalf of, or send any documents related to the Entitlement Offer to, any person in the United States.

2. Conditional upon Shareholder Approvals

The Entitlement Offer is conditional upon each of the Shareholder Approvals. The Shareholders Approvals are required under ASX listing Rule 7.11.3 and Chapter 2E and item 7 of section 611 of the Corporations Act. The Entitlement Offer will not proceed without the Shareholder Approvals.

Shareholders will vote on resolutions in respect of the Shareholder Approvals at a general meeting of Shareholders to be held on 24 October 2013 (**Meeting**). Full details of the Shareholder Approvals are set out in the notice of meeting materials in respect of the Meeting despatched to Shareholders on 25 September 2013 (**Meeting Materials**). The Meeting Materials include an analysis by the independent directors of the Company of the need for, and likely effect of, the Entitlement Offer.

If the Entitlement Offer does not proceed because the Shareholder Approvals are not obtained at the Meeting, any Application Monies received prior to the Meeting will be refunded as soon as practicable after the meeting except that amounts less than \$2.00 will be donated to a charity chosen by RRP, and no interest will be paid to Eligible Shareholders on any Application Monies returned (wholly or partially).

3. Minimum Subscription

The minimum subscription to be raised pursuant to the Entitlement Offer is A\$6,000,000. The Company will refund all application monies if the minimum subscription is not met.

4. No cooling-off rights

Cooling-off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted.

5. Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the next whole number of New Shares.

6. Not investment advice or financial product advice

The Entitlement Offer to which the information in this Offer Booklet relates is being made in reliance on section 708AA of the Corporations Act (as amended by ASIC Instrument 13-1195). The information in this Offer Booklet is not a prospectus, disclosure document or other offering document under the corporations Act (or any other law) and has not been lodged with ASIC.

The information in this Offer Booklet does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with RRP's other periodic statements and continuous disclosure announcements lodged with ASX, which are available at www.asx.com.au.

The information in this Offer Booklet is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs or circumstances. RRP is not licensed to (and does not) provide financial product advice in respect of the New Shares.

The information in this Offer Booklet does not take into account the investment objectives, financial situation or needs of you or any particular investor. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of Shares the subject of the Entitlement Offer. If, after reading this Offer Booklet, you have any questions about the Entitlement Offer, you should contact your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser.

7. Foreign jurisdictions

The information in this Offer Booklet has been prepared to comply with the applicable requirements of the securities laws of Australia and New Zealand. Subject to the below, the Entitlement Offer is being extended to Eligible Shareholders in all jurisdictions.

The information in this Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer, the Entitlements, the New Shares, or otherwise permit a public offering of the New Shares, in any jurisdiction outside of Australia or New Zealand. Return of the personalised Entitlement and Acceptance Form or your BPAY® payment will be taken by RRP to constitute a representation by you that there has been no breach of any laws of a jurisdiction outside Australia or New Zealand.

The distribution of this Offer Booklet (including an electronic copy) outside Australia and New Zealand may be restricted by law. If you come into possession of this Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Please refer to the 'International selling restrictions' section of the Investor Presentation, which is included in this Offer Booklet, for more information.

7.1 New Zealand

The Entitlements and New Shares are not being offered to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

This Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This Offer Booklet is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

7.2 Hong Kong

The Entitlements and New Shares are not being offered to the public within Hong Kong other than to existing Shareholders with registered addresses in Hong Kong. This document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (the Companies Ordinance), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the SFO). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Entitlements and the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the Entitlements and the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Entitlements and the New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted Entitlements or New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Entitlement Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

7.3 Indonesia

A registration statement with respect to the New Shares has not been, and will not be, filed with the Capital Market and Financial Supervisions Agency (Bapam-LK) of the Republic of Indonesia. Therefore, the New Shares may not be offered or sold or be the subject of an invitation for subscription or purchase. Neither this document nor any other document relating to the offer or sale, or invitation for subscription or purchase, of the entitlements may be circulated or distributed, whether directly or indirectly, in the Republic of Indonesia or to Indonesian Citizens, corporations or residents, except in a manner that will not be considered as a “public offer” under the law and regulations of Indonesia.

7.4 Ireland

The information in this document does not constitute a prospectus under any Irish laws or regulations and this document has not been filed with or approved by any Irish regulatory authority as the information has not been prepared in the context of a public offering of securities in Ireland within the meaning of the Irish Prospectus (Directive 2003/71/EC) Regulations 2005, as amended (the Prospectus Regulations). The Entitlements and the New Shares have not been offered or sold, and will not be offered, sold or delivered directly or indirectly in Ireland by way of a public offering, except to “qualified investors” as defined in Regulation 2(1) of the Prospectus Regulations.

