

Ram Resources Limited

ACN 108 546 444

Notice of General Meeting

Explanatory Statement

and

Proxy Form

Date of Meeting

Tuesday 8 October 2013

Time of Meeting

11.00 am (WST)

Place of Meeting

Ram Resources Limited
Level 1, 3 Richardson St
West Perth WA 6005

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Ram Resources Limited (**Ram** or the **Company**) will be held on Tuesday 8 October 2013, commencing at 11.00am (WST) at the offices of Ram Resources, Level 1, 3 Richardson St, West Perth 6005, Western Australia

The enclosed Explanatory Statement accompanies and forms part of this Notice of general meeting.

AGENDA

SPECIAL BUSINESS

Resolution 1: Consolidation of Capital

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to the passing of Resolutions 2 to 8 (inclusive), for the purpose of section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:

- (a) every thirty (30) Shares be consolidated into one (1) Share; and*
- (b) every thirty (30) Options be consolidated into one (1) Option,*

and where this consolidation results in a fraction of a Share or Option being held by a Shareholder or Optionholder (as the case may be), the Directors be authorised to round that fraction up to the nearest whole Share or Option, with the Consolidation taking effect as described in the Explanatory Statement."

Resolution 2: Creation of a New Class of Securities – Performance Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, for the purpose of Section 246B of the Corporations Act, the Constitution and for all other purposes, the Company is authorised to issue Performance Shares on the terms and conditions set out in the Explanatory Statement."

<p>Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.</p>

Resolution 3: Approval of Issue of Consideration Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the allotment and issue of:

- (a) Such number of Shares in the capital of Ram as will (together with the 155,000,000 Shares currently held by Regency) represent 19.9% of the enlarged issued capital of Ram at completion up to a maximum of 1,643,153,026 Shares on a pre-Consolidation basis (or 54,771,768 Shares on a post-Consolidation basis);*
- (b) 340,000,000 Class A Performance Shares on a pre-Consolidation basis (or 11,333,334 Class A Performance Shares on a post-Consolidation basis); and*
- (c) 340,000,000 Class B Performance Shares on a pre-Consolidation basis (or 11,333,334 Class B Performance Shares on a post-Consolidation basis),*

to Regency on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Regency Mines Australia Pty Ltd and its associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 4: Approval for Future Issue of Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 5,000,000,000 Shares on a pre-Consolidation basis (or 166,666,667 Shares on a post-Consolidation basis) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 5: Approval for Issue of Shares – Capital Raising Fees

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to and conditional upon the passing of Resolutions 4, for the purposes of ASX Listing Rule 7.1 and all other purposes, approval be and is hereby given, for the Directors to allot and issue 250,000,000 Shares a pre-Consolidation basis (or 8,333,334 Shares on a post-Consolidation basis), on the terms and conditions described in the Explanatory Statement accompanying this Notice".

Voting Exclusion: The Company will disregard any votes cast on this Resolution by CPS Capital Group Pty Ltd and its associates. . However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 6: Approval for Issue of Shares – Facilitation and Advisory Fees

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to and conditional upon the passing of Resolutions 3 and 4, for the purposes of ASX Listing Rule 7.1 and all other purposes, approval be and is hereby given, for the Directors to allot and issue 250,000,000 Shares a pre-Consolidation basis (or 8,333,334 Shares on a post-Consolidation basis), on the terms and conditions described in the Explanatory Statement accompanying this Notice".

Voting Exclusion: The Company will disregard any votes cast on this Resolution by by Superglam Pty Ltd and its associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 7: Approval for Issue of Shares - Creditors

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, approval be and is hereby given, for the Directors to allot and issue up to 233,498,333 Shares on a pre-Consolidation basis (or 7,783,278 Shares on a post-Consolidation basis) at a deemed issue price of \$0.0006 each, on the terms and conditions described in the Explanatory Statement accompanying this Notice".

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 8: Approval for Issue of Shares – Related Party Creditors

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval be and is hereby given, for the Directors to allot and issue up to 166,501,667 Shares on a pre-Consolidation basis (or 5,550,055 Shares on a post-Consolidation basis) at a deemed issue price of \$0.0006 each, on the terms and conditions described in the Explanatory Statement accompanying this Notice".

