



ENTITLEMENT ISSUE – NOTICE UNDER SECTION 708AA(2)(f)

RNI NL (ASX: **RNI**) refers to the announcement earlier today relating to the non-renounceable entitlement issue ("Entitlements Offer") to shareholders to raise up to approximately \$5,479,322 before costs.

Based on the Company's existing capital structure and disregarding any entitlements relating to shares that may be issued on the exercise of options or conversion of convertible notes, approximately 365,288,146 New Shares will be issued pursuant to the Entitlements Offer if it is fully subscribed.

The Company will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) of the Corporations Act 2011 (Cth) (the Act) as modified by ASIC Class Order 08/35 (CO 08/35).

Eligible shareholders may, in addition to taking up their entitlements in full, apply for additional shares ("Additional Shares") in excess of their entitlements at the same price as under the Entitlement Offer. Additional Shares will only be available where there is a shortfall between applications received from eligible shareholders and the number of New Shares ("Shortfall").

For the purposes of section 708AA(7) of the Act, the Company advises:

1. the New Shares will be issued without disclosure to investors under Part 6D.2 of the Act as modified by CO 08/35;
2. this notice is given under section 708AA(2)(f) of the Act as modified by CO 08/35;
3. as at the date of this notice, the Company has complied with:
 - a) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - b) section 674 of the Act;
4. as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act;
5. the potential effect that the Entitlement Offer will have on the control of the Company is as follows:
 - a) if all shareholders take up their entitlements for New Shares, the Entitlement Offer will have no effect on the control of the Company and all shareholders will retain the same percentage interest they held in the Company;
 - b) if some eligible shareholders do not take up all of their entitlements under the Entitlement Offer, then the interests of those eligible shareholders may be diluted;
 - c) the proportional interests of shareholders who are not eligible shareholders will be diluted because such shareholders are not entitled to participate in the Entitlement Offer;
 - d) shareholders who apply for and receive Additional Shares may increase their proportional interests beyond their entitlements. This could result in the dilution of those shareholders who did not accept their entitlements in full or who accepted their full entitlements but did not apply for and receive Additional Shares;
 - e) where there is a Shortfall, the Directors reserve the right to allocate any New Shares that may be comprised in the Shortfall at their discretion within 3 months following the close of the Entitlements Offer in accordance with the Underwriting Agreement;
 - f) the Company does not expect that the issue of New Shares pursuant to the Entitlement Offer will have any material effect or consequence on the control of the Company.

An Appendix 3B reflecting the revised capital structure following the Entitlement Offer has been released with this announcement.

For further information, please contact:

MILES KENNEDY
EXECUTIVE CHAIRMAN

Tel +61 8 9489 9200

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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, 04/03/13

Name of entity

RNI NL

ABN

77 085 806 284

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 | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Up to 365,288,146 Fully paid ordinary shares |
| 3 | Principal terms of the +securities (e.g. 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date 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>Yes, the shares rank equally with the fully paid ordinary shares currently on issue.</p>
5	Issue price or consideration	\$0.015 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Funds raised from the Entitlements issue are to be applied to partially repay debt and for working capital purposes as announced on 22 September 2015.
6a	<p>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>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2014
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A

+ 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)	N/A					
6f	Number of +securities issued under an exception in rule 7.2	Up to 365,288,146 fully paid ordinary shares					
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.	N/A					
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	N/A					
7	<p>+Issue dates</p> <p><small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p>	23 October 2015					
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;">After completion of the Entitlements issue there is expected to be 1,095,864,438 fully paid ordinary shares on issue based upon the 730,576,292 fully paid ordinary shares on issue as at the date of this Appendix 3B and the 365,288,146 New Shares expected to be issued under the Entitlements offer.</td> <td style="vertical-align: top;">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	After completion of the Entitlements issue there is expected to be 1,095,864,438 fully paid ordinary shares on issue based upon the 730,576,292 fully paid ordinary shares on issue as at the date of this Appendix 3B and the 365,288,146 New Shares expected to be issued under the Entitlements offer.	Fully paid ordinary shares	Fully paid ordinary shares
Number	+Class						
After completion of the Entitlements issue there is expected to be 1,095,864,438 fully paid ordinary shares on issue based upon the 730,576,292 fully paid ordinary shares on issue as at the date of this Appendix 3B and the 365,288,146 New Shares expected to be issued under the Entitlements offer.	Fully paid ordinary shares						

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	
	20	Convertible Notes with a face value of up to \$20,000, expiring 1 July 2018
	2,100,000	Options expiring 31 January 2017 exercisable at \$0.35
	4,000,000	Options expiring 13 March 2017 exercisable at \$0.35
	1,500,000	Options expiring 9 November 2017 exercisable at \$0.60
	7,400,000	Options expiring 3 October 2018 exercisable at \$0.12
	2,100,000	Options expiring 11 November 2016 exercisable at \$0.20
	7,000,000	Options expiring 21 November 2016 exercisable at \$0.12
	3,000,000	Options expiring 31 January 2017 exercisable at \$0.095
	3,000,000	Options expiring 15 September 2017 exercisable at \$0.25
	12,500,000	Options expiring 8 October 2019 exercisable at \$0.26
42,500,000	Options expiring 20 October 2015 exercisable at \$0.15	
9,170,294	Options expiring 19 February 2016 exercisable at \$0.15	
150,000,000	Options expiring 31 January 2017 exercisable at \$0.03	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1:2
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	30 September 2015
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Fractions of New Shares will be rounded up to the nearest whole dollar
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Countries other than Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	16 October 2015
20	Names of any underwriters	GMP Australia Pty Ltd
21	Amount of any underwriting fee or commission	6% of the underwritten amount (\$5 million)
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	No
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	6 October 2015
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	22 September 2015
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	23 October 2015

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

40	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date 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 	N/A
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41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)</p>	N/A
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		Number	⁺Class
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)	N/A	

⁺ See chapter 19 for defined terms.

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 is not available now, we 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.

Mark Clements
Company Secretary
22 September 2015

+ 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 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	460,396,545
<p><i>Add</i> the following:</p> <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 <p>21 October 2014 Issue of Shares</p> <p>6 August 2015 Issue of Shares</p> <p>11,13 and 14 August 2015 Issue of Shares</p> <p>19 August 2015 Issue of Shares</p> <p>21 August 2015 Issue of Shares</p> <p>28 August 2015 Issue of Shares</p> <p>4 September 2015 Issue of Shares</p> <ul style="list-style-type: none"> • 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> 	<p>40,000,000</p> <p>36,000,000</p> <p>22,303,833</p> <p>22,414,243</p> <p>17,499,398</p> <p>7,162,273</p> <p>6,750,000</p>

+ See chapter 19 for defined terms.

Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	612,526,292

Step 2: Calculate 15% of “A”

“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	91,878,944

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 <i>not counting</i> 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>5 December 2014 Issue of Options 5,000,000</p> <p>5 December 2014 Issue of Options 500,000</p> <p>29 December 2014 Issue of Shares 150,000</p> <p>30 December 2014 Issue of Options 1,500,000</p> <p>6 August 2015 Issue of Shares 67,909,481</p> <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> 	
“C”	75,059,481

Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1

<p>“A” x 0.15 91,878,944</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
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+ See chapter 19 for defined terms.

Subtract “C” <i>Note: number must be same as shown in Step 3</i>	75,059,481
Total [“A” x 0.15] – “C”	16,819,463 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	612,526,292
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	61,252,629
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 6 August 2015 Issue of Shares	49,990,519
<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> 	
“E”	49,990,519

+ See chapter 19 for defined terms.

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>	61,252,629
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	49,990,519
Total ["A" x 0.10] – "E"	11,262,110 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.