7.5 Malaysia

No approval from the Malaysian Securities Commission (SC) has been or will be obtained in relation to any offer of New Shares. The New Shares may not be offered or made available for purchase in Malaysia except in an exemption from the prospectus and approval requirements of the Malaysian Securities Commission.

7.6 Mauritius

In accordance with The Securities Act 2005 of Mauritius, no offer of the New Shares may be made to the public in Mauritius without the prior approval of the Mauritius Financial Services Commission. Accordingly this offer is being made on a private placement basis only and does not constitute a public offering. As such, this document has not been approved or registered by the Mauritius Financial Services Commission and is for the exclusive use of the person to whom it is addressed. The document is confidential and should not be disclosed or distributed in any way without the express written permission of the Company.

7.7 Monaco

The New Shares may not be offered or sold, directly or indirectly, to the public in Monaco other than to existing shareholders of RRP.

7.8 Singapore

The Entitlements and New Shares are not being offered to the public within Singapore other than to existing Shareholders with registered addresses in Singapore. This document and any other materials relating to the Entitlements and the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Entitlements and New Shares, may not be issued, circulated or distributed, nor may the Entitlements and New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Entitlements or the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Entitlements or New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

7.9 Taiwan

The Entitlements and the New Shares have not been registered in Taiwan nor approved by the Financial Supervisory Commission, Executive Yuan, the Republic of China. Holders of the Entitlements and the New Shares cannot resell them in Taiwan nor solicit any other purchasers in Taiwan for this offering.

7.10 The Philippines

Under Republic Act No. 8799, known as the Securities Regulation Code, and its implementing rules (Securities Regulation Code), securities such as the New Shares are not permitted to be sold or offered for sale or distribution with the Philippines unless such securities are registered by the Philippine SEC or are otherwise exempt securities under Rule 9.2.2 of the Amended Implementing Rules and Regulations of the Code or sold pursuant to an exempt transaction under Section 10.1(I) of the Securities Regulation Code. The New Shares are being offered in the Philippines to qualified buyers as defined in the Securities Regulation Code. Such offer and sale of the New Shares qualify for exemption from registration by the Philippine SEC that the Offer and Sale of the New Shares in the

Philippines qualify as an exempt transaction under the Securities Regulation Code is not required to be, and has not been, obtained. Nevertheless, in compliance with applicable regulations, a Notice of Exemption is required to be filed, and will be filed, after the issuance of any New Shares under Section 10.1 (I) of the Securities Regulation Code.

7.11 United Kingdom

The Entitlements and New Shares are not being offered to the public within the United Kingdom other than to existing Shareholders with registered addresses in the United Kingdom. Neither the information in this document nor any other document relating to the Entitlement Offer has been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (FSMA)) has been published or is intended to be published in respect of the Entitlements or the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of FSMA) in the United Kingdom, and these securities may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) received in connection with the issue or sale of the Entitlements or the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (FPO), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together, relevant persons). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

7.12 United States

This Offer Booklet and any material accompanying it may not be released or distributed in the United States. This Offer Booklet and any material accompanying it does not constitute an offer to sell or the solicitation of an offer to buy, securities in the United States. Neither the Entitlements nor the New Shares have been, or will be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be issued to, purchased or traded by, or taken up or exercised by,

and the New Shares may not be offered or sold to persons in the United States or persons who are acting for the account or benefit of a person in the United States. Neither the Entitlements nor the New shares may be offered, sold or resold in the United States except in transactions exempt from, or not subject to the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction of the United States. The Entitlements and the New Shares to be offered and sold in the Entitlement Offer may only be sold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in compliance with Regulation S under the Securities Act.

8 Taxation

Set out below is a general summary of the potential Australian tax implications of the Entitlement Offer for Eligible Shareholders who are residents of Australia for tax purposes and who hold their Shares on capital account.

The summary below does not deal with the tax implications for Eligible Shareholders who are not residents of Australia for tax purposes. It also does not deal with the tax implications for Eligible Shareholders:

- who hold their Shares (or will hold their Entitlements) as revenue assets or trading stock such as banks, insurance companies and taxpayers carrying on a business of share trading;
- have acquired their Shares for the purposes of resale at a profit; or
- who acquired their Shares (or will hold their Entitlements) under an arrangement that constitutes an 'employee share scheme' for Australian tax purposes.

It is intended as a general guide only and is not an authoritative or complete statement of all potential tax implications for each Eligible Shareholder.

The summary below is not advice and should not be relied on as such. It also does not take account of any individual circumstances of any particular Eligible Shareholder. Taxation is a complex area of law and the taxation consequences for each Eligible Shareholder may differ depending on their own particular circumstances.

Accordingly, Eligible Shareholders should seek specific advice applicable to their own particular circumstances from their own financial or tax advisers.

The summary below is based on the law in effect as at the date of this Offer Booklet. Future changes in Australian taxation law, including changes in interpretation or application of the law by the courts or taxation authorities in Australia, may affect taxation treatment of an investment in Shares or the holding and disposal of Shares.

Issue of Entitlements

The issue of the Entitlements should not itself result in any amount being included in the assessable income of an Eligible Shareholder.

Exercise of Entitlements

For Eligible Shareholders who exercise their Entitlements and are allocated New Shares:

- the Entitlements will cease to exist and a CGT event will occur, but any capital gain or loss made on the exercise of the Entitlement should be disregarded for tax purposes;
- the New Shares acquired as a result of exercising the Entitlements will be treated for CGT purposes as having been acquired on the day on which the Entitlements are exercised; and
- the New Shares should have a cost base for CGT purposes equal to:
 - where the Eligible shareholder's existing Shares were acquired (or are taken to be acquired) on or after 20 September 1985, the Offer Price payable by them for those New Shares plus certain non-deductible incidental costs they incur in acquiring them; or
 - where the Eligible Shareholder's existing Shares were acquired (or are taken to be acquired) before 20 September 1985, the sum of the market value of the Entitlements when they were exercised and the Offer Price payable by them for those New Shares plus certain non-deductible incidental costs they incur in acquiring them.

New Shares

Eligible Shareholders who exercise their Entitlements will acquire New Shares. Any future dividends or other distributions made in respect of those New Shares will be subject to the same taxation treatment as dividends or other distributions made on Shares held in the same circumstances.

On any future disposal of New Shares, Eligible Shareholders may make a capital gain or capital loss, depending on whether the capital proceeds of that disposal are more than the cost base or less than the reduced cost base of those shares. The cost base of those shares is described above.

Any capital gain arising to Eligible Shareholders who are individuals and trusts (other than trusts that are complying superannuation funds) can generally be reduced by 50% (after first offsetting current year or prior year capital losses from other asset disposals) if the New Shares are held for at least 12 months between the date the New Shares are acquired and the date of disposal. For Eligible Shareholders which are complying superannuation funds, any capital gain can generally be reduced by one-third (after first offsetting current year or prior year capital losses from other asset disposals) if the New Shares are held for at least 12 months between the date the New Shares are acquired and the date of disposal. The CGT discount is not available to Eligible Shareholders that are companies.

New Shares will be treated for the purposes of the CGT discount as having been acquired when the Eligible Shareholder exercised the Entitlement to subscribe for them.

Taxation of Financial Arrangements ('TOFA')

Australian income tax law includes specific TOFA rules. In summary, the TOFA rules can operate to make assessable or deductible, gains or losses arising from certain 'financial arrangements'.

As the application of the TOFA rules is dependent on the particular facts and circumstances of the taxpayer, Eligible Shareholders should obtain their own advice in relation to the potential applicability of the TOFA rules, in light of their own individual facts and circumstances.

Other Australian taxes

No GST is payable and no stamp duty should be payable in respect of the grant, exercise or sale of the Entitlements or the acquisition of New Shares.

9 Underwriting

RRP entered into an underwriting agreement with the Underwriter (on 20 August 2013, as amended 23 September 2013) under which the Underwriter has agreed to manage and partially underwrite the Entitlement Offer (**Underwriting Agreement**) to the extent of 1,500,000,000 New Shares or \$6 million. The Underwriter will be remunerated by RRP for providing these underwriting and offer management services at market rates and may be reimbursed for certain expenses.

In respect of the fees payable for its services, the Underwriter will receive an underwriting fee of 3.33% of the underwritten amount (\$199,800) and an offer management fee of 1% of the underwritten amount (\$60,000).

