



**ASX ANNOUNCEMENT**

**17 March 2016**

## **DESPATCH OF NOTICES TO SHAREHOLDERS**

Regalpoint Resources Limited (ASX: RGU) has despatched notices to its shareholders in accordance with the timetable for the renounceable rights issue. A copy of the notice sent to eligible shareholders, and a copy of the notice sent to ineligible shareholders, accompany this announcement.

The 'Ex' entitlement date is 21 March 2016 and Record Date for determining entitlements is 22 March 2016.

**\*\*\*ENDS\*\*\***

**For further information, shareholders and media please contact:**

Bruce McCracken  
Executive Director  
+61 8 9424 9320

Fleur Hudson  
Company Secretary  
+61 8 9424 9320

17 March 2016

Dear Shareholder

### RENOUNCEABLE RIGHTS ISSUE

On 14 March 2016, Regalpoint Resources Ltd (**Regalpoint** or **Company**) announced a wholly underwritten three (3) for one (1) renounceable rights issue offer at an issue price of \$0.01 (1 cent) per share (**New Share**), with one (1) free attaching option exercisable at \$0.02 (2 cents) and expiring on 30 September 2018 (**Free Attaching Option**) for every two (2) New Shares issued to raise approximately \$2.03 million before expenses (**Offer**).

The net funds raised are intended to be used to:

1. lend \$500,000 to Impact Investment Partners Pty Ltd (**Impact**) pursuant to a memorandum of understanding that the Company expects will assist it to investigate growth opportunities in northern Australia including the technical feasibility and commerciality of new projects in the "clean energy" space;
2. investigate opportunities under the memorandum of understanding with Impact;
3. conduct exploration at the Paroo Range Project and the Rum Jungle Project;
4. pay fees in the amount of \$405,000 that have accrued between 1 October 2012 and 29 February 2016 and are payable by the Company to Transcontinental Investments Pty Ltd (**Transcontinental**) pursuant to the administration services agreement between the Company and Transcontinental, and repay loan debt owed by the Company to Transcontinental in the amount of \$100,445;
5. pay director's fees in the amount of \$57,500 that have accrued since the financial year commencing 1 July 2013 and are payable by the Company to Ian Murchison;
6. pay director's fees in the amount of \$145,200 that have accrued since the financial year commencing 1 July 2013 and are payable by the Company to The Hon. Shane Stone; and
7. provide working capital.

The Offer is wholly underwritten by Patersons Securities Limited and sub-underwritten in the amount of \$145,200 by The Hon. Shane Stone, the Company's Non-Executive Chairman. Transcontinental has undertaken to take up its full entitlement under the Offer of circa. \$516,000 and the Company's Non-Executive Director, Ian Murchison, has agreed to take up at least \$57,500 of his entitlement under the Offer.

This letter is to inform you about the Offer. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares.

You are not required to do anything in response to this letter.

Documents relating to the Offer were lodged with ASIC and ASX on 15 March 2016 and 16 March 2016 and are being mailed to Eligible Shareholders (as defined below in the section headed "Eligibility criteria").

The Offer is to be implemented under section 713 of the *Corporations Act 2001* (Cth) (**Corporations Act**).

## Information about the Offer

1. The Offer is being made to eligible shareholders on the basis of the number of fully paid ordinary shares in the Company (**Shares**) held at 5.00pm (Perth time) on Tuesday, 22 March 2016 (**Record Date**). Under the Offer, eligible shareholders will be able to subscribe for three (3) New Shares for every one (1) Share held on the Record Date at an issue price of \$0.01 (1 cent) per New Share, with one (1) Free Attaching Option exercisable at \$0.02 (2 cents) for every two (2) New Shares issued.
2. The Offer opens on Thursday, 24 March 2016 and is expected to close at 5.00pm (Perth time) on Monday, 11 April 2016.
3. The Offer is renounceable which means that entitlements to participate in the Offer can be sold.
4. A person is eligible to participate in the Offer if they are a registered holder of Shares on the Record Date and they:
  - (a) have a registered address listed on the Company's share register in Australia, New Zealand, Hong Kong or Monaco;
  - (b) are not in the United States and are not a US person or acting for the account of benefit of a person in the United States or a US person; and
  - (c) are eligible under all applicable securities laws to receive an offer under the Offer, without the use of a prospectus, disclosure document or other lodgement, filing, registration or qualification.
5. The Offer is not extended to Regalpoint shareholders who do not meet this criteria.
6. To the extent that a person holds Shares on behalf of another person resident outside Australia, New Zealand, Hong Kong or Monaco, it is that person's responsibility to ensure that any acceptance complies with all applicable foreign laws.
7. Up to 202,815,840 New Shares and 101,407,920 Free Attaching Options may be issued under the Offer (based on the current capital structure of the Company and assuming that no existing options, warrants or convertible notes are exercised or converted before the Record Date). New Shares issued under the Offer will rank equally with the Company's existing fully paid ordinary shares.
8. The Offer is wholly underwritten by Patersons Securities Limited and sub-underwritten in the amount of \$145,200 by The Hon. Shane Stone, the Company's Non-Executive Chairman.
9. The Company's largest shareholder, Transcontinental Investments Pty Ltd has committed to accepting all of its entitlement under the Offer of circa. \$516,000 and the Company's Non-Executive Director, Ian Murchison, has agreed to take up at least \$57,500 of his entitlement under the Offer.
10. Eligible shareholders who take up their Rights in full may also apply for additional New Shares and Free Attaching Options under any shortfall (**Shortfall Offer**).

