

RMG LIMITED

ACN 086 832 377

PROSPECTUS

This Prospectus is issued to:

- facilitate the secondary trading of the \$0.02 Options issued under the Placement; and**
- offer to issue up to 1,000 Shares at \$0.01 per Share and up to 1,000 free attaching Options on a 1 for 1 basis with an exercise price of \$0.02 each and an expiry date of 30 April 2014.**

Important Notice

This Prospectus is a short form prospectus issued in accordance with Section 712 of the Corporations Act. This Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type but refers to other documents which are deemed to be incorporated in this Prospectus.

This Prospectus has been prepared for the purpose of Section 708A(11) of the Corporations Act to remove any restrictions on the secondary trading of \$0.02 Options issued by the Company.

This is an important document that should be read in its entirety.

This document is primarily of interest to professional analysts, advisers and investors.

IMPORTANT NOTICE

This Prospectus is dated 22 February 2012 and was lodged with ASIC and ASX on that date. ASIC and ASX take no responsibility for the contents of this Prospectus.

The expiry date of this Prospectus is 5:00pm WST on the date which is 13 months after the date this Prospectus is lodged with ASIC. No Securities will be issued on the basis of this Prospectus after the expiry date. Applications for the Shares and Options offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

This Prospectus is being issued to satisfy the requirements of Section 708A(11)(b) of the Corporations Act in relation to the Placement Securities (refer to Section 1.2 of this Prospectus for further information).

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

Applicants should read this document in its entirety and, if in any doubt, consult with their professional advisers before deciding whether to accept the Offer. There are risks associated with an investment in the Company and the Shares and Options offered under this Prospectus should be regarded as a speculative investment. The Shares and Options offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or their future value.

Certain abbreviations and other defined terms are used throughout this Prospectus. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in Section 8 of this Prospectus.

This Prospectus will also be issued as an Electronic Prospectus. A copy of this Prospectus can be downloaded from the website of the Company at www.rmgld.com.au. Any person accessing the electronic version of this Prospectus for the purposes of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

SHORT FORM PROSPECTUS

This Prospectus is a short form prospectus issued in accordance with Section 712 of the Corporations Act. This means that this Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type. Rather, the Prospectus incorporates by reference information contained in documents that have been lodged with ASIC on certain dates.

This Prospectus refers to the Company's 2011 Full Year Financial Report lodged with ASIC on 26 September 2011 ("**Full Year Financial Report**") and the Announcements (as that expression is defined in Section 8 of this Prospectus). In referring to the Full Year Financial Report and the Announcements, the Company:

- identifies the Full Year Financial Report and the Announcements as being relevant to the Offer under this Prospectus and containing information that will provide investors and their professional advisers information to assist them in making an informed assessment of:
 - the rights and liabilities attaching to the Shares and the \$0.02 Options; and
 - the assets and liabilities, financial position and performance, profits and losses and prospects of the Company;
- refers investors and their professional advisers to Section 2 of this Prospectus which summarises the information in the Full Year Financial Report and the Announcements taken to be included in this Prospectus;
- notes that any person is able to obtain, free of charge, a copy of the Full Year Financial Report and the Announcements by contacting the Company at its registered office during normal business hours during the Offer Period; and
- advises that Section 2 of this Prospectus contains sufficient information about the contents of the Full Year Financial Report and the Announcements to allow a person to whom the Offer is made to decide whether to obtain a copy of those documents.

TABLE OF CONTENTS

1.	DETAILS OF THE OFFER	1
2.	INFORMATION DEEMED TO BE INCORPORATED IN PROSPECTUS	3
3.	RISKS	7
4.	FINANCIAL INFORMATION	11
5.	ADDITIONAL INFORMATION	12
6.	TERMS OF \$0.02 OPTIONS AND RIGHTS ATTACHING TO SHARES	15
7.	AUTHORITY OF DIRECTORS	17
8.	DEFINITIONS	18

TIMETABLE OF EVENTS AND IMPORTANT DATES

Event	Date
Announcement of the Prospectus and the Offer	22 February 2012
Prospectus lodged with ASIC and ASX	22 February 2012
Opening Date	22 February 2012
Closing Date	23 February 2012
Proposed date of allotment of the Shares and Options	24 February 2012
Holding Statements Dispatched	27 February 2012

This timetable is indicative only. The Company reserves the right to vary the dates and times of the Offer without prior notice.