In accordance with the Underwriting Agreement and as is customary with these types of arrangements:

- RRP has (subject to certain usual limitations) agreed to indemnify the Underwriter, its related bodies corporate and affiliates, its directors, officers, partners and employees and any person who controls it (**Indemnified Parties**) against any losses arising directly or indirectly from or relating to the Entitlement Offer, the activities of the Indemnified Parties contemplated in the underwriting Agreement or a breach by RRP of any provision of the Underwriting Agreement;
- RRP and the Underwriter have given representations, warranties and undertakings in connection with (among other things) the conduct of the Entitlement Offer;

- the Underwriter may (in certain limited circumstances, including in some cases after having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from its obligations under it on the occurrence of certain events on or prior to the settlement date for the Entitlement Offer/ including (but not limited to) where:
 - a statement contained in the offer materials is or becomes false/ misleading or deceptive (including by omission) or likely to mislead or deceive or the offer materials omit any information they are required to contain (having regard to the relevant Corporations Act requirements);
 - RRP ceases to be admitted to the official list of ASX;
 - RRP withdraws the Entitlement Offer;
 - there are material adverse changes to the financial markets of key countries or hostilities commence or escalate in certain key countries; or
 - there is a material adverse change in the condition/ financial or otherwise, or in the assets, liabilities, business, operations, management, profits/ losses or prospects of RRP, or a material subsidiary of RRP.

Please note that the above is not an exhaustive list of the termination events in the Underwriting Agreement. A complete list of the termination events is contained in the Investor Presentation.

None of the Underwriter (whether in that capacity, or otherwise) nor any of its related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents has authorised or caused the issue of this offer Booklet and takes no responsibility for any information in this Offer Booklet or any action taken by you on the basis of such information, and have not made or purported to make any statement in this Offer Booklet and there is no statement in this Offer Booklet which is based on any statement by any of them. To the maximum extent permitted by law, the Underwriter (whether in that capacity, or otherwise) and each of its related bodies corporate and affiliates and each of their respective directors, officers, partners, employees, representatives or agents excludes and disclaims all liability, for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and the information in this Offer Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

10 Sub-underwriting

The Underwriter has entered into a sub-underwriting agreement with Taurus Funds Management Pty Limited – an existing shareholder of RRP. The terms of the sub-underwriting agreement provide for the obligations of the Underwriter to partially underwrite the Entitlement Offer to be, in turn, fully sub-underwritten by Taurus. As Taurus is an existing major shareholder of RRP, its sub-underwriting of the Entitlement Offer may result in Taurus significantly increasing its shareholding in, and acquiring control of, RRP. Please refer to the Investor Presentation and Meeting Materials for details of the potential shareholding of Taurus on completion of the Entitlement Offer.

11 Information availability

Eligible Shareholders can obtain a copy of this Offer Booklet during the Entitlement Offer Period by calling the RRP Offer Information Line on 1300 557 010 (within Australia) or +61 (03) 9415 5000 (from outside Australia) at any time from 8.30am to 5.00 AEST Monday to Friday during the Entitlement Offer Period. Persons who access the electronic version of this Offer Booklet should ensure that they download and read the information in this Offer Booklet in its entirety. The electronic version of this Offer Booklet on the Realm Resources Limited Website will not include a personalised Entitlement and Acceptance Form.

A replacement Entitlement and Acceptance Form can be requested by calling the RRP Offer Information line or obtained online by logging onto www.computershare.com.au during the Entitlement Offer Period. Neither this Offer Booklet nor the accompanying Entitlement and Acceptance Form may be distributed to or relied upon by, persons that are in the United States or otherwise distributed in the United States.

12 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet. Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by RRP, or its related bodies corporate, in connection with the Entitlement Offer.

Except as required by law, and only to the extent so required, none of RRP Group, the directors of RRP, or any other person, warrants or guarantees the future performance of RRP or any return on any investment made pursuant to this Offer Booklet.

13 Withdrawal of Entitlement Offer

RRP reserves the right to withdraw all or part of the Entitlement offer (including if the Shareholder Approvals are not passed) and this Offer Booklet at any time, subject to applicable laws, in which case RRP will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to RRP will not entitle you to any interest against RRP and that any interest earned in respect of Application Monies will belong to RRP.

14 Privacy

As an existing shareholder in RRP, RRP and the Registry have already collected personal information about you. If you apply for New Shares, RRP and the Registry may update that personal information or collect additional personal information about you. Such information may be used to assess your acceptance of New Shares, service your needs

as a Shareholder, provide facilities and services that you request and carry out appropriate administration.