Voting Exclusion: For the purposes of Listing Rule 10.13.6, the Company will disregard any votes cast on this resolution by the Directors of the Company and any associate of them. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Voting at General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 11.00am (WST) on 04 October 2013. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of general meeting.

BY ORDER OF THE BOARD

Robert Hyndes
Company Secretary
5 September 2013

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of Ram Resources Limited ("the Company") in connection with the business to be conducted at the general meeting of Shareholders to be held at Level 1, 3 Richardson St, West Perth, Western Australia on Tuesday 8, October 2013 at 11.00am (WST).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of general meeting.

2. CONSOLIDATION OF CAPITAL (Resolution 1)

2.1 Background

The Directors are seeking Shareholder approval to consolidate the number of Shares and Options on issue on a one (1) for thirty (30) basis (**Consolidation**).

The purpose of the Consolidation is to reduce the number of Shares and Options on issue, to correspondingly increase the imputed value of each Share and Option, to make the investment in the Company's securities more attractive to institutional and other investors and to position the Company for long term growth.

Resolution 1 is conditional on Resolutions 2 to 8 inclusive in this Notice of Meeting being approved.

2.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by a resolution passed in a general meeting of shareholders, convert all or any of its shares into a larger or smaller number of shares.

ASX Listing Rule 7.22 also requires that the number of options on issue be consolidated in the same ratio as the ordinary capital and the exercise price amended in inverse proportion to that ratio.

2.3 Holding statement and option certificates

From the date of the Consolidation all holding statements or certificates, as applicable, for Shares and Options will cease to have any effect, except as evidence of entitlement to a certain number of post-Consolidation Shares and Options. After the Consolidation becomes effective, the Company will arrange for new holding statements or certificates, as applicable, to be issued to Shareholders and Optionholders.

It is the responsibility of each Shareholder and Optionholder to check the number of Shares and Options held prior to any disposal or exercise (as the case may be).

2.4 Fractional entitlements and taxation

Not all Shareholders and Optionholders will hold that number of Shares and Options, which can be evenly divided by thirty (30). Where a fractional entitlement occurs, the Directors will round that fraction up to the nearest whole Share or Option.

It is not considered that any taxation consequences will exist for Shareholders or Optionholders arising from the Consolidation. However, Shareholders and Optionholders are advised to seek their own tax advice on the effect of the Consolidation, and neither the Company, nor the Directors (or the Company's advisers) accept any responsibility for the individual taxation consequences arising from the Consolidation.

2.5 Effect on capital structure

If Resolution 1 is passed, the number of Shares on issue will be reduced from 1,392,791,829 to approximately 46,426,394. The number of Options on issue will be reduced from 378,100,717 to approximately 12,603,357 and the exercise price of the Options will be increased by a multiple of thirty (30), to be exercisable at \$0.90 per Option.

The effect the Consolidation will have on the capital structure of the Company is as follows (ignoring the effect of fractional entitlements):

Resolution& Issue	Pre-consolidation		Post-Consolidation		
	Shares	Options	Shares	Options	Performance Shares
Current capital structure	1,392,791,829	(1) 378,100,717	46,426,394	(2) 12,603,357	-
Tenement acquisition (Resolution 3)					
Shares	1,643,153,026	-	54,771,768	-	(3) 11,333,334
Performance Shares A					11,333,334
Performance Shares B					11,333,334
Maximum Shares issued pursuant to capital raising (Resolution 4)	5,000,000,000	-	166,666,667	-	-
Issue of Shares in part satisfaction of capital raising fee (Resolution 5)	250,000,000	-	8,333,333	-	-
Issue of Shares in satisfaction of facilitation and advisory fees (Resolution 6)	250,000,000	-	8,333,333	-	-
Maximum issued to creditors (Resolutions 7 & 8)	400,000,000	-	13,333,334	-	-
Deferred consideration - Motzfeldt	100,000,000	-	3,333,334	-	-
Total	9,035,944,855	378,100,717	301,198,163	12,603,357	22,666,668

Notes:

(1) On a pre-Consolidation basis, this consists of 358,100,717 listed options expiring 30 September 2013 and 20,000,000 unlisted options (with various expiry dates) exercisable at \$0.03 each

(2) On a post-Consolidation basis, this consists of 11,936,691 listed options expiring 30 September 2013 and 666,666 unlisted options (with various expiry dates) exercisable at \$0.90 each.

