



Resolute

ASX Announcement

23 May 2016

Convertible Notes Redemption Confirmed

Resolute Mining Limited (“Resolute” or the “Company”) (ASX:RSG) is pleased to confirm the Company will accelerate repayment of the A\$15 million of Convertible Notes (“Notes”) currently on issue. All required approvals have been secured and Resolute will redeem all Notes that remain outstanding on 23 June 2016 (“Early Redemption Date”).

The unsecured Notes were issued on 12 December 2014 at an issue price of A\$1 each to raise gross proceeds of A\$15 million. The unsecured Notes are listed on the Australian Securities Exchange (“ASX”) under the ticker code RSGG, were issued with a three year term and pay a 10% coupon. The Notes are fully subordinated to Resolute’s secured credit facilities and were not due to be repaid until they expire in December 2017. An Amendment Deed to the Notes Trust Deed documenting the Company’s ability to redeem the Notes from 1 June 2016 was recently authorised by a special resolution passed by Holders of at least 75% of the Notes and, following the consent received from the Company’s secured credit providers, has been executed.

A Notice of Early Redemption of Notes and associated correspondence has been mailed to Holders as per the copy attached to this announcement. Holders may elect to convert Notes into ordinary shares of Resolute at any time prior to the Early Redemption Date. Any Notes that remain outstanding on 23 June 2016 will be redeemed. Resolute will repay the principal component of A\$1 for each Note as well as the early redemption fee and any interest accrued up to the Early Redemption Date as per the terms of the Trust Deed as amended.

Managing Director and CEO, Mr John Welborn, indicated the accelerated repayment of the Notes was consistent with the ongoing transformation of Resolute to focus on shareholders returns as a priority:

“The Notes represent Resolute’s most expensive debt and early redemption will save the Company more than A\$2 million in future interest payments. We have worked hard to strengthen the balance sheet and apply capital discipline as we prepare for investments in growth.”

For further information, contact:

John Welborn

Managing Director and CEO

Resolute Mining Limited

contact@rml.com.au

T: +61 8 9261 6100



Resolute

ASX:RSG | www.rml.com.au

RESOLUTE MINING LIMITED
ABN: 39 097 088 689
4th Floor, The BGC Centre
28 The Esplanade
Perth, Western Australia 6000
PO Box 7232, Cloisters Square
Perth, Western Australia 6850
T : +61 8 9261 6100
F : +61 8 9322 7597
E: contact@rml.com.au

20 May 2016

Dear Note Holder

RESOLUTE MINING LIMITED - EARLY REDEMPTION OF CONVERTIBLE NOTES

Please find enclosed a copy of an ASX announcement dated 20 April 2016 relating to the proposed early redemption by Resolute Mining Limited (**Resolute**) of its unsecured convertible notes (**Notes**). The Notes were issued pursuant to a trust deed (**Trust Deed**) between Resolute and Australian Executor Trustees Limited (**Trustee**) dated 6 November 2014.

On 19 April 2016, Resolute received a special resolution passed by registered holders of at least 75 per cent of the Face Value of all of the Notes Outstanding (as these terms are defined in the Trust Deed) authorising an amendment to the Trust Deed to permit the proposed early redemption of Notes other than in accordance with condition 3.5. On 20 May 2016, Resolute and the Trustee amended the Trust Deed in accordance with the special resolution.

Enclosed is a Notice of Early Redemption advising that in accordance with the Trust Deed as amended, Resolute will undertake the early redemption of the Notes on 23 June 2016 (**Early Redemption Date**).

At any time prior to the Early Redemption Date, a registered holder of Notes (**Holder**) can elect to convert Notes into fully paid ordinary shares in the capital of Resolute (**Shares**) by completing and delivering the enclosed Conversion Notice to Resolute's Company Secretary.

Any Notes that remain outstanding on the Early Redemption Date will be redeemed and Resolute will repay the Holder the principal component of A\$1 for each Note as well as the early redemption fee and any interest accrued up to the Early Redemption Date as per the terms of the Trust Deed as amended.

Any current Holder who does not elect to convert their Notes into Shares, and who remains registered as a Holder until the Early Redemption Date, will have the following proceeds paid into their previously nominated bank account on 23 June 2016 for each Note redeemed:

Principle repayment:	\$1.000
Early redemption fee:	\$0.060
Interest for the Interest period ending 12 June 2016:	\$0.025
Interest for the additional period up to the Early Redemption Date	<u>\$0.003</u>
Total amount payable on Redemption	\$1.088

Please review the enclosed documents carefully, as they affect your rights as a Holder. If you have any queries or wish to discuss this matter please contact the under signed.

Yours sincerely

GREG FITZGERALD
Chief Financial Officer and Company Secretary

Encl.



Resolute

ASX Announcement

20 April 2016

Early Redemption of Convertible Notes

Resolute Mining Limited (“Resolute” or the “Company”) (ASX:RSG) is pleased to advise the Company intends to accelerate repayment of the A\$15 million of Convertible Notes (“Notes”) currently on issue.