CORPORATE DIRECTORY

Directors

Mr Robert Kirtlan (Executive Chairman)
Mr Steven Chadwick (Non-executive)
Mr Mark Stevenson (Non-executive)

Share Registrar

Computershare Investor Services Pty
Limited
Level 2, 45 St Georges Terrace
Perth WA 6000
Telephone: 1300 787 575

Company Secretary

Graeme Smith

Auditors

* BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco WA 6008

ASX Code

RMG

Registered Office

Unit 1, 245 Churchill Avenue,
Subiaco WA 6008
Telephone: +61 (08) 9381 1177
Email: info@rmglimited.com.au

Corporate Advisers

DWCorporate Pty Ltd
Ground Floor
20 Kings Park Road
West Perth WA 6005

*Named for information purposes only

1. DETAILS OF THE OFFER

1.1. Offer

By this Prospectus, the Company invites Investors identified by the Directors to apply for a total of 1,000 Shares at \$0.01 per Share which will entitle the investors to free attaching Options on a 1 for 1 basis to raise \$10.

1.2. Purpose of the Offer

The Company is seeking to raise a nominal amount of \$10 under this Prospectus and therefore the purpose of this Prospectus is not to raise capital.

During 2011 the Company issued a total of 390,000,000 Shares at \$0.01 each and 390,000,000 unlisted Options with an exercise price of \$0.02 and an expiry date of 30 April 2014 to professional and sophisticated investors entitled to receive offers of securities without disclosure under Section 708 of the Corporations Act to raise \$3,900,000 (“**Placement Securities**”).

The Placement Securities were not issued pursuant to an offer made under a prospectus. Generally, Section 707(3) of the Corporations Act requires a prospectus to be issued if securities are offered for sale within 12 months after their issue and the issue of those securities is without disclosure (e.g. via a prospectus) to investors under Chapter 6D of the Corporations Act.

Section 708A(11)(b) provides an exemption from the general requirement for a prospectus where:

- the relevant securities are in a class of securities of the company that are quoted on the ASX;
- a prospectus is lodged with ASIC either:
 - on or after the day on which the relevant securities were issued (Section 708A(11)(b)(i)); or
 - before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued (Section 708A(11)(b)(ii)); or
- the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

The purpose of this Prospectus is therefore to comply with Section 708A(11)(b) and relieve Investors from the obligation to issue a prospectus if they wish to sell the \$0.02 Options within twelve (12) months of issue. This Prospectus has also been issued to provide information on the Offer being made under this Prospectus, as required by the Corporations Act.

The issue of the Placement Securities was not undertaken by the Company with the purpose of the Investors selling or transferring the Placement Securities. However, the Directors consider that the persons that have been issued the Placement Securities should be entitled, if they wish, to on-sell their Options prior to the expiry of 12 months after their issue.

1.3. Shares and Options available for Subscription

This Prospectus offers for subscription 1,000 Shares at an issue price of \$0.01 each and 1,000 free attaching \$0.02 Options (on a 1 for 1 basis) with an exercise price of \$0.02 and an expiry date of 30 April 2014. The Shares and Options offered under this Prospectus will rank equally with the existing Shares and \$0.02 Options on issue. The rights and liabilities attaching to the \$0.02 Options are set out in Section 5 of this Prospectus. The shares issued on exercise of the Options will also rank equally with the existing Shares on issue.

1.4. Applications

Applications under the Offer may only be made on the Application Form attached to this Prospectus. To the extent permitted by law, the Directors will have absolute discretion over which applications to accept and intend to close the Offer as soon as they are legally entitled to do so.

1.5. Allotment

In respect of the Shares and \$0.02 Options offered under this Prospectus, a holding statement will be despatched to the successful Applicants as soon as reasonably practical after the close of the Offer. Application money will be refunded to unsuccessful Applicants without interest as soon as reasonably practical after the close of the Offer.

1.6. Quotation of Shares

Within seven (7) days after the date of this Prospectus, the Company will apply to the ASX for Official Quotation of the Shares and the \$0.02 Options offered under this Prospectus. If permission is not granted for Official Quotation of the Shares and Options offered under this Prospectus within three (3) months after the date of this Prospectus, the Shares and Options will not be allotted and all application monies received under this Prospectus will be refunded without interest in accordance with the Corporations Act.

1.7. No Underwriting

The Offer is not underwritten.

1.8. Minimum Subscription

There is no minimum subscription under the Offer. No over-subscriptions will be accepted.

1.9. CHES

The Company participates in the Clearing House Electronic Sub-register System (“**CHES**”). CHES is operated by ASX Settlement and Transfer Corporation Pty Ltd (“**ASTC**”), a wholly-owned subsidiary of ASX, in accordance with the Listing Rules and the ASTC Settlement Rules.

Under CHES, the Company will not issue certificates to investors. Instead, following the allotment of the Securities, the holder will be given a transaction confirmation statement that sets out the Shares held by them. The transaction confirmation statement will also advise the holder of their Holder Identification Number (HIN) or, where applicable, the Security holder Reference Number (SRN) of issuer sponsored holders.

