



20 March 2017

PLACEMENT AND DEBT REPAYMENT

RMG Limited (**RMG** or the **Company**) is pleased to advise it has raised an additional \$1.178m and has reached agreement with the existing lenders to the Company to pay down \$0.64m of amounts owing under the existing facilities.

The Company has completed a placement of 90.62m shares to overseas participants to raise \$1.178m at 1.3 cents (\$0.013) per share. The issue has been made at a premium to the 15 day volume weighted average price prior to the date of issue.

The Company has reached agreement with the existing lenders to the Company to extend the repayment date under those facilities for an additional year in return for prepaying 50% of the principal amounts outstanding under those facilities, being A\$640,000, and prepaying interest which is to accrue on remaining amounts outstanding under these facilities. All other terms and conditions of these facilities remain unchanged.

The Company is well positioned to continue its work in evaluating potential projects and look to continue work at its Chile based asset.

End

For further information please contact:

Mr Robert Kirtlan Mr John Zee
+61 8 9388 6020 +61 411 118 882

About RMG:

RMG holds permits in the northern part of Chile. The project is called Tuina and is located approximately 50km from the world's second largest copper mine, Chuquicamata. The Tuina district has had mining of mantos style deposits for several decades and is considered to have significant potential for new discoveries and extraction of sulphide ore which to date has not been mined. RMG is focused on acquiring a producing or near term producing mine to provide cashflow and opportunities for further acquisitions. Please visit the Company's website for more information.



20 March 2017

Company Announcements Office
ASX Limited

Dear Sir/Madam,

ISSUE OF RMG LIMITED SECURITIES – SECONDARY TRADING NOTICE - NOTIFICATION PURSUANT TO PARAGRAPH 708A(5)(e) OF THE CORPORATIONS ACT 2001 ("Act")

RMG Ltd ("**Company**") has issued a total of 90,615,385 fully paid ordinary shares at 1.3c per share pursuant to a placement of shares to sophisticated and overseas investors to raise \$1.178m.

An Appendix 3B is attached to this notice. ("**Securities**").

Secondary Trading Exemption

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, sale of the Securities noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

- (a) the Company issued the Securities without disclosure to investors under Part 6D.2 of the Act;
- (b) as at 20 March 2017 the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- (c) as at 20 March 2017 there is no information:
 - i. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - ii. that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - A. *the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or*
 - B. *the rights and liabilities attaching to the Securities.*

Yours faithfully
RMG Limited

Lloyd Flint
Company Secretary

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

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 | 1. Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 90,615,385 |
| 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) | 1. Ordinary fully paid shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>1. Yes</p> <p>1. n/a</p> <p>1. Participate in dividend</p> <p>1. Equally</p>
<p>5 Issue price or consideration</p>	<p>1. \$0.013 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Pursuant to a share placement to sophisticated and overseas investors</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>30 November 2016</p>
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p>1. 47,563,770</p>
<p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p>	<p>1. 43,051,615</p>

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil							
6f	Number of securities issued under an exception in rule 7.2	Nil							
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	Yes – at a premium. Issue date 20 March 2017 Issue price 1.3c VWAP \$0.0107 Source : Argonaut Securities PL							
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/a							
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 remaining capacity 16,863,652 securities 7.1A capacity remaining nil listed securities							
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	20 March 2017							
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">521,281,537</td> <td>Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	521,281,537	Ordinary Shares	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td>Ordinary Shares</td> </tr> </tbody> </table>	+Class	Ordinary Shares
Number	+Class								
521,281,537	Ordinary Shares								
+Class									
Ordinary Shares									

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	303,030	Exp. 1 April 2017 ex at 66 cents each vesting after certain hurdles
	24,696,969	Expiring 31 August 2017 ex 9.9 cents each
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Nil	

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents
Note: Security holders must be told how their entitlements are to be dealt with.
 Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations

+ See chapter 19 for defined terms.

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Despatch date

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

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible 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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which
+quotation is sought

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39 Class of +securities for which
quotation is sought

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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

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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)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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: Date: 20 March 2017.....
(Company secretary)

Print name: ..Lloyd Flint.....

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital							
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated							
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	208,293,930						
Add the following: <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; text-align: right;">Nil</td> <td style="width: 50%;"></td> </tr> <tr> <td style="text-align: right;">222,222,222</td> <td style="text-align: right;">24 August 2016</td> </tr> <tr> <td style="text-align: right;">Nil</td> <td></td> </tr> </table>	Nil		222,222,222	24 August 2016	Nil	
Nil							
222,222,222	24 August 2016						
Nil							
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil						
“A”	430,516,152						

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	64,577,422
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <u>not counting</u> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	150,000 Fully paid ordinary shares (4/5/16) 47,563,770 – this placement
“C”	47,713,770
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	64,577,422
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	47,713,770
Total [“A” x 0.15] – “C”	16,863,652 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	430,516,152
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	43,051,615
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	43,051,615 – this placement
“E”	43,051,615

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	43,051,615
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	43,051,615
Total [“A” x 0.10] – “E”	Nil <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



ASX Release

20 March 2017

NOTICE UNDER ASX LISTING RULE 3.10.5A

RMG Limited ("RMG" or the "Company") has issued a total of 90,615,385 fully paid ordinary shares to investors (Placement). The Placement was completed on 20 March 2017 and announced to the market on 20 March 2017.

Of the 90,615,385 fully paid ordinary shares issued, 43,051,615 were issued under ASX Listing Rules 7.1A available capacity and the balance of 47,563,770 were issued under ASX Listing Rule 7.1.

Pursuant to ASX Listing Rule 3.10.5A, the Company provides the following information in relation to the Placement made under ASX Listing Rule 7.1A.

a) The dilutive effect of the Placement on existing shareholders of the Company is as follows:

	Shares	Dilution
Shares on issue pre Placement	430,666,152	
Shares issued under LR 7.1 capacity	47,563,770	9.1%
Shares issued under LR 7.1A capacity	43,051,615	8.3%
Total Shares on issue post Placement	521,281,537	
Total dilution effect		17.4%

Details of the Company's issued capital following the completion of the Placement held by pre-Placement and new shareholders are as follows:

	Shares	Percentage
Pre-Placement shareholders who did not participate in the Placement	430,666,152	82.6%
Pre-Placement shareholders who did participate in the Placement	-	-%
New shareholders who participated in the Placement	90,615,385	17.4%

- b) The equity securities were issued for cash consideration. The Company issued the securities as a Placement under rule 7.1A in order to pay down debt facilities which were due and payable, to provide working capital for exploration and new business development and it was the most efficient mechanism for raising funds at the time.
- c) There was no underwriting for this Placement.
- d) The capital raising was done by the Company and the costs will be limited to administrative costs associated with the raising.