(3) 340,000,000 Performance Shares for each Class of A & B on a pre-Consolidation basis or 11,333,334 Performance Shares of each Class of A&B on a post-consolidation basis.

(4) Under the terms of the Convertible Note issue as announced 11 June 2012, there remains a total of \$231,321.97 remaining under the Convertible Loan, the conversion price of the Notes is the lower of \$0.002 on a pre-consolidated basis or \$0.06 on a post-consolidated basis or 85% of the 5 day volume weighted average share price.

2.6 Timetable

The indicative timetable for the Consolidation is as follows:

Event	Date
General Meeting to approve the Consolidation	8 October 2013
Notification to ASX of results of General Meeting	8 October 2013
Last day for trading pre-Consolidation Securities	11 October 2013
Trading in post-Consolidation Securities on a deferred settlement basis occurs	14 October 2013
Last day to register transfers on a pre-reorganisation basis	18 October 2013
First day for Company to send notice to Shareholders and Optionholders of	21 October 2013

change of holdings as a result of reorganisation	
First day for Company to register securities on a post-reorganisation basis and for issue of holding statements	
Despatch date	
Deferred settlement market ends	25 October 2013
Last day for securities to be entered into the holders' security holdings and for Company to send notice to each security holder	

3. CREATION OF A NEW CLASS OF SECURITIES – PERFORMANCE SHARES (Resolution 2)

Resolution 2 seeks Shareholder approval for the Company to be authorised to issue Performance Shares.

A company with a single class of shares on issue that proposes to issue new shares not having the same rights as its existing Shares, is taken to vary the rights of existing shareholders unless the Constitution already provides for such an issue.

Section 246B of the Corporations Act, and clause 3.6 of the Constitution provides:

“If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied, whether or not the Company is being wound up, with the consent in writing of the holders of three quarters of the issued Shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the Shares of the class. Any variation of rights under this clause 3.6 shall be subject to Part 2F.2 of Chapter 2F of the Corporations Act. The provisions of this Constitution relating to general meetings shall apply so far as they are capable of application and with necessary alterations to every such separate meeting except that a quorum is constituted by two persons who together hold or represent by proxy not less than one-third of the issued Shares of the class.”

Subject to receipt of approval for Resolution 2, upon Completion, Ram will issue a total of 680,000,000 performance shares (on a pre-Consolidation basis or 22,666,668 Performance Shares on a post-Consolidation basis) (**Performance Shares**) to Regency, with the following milestones (**Milestones**):

- (a) 340,000,000 Performance Shares (on a pre-Consolidation basis or 11,333,334 Performance Shares on a post-Consolidation basis), which will automatically convert into 340,000,000 Shares (on a pre-Consolidation basis, or 11,333,334 Shares on a post-Consolidation basis) upon delineation of a JORC Code (or equivalent) compliant Inferred Mineral Resource of 300,000 ounce Au equivalent from the Fraser Range Tenements (**A Class Performance Shares**); and
- (b) 340,000,000 Performance Shares (on a pre-Consolidation basis or 11,333,334 Performance Shares on a post-Consolidation basis), which will automatically convert into 340,000,000 Shares (on a pre-Consolidation basis, or 11,333,334 Shares on a post-Consolidation basis) on decision to mine on the Fraser Range Tenements (**B Class Performance Shares**).

The full terms and conditions of the Performance Shares are set out in Annexure “A”.

The Company currently has only one class of Shares on issue being fully paid ordinary shares. The terms of the Performance Shares are not the same as the Shares. Accordingly, the Company seeks approval from Shareholders for the issue of the Performance Shares.

4. APPROVAL OF ISSUE OF CONSIDERATION SHARES (Resolution 3)

4.1 General

Resolution 3 seeks Shareholder approval for the Company to issue the following Consideration Shares to Regency as consideration for the Proposed Transaction:

- (a) Such number of Shares in the capital of Ram as will (together with the 155,000,000 Shares currently held by Regency) represent 19.9% of the enlarged issued capital of Ram at completion up to a maximum of 1,643,153,026 Shares on a pre-Consolidation basis (or 54,771,768 Shares on a post-Consolidation basis);
- (b) 340,000,000 Class A Performance Shares on a pre-Consolidation basis (or 11,333,334 Class A Performance Shares on a post-Consolidation basis); and
- (c) 340,000,000 Class B Performance Shares on a pre-Consolidation basis (or 11,333,334 Class B Performance Shares on a post-Consolidation basis).