1.10. Risk Factors

Prospective investors in the Company should be aware that an investment in the Company and then Shares and Options involves a number of risks. Refer to Section 3 of this Prospectus in relation to the risks applicable to the Company.

These risk factors and other general risks applicable to all investments in listed securities not specifically referred to, may in the future affect the value of the Shares and Options offered pursuant to this Prospectus. Accordingly, an investment in the Company should be considered speculative.

1.11. Privacy Act

If you complete an Application Form you will be providing personal information to the Company (directly or by the Company’s share registry). The Company collects and holds and will use that information to assess your application, service your needs as a securityholder, facilitate distribution of payments and corporate communications to you as a securityholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company’s share registry.

You can access, correct and update the personal information that the Company holds about you. Please contact the Company or its registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the application for the Share, the Company may not be able to accept or process your application.

1.12. Enquiries

If you have any questions regarding the Offer, or any of the documents referred to in this Prospectus, please contact the Company by telephone on +61 (08) 9381 1177 or email info@rmgltd.com.au.

2. INFORMATION DEEMED TO BE INCORPORATED IN PROSPECTUS

2.1 Short Form Prospectus

This Prospectus is a short form prospectus issued in accordance with Section 712 of the Corporations Act. This means that this Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type. However, it incorporates by reference information contained in documents that have been previously lodged with ASIC and released to ASX.

The information incorporated by reference into this Prospectus is summarised below in Section 2.2 and includes the Full Year Financial Report and the Announcements.

Any person is able to obtain, free of charge, a copy of the Full Year Financial Report and the Announcements by contacting the Company at its registered office during normal business hours during the Offer Period. The Full Year Financial Report and the Announcements are also available by searching ASIC's records in relation to the Company and at asx.com.au

2.2 Summary of Information Taken to be Included

Set out below is a summary of the information contained in the Full Year Financial Report and the Announcements that is taken to be included in this Prospectus to assist investors and professional advisers to determine whether, for the purposes of making an informed investment decision in relation to the Shares offered by this Prospectus, they should obtain a copy of the Full Year Financial Report or the Announcements.

(a) Full Year Financial Report

The sections referred to below are a reference to sections in the Company's 2011 Full Year Financial Report lodged with ASIC and released to ASX on 26 September 2011.

Chairman's Report

This section contains a brief summary of the activities and direction of the Company during the year ending 30 June 2011.

Operations Report

This section contains a summary of the projects and tenements of the Company and details the geology of the project areas, project locations, past exploration and the general objectives and strategies of the Company in relation to each project.

Directors' Report

This section includes a description of the principal activities, significant changes in the state of affairs, summary of operating results and financial position, securities on issue and summary of share capital changes between 30 June 2010 and 30 June 2011, review of operations, changes to the Board during the financial year, qualifications and experience of Directors, Directors' relevant interest in securities, Directors' other directorships of listed companies, Directors' meetings, the remuneration report (which includes remuneration of Directors and Options issued to Directors) and the Auditor's Independence Declaration dated 22 September 2011.

Consolidated Statement of Comprehensive Income

This section sets out the income statement of the Company for the years ended 30 June 2011 and 30 June 2010.

Consolidated Statement of Financial Position

This section sets out the balance sheet of the Company as at 30 June 2011 and 30 June 2010.

Consolidated Statement of Changes in Equity

This section sets out the statement of changes in equity during the years ended 30 June 2011 and 30 June 2010.

Consolidated Statement of Cash Flow

This section sets out the cash flow statement for the years ended 30 June 2011 and 30 June 2010.

Notes to the Consolidated Financial Statements

This section sets out the notes to the financial statements for the year ended 30 June 2011 and includes the Company's summary of significant accounting policies (including basis of preparation and a statement of compliance with the International Financial Accounting Standards), finance income and expenses, loss

before income tax, income tax expense, loss per share, key management personnel disclosures, auditor's remuneration, cash and cash equivalents, other receivables, plant and equipment, exploration and evaluation expenditure, trade and other payables, employee benefits, borrowings, issued capital, reserves, related party transactions, events subsequent to reporting date, capital and leasing commitments and contingencies, financial risk management, cash flow information and share based payments.

Directors' Declaration

This section contains the Directors' declaration in respect of the financial statements for the year ended 30 June 2011 and the notes thereto, the ability of the Company to pay its debts as and when they become due and payable and the receipt of declarations required by Section 295A of the Corporations Act.

Independent Audit Report

This section contains the Auditor's Independent Audit Report to the members of the Company dated 22 September 2011.

