



24 September 2015

Dear Shareholder,

## **Offer of Shares under Partly Underwritten Pro-rata Non-Renounceable Entitlements Issue**

As announced on 22 September 2015, RNI NL (“**RNI**”) is offering eligible shareholders in RNI, the opportunity to acquire additional shares in RNI through a non-renounceable entitlements issue (“**Entitlements Offer**”) on the basis of 1 new fully paid ordinary share in RNI at an issue price of 1.5 cent (\$0.015) (“**New Share**”) for every 2 fully paid ordinary RNI shares held at 5.00 pm (WST) on 30 September 2015 (“**Record Date**”).

The Entitlements Offer is being made to all RNI shareholders whose registered addresses are in Australia or New Zealand and who are recorded as shareholders of RNI on its register of members as at 5:00pm (WST) on the Record Date (“**Eligible Shareholders**”).

If the entitlements (“**Entitlements**”) of any Eligible Shareholders are not accepted in full, the number of unaccepted New Shares will form the Shortfall (“**Shortfall**”) and pursuant to Exception 3 of ASX Listing Rule 7.2, the Directors have reserved the right to issue the Shortfall within 3 months after the close of the Entitlements Offer.

An offer document, prepared in accordance with section 708AA of the Corporations Act (as modified by ASIC Class Order 08/35) (“**Offer Document**”) for the Entitlements Offer and the offer of additional New Shares in the Shortfall, was lodged with ASX on 23 September 2015 and is available on RNI’s website, [www.rninl.com.au](http://www.rninl.com.au).

The Offer Document and personalized entitlement and acceptance forms will be mailed to Eligible Shareholders on 6 October 2015. The Entitlements of Eligible Shareholders will be set out in those personalized forms. Entitlements to fractions of New Shares will be rounded up to the next whole number.

Based on RNI’s existing capital structure and disregarding any Entitlements relating to Shares issued on the exercise of options or on the conversion of convertible notes before the Record Date, up to approximately 365,288,146 New Shares will be issued pursuant to the Entitlements Offer, if it is fully subscribed, raising approximately \$5,479,322 before the costs of the Entitlements Offer.

The Entitlements Offer is partly underwritten to the value of \$5 million by GMP Securities Australia Pty Limited.

Table 1 below sets out how RNI intends to apply the funds raised under the Entitlements Offer, if it is fully subscribed:

**Table 1**

<b>Details</b>	<b>\$</b>
Proceeds from the Entitlements Offer (fully subscribed)	5,479,322
Proceeds from sale of Metals X Limited Shares (“ <b>MLX Shares</b> ”) <sup>1</sup>	21,780,000
Less: Underwriting fees (excluding GST)	(300,000)
Less: Other costs associated with the Entitlements Offer (excluding GST) <sup>3</sup>	(40,536)
Less: Taurus Settlement Sum of \$23 million <sup>2</sup>	(23,000,000)
<b>Amount available to the Company for exploration activity and working capital <sup>1,2</sup></b>	<b>3,918,786</b>
Adjustment for Taurus Settlement Sum component that could be settled in RNI shares <sup>2</sup>	2,500,000
<b>Adjusted amount available to the Company for exploration activity and working capital <sup>1,2</sup></b>	<b>6,418,786</b>

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<sup>1</sup> This is based on a price of \$1.21 per MLX Share being the share price of MLX Shares as at 22 September 2015. If the MLX Shares are sold for more than an average of \$1.21 per MLX Share, the proceeds from the sale of the MLX Shares will exceed \$21,780,000 and this will result in a corresponding increase in the sum of exploration activity and working capital specified in Table 1. Alternatively, if the MLX Shares are sold for less than an average of \$1.21 per MLX Share, the proceeds from the sale of the MLX Shares will be less than \$21,780,000 and this will result in a corresponding decrease in the sum of exploration activity and working capital specified in Table 1.

<sup>2</sup> The amount owing by RNI to Taurus Funds Management Pty Limited under the Taurus Facility Agreement, including all principal debt, hedging costs, fees and interest, had been fixed at \$23 million ("**Taurus Settlement Sum**") and that this amount will remain interest free until 15 October 2015 and RNI has the right to issue RNI Shares to cover any interest costs accruing after that date. RNI may elect to settle up to \$2,500,000 of the Taurus Settlement Sum by the issue of RNI Shares at an issue price of \$0.015 per RNI Share. If RNI elects to settle all or part of the \$2,500,000 by the issue of Shares that will increase the amount available for exploration activity and working capital.

<sup>3</sup> This is a provision for the estimated costs of the Offer including ASX fees, legal fees, printing and postage, share registry fees and sundry expenses (inclusive of GST).

