



Resolute

ASX Announcement

29 November 2016

Details of Voting at Annual General Meeting & Appendices 3B and 3Y

Details of Voting at Annual General Meeting

In accordance with Listing Rule 3.13.2 and Section 251AA (2) of the Corporations Act, details of the resolution outcomes and the proxies received in respect of each resolution are as follows:

Resolution 1 – Adoption of Remuneration Report for the year ended 30 June 2016

In Favour	Against	Open	Abstain
520,137,759	2,414,679	376,494	4,102,994

Resolution passed by a show of hands.

Resolution 2 – Election of Mr Peter Ernest Huston as Director

In Favour	Against	Open	Abstain
449,262,495	76,650,773	411,237	707,421

Resolution passed by a show of hands.

Resolution 3 – Election of Mr Martin John Botha as Director

In Favour	Against	Open	Abstain
523,127,804	2,775,464	421,237	707,421

Resolution passed by a show of hands.

Resolution 4 – Renewal of Resolute Mining Limited Performance Rights Plan

In Favour	Against	Open	Abstain
522,397,529	3,190,789	430,994	1,012,614

Resolution passed by a show of hands.

Resolution 5 – Approval of Annual Grant of Performance Rights to Mr John Paul Welborn

In Favour	Against	Open	Abstain
521,033,850	4,913,900	406,494	677,682

Resolution passed by a show of hands.

**Resolute****ASX Announcement**Resolution 6 – Approval of Special Issue of Performance Rights to Mr John Paul Welborn

In Favour	Against	Open	Abstain
435,325,308	90,778,550	406,494	521,574

Resolution passed by a show of hands.

Resolution 7 – Ratification of Share Issue

In Favour	Against	Open	Abstain
502,854,704	2,818,352	418,476	20,940,394

Resolution passed by a show of hands.

Resolution 8 – Increase in Aggregate Non-Executive Directors' Remuneration

In Favour	Against	Open	Abstain
521,766,079	1,120,570	411,237	3,734,040

Resolution passed by a show of hands.

Issue of Securities and Change of Director's Interest Notice

Please refer to the attached Appendix 3B and 3Y following the issue of Performance Rights in accordance with the relevant resolutions passed at today's meeting.

ASX:RSG Capital Summary

Fully Paid Ordinary Shares: 736,982,768

Current Share Price: A\$1.23 as at 29 Nov, 2016

Market Capitalisation: A\$0.91 Billion

FY17 Guidance: 300,000oz @ AISC A\$1,280/oz

Board of Directors

Mr Peter Huston *Non-Executive Chairman*

Mr John Welborn *Managing Director & CEO*

Mr Peter Sullivan *Non-Executive Director*

Mr Martin Botha *Non-Executive Director*

Mr Bill Price *Non-Executive Director*

Contact

John Welborn *Managing Director & CEO*

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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

Resolute Mining Limited

ABN

39 097 088 689

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	Performance Rights – annual grant Performance Rights – special grant				
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Performance Rights – annual grant	2,900,389			
		Performance Rights – special grant	2,000,000			

+ See chapter 19 for defined terms.

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)	<u>Performance Rights – Annual Grant</u> Performance Rights issued as part of the annual grant are in accordance with the Resolute Mining Limited Performance Rights Plan approved by shareholders at the 2016 AGM on 29 November 2016. Each Performance Right will convert to one fully paid ordinary share for nil cash consideration, subject to satisfaction of certain vesting conditions. The Performance Rights will be performance tested as at 30 June 2019 and will vest subject to meeting service and performance conditions as outlined below: • 75% of the Rights will be performance tested against the relative total shareholder return measure over a 3-year period; and • 25% of the Rights will be performance tested against the reserve/resource growth over a 3-year period Performance Rights that do not vest will lapse immediately. Further details on the terms of the Performance Rights can be found on page 63 of Resolute's Annual Report for the year ended 30 June 2016. <u>Performance Rights – Special Grant</u> The special grant of Performance Rights was made in accordance with the terms and conditions approved by shareholders at the 2016 AGM on 29 November 2016. Each Performance Right will convert to one fully paid ordinary share for nil cash consideration, subject to satisfaction of certain vesting conditions shown on pages 4 and 5 of the Notice of 2016 Annual General Meeting. Performance Rights that do not vest will lapse immediately.
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+ See chapter 19 for defined terms.

