



Australian Government

Takeovers Panel

MEDIA RELEASE

No: TP18/49

Tuesday, 3 July 2018

Realm Resources Limited – Panel Accepts Undertakings

The Panel has accepted undertakings (see annexure), following making a declaration and orders in relation to an application dated 29 May 2018 by Realm Resources Limited in relation to its affairs (see [TP18/46](#)).

In broad terms:

1. T2 Resources Fund Pty Ltd has undertaken to pay, or procure the payment of, an extra \$0.35 per share to Realm shareholders accepting its takeover bid within 4 months from the end of the offer period (which ends on 3 August 2018) and to ensure that any subsequent proposal to acquire 100% of Realm (including compulsory acquisition) on or before 31 December 2018 will deliver Realm shareholders at least \$1.35 per share in value.
2. T2's nominee directors have provided undertakings in effect to provide Realm's board committee with the ability to pursue a capital raising proposal (subject to some qualifications) for a period of 3 months following the close of the bid or one month after the capital raising is launched (provided it is launched within that 3 month period).
3. T2 and Taurus Resources Limited No. 2 GP LLC have provided undertakings that (for the period the undertakings described in paragraph 2 are in force) they will not exercise any right or take any steps to nominate additional directors to the board of Realm and will exercise their rights and take all reasonable steps to ensure that there are at least 2 directors independent of T2 and Taurus Resources Limited No. 2 GP LLC and their respective associates on the Realm board at all times.

The undertakings described in paragraphs 2 and 3 terminate if T2 becomes entitled to compulsorily acquire Realm shares under Part 6A.2 of the *Corporations Act 2001* (Cth).

T2 has also undertaken to issue a supplementary bidder's statement in a form acceptable to the Panel by no later than 4 July 2018.

On acceptance of these undertakings, the Panel proceedings have now closed. As a consequence, the undertaking given by T2 on 6 June 2018 that it will not declare that its

takeover offer for Realm shares is free from all conditions without providing the Panel with at least two (2) clear business days' notice in advance of any such declaration (see [TP18/41](#)) is no longer in force.

The Panel has also consented to the withdrawal of the undertakings given by T2's nominee directors on 30 and 31 May 2018 (see [TP18/39](#)) which have been superseded.

Allan Bulman
Director, Takeovers Panel
Level 10, 63 Exhibition Street
Melbourne VIC 3000
Ph: +61 3 9655 3500
takeovers@takeovers.gov.au



Australian Government

Takeovers Panel

Annexure

**AUSTRALIAN SECURITIES AND
INVESTMENTS COMMISSION ACT 2001 (CTH) SECTION 201A
UNDERTAKING**

UNDERTAKING IN RESPECT OF REALM RESOURCES LIMITED

T2 Resources undertakes to the Panel that:

- a) If it or any of its associates undertake a proposal to acquire 100% of the remaining shares in Realm which it and its associates do not already own on or before 31 December 2018 (whether by way of compulsory acquisition, scheme of arrangement, takeover bid or similar) it will ensure that that proposal delivers Total Value to Realm shareholders of at least \$1.35 per share;
- b) It will pay, or procure the payment of, an extra \$0.35 per share to any Accepting Shareholder within 4 months from the end of the Offer Period by way of compensation; and
- c) It will issue a Supplementary Bidder's Statement in a form acceptable to the Panel by no later than 4 July which will include:
 - all information specified by the Panel; and
 - a description of the effect of paragraphs (a) and (b) of this Undertaking.

In this undertaking the following terms have the corresponding meaning:

Accepting Shareholder	Each Realm shareholder who has accepted the Offer on or before the end of the Offer Period
Offer	Off-market takeover offer made by T2 Resources to holders of Realm shares to acquire all of their shares at a price of \$1.00 per share pursuant to its bidder's statement dated 23 February 2018 (as supplemented or varied from time to time)
Offer Period	Means the offer period in respect of the Offer which will expire on 7pm on 3 August 2018
Realm	Realm Resources Limited (ACN 008 124 025)
T2 Resources	T2 Resources Fund Pty Limited (ACN 624 330 696)

Total Value Means the total value paid or delivered under a transaction made by T2 Resources or its associates, whether by way of a payment to Realm shareholders from the person making the proposal, a dividend from Realm, a capital reduction from Realm or a combination of some or each of them.