### Timetable for the Offer

Monday, 14 March 2016	Announcement to ASX of the Offer.
Thursday, 17 March 2016	Notices sent to security holders.
Monday, 21 March 2016	Shares commence trading on the ASX on an ex-rights basis.
Monday, 21 March 2016	Rights trading commences.
5.00pm (Perth time) Tuesday, 22 March 2016	<b>Record Date</b> – the date for identifying Shareholders entitled to participate in the Offer.
Thursday, 24 March 2016	Prospectus and Entitlement and Acceptance Forms sent to Eligible Shareholders.
Thursday, 24 March 2016	<b>Opening Date</b> – the first day for receipt of acceptances under the Offer and the Shortfall Offer.
Monday, 4 April 2016	Rights trading ends.
Tuesday, 5 April 2016	New Shares quoted on a deferred settlement basis.
5.00pm (Perth time) Monday, 11 April 2016	<b>Closing Date</b> – the last day for receipt of acceptances under the Offer and the Shortfall Offer.
Thursday, 14 April 2016	Announcement to ASX of the results of the Offer and any Shortfall.
Monday, 18 April 2016	<b>Issue date</b> – New Shares issued under the Offer and the Shortfall Offer and entered into the Share register.
Wednesday, 20 April 2016	New Shares expected to commence normal trading on ASX.

*Note: these dates are indicative only and may be subject to change.*

You are not required to do anything in response to this letter. This letter is provided for your information only and does not constitute an offer of New Shares or Free Attaching Options under the Offer. An offer document will be sent to eligible shareholders on about 24 March 2016.

For further information on the Offer, please see the Company's announcements on ASX ([www.asx.com.au](http://www.asx.com.au)) or the Company's website ([www.regalpointresources.com.au](http://www.regalpointresources.com.au)) or alternatively contact the Company on +61 8 9424 9320 from 9.00am to 5.00pm (Perth time), Monday to Friday.

The board and management thank you for your continued support of the Company.

Yours faithfully

**Fleur Hudson**  
Company Secretary

Regalpoint Resources Ltd ACN: 122 727 342  
Level 14, 191 St George's Terrace, Perth, Western Australia 6000  
Telephone: (61) (8) 9424 9320 Facsimile: (61) (8) 9321 5932  
[www.regalpointresources.com.au](http://www.regalpointresources.com.au)

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6. pay director's fees in the amount of \$145,200 that have accrued since the financial year commencing 1 July 2013 and are payable by the Company to The Hon. Shane Stone; and
7. provide working capital.

This letter is to inform you about the Offer and to explain why you will not be able to subscribe for New Shares and Free Attaching Options (**New Securities**) under the Offer. This letter is not an offer to issue New Securities to you, nor an invitation for you to apply for New Securities.

You are not required to do anything in response to this letter.

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  - (a) have a registered address listed on the Company's share register in Australia, New Zealand, Hong Kong or Monaco;
  - (b) are not in the United States and are not a US person or acting for the account of benefit of a person in the United States or a US person; and
  - (c) are eligible under all applicable securities laws to receive an offer under the Offer, without the use of a prospectus, disclosure document or other lodgement, filing, registration or qualification.
5. The Offer is not extended to Regalpoint shareholders who do not meet this criteria.
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## Ineligible shareholders

Regalpoint shareholders who are not eligible to participate in the Offer are "Ineligible Shareholders".

The restrictions upon eligibility to participate in the Offer arise because of the legal and regulatory requirements in countries other than Australia, New Zealand, Hong Kong and Monaco and the potential costs

to the Company of complying with these legal and regulatory requirements compared with the relatively small number of shareholders in those countries, the relatively small number of existing Shares they hold and the relatively low value of New Shares to which they would otherwise be entitled.

Regalpoint has determined, pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to make or extend offers to shareholders in certain countries under the Offer.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for the Offer stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the Corporations Act, Regalpoint wishes to advise you that it will not be extending the Offer to you and you will not be able to subscribe for New Shares and Free Attaching Options under the Offer. You will not be sent the documents relating to the Offer.

#### **Renounceable Offer**

However, as the Offer is renounceable, you may still receive some benefit for entitlements you would have received had you been eligible to participate in the Offer. The Company has appointed Patersons Securities Limited (**Patersons**) as the nominee to conduct a foreign sale facility on behalf of ineligible shareholders (**Foreign Sale Facility**). Under the Foreign Sale Facility, the Company will issue the nominee with rights to apply for New Shares and Free Attaching Options which would otherwise have been available for subscription by ineligible shareholders had they been eligible to participate in the Offer. The nominee will then dispose of those rights during the period for which they are tradeable on the ASX.

There is, however, no guarantee that you will receive any proceeds as a result of the Foreign Sale Facility. The ability of Patersons to sell entitlements under the Foreign Sale Facility and the price it obtains for them will be dependent on various factors, including market conditions. To the maximum extent permitted by law, neither the Company, nor Patersons nor their respective agents or affiliates, will be liable for any failure to sell entitlements under the Foreign Sale Facility at a particular price or in a particular time frame.

For further information on the Offer, please see the Company's announcements on ASX ([www.asx.com.au](http://www.asx.com.au)) or the Company's website ([www.regalpointresources.com.au](http://www.regalpointresources.com.au)) or alternatively contact the Company on +61 8 9424 9320 from 9.00am to 5.00pm (Perth time), Monday to Friday.

The board and management thank you for your continued support of the Company.

Yours faithfully

**Fleur Hudson**  
**Company Secretary**