Additional Shareholder Information

This section contains information regarding the distribution of members and their holdings of securities, substantial shareholders, restricted securities, unquoted equity securities, voting rights and the twenty largest shareholders.

Schedule of Mineral Tenements

This section contains a list of the tenements with gold and iron ore rights in which the Company has an interest.

Corporate Governance Statement

This section outlines the Company's compliance with the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations, the corporate governance practices in place during the year ended 30 June 2011, and the role and responsibilities of the Board, Board composition, independence of the Board, Board Committees, remuneration and nomination procedures, ethical standards, securities trading policy, continuous disclosure policy, communications to shareholders, appointments to other boards, conflicts of interest, performance evaluation of the Board, remuneration policies and retirement benefits for Non-Executive Directors.

(b) **Announcements**

The Company is listed on ASX and its Shares under the code "RMG".

The \$0.02 Options are quoted on ASX.

The Company is a "disclosing entity" for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations, which require it to disclose to ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC or directly from the Company during the offer period within office hours.

The Company will provide a copy of all documents used to notify ASX of information relating to the Company under the provisions of the Listing Rules in the 12 month period prior to the date of this Prospectus free of charge to any Shareholder who so requests prior to the Closing Date. A list of those documents is set out below.

Date	ASX Announcement
17/02/2012	App 3B
17/02/2012	Results of meeting
31/01/2012	Dec 2011 Quarterly Activities and Cashflow Report
20/01/2012	Notice of General Meeting/Proxy Form
06/01/2012	Competent Persons Statement Clarification
05/01/2012	Kamarga Drilling Update
03/01/2012	Change in substantial holding
22/12/2011	App 3Y S Chadwick Conversion of Performance Options
22/12/2011	App 3B and Cleansing Statement
15/12/2011	Results of Meeting

Date	ASX Announcement
13/12/2011	Zeehan Pb Zn Ag Project Acquisition
13/12/2011	SHE: Stonehenge Divests Non-core Tasmanian Tenements
07/12/2011	Kamarga Copper Discovery
02/12/2011	Change in substantial holding
02/12/2011	Becoming a substantial holder
02/12/2011	Change of Director's Interest Notice R Kirtlan
01/12/2011	Performance Option Exercise and Operational Update
30/11/2011	Conversion of Performance Options and Cleansing Statement
21/11/2011	Notice of General Meeting/Proxy Form
15/11/2011	Results of Meeting
10/11/2011	App 3B Share Issue and Cleansing Statement
31/10/2011	Quarterly Activities and Cashflow Report
31/10/2011	Successful Capital Raising
27/10/2011	Trading Halt
26/10/2011	Company Presentation
26/10/2011	Kamarga Drilling Update Zinc Zone Extension
14/10/2011	Notice of Annual General Meeting/Proxy Form
28/09/2011	Company Presentation
27/09/2011	Kamarga Drilling Update
26/09/2011	Annual Report to shareholders
30/08/2011	Ceasing to be a substantial holder
28/07/2011	June 2011 Quarterly Activities and Cashflow Report
25/07/2011	Kamarga Drilling Commences
05/07/2011	Final Director's Interest Notice J Risinger
01/07/2011	Director Resignation John Risinger
30/06/2011	Company Presentation
10/05/2011	Change of Address
04/05/2011	Ceasing to be a substantial holder
04/05/2011	Becoming a substantial holder
04/05/2011	Change in substantial holding
04/05/2011	Ceasing to be a substantial holder
03/05/2011	Ceasing to be a substantial holder
29/04/2011	Initial Director's Interest Notice x 2
29/04/2011	Final Director's Interest Notice
29/04/2011	Changes to the Board
29/04/2011	Settlement of Placement and Acquisition
29/04/2011	Results of Meeting
27/04/2011	Quarterly Cashflow and Activities Report
11/04/2011	Alteration to Notice of Meeting
29/03/2011	Notice of General Meeting/Proxy Form
18/03/2011	Acquisition of Kamarga Zinc Project and Capital Raising
16/03/2011	Trading Halt

2.3 Pro forma Capital Structure of the Company

Shares

The capital structure of the Company is as follows (assuming that none of the issued Options are exercised in the interim):

Shares on issue as at the date of this Prospectus:	1,355,133,592
Shares offered pursuant to this Prospectus:	1,000
Shares on issue after completion of Offer:	1,355,134,592

- All of the Shares on issue at the date of this Prospectus are quoted on ASX.

\$0.02 Options

\$0.02 Options on issue as at the date of this Prospectus	390,000,000
\$0.02 Options offered pursuant to this Prospectus	1,000
\$0.02 Options on issue on completion of the Offer	390,001,000

- The \$0.02 Options on issue at the date of this Prospectus are quoted on ASX.