EXECUTED by **T2 RESOURCES FUND PTY LIMITED** in accordance with section 127(1) of the *Corporations Act 2001* (Cth) by authority of its directors:

Martin Boland
Rohan Menon

Dated: 2 July 2018

**AUSTRALIAN SECURITIES AND
INVESTMENTS COMMISSION ACT 2001 (CTH) SECTION 201A
UNDERTAKING**

UNDERTAKING IN RESPECT OF REALM RESOURCES LIMITED

I, Gordon Galt, c/o Taurus Funds Management Limited, Suite 1401, Level 41, 1 Macquarie Place, Sydney, am an existing director of Realm. I undertake to the Panel that, without the Panel's consent, I will:

1. not interfere with the existence, scope or composition of the Independent Subcommittee, but only in respect of a Capital Raising;
2. not bring a resolution withdrawing the 30 April 2018 resolution of the Realm board in respect of a Capital Raising;
3. abstain from any vote taken by the board or sub-committee with respect to the Capital Raising (including a final decision to proceed with the Capital Raising) and not take any other action in respect of the Capital Raising, whilst reserving my rights in relation to the following:
 - (i) reasonably taking, or not taking, any action I am required to take in respect of the Capital Raising in accordance with the *Corporations Act 2001 (Cwlth)* (including any approval or consent required by the directors in relation to the prospectus or relisting of Realm); and
 - (ii) reasonably taking or not taking any action to ensure that the any offer document and any action to promote the offer by Realm is not unlawful.

These undertakings will:

- terminate if the bidder becomes entitled to compulsorily acquire Realm shares in accordance with Part 6A.2 of the Corporations Act before expiry of the Offer; or
- otherwise, continue until the later of the 3 month period following close of the Offer or one month after the Capital Raising is Launched (provided it is Launched within that 3 month period).

In this undertaking the following terms have the corresponding meaning:

Capital Raising	A capital raising for the issuance of no less and no more than the number of shares necessary to ensure that on completion of that raising, T2 Resources Fund Pty Limited (together with its associates) will have an interest in no more than 79.99% of the shares in Realm.
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Independent Subcommittee	The independent sub-committee of Realm established for the purposes of considering and responding to the Offer on behalf of Realm
Launched	The open of the offer period under any prospectus issued under the Capital Raising.
Offer	Off-market takeover offer made by T2 Resources Fund Pty Limited to holders of Realm shares to acquire all of their shares at a price of \$1.00 per share pursuant to its bidder's statement dated 23 February 2018 (as supplemented or varied from time to time)
Realm	Realm Resources Limited (ACN 008 124 025)

Signed by Gordon Galt
Dated: 1 July 2018

**AUSTRALIAN SECURITIES AND
INVESTMENTS COMMISSION ACT 2001 (CTH) SECTION 201A
UNDERTAKING**

UNDERTAKING IN RESPECT OF REALM RESOURCES LIMITED

I, Michael Davies, c/o Taurus Funds Management Limited, Suite 1401, Level 41, 1 Macquarie Place, Sydney, am an existing director of Realm. I undertake to the Panel that, without the Panel's consent, I will:

1. not interfere with the existence, scope or composition of the Independent Subcommittee, but only in respect of a Capital Raising;
2. not bring a resolution withdrawing the 30 April 2018 resolution of the Realm board in respect of a Capital Raising;
3. abstain from any vote taken by the board or sub-committee with respect to the Capital Raising (including a final decision to proceed with the Capital Raising) and not take any other action in respect of the Capital Raising, whilst reserving my rights in relation to the following:
 - (i) reasonably taking, or not taking, any action I am required to take in respect of the Capital Raising in accordance with the *Corporations Act 2001 (Cwlth)* (including any approval or consent required by the directors in relation to the prospectus or relisting of Realm); and
 - (ii) reasonably taking or not taking any action to ensure that the any offer document and any action to promote the offer by Realm is not unlawful.