The terms of the Performance Shares are not the same as for the Shares. The Company requested the ASX to consider whether the terms are appropriate and equitable for the purposes of Listing Rule 6.1, and to approve the issue of the Performance Shares pursuant to Listing Rule 6.2. The ASX has approved the terms of the Performance Shares for the purposes of Listing Rules 6.1 and 6.2, provided that, amongst other conditions, the Company obtains Shareholder approval for the issue of the Performance Shares.

Given this requirement, the Company seeks Shareholder approval for the issue of the Performance Shares to Regency under Resolution 3. The Performance Shares have the terms set out in Annexure A.

ASX Listing Rule 7.1 provides that a company must not, without shareholder approval, subject to certain exceptions, during any 12 month period, issue any equity securities or other securities with rights of conversion to equity, if the number of those securities when aggregated with securities issued by the Company during the previous 12 months, exceeds 15% of the total securities on issue at the commencement of that 12 month period. An issue is not taken into account in the calculation of the 15% threshold where the issue has been approved by shareholders.

4.2 Proposed Transaction

On 3 July 2013 the Company announced that it had entered into the revised Acquisition Agreement to acquire an additional 70% interest (for a total 80% interest) in the Fraser Range Tenements from Regency, a wholly owned subsidiary of AIM listed Regency Mines plc.

The material terms of the Acquisition Agreement are as follows:

(A) Consideration

- (a) RAM will purchase 70% of Regency's interest in the Fraser Range Tenements for the following consideration:
 - (i) Such number of Shares in the capital of Ram as will (together with the 155,000,000 Shares currently held by Regency) represent 19.9% of the enlarged issued capital of Ram at completion;
 - (ii) 340million Class A Performance Shares to be convertible into RAM Shares upon the delineation of a JORC Inferred Resource on the Tenements of a 300,000 oz gold equivalent (the "Resource Milestone"); and
 - (iii) 340million Class B Performance Shares to be convertible into RAM Shares upon a decision to mine on the Tenements (the "Decision to Mine Milestone").

(b) Acquisition of remaining 20% Interest:

- (i) Regency is to be free carried for the period it holds an equity interest in the Fraser Range Tenements up to a Decision to Mine;
- (ii) Regency, at its election, has the right to convert all or part of their retained interest into Ram Shares, subject to such conversion not resulting in a breach of section 606 of the Corporations Act, at the same time and price as any future new issue of Shares at the rate of A\$50,000 per percentage point up to the time of the Resource Milestone; and
- (iii) Following satisfaction of the Resource Milestone, Ram shall have the right to acquire the remaining interest (if any) at fair market value.

(B) Conditions

Completion is conditional on:

- (a) Regulatory and shareholder approvals; and
- (b) Ram raising not less than, in aggregate, A\$1.5million.

(C) Other

Regency will retain a 1% gross revenue royalty over all the Fraser Range Tenements.

(D) Post Completion

Upon completion, Regency has the right to appoint an additional director to RAM

The Shares issued under (A)(a)(i) above will be subject to voluntary escrow for a period of twelve (12) months from date of issue as to 50%, eight (8) months from date of issue as to 25% and four (4) months from date of issue as to 25%.

Project Background

The Fraser Range Project consists of three (3) granted exploration licenses (EL 28/2209, EL 28/2210, EL 63/1528) with a combined area of 271km² in the Fraser Range of Western Australia, about 220km south east of Kalgoorlie.

The licenses cover approximately 50km of the Yilgarn craton margin and are considered prospective for gold and base metals mineralisation. The tenements were originally applied for to explore for 'Tropicana' style gold mineralisation, along the Yilgarn/Albany-Fraser contact zone.

The Fraser Range Project lies approximately 20kms to the west of Sirius Resources NL's (ASX:SIR) recently announced nickel-copper discovery at Nova and are adjacent to projects held by Enterprise Metals Ltd (ASX:ENT) who recently announced anomalous soil results indicating significant base metal exploration potential.