Other than the securities referred to above, the Company has the following securities on issue:

- 8,750,000 Options exercisable at \$0.05 expiring 30 June 2012

3. RISKS

3.1 Risks Associated with Investment

An investment in the Company is not risk free and prospective investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to invest in the Company. The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

There are specific risks which relate directly to the Company's business. In addition, there are general risks, many of which are largely beyond the control of the Company and Directors. The risks identified in this section, or other risks factors, may have a material impact on the financial performance of the Company and the market price of the shares.

The factors detailed below should be considered by any potential investors; however, this is by no means an exhaustive list of the risks that may affect the Company.

3.2 Risks Specific to the Company

(a) Share Market

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance.

Share market conditions are affected by many factors including but not limited to the following:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- mineral price fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital;
- terrorism or other hostilities; and
- other factors beyond the control of the Company.

(b) Exploration Risk

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions.

Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(c) No JORC code compliant resource

There is no JORC code compliant resource in relation to any of the Company's assets and there is no guarantee that a JORC code compliant resource in relation to any of the Company's assets will be achieved in the future

(d) Resource Estimates

In the event that the Company successfully delineates a JORC compliant resource on any of the tenements in which it has an interest, that resource estimate will be an expression of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

(e) Commodity Price Volatility and Exchange Rate Risks

If the Company achieves success leading to production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate

and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for commodities, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

(f) Operating Risks

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, and plant and equipment.

No assurances can be given that the Company will achieve commercial viability through the successful exploration of its mineral interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

(g) Title and Tenure

A number of the Company's tenements are exploration licenses. Exploration licenses are subject to periodic renewal. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements comprising the Company's projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

(h) Failure to Satisfy Expenditure Commitments

Each licence or lease carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the Tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

(i) Environmental Risks

The Company's exploration programs will, in general, be subject to approval by governmental authorities. Development of any of the Company's properties will be dependent on the project meeting environmental guidelines and, where required, being approved by governmental authorities. As with most mineral exploration and development projects, the Company's activities are expected to have an impact on the surrounding environment, particularly if advanced exploration or mine development proceeds.

It is the Company's intention to conduct its activities to the highest standard of environmental obligations required, including compliance with the relevant environmental laws.

(j) Additional Requirements for Capital

Additional funding may be required in the event exploration costs exceed the Company's estimates. To effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur, additional financing will be required.

The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Company's properties or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

3.3 General Risks

(a) Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration and development activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

(b) Taxation Risk

Any change in the Company's tax status or the tax applicable to holding Shares or in taxation legislation or its interpretation, could affect the value of the investments held by the Company, affect the Company's ability to provide returns to Shareholders and/or alter the post-tax returns to Shareholders.

(c) Changes in Government Policy

Adverse changes in Federal or Western Australian government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in Western Australia may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.

(d) Insurance Risks

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance against all risks associated with mining exploration and production is not always available and where available the costs can be prohibitive.

(e) Competition Risk

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(f) Regulatory Risk

The Company's mining operations and exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.

Obtaining necessary permits can be a time consuming process and there is a risk that the Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material

fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Tenements.

(g) Trading Risks

There can be no guarantee that an active market in the Company's Shares will develop or that the price of the Shares will increase.

There may be relatively few or many potential buyers or sellers of the Shares on ASX at any given time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is above or below the price that Shareholders paid.

(h) Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(i) Litigation Risks

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(j) Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the securities offered under this Prospectus. Therefore, the securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities pursuant to this Prospectus.

4. FINANCIAL INFORMATION

The Full Year Financial Report contains an audited balance sheet of the Company and its controlled entity for the financial year ended 30 June 2011. The Company lodged the Full Year Financial Report with ASIC and released to ASX on 26 September 2011.

The principal effect of the Offer will be to increase the number of Shares and Options on issue from 1,355,133,592 Shares, 390,000,000 \$0.02 Options and 8,750,000 \$0.05 Options as at the date of this Prospectus to 1,355,134,592 Shares, 390,001,000 \$0.02 Options and 8,750,000 \$0.05 Options.

Set out below is an extract from the unaudited statement of financial position of the Company and its controlled entity as at 31 December 2011. The pro forma statement of financial position is based on the management prepared statement of financial position as at 31 December 2011 adjusted for the effects of the Offer.