The unsecured Notes were issued on 12 December 2014 at an issue price of \$1 each to raise gross proceeds of A\$15 million. The unsecured Notes are listed on the Australian Securities Exchange (“ASX”) under the ticker code RSGG, have a three year term and pay a 10% coupon. The Notes are fully subordinated to Resolute’s secured credit facilities and are not due to be repaid until the Notes expire in December 2017.

Due to strong operating performance from the Company’s mines in Australia and Africa, combined with a company-wide focus on reducing costs, Resolute is generating strong consistent cash flows. These cash flows are being used to strengthen the Company’s balance sheet by a rapid reduction of debt. Since the start of the financial year Resolute has settled in full the Company’s US\$20 million Gold Prepay Loan Facility and has negotiated an accelerated repayment schedule with the Company’s secured lenders for the total repayment of the US\$50 million Cash Advance Facility by 30 June 2016 (see ASX announcement dated 23 October 2015).

The Notes represent the Company’s most expensive debt and are no longer considered necessary to support the Company’s liquidity. The Trust Deed governing the Convertible Notes allows for the Company to elect for early redemption of the Notes from 14 December 2016 onwards (12 months prior to expiry). To redeem the Notes prior to this date, Resolute will seek an amendment to the Trust Deed to change the early redemption date to June 2016 with all other terms remaining the same. The amendment will need to be supported by a special resolution of Note holders and the early redemption will require the approval of the Company’s secured lenders. Resolute has already received support for the amendment from more than 75% of the Note holders and is confident it will receive the support of the Company’s secured creditors.

Subject to the receipt of approvals from Note holders and the Company’s secured lenders, it is planned to redeem the Notes prior to 30 June 2016. Early redemption of the Notes is expected to save the Company approximately A\$2.2 million in future interest coupon payments. Managing Director and CEO, Mr John Welborn, indicated the accelerated repayment of the Notes was another significant milestone in the transformation of Resolute:

“Resolute is changing to become a company that is totally committed to rewarding our shareholders. Strengthening the balance sheet by debt reduction has been a priority as we prepare for investments in growth. In this context the ability for our operating performance at Syama and Ravenswood to allow for a rapid debt reduction program is extremely pleasing. Our ambition is that as at 30 June 2016 Resolute will have strong cash and bullion reserves and total borrowings of less than A\$30 million represented by unsecured subsidiary level debt.

Capital management discipline is extremely important for gold companies. The early repayment of the Convertible Notes, along with other debt reduction strategies and the generation of strong ongoing cash flows, places Resolute in an excellent position to fund the organic growth opportunities we are working on at Syama, Ravenswood, and Bibiani. Feasibility studies are due to be completed on all three of these large scale gold projects before the end of the financial year.”

For further information, contact:

John Welborn, *Managing Director & CEO*

Resolute Mining Limited

ACN 097 088 689

Notice of Early Redemption of Notes

Dear Note Holder

In accordance with the trust deed between Resolute Mining Limited (**Company**) and Australian Executor Trustees Limited (**Trustee**) dated 6 November 2014 (**Trust Deed**) as amended on 20 May 2016, the following Notes registered in your name are to be redeemed:

Number of Notes:

Principal repayable: \$1.000 per Note

Early Redemption fee: \$0.060 per Note

Interest payable for the period ending 12 June 2016 \$0.025 per Note

Interest payable on redemption: \$0.003 per Note (for the Interest Period from and including 13 June 2016 to the Redemption Date of 23 June 2016)

Total amount payable on redemption: Up to \$1.088 per Note

The redemption will be effective on 23 June 2016 (**Early Redemption Date**).

At any time until the Early Redemption Date you may elect to convert the Notes into fully paid ordinary shares in the capital of the Company by delivering the enclosed Conversion Notice to the secretary of the Company.

If you do not elect to convert your Notes, payment of the amount payable on redemption of your Notes will be made to you on the Early Redemption Date.

Dated: 20 May 2016

For and on behalf of the board of Resolute Mining Limited:

Greg Fitzgerald

Company Secretary

Conversion Notice

To: Company Secretary
Resolute Mining Limited
4th Floor, BGC Building
28 The Esplanade
PERTH WA 6000

NOTICE OF CONVERSION OF CONVERTIBLE NOTES

I/WE

Name of Holder

of

.....

.....

Address of Holder

hereby request conversion of _____ Notes into fully paid ordinary shares in the capital of Resolute Mining Limited on 23 June 2016 in accordance with the Terms of the Convertible Notes Trust Deed dated 6 November 2014 and amended on 20 May 2016.

I/WE agree to be bound by the constitution of Resolute Mining Limited.

Signature:

Holder/Director/Sole Director

Name (please print):

Signature:

Name (please print):

Dated: