

5 October 2016

ASX Limited  
20 Bridge Street  
Sydney NSW 2000

Dear Sir / Madam

**Realm Resources Limited (ASX: RRP) – Determination under Listing Rules 11.1.2 and 11.1.3**

Realm Resources Limited ACN 126 341 384 (**Realm** or the **Company**) wishes to update Realm shareholders on the voluntary suspension of its shares announced on 13 September 2016 and the request for clarification from the ASX regarding the application of Listing Rules 11.1.2 and 11.1.3 in connection with the acquisition of the 70% interest in the Foxleigh Coal Mine and the 100% interest in EPC's 855 and 1669, as announced by the Company on 30 August 2016 (the **Foxleigh Transaction**).

**1. ASX Determination**

The ASX has advised the Company that:

- (a) in its opinion the Foxleigh Transaction constitutes a back door listing as a result of a significant change in the scale of the activities of the Company, and has therefore decided to exercise its discretion under Listing Rules 11.1.2 and 11.1.3 (**Re-compliance**);
- (b) the Company is required to obtain shareholder approval for the Foxleigh Transaction for the purposes of Listing Rule 11.1.2 and the requirements of chapters 1 and 2 of the Listing Rules at an extraordinary general meeting;
- (c) the Company is required to comply with chapters 1 and 2 of the Listing Rules as if it were applying for admission to the official list; and
- (d) the current suspension of the Company's shares will not be lifted until all the above matters are completed.

**2. Realm Procedure**

Realm intends to call an Extraordinary General Meeting of the Company as early as possible, which for practical purposes means that the EGM should be able to be held in early December 2016 (**EGM**). It is anticipated that this meeting will consider all resolutions necessary to comply with the ASX's requirements.

For the purpose of compliance with chapters 1 and 2 of the Listing Rules, the Company intends to seek a waiver for compliance with the '20 cent rule' under Condition 2 of ASX Listing Rule 2.1, which requires the issue price or sale price of all securities for which an entity is seeking quotation upon admission to the official list to be at least \$0.20 in cash.

Following determination of this waiver, a notice of meeting will be sent to Realm shareholders prior to the EGM containing further information in relation to the Foxleigh Transaction, including pro-forma financial information and the effect of the Foxleigh Transaction on the Company and, if required, information in relation to the Re-compliance

**(Notice of Meeting)**. ASX have requested fifteen business days to review the draft Notice of Meeting prior to distribution to Realm shareholders.

The Company will prepare and lodge a Prospectus or Information Memorandum with the ASX as part of the Re-compliance process. It is expected that the Prospectus or Information Memorandum will be lodged shortly after the Notice of Meeting is sent to shareholders.

### **3. Timetable**

The Board expects that requisite Realm shareholder approvals and confirmation from ASX that the Company has met the requirements for Re-compliance will allow the Company's securities to trading on ASX before the end of the year, however this timetable is indicative only and may be subject to change.

The Company will continue to keep Realm shareholders updated as the Re-compliance process progresses.

***For further information, please contact:***

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