	Unaudited 31 December 2011	Pro-forma 31 December 2011
ASSETS		
CURRENT ASSETS		
Cash assets	2,364,080	2,355,090
Trade and other receivables	168,588	168,588
TOTAL CURRENT ASSETS	2,532,668	2,532,668
NON-CURRENT ASSETS		
Exploration and Evaluation Expenditure	6,469,800	6,469,800
Property, plant and equipment	115,530	115,530
TOTAL NON-CURRENT ASSETS	6,585,330	6,585,330
TOTAL ASSETS	9,117,998	9,109,008
CURRENT LIABILITIES		
Trade and other payables	76,907	76,907
TOTAL CURRENT LIABILITIES	76,907	76,907
TOTAL LIABILITIES	76,907	76,907
NET ASSETS	9,041,091	9,032,101
EQUITY		
Issued capital	140,386,120	140,377,130
Reserves	1,327,700	1,327,700
Retained losses	(132,672,729)	(132,672,729)
TOTAL EQUITY	9,041,091	9,032,101

The Pro-Forma Statement of Financial Position includes the following adjustments:

- (a) Placement to sophisticated and professional investors of 1,000 shares at \$0.01 each and 1,000 free attaching \$0.02 Options;
- (b) Net costs of issue of \$8,990.

5 ADDITIONAL INFORMATION

5.1 Litigation

The Directors are not aware of any legal proceedings which have been threatened or actually commenced against the Company.

5.2 Market Prices of Shares and \$0.02 Options

The Shares offered under this Prospectus are quoted on ASX.

The \$0.02 Options offered under this Prospectus are quoted on ASX.

The highest and lowest recorded closing market sale prices of the Securities quoted on ASX during the twelve (12) month period prior to the date of this Prospectus were:

	Highest	Lowest
Shares	\$0.02	\$0.01
\$0.02 Options	-	-

(no trading of Options has occurred as at the date of this Prospectus)

The last closing market sale price of the Shares on ASX on the last day that trading took place in the Shares prior to the date of this Prospectus was \$0.01 on 20 February 2012.

5.3 Taxation

Investors should seek and rely on their own professional taxation advice in relation to an investment in the Company.

5.4 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director has, or had within two (2) years before lodgement of this Prospectus with ASIC, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director:

- to induce him or her to become, or to qualify him or her as, a Director; or
- for services rendered by him or her in connection with the formation or promotion of the Company or the Offer.

The direct and indirect interests of the Directors in the securities of the Company as at the date of this Prospectus are as follows:

	Shares	\$0.02 Options	\$0.05 Options
Robert Kirtlan	74,600,000	5,000,000	
Steven Chadwick	29,000,000	5,000,000	
Mark Stevenson	70,600,000	-	7,000,000

- Robert Kirtlan, the Executive Chairman, receives \$156,000 (excluding GST) per annum for his services to the Company.
- Steven Chadwick, Non-Executive Director, receives \$36,000 (excluding GST) per annum in director fees.

- Mark Stevenson, Non-Executive Director, receives \$36,000 (excluding GST) per annum in director fees.
- In accordance with the Constitution, except as may be prohibited by the Corporations Act 2001 every Director, Principal Executive Officer or Secretary of the Company shall be indemnified out of the property of the Company against any liability incurred by him in his capacity as Director, Principal Executive Officer or Secretary of the Company or any related corporation in respect of any act or omission whatsoever and howsoever occurring or in defending any proceedings, whether civil or criminal. The Company pays a premium to insure the Directors and secretary of the Company. The terms of the contract of insurance prohibit disclosure of the premium paid and the nature of the liabilities covered.

5.5 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus holds at the date of this Prospectus, or has held at any time during the last two (2) years prior to the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or with the Offer; or
- the Offer,

nor has anyone paid, or agreed to pay, any amount or given, or agreed to give, any benefit to any such person in connection with the promotion or formation of the Company or with the Offer.

DW Corporate Pty Ltd have acted as adviser to the Company providing general advice to the Company and assisting in the preparation of this Prospectus. The Company estimates it will pay DWCorporate a fee of approximately \$5,000 (excluding GST) for these services.

5.6 Expenses of the Offer

The estimated expenses (excluding GST) connected with the Offer, which are payable by the Company, are as follows:

Adviser fees	\$5,000
ASIC fees	\$2,140
Printing, postage, ASX and other	\$1,860
Total	\$9,000

The balance of expenses not funded by monies raised under the Offer will come from the cash reserves of the Company.

5.7 Consents

Each of the parties referred to below:

- has given the following consents in accordance with the Corporations Act which have not been withdrawn as at the date of the lodgement of this Prospectus with ASIC;
- does not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by any of those parties, other than as specified in this sub-Section and has not made any statement on which a statement in this Prospectus is based, other than as specified in this sub-Section; and
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of the Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this sub-Section.

Computershare has given, and at the date hereof has not withdrawn, its written consent to be named in this Prospectus as Share Registrar in the form and context in which it is named. It has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registrar to the Company, and it has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Prospectus.