These undertakings will:

- terminate if the bidder becomes entitled to compulsorily acquire Realm shares in accordance with Part 6A.2 of the Corporations Act before expiry of the Offer; or
- otherwise, continue until the later of the 3 month period following close of the Offer or one month after the Capital Raising is Launched (provided it is Launched within that 3 month period).

In this undertaking the following terms have the corresponding meaning:

Capital Raising	A capital raising for the issuance of no less and no more than the number of shares necessary to ensure that on completion of that raising, T2 Resources Fund Pty Limited (together with its associates) will have an interest in no more than 79.99% of the shares in Realm.
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Independent Subcommittee	The independent sub-committee of Realm established for the purposes of considering and responding to the Offer on behalf of Realm
Launched	The open of the offer period under any prospectus issued under the Capital Raising.
Offer	Off-market takeover offer made by T2 Resources Fund Pty Limited to holders of Realm shares to acquire all of their shares at a price of \$1.00 per share pursuant to its bidder's statement dated 23 February 2018 (as supplemented or varied from time to time)
Realm	Realm Resources Limited (ACN 008 124 025)

Signed by Michael Davies
Dated: 2 July 2018

**AUSTRALIAN SECURITIES AND
INVESTMENTS COMMISSION ACT 2001 (CTH) SECTION 201A
UNDERTAKING**

UNDERTAKING IN RESPECT OF REALM RESOURCES LIMITED

I, Michael Anderson, c/o Taurus Funds Management Limited, Suite 1401, Level 41, 1 Macquarie Place, Sydney, am an existing director of Realm. I undertake to the Panel that, without the Panel's consent, I will:

1. not interfere with the existence, scope or composition of the Independent Subcommittee, but only in respect of a Capital Raising;
2. not bring a resolution withdrawing the 30 April 2018 resolution of the Realm board in respect of a Capital Raising;
3. abstain from any vote taken by the board or sub-committee with respect to the Capital Raising (including a final decision to proceed with the Capital Raising) and not take any other action in respect of the Capital Raising, whilst reserving my rights in relation to the following:
 - (i) reasonably taking, or not taking, any action I am required to take in respect of the Capital Raising in accordance with the *Corporations Act 2001 (Cwlth)* (including any approval or consent required by the directors in relation to the prospectus or relisting of Realm); and
 - (ii) reasonably taking or not taking any action to ensure that the any offer document and any action to promote the offer by Realm is not unlawful.

These undertakings will:

- terminate if the bidder becomes entitled to compulsorily acquire Realm shares in accordance with Part 6A.2 of the Corporations Act before expiry of the Offer; or
- otherwise, continue until the later of the 3 month period following close of the Offer or one month after the Capital Raising is Launched (provided it is Launched within that 3 month period).

In this undertaking the following terms have the corresponding meaning:

Capital Raising	A capital raising for the issuance of no less and no more than the number of shares necessary to ensure that on completion of that raising, T2 Resources Fund Pty Limited (together with its associates) will have an interest in no more than 79.99% of the shares in Realm.
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Independent Subcommittee	The independent sub-committee of Realm established for the purposes of considering and responding to the Offer on behalf of Realm
Launched	The open of the offer period under any prospectus issued under the Capital Raising.
Offer	Off-market takeover offer made by T2 Resources Fund Pty Limited to holders of Realm shares to acquire all of their shares at a price of \$1.00 per share pursuant to its bidder's statement dated 23 February 2018 (as supplemented or varied from time to time)
Realm	Realm Resources Limited (ACN 008 124 025)

Signed by Michael Anderson
Dated: 1 July 2018

**AUSTRALIAN SECURITIES AND
INVESTMENTS COMMISSION ACT 2001 (CTH) SECTION 201A
UNDERTAKING**

UNDERTAKING IN RESPECT OF REALM RESOURCES LIMITED

I, Craig McGown, c/o New Holland Capital Pty Limited, 30 Richardson Street, West Perth, am an existing director of Realm. I undertake to the Panel that, without the Panel's consent, I will:

1. not interfere with the existence, scope or composition of the Independent Subcommittee, but only in respect of a Capital Raising;
2. not bring a resolution withdrawing the 30 April 2018 resolution of the Realm board in respect of a Capital Raising;
3. abstain from any vote taken by the board or sub-committee with respect to the Capital Raising (including a final decision to proceed with the Capital Raising) and not take any other action in respect of the Capital Raising, whilst reserving my rights in relation to the following:
 - (i) reasonably taking, or not taking, any action I am required to take in respect of the Capital Raising in accordance with the *Corporations Act 2001 (Cwlth)* (including any approval or consent required by the directors in relation to the prospectus or relisting of Realm); and
 - (ii) reasonably taking or not taking any action to ensure that the any offer document and any action to promote the offer by Realm is not unlawful.