Activity in the Region

Within 20kms of the Project's tenement boundary, a large discovery of Ni-Cu-Co mineralisation has recently been made by Sirius Resources NL ("Sirius"), referred to as the Nova deposit (Figure 1). Several companies with ground near Sirius's tenements are accelerating exploration efforts.

Buxton Resources Limited, Sheffield Resources Limited, Boadicea Resources Limited, Enterprise Metals Limited and Matsa Resources Limited have all joined the rush to Fraser Range. All are in different phase of exploration and development. In general a Canadian Thompson Fold Belt model based on Newmont Australia's regional exploration drives regional interest in the new search for nickel deposits.

4.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Shares:

- (a) the maximum number of securities to be issued is:
 - (i) 1,643,153,026 Shares on a pre-Consolidation basis (or 54,771,768 Shares on a post-Consolidation basis);
 - (ii) 340,000,000 Class A Performance Shares on a pre-Consolidation basis (or 11,333,334 Class A Performance Shares on a post-Consolidation basis); and
 - (iii) 340,000,000 Class B Performance Shares on a pre-Consolidation basis (or 11,333,334 Class B Performance Shares on a post-Consolidation basis).
- (b) the Shares and Performance Shares to be issued under this Resolution 3 will be issued as soon as practical after completion of the Proposed Transaction but not later than three months after the date of the General Meeting or such later date as the ASX Listing Rules and the ASX may permit. Allotment will occur on one date.
- (c) the Consideration Securities are to be issued as consideration for the Proposed Transaction and accordingly do not have an issue price.
- (d) no funds will be raised from the issue of the Consideration Securities.
- (e) the 1,643,153,026 Shares on a pre-Consolidation basis (or 54,771,768 Shares on a post-Consolidation basis) will be issued on the same terms as the Shares which are currently on issue. Application will be made for Official Quotation of the new Shares. The Shares will be subject to voluntary escrow for a period of twelve (12) months from date of issue as to 50%, eight (8) months from date of issue as to 25% and four (4) months from date of issue as to 25%. The terms of the Performance Shares are set out in Annexure A.
- (f) the allottee of the Consideration Securities is Regency.

5. APPROVAL FOR FUTURE ISSUE OF SHARES (Resolution 4)

5.1 General

Resolution 4 seeks Shareholder approval for the allotment and issue of up to 5,000,000,000 Shares (on a pre-Consolidation basis or 166,666,667 Shares on a post-Consolidation basis) at an issue price of \$0.0003 (on a pre-Consolidation basis or \$0.009 on a post-Consolidation basis) each to raise up to \$1,500,000. The capital raising will be undertaken via the issue of Shares to sophisticated and professional investors pursuant to section 708 of the Corporations Act.

CPS Capital Group Pty Ltd (CPS) will act as lead manager to the Capital Raising. The Company will pay CPS Capital Group Pty Ltd a fee of 6% (plus GST) on all funds raised under the Capital Raising (being approximately \$90,000), plus be issued 250,000,000 Shares (on a pre-Consolidation basis or 8,333,334 Shares on a post-Consolidation basis) as contemplated by Resolution 5.

The Company intends to use the funds from the capital raising towards ongoing exploration expenditure on the Company's existing projects (in particular the Motzfeld and Fraser Range projects), the identification of new project opportunities, costs of the offer and for additional working capital.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on commencement of that 12 month period.

The effect of Resolution 4 will be to allow the Directors to issue the Shares comprising the capital raising during the period of three (3) months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

5.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Shares to be issued is 5,000,000.000 (on a pre-Consolidation basis or 166,666,667 Shares on a post-Consolidation basis);
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price will be \$0.0003 per Share (on a pre-Consolidation basis or \$0.009 on a post-Consolidation basis);
- (d) The placement will be made to clients of and arranged by CPS Capital Group Pty Ltd. The allottees will be sophisticated and professional investors pursuant to section 708 of the Corporations Act. No related party of the Company will participate in the capital raising;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the capital raising towards ongoing exploration expenditure on the Company's existing projects (in particular the Motzfeld and Fraser Range projects), the identification of new project opportunities, costs of the offer and for additional working capital.