4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities? If the additional ⁺securities do not rank equally, please state: · the date from which they do · the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment · the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	No. Performance Rights do not rank equally with existing fully paid ordinary shares from the date of issue and do not participate in any dividends or distributions. Any fully paid shares issued on the vesting of Performance Rights will rank equally in all respects with existing issued ordinary fully paid shares.
5 Issue price or consideration	No cash consideration
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<u>Annual Grant</u> Performance Rights issued represent the Long Term Incentive component of remuneration for eligible employees for the 3-year period ending 30 June 2019. <u>Special Grant</u> Performance Rights issued represent a Long Term Incentive component of remuneration for the CEO for the 2, 3 and 4 year periods ending 30 June 2018, 2019 and 2020 respectively.
6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i	No
6b The date the security holder resolution under rule 7.1A was passed	

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

6c	Number of +securities issued without security holder approval under rule 7.1					
6d	Number of +securities issued with security holder approval under rule 7.1A					
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)					
6f	Number of +securities issued under an exception in rule 7.2					
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.					
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					
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements					
7	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	The Performance Rights were issued on 29 November 2016 and certificates will be dispatched on approximately 5 December 2016.				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>736,982,768</td> <td>Shares</td> </tr> </tbody> </table>	Number	+Class	736,982,768	Shares
Number	+Class					
736,982,768	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)	500,400	Options with an exercise price of \$1.85 and expiry of 26/1/17.
	2,250,597	Performance Rights (Level 1) with a vesting period ending on 30 June 2017.
	4,720,402	Performance Rights (Level 2) with a vesting period ending on 30 June 2017.
	5,083,995	Performance Rights (Level 1) with a vesting period ending on 30 June 2018.
	575,145	Performance Rights (Level 2) with a vesting period ending on 30 June 2018.
	2,900,389	Annual grant of Performance Rights with a vesting period ending on 30 June 2019.
	400,000	Special grant of Performance Rights with a vesting period ending on 30 June 2018.
	600,000	Special grant of Performance Rights with a vesting period ending on 30/6/19.
	1,000,000	Special grant of Performance Rights with a vesting period ending on 30/6/20.

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Directors may from time to time determine dividends to be distributed to members according to their rights and interests.
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Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	n/a
13	Ratio in which the ⁺ securities will be offered	n/a
14	⁺ Class of ⁺ securities to which the offer relates	n/a
15	⁺ Record date to determine entitlements	n/a
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a
17	Policy for deciding entitlements in relation to fractions	n/a
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	n/a
19	Closing date for receipt of acceptances or renunciations	n/a

⁺ See chapter 19 for defined terms.

20	Names of any underwriters	n/a
21	Amount of any underwriting fee or commission	n/a
22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the broker to the issue	n/a
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	n/a
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	n/a
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	n/a
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

+ See chapter 19 for defined terms.

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|----|--|-----|
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | n/a |
| 33 | +Issue date | n/a |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of +securities
(tick one)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: · the date from which they do · the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment · the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ 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.

Sign here:
(Director/Company secretary)

Date: 29/11/16

Print name: Greg Fitzgerald.....

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

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

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	641,582,994
Add the following: - Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid +ordinary securities that became fully paid in that 12 month period <i>Note:</i> - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	23 June 2016 – 14,050,000 31 August 2016 – 3,158,402 3 October 2016 – 76,530,612
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	735,322,008

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15
Multiply “A” by 0.15	110,298,301
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of *equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: - Under an exception in rule 7.2 - Under rule 7.1A - With security holder approval under rule 7.1 or rule 7.4 Note: <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>	1 August 2016 – 130,000 ordinary shares 31 August 2016 – 575,145 Performance Rights 27 October 2016 – 1,457,867 ordinary shares 4 November 2016 – 72,893 ordinary shares
“C”	2,235,905
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	110,298,301
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	2,235,905
Total [“A” x 0.15] – “C”	108,062,396
	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
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 Notes: • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items	
“E”	

+ 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>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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 30/9/2001.

Name of entity	RESOLUTE MINING LIMITED
ABN	39 097 088 689

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	John Paul Welborn
Date of last notice	18 November 2016

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	29 November 2016
No. of securities held prior to change	1,750,000 fully paid ordinary shares 1,515,000 Performance Rights with a vesting date of 30 June 2018
Class	Performance Rights – annual grant Performance Rights – special grant
Number acquired	564,000 – annual grant, vesting date of 30 June 2019 400,000 – special grant, vesting date of 30 June 2018 600,000 – special grant, vesting date of 30 June 2019 1,000,000 – special grant, vesting date of 30 June 2020
Number disposed	n/a

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Performance Rights represent the Long-Term Incentive component of remuneration for Mr Welborn and are issued for nil cash consideration. On vesting, one Performance Right is converted to one fully paid ordinary share in the Company. Vesting is subject to performance and other conditions set out in the Notice of 2016 Annual General Meeting ("AGM"). The issue of Performance Rights was approved by shareholders at the AGM held on 29 November 2016.
No. of securities held after change	1,750,000 fully paid ordinary shares 1,515,000 Performance Rights with a vesting date of 30 June 2018 (annual grant) 564,000 Performance Rights with a vesting date of 30 June 2019 (annual grant) 400,000 Performance Rights with a vesting date of 30 June 2018 (special grant) 600,000 Performance Rights with a vesting date of 30 June 2019 (special grant) 1,000,000 Performance Rights with a vesting date of 30 June 2020 (special grant)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of Performance Rights pursuant to the shareholder approved Resolute Mining Performance Rights Plan.

Part 2 – Change of director's interests in contracts

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	

+ See chapter 19 for defined terms.

Interest after change	
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Part 3 – Closed Period

Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.