Given the nature of the Company's business, the allocation of funds may change depending on intervening events.

Table 2 sets out the capital structure of RNI on completion of the Entitlements Offer (assuming the Entitlements Offer is fully subscribed and no options are exercised or convertible notes are converted after the date of the Offer Document but before the Record Date and ignoring any variations that may be attributable to the fact that fractional Entitlements will be rounded up to the next whole number):

**Table 2**

<b>Shares</b>	<b>Number</b>
Shares on issue at the date of the Offer Document <sup>1,2</sup>	730,576,292
New Shares to be issued pursuant to the Entitlements Offer	365,288,146
<b>Shares on issue on completion of the Entitlements Offer <sup>1,2</sup></b>	<b>1,095,864,438</b>
<b>Options</b>	
Unlisted options expiring 31 January 2017 exercisable at \$0.35 each	2,100,000
Unlisted options expiring 13 March 2017 exercisable at \$0.35 each	4,000,000
Unlisted options expiring 9 November 2017 exercisable at \$0.60 each	1,500,000
Unlisted options expiring 3 October 2018 exercisable at \$0.12 each	7,400,000
Unlisted options expiring 11 November 2016 exercisable at \$0.20 each	2,100,000
Unlisted options expiring 21 November 2016 exercisable at \$0.12 each	7,000,000
Unlisted options expiring 31 January 2017 exercisable at \$0.095 each	3,000,000
Unlisted options expiring 15 September 2017 exercisable at \$0.25 each	3,000,000
Unlisted options expiring 8 October 2019 exercisable at \$0.26 each	12,500,000
Unlisted options expiring 20 October 2015 exercisable at \$0.15 each	42,500,000
Unlisted options expiring 19 February 2016 exercisable at \$0.15 each	9,170,294
Unlisted options expiring 31 January 2017 exercisable at \$0.03 each	150,000,000
<b>Options on issue on completion of the Entitlements Offer</b>	<b>244,270,294</b>
<b>Shares issuable on conversion of convertible notes.</b>	
20 convertible notes expiring 1 July 2018 totalling \$400,000 convertible to Shares at a conversion price of \$0.01 each	<b>40,000,000</b>
<b>Maximum number of Shares on a fully diluted basis following completion of the Entitlements Offer (assuming all options are exercised and all convertible notes are converted). <sup>1,2</sup></b>	<b>1,380,134,732</b>

<sup>1</sup> The above table does not take into account the Entitlements that would attach to Shares that would be issued if any of the existing options or convertible notes described in the table were exercised before the Record Date.

<sup>2</sup> If the Entitlements Offer is not fully subscribed, the number of Shares specified in the above table on completion of the Entitlements Offer will decrease by the under-subscribed amount.

From their date of issue, New Shares will rank equally with all fully paid ordinary RNI shares already on issue.

If you are an Eligible Shareholder you will be entitled to do any of the following:

- accept up your full Entitlement;
- accept your full Entitlement and apply for additional New Shares in the Shortfall;

- accept part of your Entitlement and allow the balance to lapse;
- do nothing (in which case you will receive no benefit from your Entitlement and your interest in RNI will be diluted).

The indicative timetable for the Entitlements Offer is as follows:

**Table 3**

<b>Event</b>	<b>Date</b>
Section 708AA Notice, Appendix 3B lodged. Letters to option holders and convertible note holders.	22 September 2015
Offer Document lodged with ASX.	23 September 2015
Notice sent to security holders containing the indicative timetable and the information required by Appendix 3B.	24 September 2015
<b>"EX" DATE.</b> Shares commence trading ex-entitlements	28 September 2015
<b>RECORD DATE</b> to identify security holders entitled to participate in the issue.	30 September 2015
Offer Document and Entitlement and Acceptance forms despatched to Eligible Shareholders.	6 October 2015
<b>CLOSING DATE</b> acceptances close at 5.00pm (Perth time).	16 October 2015
Securities quoted on a deferred settlement basis.	19 October 2015
ASX notified of under subscriptions.	19 October 2015
<b>ISSUE DATE.</b> Deferred settlement trading ends.	23 October 2015
Normal trading (T+3 trading) expected to start.	26 October 2015

The dates in this timetable are indicative only and RNI reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, without notice to vary the times and dates of the Entitlements Offer and the offer of the Shortfall, including extending those offers or accepting late applications, either generally or in particular cases).

If you require further information, please contact the Company Secretary on +61-8 9489 9200.

Yours faithfully,

**MARK CLEMENTS**  
**COMPANY SECRETARY**