6. APPROVAL FOR ISSUE OF SHARES – CAPITAL RAISING FEES (Resolution 5)

6.1 General

In accordance with the terms of a mandate letter entered into between the Company and CPS Capital Group Pty Ltd, in addition to the fee payable for the placing contemplated by Resolution 4, the Company has also agreed to issue CPS Capital Group Pty Ltd with 250,000,000 Shares (on a pre-Consolidation basis or 8,333,334 Shares on a post-Consolidation basis).

6.2 Listing Rule 7.1

The purpose of Resolution 5 is to seek Shareholder approval, pursuant to ASX Listing Rule 7.1 to the issue of the Shares.

6.3 Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 5:

- (a) The maximum number of Shares to be issued is 250,000,000 (on a pre-Consolidation basis or 8,333,334 Shares on a post-Consolidation basis).
- (b) The Shares will be allotted and issued upon completion of the issue of Shares as contemplated by Resolution 4, but will be issued by a date which is no later than 3 months after the date of this Meeting.
- (c) The Shares will be allotted on the same date as they are issued.
- (d) The Shares are to be allotted and issued to CPS Capital Group Pty Ltd (or its nominee) who is not a related party of the Company.
- (e) The Shares are being issued for nil cash consideration. There are no funds being raised from the issue of the Shares, as the Shares will be issued in part consideration for the services provided by CPS Capital Group Pty Ltd for its role in the capital raising set out in Resolution 4.

- (f) The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

7. APPROVAL FOR ISSUE OF SHARES – FACILITATION AND ADVISORY FEES (Resolution 6)

7.1 General

Resolution 6 seeks Shareholder approval for the allotment and issue of 250,000,000 Shares (on a pre-Consolidation basis or 8,333,334 Shares on a post-Consolidation basis) in satisfaction of facilitation and corporate advisory fees relating to the revision of terms of acquisition of the Fraser Range Tenements as outlined in section 4.2 and general advisory.

7.2 Listing Rule 7.1

The purpose of Resolution 6 is to seek Shareholder approval, pursuant to ASX Listing Rule 7.1 to the issue of the Shares.

7.3 Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 6:

- (a) The maximum number of Shares to be issued is 250,000,000 (on a pre-Consolidation basis or 8,333,334 Shares on a post-Consolidation basis).
- (b) The Shares will be allotted and issued upon completion of the issue of Shares as contemplated by Resolution 4, but will be issued by a date which is no later than 3 months after the date of this Meeting.
- (c) The Shares will be allotted on the same date as they are issued.
- (d) The Shares will be issued at a deemed price \$0.0003 each (on a pre-Consolidation basis or \$0.009 on a post-Consolidation basis).
- (e) The Shares are to be allotted and issued to Superglam Pty Ltd (or its nominee) who is not a related party of the Company.
- (f) The Shares are being issued for nil cash consideration. There are no funds being raised from the issue of the Shares, as the Shares will be issued in consideration for the services provided by Superglam Pty Ltd relating to the revision of terms of acquisition of the Fraser Range Tenements as outlined in section 4.2 and general advisory.
- (g) The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

8. APPROVAL FOR ISSUE OF SHARES – CREDITORS (Resolution 7)

8.1 General

Resolution 7 seeks Shareholder approval for the allotment and issue of up to 233,498,333 Shares (on a pre-Consolidation basis or 7,783,278 Shares on a post-Consolidation basis) to creditors of the Company in consideration for professional and other services provided.

8.2 Listing Rule 7.1

The purpose of Resolution 7 is to seek Shareholder approval, pursuant to ASX Listing Rule 7.1 to the issue of the Shares.

8.3 Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 6:

- (a) The maximum number of Shares to be issued is 233,498,333 (on a pre-Consolidation basis or 7,783,278 Shares on a post-Consolidation basis).
- (b) The Shares will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date.
- (c) The Shares will be issued at a deemed price \$0.0006 each (on a pre-Consolidation basis or \$0.018 on a post-Consolidation basis).
- (d) The Shares are to be allotted and issued to creditors of the Company, each of which will be an unrelated party of the Company.
- (f) The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (g) No funds will be raised from the issue. The Shares are being issued to existing creditors of the Company in consideration for professional and other services provided.