These undertakings will:

- terminate if the bidder becomes entitled to compulsorily acquire Realm shares in accordance with Part 6A.2 of the Corporations Act before expiry of the Offer; or
- otherwise, continue until the later of the 3 month period following close of the Offer or one month after the Capital Raising is Launched (provided it is Launched within that 3 month period).

In this undertaking the following terms have the corresponding meaning:

Capital Raising	A capital raising for the issuance of no less and no more than the number of shares necessary to ensure that on completion of that raising, T2 Resources Fund Pty Limited (together with its associates) will have an interest in no more than 79.99% of the shares in Realm.
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Independent Subcommittee	The independent sub-committee of Realm established for the purposes of considering and responding to the Offer on behalf of Realm
Launched	The open of the offer period under any prospectus issued under the Capital Raising.
Offer	Off-market takeover offer made by T2 Resources Fund Pty Limited to holders of Realm shares to acquire all of their shares at a price of \$1.00 per share pursuant to its bidder's statement dated 23 February 2018 (as supplemented or varied from time to time)
Realm	Realm Resources Limited (ACN 008 124 025)

Signed by Craig McGown
Dated: 1 July 2018

**AUSTRALIAN SECURITIES AND
INVESTMENTS COMMISSION ACT 2001 (CTH) SECTION 201A
UNDERTAKING**

UNDERTAKING IN RESPECT OF REALM RESOURCES LIMITED

T2 GP undertakes to the Panel that

1. it will not exercise any right or take any steps to nominate additional directors to the board of Realm
2. it will exercise its rights and take all reasonable steps to ensure there are at least 2 directors on the Realm board at all times who are independent of T2 GP and its associates and
3. it will not sell or transfer its shares to any person who is an associate of T2 GP unless that person has signed an undertaking in substantially the same form as this undertaking,

in each case for the entire period during which the Director Undertakings are in force.

Director Undertaking Means the undertakings given by Messrs Galt, Davies, McGowan and Anderson with respect to a capital raising to be undertaken by Realm given on or about the same date as this undertaking.

Realm Realm Resources Limited (ACN 008 124 025)

T2 GP Taurus Resources No. 2 GP LLC as general partner of Taurus Resources No. 2, L.P.

Signed by TAURUS RESOURCES LIMITED NO. 2 GP LLC as general partner of TAURUS RESOURCES NO. 2, L.P.

Hugh Lamle

Dated: 2 July 2018

**AUSTRALIAN SECURITIES AND
INVESTMENTS COMMISSION ACT 2001 (CTH) SECTION 201A
UNDERTAKING**

UNDERTAKING IN RESPECT OF REALM RESOURCES LIMITED

T2 Resources undertakes to the Panel that

1. it will not exercise any right or take any steps to nominate additional directors to the board of Realm
2. it will exercise its rights and take all reasonable steps to ensure there are at least 2 directors on the Realm board at all times who are independent of T2 Resources and its associates and
3. it will not sell or transfer its shares to any person who is an associate of T2 Resources unless that person has signed an undertaking in substantially the same form as this undertaking,

in each case for the entire period during which the Director Undertakings are in force.

Director Undertaking Means the undertakings given by Messrs Galt, Davies, McGowan and Anderson with respect to a capital raising to be undertaken by Realm given on or about the same date as this undertaking.

Realm Realm Resources Limited (ACN 008 124 025)

T2 Resources T2 Resources Fund Pty Limited (ACN 624 330 696)

EXECUTED by **T2 RESOURCES FUND PTY LIMITED** in accordance with section 127(1) of the *Corporations Act 2001* (Cth) by authority of its directors:

Martin Boland
Rohan Menon

Dated: 3 July 2018