

RMG Limited

ABN 51 065 832 377

29 April 2011

Company Announcements Office
Australian Securities Exchange

By e-Lodgement

Dear Sir / Madam

The placement of 150,000,000 shares at an issue price of 1 cent per share to raise \$1,500,000 was completed today as well as the settlement of the acquisition of Sunlander Nominees Pty Ltd through the issue of 165,000,000 shares and further issue of 40,000,000 shares to Teck Australia Pty Ltd.

SECTION 708A (5)(e) NOTICE

Issuer: RMG Limited

ABN: 51 065 832 377

The Issuer named above notifies ASX (as the operator of the prescribed financial market on which the securities identified below are or are to be quoted) under section 708A(5)(e) that:

- (a) the securities identified below were issued without disclosure under Part 6D.2 of the Corporations Act;
- (b) as at the date of this notice the Issuer has complied with the provisions of Chapter 2M as they apply to the Issuer and with section 674 of the Corporations Act; and
- (c) as at the date of this notice there is no information which is excluded information as contained in sections 708A(7) and (8) of the Corporations Act.

| DETAILS OF THE ISSUE OF SECURITIES | |
|------------------------------------|-----------------------------|
| Class of Securities: | Ordinary Shares / Options |
| ASX Code of the Securities: | RMG |
| Date of the issue of Securities: | 29 April 2011 |
| Total number of Securities issued: | 355,000,000 Ordinary Shares |

An Appendix 3B is attached.

Yours faithfully
RMG Limited



Gary Steinepreis
Director

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 | Ordinary Options – unlisted Performance Options - unlisted |
| 2 | Number of *securities issued or to be issued (if known) or maximum number which may be issued | Ordinary – Placement 150,000,000 Ordinary – Sunlander Acquisition 205,000,000 Options – unlisted – 150,000,000 Performance Options – unlisted 75,000,000 |
| 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) | Ordinary – N/A Options – unlisted – exercise price 2 cents on or before 30/4/2014 Performance Options - unlisted - \$0.0001 (Exercise Price).The Performance Options can only be exercised on the earlier of: (i) completion of a minimum of 1,000 metres of drilling on the Kamarga Zinc project (EPM14309) to the reasonable satisfaction of the Company; and (ii) 5:00 pm (WST) on that date which is two (2) years after the date of issue, (Vesting Date); |

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| <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>Ordinary - yes Options – unlisted – on exercise Performance Options – unlisted – on exercise</p> | | | | |
|---|---|--------|--------------------|---------------|----------|
| <p>5 Issue price or consideration</p> | <p>Ordinary – placement 1c Ordinary – Sunlander – deemed 1c Options – placement – free attaching Performance options – Sunlander acquisition – deemed free</p> | | | | |
| <p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | <p>Placement Acquisition of Sunlander Nominees Pty Ltd</p> | | | | |
| <p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p> | <p>29 April 2011</p> | | | | |
| <p>8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)</p> | <table border="1"> <thead> <tr> <th data-bbox="694 1512 997 1556">Number</th> <th data-bbox="997 1512 1295 1556">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 1556 997 1724">1,040,133,592</td> <td data-bbox="997 1556 1295 1724">Ordinary</td> </tr> </tbody> </table> | Number | ⁺ Class | 1,040,133,592 | Ordinary |
| Number | ⁺ Class | | | | |
| 1,040,133,592 | Ordinary | | | | |

| | Number | +Class |
|---|-------------|--|
| 9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable) | 8,750,000 | Options – 5 cents on or before 30 June 2012 |
| | 150,000,000 | Options – 2 cents on or before 30 April 2014 |
| | 75,000,000 | Performance Options - \$0.0001 (Exercise Price). The Performance Options can only be exercised on the earlier of: (i) completion of a minimum of 1,000 metres of drilling on the Kamarga Zinc project (EPM14309) to the reasonable satisfaction of the Company; and (ii) 5:00 pm (WST) on that date which is two (2) years after the date of issue, (Vesting Date); |
| 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | N/A | |

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
- 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 *in full* through a broker?
- 31 How do ⁺security holders sell *part* of their entitlements through a broker and accept for the balance?
- 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

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)

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

| Number | +Class |
|--------|--------|
| | |

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.

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Gary Steinepreis
Director
29 April 2011

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