9. APPROVAL FOR ISSUE OF SHARES – RELATED PARTY CREDITORS (Resolution 8)

9.1 General

Resolution 8 seeks Shareholder approval for the allotment and issue of up to 166,501,667 Shares (on a pre-Consolidation basis or 5,550,055 Shares on a post-Consolidation basis) to creditors of the Company (who are related parties) in consideration for professional and other services provided.

9.2 Listing Rule 10.11

The purpose of Resolution 8 is to seek Shareholder approval, pursuant to ASX Listing Rule 10.11 to the issue of the Shares. ASX Listing Rule 10.11 relevantly provides that the prior approval of shareholders of the Company is required for the issue of equity securities to a related party. If approval is given for the issue of securities under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1. ASX Listing Rule 10.13 sets out the information to be provided to shareholders in the notice of meeting.

9.3 Listing Rule 10.13

For the purposes of ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolution 8:

- (a) The maximum number of Shares to be issued is 166,501,667 (on a pre-Consolidation basis or 5,550,055 Shares on a post-Consolidation basis).
- (b) The Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date.
- (c) The Shares will be issued at a deemed price \$0.0006 each (on a pre-Consolidation basis or \$0.018 on a post-Consolidation basis).
- (d) The Shares are to be allotted and issued to related party creditors of the Company as detailed below:

Mineral Rock Pty Ltd (a company associated with Mr Charles Guy a director of the Company);
Mandevilla Pty Ltd (a company associated with Mr Neville Bassett a director of the Company);
Doraleda Pty Ltd (a company associated with Mr Ed Mead a director of the Company); and
Mr James Lumley (a director of the Company).

- (f) The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (g) No funds will be raised from the issue. The Shares are being issued to related party creditors of the Company in consideration for past professional and other services provided.

10. DEFINITIONS

Acquisition Agreement	means the Agreement for Sale and Purchase of Tenements between the Company and Regency, the key terms of which are set out in Section 4.2 of the Explanatory Statement.
ASX	means ASX Limited ABN 98 008 624 691.
Class A Performance Shares	means the performance shares with the terms and conditions set out in Annexure A.
Class B Performance Shares	means the performance shares with the terms and conditions set out in Annexure A.
Consideration Securities	means the securities the subject of Resolution 4.
Consolidation	means the consolidation of the Company's capital on the basis of one (1) Share for every thirty (30) Shares and one (1) Option for every thirty (00) Options held.
Constitution	means the Company's constitution.
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the current directors of the Company.
Explanatory Statement	means this Explanatory Statement.
Fraser Range Tenements	means a 70% interest in exploration licences E28/2210, E28/2209 and E63/1528.
Listing Rules	means the official listing rules of ASX.
Notice	means the notice of general meeting which forms part of this Explanatory Statement.
Option	means an option to acquire a Share.
Optionholder	means a holder of an Option.
Performance Shares	means the Class A Performance Shares and the Class B Performance Shares.
Proposed Transaction	means the proposed acquisition by the Company of the Fraser Range Tenements from Regency.
Ram or the Company	means Ram Resources Limited (ACN 108 546 444).
Regency	means Regency Mines Australasia Pty Ltd (ACN 133 853 424).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.

Annexure A

The following terms and conditions apply to all Performance Shares unless otherwise indicated:

- (a) **(Performance Shares)** Each Performance Share is a share in the capital of the Company.
- (b) **(General Meetings)** The Performance Shares shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders. Holders of Performance Shares have the right to attend general meetings of Shareholders.
- (c) **(No Voting Rights)** The Performance Shares do not entitle the Holder to vote on any resolutions proposed at a general meeting of Shareholders.
- (d) **(No Dividend Rights)** The Performance Shares do not entitle the Holder to any dividends.
- (e) **(Rights on Winding Up)** Upon winding up of the Company, the Performance Shares may participate in the surplus profits or assets of the Company only to extent of \$0.000001 per Performance Share.
- (f) **(Transfer of Performance Shares)** The Performance Shares will not be transferable.
- (g) **(Reorganisation of Capital)** In the event that the issued capital of the Company is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation.
- (h) **(Application to the ASX)** The Performance Shares will not be quoted on the ASX. Upon conversion of the Performance Shares into Shares in the Company in accordance with these terms, the Company must within seven (7) days after the conversion, apply for the official quotation of the Shares arising from the conversion on the ASX.
- (i) **(Participation in Entitlements and Bonus Issues)** Holders of Performance Shares will not be entitled to participate in new issues of capital offered to holders of the Shares such as bonus issues and entitlement issues.
- (j) **(Change in Control)** The Performance Shares will not convert into Shares in the event of a change in control of the Company.
- (k) **(No Other Rights)** The Performance Shares give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Conversion of the Performance Shares