BDO Audit (WA) Pty Ltd has consented to being named in this Prospectus as independent auditor to the Company as at the date of lodgement of the prospectus with ASIC; has not withdrawn its consent as at the date of lodgement of

the Prospectus with the ASIC; has not authorized or caused the issue of the prospectus or the mailing of the Offer and makes no representations regarding, and to the extent permissible by law, excludes any responsibility for, any statements in or omissions from any part of the prospectus.

DWCorporate Pty Ltd has consented to being named in this Prospectus.

There are a number of other persons referred to in this Prospectus and the Announcements who have not made statements included in this Prospectus (including by incorporation by reference) nor are there any statements made in this Prospectus on the basis of any statements made by these persons. These persons did not consent to being named in this Prospectus and did not authorise or cause the issue of this Prospectus.

5.8 Electronic Prospectus

Pursuant to Class Order 00/044 ASIC has exempted compliance with certain provisions of the Corporations Act 2001 to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, free of charge, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept an Acceptance Form from a person if it has reason to believe that when that person was given access to the electronic Acceptance Form, and it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

6. TERMS OF \$0.02 OPTIONS AND RIGHTS ATTACHING TO SHARES

6.1 Terms and Conditions of \$0.02 Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions in accordance with Listing Rules 6.14 to 6.23:

- (a) Each Option gives the Option holder the right to subscribe for one Share.
- (b) The Options will expire at 5.00pm (WST) on 30 April 2014 (Expiry Date). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be \$0.02 (Exercise Price).
- (d) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;(Exercise Notice).
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are fully transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will apply for quotation of the Options upon the later of:
 - (i) within 10 Business days of the General Meeting; or
 - (ii) within 10 Business days of their issue.The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (m) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

6.2 Terms and Conditions of Shares

The rights attaching to the Shares are derived through a combination of statute, the Company's constitution, common law, the Listing Rules and other applicable legislation. The following is a broad summary (though not an exhaustive or definitive statement) of the current rights that attach to Shares in the Company.

(a) Voting Rights

Subject to any rights or restrictions attached to any class of shares, whether by their issue, the Constitution, the Listing Rules or the Corporations Act, at a general meeting each Shareholder present in person or by proxy, company representative or attorney, is entitled to one vote on a show of hands. Upon a poll, every Shareholder present in person or by proxy, company representative or attorney, is entitled to one vote for each fully paid share that the Shareholder holds.

(b) General Meetings

Each Shareholder is entitled to receive notice of and to be present, to vote and to speak at a general meeting of the Company. Further, each Shareholder is entitled to receive all notices, accounts and other documents required to be furnished to Shareholders under the constitution of the Company, the Listing Rules or the Corporations Act.

(c) Dividend Rights

The Company may in general meeting declare a dividend which shall not exceed the amount recommended by Directors. The Company does not expect to pay dividends in the short to medium term.

(d) Transfer of Shares

Subject to the constitution of the Company, the Corporations Act, the ASTC Settlement Rules and the Listing Rules, Shares are freely transferable. Shares may only be transferred by a proper instrument in writing delivered to the Company, and the transferor is deemed to remain the holder of the Shares until the name of the transferee is entered into the Company's register of members. The Company may decline to register a transfer where permitted by law, the Listing Rules or the ASTC Settlement Rules.

(e) Changes in Capital

Subject to the Corporations Act, the constitution of the Company and the Listing Rules, the Directors may consolidate, or divide the Shares, allot, issue or otherwise dispose of new Shares on such terms and conditions as they determine.

(f) Variation of Rights

The Company may only modify or vary the rights attaching to any class of Shares by a special resolution of the Company and a special resolution passed at a meeting of the holders of the issued Shares of that class.

(g) Rights on Winding Up

Subject to the rights of holders of Shares with special rights in a winding up (at present there are none), on a winding up of the Company all assets that may be legally distributed among members will be distributed in proportion to the number of Shares held by them, irrespective of the amount paid up.

7. AUTHORITY OF DIRECTORS

Each of the Directors of RMG Limited has consented to the lodgment of this Prospectus with ASIC in accordance with Section 720 of the Corporations Act.

Dated 21 February 2012

Signed for and on behalf of **RMG LIMITED**

Robert Kirtlan (Executive Chairman)

8. DEFINITIONS

A\$ or \$ means an Australian dollar unless otherwise stated.

WST means Western Standard Time, Australia.

Announcements means the documents referred to as such in Section 2.2(b) of this Prospectus, being the announcements made by the Company to ASX in the 12 months prior to the date of this Prospectus.

