



17 February 2012

Companies Announcements Office  
Australian Securities Exchange

ELS 02 2012

### **QUOTATION OF PREVIOUSLY ISSUED OPTIONS (RMGAM)**

Attached is an Appendix 3B to allow the quotation of Options which have previously been issued.

The terms and conditions of these Options originally did not allow for them to be quoted on the ASX.

At a General Meeting this morning, shareholder approval was received to change their terms and conditions to allow for them to be quoted.

**For further information, visit the website [www.rmgltd.com.au](http://www.rmgltd.com.au) or please contact:**

**Robert Kirtlan**  
**Executive Chairman**  
**Tel: +61 (8) 9381 1177**

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

**RMG LIMITED**

ABN

51 065 832 377

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

1 +Class of +securities issued or to be issued	Options (RMGAM) – these Options have previously been issued.
2 Number of +securities issued or to be issued (if known) or maximum number which may be issued	390,000,000
3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Exercisable at \$0.02, expiry 30 April 2014.

---

+ See chapter 19 for defined terms.

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>No, not until converted to fully paid ordinary shares.</p>						
<p>5 Issue price or consideration</p>	<p>Free attaching Option</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Originally issued as part of a placement. This notification is to allow the Options to be quoted on ASX.</p>						
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>150,000,000 – 29/04/2011 75,000,000 – 10/11/2011 165,000,000 – 19/12/2011</p>						
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td>1,348,581,592</td> <td>Ordinary Shares</td> </tr> <tr> <td>390,000,000</td> <td>Options - \$0.02, expiring 30 April 2014</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	1,348,581,592	Ordinary Shares	390,000,000	Options - \$0.02, expiring 30 April 2014
Number	<sup>+</sup> Class						
1,348,581,592	Ordinary Shares						
390,000,000	Options - \$0.02, expiring 30 April 2014						
<p>9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td>8,750,000</td> <td>5 cent Options Expiring 30 June 2012</td> </tr> <tr> <td>6,552,000</td> <td>\$0.0001 Performance Options</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	8,750,000	5 cent Options Expiring 30 June 2012	6,552,000	\$0.0001 Performance Options
Number	<sup>+</sup> Class						
8,750,000	5 cent Options Expiring 30 June 2012						
6,552,000	\$0.0001 Performance Options						
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>n/a</p>						

## Part 2 - Deleted Not Applicable

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities

## Entities that have ticked box 34(a) Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional +securities

## Entities that have ticked box 34(b)

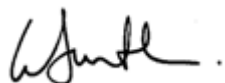
- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
  - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
  - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 
- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
- 
- | Number               | +Class               |
|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> |
- 42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

+ See chapter 19 for defined terms.

## Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



( Secretary)

Date: 17 February 2012

Print name:

Graeme Smith

== == == == ==

## ASX Additional Information – 390,000,000 Listed Options exercisable at \$0.02 and expiring 30 April 2014

### (a) Distribution of equity securities

Analysis of numbers of equity security holders by size of holding:

		Options	
		Number of holders	Number of Options
1	- 1,000	-	-
1,001	- 5,000	-	-
5,001	- 10,000	-	-
10,001	- 100,000	-	-
100,001	and over	87	390,000,000
		<b>87</b>	<b>390,000,000</b>
The number of shareholders holding less than a marketable parcel of options are:		-	

### (b) Twenty largest optionholders

The names of the twenty largest holders of quoted \$0.02 Options expiring are:

		Listed ordinary shares	
		Number of shares	Percentage of Options
1	Noroneke Master Fund Ltd	30,000,000	7.69%
2	JK Nominees Pty Ltd	23,965,315	6.14%
3	Tisia Nominees Pty Ltd	20,034,351	5.14%
4	Celtic Capital Pty Ltd	17,000,334	4.36%
5	Penson Australia Nominees Pty Ltd	12,500,000	3.21%
6	Jojo enterprises Pty Ltd	12,000,000	3.08%
7	TM Consulting Pty Ltd	10,000,000	2.56%
8	Vermont Captial Pty Ltd	10,000,000	2.56%
9	Harshell Investments Pty Ltd	10,000,000	2.56%
10	FMM Australia Pty Ltd	9,500,000	2.44%
11	Eightnine Pty Ltd	9,000,000	2.31%
12	John Della Bosca	8,000,000	2.05%
13	Mrs Anne Louise Rolley	8,000,000	2.05%
14	Bannaby Investments Pty Ltd	7,500,000	1.92%
15	JK Nominees Pty Ltd	7,500,000	1.92%
16	Tisia Nominees Pty Ltd	7,500,000	1.92%
17	PKHB Holdings Pty Ltd	7,000,000	1.79%
18	Celtic Capital Pty Ltd	6,500,000	1.67%
19	Talex Investments Pty Ltd	6,000,000	1.54%
20	A22 Pty Limited	5,000,000	1.28%
		<b>227,000,000</b>	<b>58.21%</b>

### (c) Voting rights

Listed Options do not have voting rights until they are converted to fully paid ordinary shares.

+ See chapter 19 for defined terms.