- (l) **(Conversion of Performance Shares)** Each Performance Share will convert into one Share in Ram (**Performance Criteria**):
 - (i) **(in relation to Class A Performance Shares)** upon delineation of a JORC Code (or equivalent) compliant Inferred Mineral Resource of 300,000 ounce Au equivalent from the Fraser Range Tenements.
 - (ii) **(in relation to Class B Performance Shares)** on decision to mine on the Fraser Range Tenements.
- (m) **(Performance Shares Expiry Date)** The Performance Shares will expire (**Expiry Date**):
 - (i) **(in relation to Class A Performance Shares)** four (4) years from the date of completion of the acquisition of the Proposed Transaction.
 - (ii) **(in relation to Class B Performance Shares)** five (5) years from the date of completion of the acquisition of the Proposed Transaction.

- For personal use only
- (n) **(Takeovers Threshold)** The Performance Shares will not convert into Shares to the extent that such conversion would result in the Holder (or some other person) breaching the prohibition set out in Sections 606 and 611 of the Corporations Act.
 - (o) **(Forfeiture if Milestone not Achieved)** In the event that the Performance Criteria is not achieved prior to the Expiry Date then all Performance Shares held by a Holder will automatically be forfeited.
 - (p) **(After Conversion)** The Shares issued on conversion of the Performance Shares will, as and from 5.00pm (WST) on the date of allotment, rank equally with and confer rights identical with all other Shares then on issue and application will be made by the Company to the ASX for official quotation of the Shares issued upon conversion.
 - (q) **(Conversion Procedure)** the Company will issue the Holder with a new holding statement for the Shares as soon as practicable following the conversion of the Performance Shares into the Shares.
 - (r) **(Ranking of Shares)** The Shares into which Performance Shares will convert will rank pari passu in all respects with the Shares on issue at the date of conversion.
 - (s) **(Variation of terms and conditions)** The terms and conditions of the Performance Shares will not be changed without the approval of the ASX and the Shareholders.

PROXY FORM

The Secretary
Ram Resources Limited
Level 1, 3 Richardson Street or PO Box 1728
West Perth WA 6005 West Perth WA 6872

I/We (full name)

of _____

being a member(s) of Ram Resources Limited, hereby appoint as my/our proxy

of _____

or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the general meeting of the Company to be held at 11.00am on Tuesday, 8 October 2013 and at an adjournment thereof in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

In accordance to Listing Rule 14.2.3B, if the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect to resolution 8, please place a mark in the box on the right.

☐

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution and that votes cast by the Chair of the meeting other than as proxy holder will be disregarded because of that interest.

If you do not mark the box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Creation of New Class of Securities – Performance Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Issue of Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval for Future Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval for Issue of Shares – Capital Raising Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval for Issue of Shares – Facilitation & Advisory Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval for Issue of Shares – Creditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval for Issue of Shares – Related Party Creditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Where permitted, the Chairman intends to vote all undirected proxies in favour of all resolutions.

If the member is an individual or joint holder:

Usual Signature

Usual Signature

Dated this day of 2013.

If the member is a Company:

Signed in accordance with the
Constitution of the company
in the presence of:

Director/Sole Director

Director/Secretary

Sole Director and Sole Secretary

Dated this day of 2013.

INSTRUCTIONS AS TO VOTING ON RESOLUTION 8

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. If the member is a company it must execute under its Common Seal or otherwise in accordance with its Constitution.

LODGING YOUR PROXY FORM

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 11.00am (WST) on Friday 4 October 2013. Any proxy form received after that time will not be valid for the scheduled meeting.

In person: Ram Resources Limited
Level 1 3 Richardson Street
West Perth WA 6005

By mail: Ram Resources Limited
PO Box 1728
West Perth WA 6872

By fax: +61.8.9486 1258