Applicant means a person who applies for a Share under a valid Application Form

Application Form means the application form attached to this Prospectus.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 trading as the Australian Securities Exchange, including its subsidiaries and controlled entities.

Board means the board of Directors as constituted from time to time, unless the context indicates otherwise.

Business Day means a day other than a Saturday or Sunday on which banks are open for business in Perth, Western Australia.

CHESS means ASX Clearing House Electronic Subregistry System.

Closing Date for the Offer means the closing date for the offer of the Placement Securities, being 5:00pm WST on 23 February 2012 (unless extended or closed earlier).

Company means RMG Limited (ACN 065 832 377).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company in office at the date of this Prospectus.

Full Year Financial Report means the Company's Full Year Financial Report lodged with ASIC and released to ASX on 26 September 2011.

Investors means the persons issued and allotted Placement Securities under the Placement.

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (a copy of which is contained in Appendix 5A to the Listing Rules).

Listing Rules means the official Listing Rules of ASX.

Offer means the invitation for investors to apply for 1,000 Shares and 1,000 Options pursuant to this Prospectus as detailed in Section 1 of this Prospectus.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official Quotation means official quotation by ASX in accordance with the Listing Rules.

Opening Date means 22 February 2012.

Option means an option to subscribe for one Share in the Company.

Placement means the issue of the Placement Securities to professional and sophisticated investors entitled to accept securities without a disclosure document under section 708 of the Corporations Act.

Placement Securities means 390,000,000 Shares at \$0.01 per Share and 390,000,000 free \$0.02 Options (on a 1 for 1 basis and in consideration for corporate advisory fees) with an exercise price of \$0.02 and an expiry date of 30 April 2014 to raise up to \$3,900,000.00 as detailed in section 1.2.

Prospectus means the prospectus constituted by this document including any electronic or online version.

Share means one fully paid ordinary share in the Company.

Shareholder means a holder of Shares.

PIN CHEQUE(S) HERE
Application Form

RMG Limited

ACN 086 832 377

Fill out this Application form if you want to apply for a Share in RMG Limited

- Please read the Prospectus
- Follow the instructions to complete this Application form (see reverse).
- Print clearly in capital letters using black or blue pen.

Number of Ordinary Shares and \$0.02 Options you are applying for for <input style="width: 80%; border: 1px solid black;" type="text" value="1,000 Shares and 1,000 \$0.02 Options"/>	x\$0.01 per Share =	Total amount payable <input style="width: 95%; border: 1px solid black;" type="text"/>
--	---------------------	---

A Write the name(s) you wish to register the Securities in (see reverse for instructions)

Applicant 1

Name of Applicant 2 or < Account Designation >

Name of Applicant 3 or < Account Designation >

B Write your postal address here Number / Street

Suburb / town State Postcode

C CHESS participant – Holder Identification Number (HIN)

D Enter your Tax File Number(s), ABN, ACN or exemption category

Applicant #1 Applicant #2

Applicant #3

E Cheque payment details Please enter details of the cheque(s) that accompany this application.

Name of drawer of cheque	Cheque No.	BSB No.	Account No.	Cheque Amount A\$
<input style="width: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; border: 1px solid black;" type="text"/>

F Contact telephone number (daytime/work/mobile)

G Email address

By submitting this Application form, I/We represent and warrant that I/we have read and understood the Prospectus to which this Application Form relates and declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of this Application Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of RMG Ltd and agree to the terms and conditions of the Offer under this Prospectus (including the representations, warranties and agreements contained in the Prospectus), and in particular, that I/we have not relied on any other information provided by the Company other as set out in this Prospectus when making my/our decision to invest. I/We represent, warrant and undertake to the Company that our subscription for the above Securities will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for securities in the Company.

Guide to the Application Form

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THE APPLICATION FORM

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form.

INSTRUCTIONS

- A. Write your full name. Initials are not acceptable for first names.
- B. Enter your postal address for all correspondence. All communications to you from RMG Limited will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- C. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN. NB: your registration details provided must match your CHESS account exactly.
- D. Enter your Australian Tax File Number ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- E. Complete cheque details as requested. Make your cheque payable to RMG Limited in Australian currency, cross it and mark it "Not Negotiable". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
- F. Enter your contact details so we may contact you regarding your Application Form or Application Monies.
- G. Enter your email address so we may contact you regarding your Application Form or Application Monies or other correspondence.

CORRECT FORMS OF REGISTRABLE TITLE

ONLY legal entities can hold the Securities. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

LODGMET

Mail or deliver your completed Application Form with cheque(s) attached to the following address:

RMG Limited
PO Box 2025,
Subiaco, WA, 6904

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact the Company on +61 (08) 9421 2005.