To do that, RRP and the Registry may disclose your personal information for purposes related to your shareholding to their agents, contractors or third party service providers to whom they outsource services, including to the Underwriter in order to assess your acceptance of New Shares, the Registry for ongoing administration of the register, printers and mailing houses for the purposes of preparation and distribution of Shareholder information and for handling of mail, or as otherwise authorised under the *Privacy Act 1988* (Cth).

If you do not provide RRP or the Registry with your personal information then your application may not be able to be processed.

You can request access to your personal information by contacting RRP through the Registry as follows:

Computershare Investor Services Pty limited

GPO Box 505
Melbourne Victoria 3001
Australia

Telephone: 1300 557 010; or
+61 (03) 9415 5000 (outside Australia)

15 Currency

All dollar values in this Offer Booklet are in Australian dollars (\$) unless otherwise stated.

16 Governing Law

The information in this Offer Booklet, the Entitlement Offer, and dealings in the Entitlements and the contracts formed on acceptance of the Entitlement Offer pursuant to the personalised Entitlement and Acceptance Forms are governed by the law applicable in New South Wales, Australia. Each shareholder who applies for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

Glossary

AEST	Australian Eastern Standard Time
ASIC	Australian Securities & Investments Commission
ASX	ASX Limited ACN 008 624 691 or the market conducted by it as the context requires
Board	the Board of directors of RRP
CGT	Capital gains tax
Corporations Act	Corporations Act 2007 (Cth) (as notionally modified by ASIC Class Orders 07/571 and 08/35 and ASIC Instrument 13-1195)
Eligible Shareholder	has the meaning given in paragraph 1 of the 'Additional information' section of this Offer Booklet
Entitlement	the entitlement of a Shareholder to take up a certain number of New Shares pursuant to the Entitlement Offer based on the number of Shares held on the Record Date
Entitlement and Acceptance Form	a personalised acceptance form accompanying this Offer Booklet which Shareholders may use to apply for New Shares
Entitlement Offer	the 37 for 9 partially underwritten pro-rata non-renounceable entitlement offer of New Shares in RRP at an offer price of A\$0.004 per New Share to raise up to approximately A\$7 million conditional upon certain shareholder approvals described in this Offer Booklet
Entitlement Offer Period	the period from 8 October 2013 to 30 October 2013, unless extended by RRP
GST	Goods and Services Tax
Investor Presentation	the investor presentation relating to the Entitlement Offer included in this Offer Booklet (superseding the investor presentation released to the market on 20 August 2013).
New Share	a Share offered on the basis of, and under the terms of, the Entitlement Offer
Offer Booklet	this offer booklet
Offer Price	\$0.004 per New Share
Record Date	the date for determining Entitlements under the Entitlement Offer, being 7.00pm AEST on 3 October 2013
Registry	Computershare Investor Services Pty limited ACN 078 279 277
RRP	Realm Resources Limited ABN 98 008 124 025
RRP Group	RRP and its subsidiaries
Securities Act	United States Securities Act of 1933
Share	a fully paid ordinary share in the capital of RRP
Shareholder	the registered holder of a Share
Shareholder Approvals	Shareholder approval of the Entitlement Offer pursuant to ASX Listing Rule 7.11.3 and Chapter 2E and item 11 of section 611 of the Corporations Act as set out in the notice of meeting despatched on 25 September 2013
Taurus	Taurus Funds Management Pty Ltd and its related entities and associates
TFN	Tax File Number
Underwriter	Veritas Securities Limited ABN 94 117 124 535
Underwriting Agreement	the underwriting agreement referred to in paragraph 8 of the 'Additional information' section of this Offer Booklet

Corporate Directory

Realm Resources Limited
ABN 98 008 124 025

Registered office

Suite 2
Level 40
88 Phillip Street
Sydney NSW 2000

Website

www.realmresourceslimited.com.au

Stock exchange listing

RRP's Shares are listed on ASX (code 'RRP')

Underwriter

Veritas Securities Limited

Level 4
175 Macquarie Street
Sydney NSW 2000

Australian legal adviser

Allen & Overy

Level 27 Exchange Plaza
2 The Esplanade Perth, WA 6000

Registry

Computershare Investor Services Pty Limited

Level 2
45 St Georges Terrace
Perth WA 6000

RRP Offer Information Line

Within Australia: 1300 557 010

Outside Australia: +61 (03) 9415 5000

Open 8.30am to 5.00pm AEST Monday to Friday during the Entitlement Offer Period