

## Announcement

### Completion of iSolutions Acquisition

1 July 2016

RungePincockMinarco Limited (ASX: RUL) [RPM] refers to its previous announcement of 17 May 2016, and today confirms that it has finalised the acquisition of 100% of the issued share capital of iSolutions, a leading global asset management software company with over 20 years' experience in the provision of asset management, life cycle costing and budgeting software solutions to the mining industry.

All necessary completion conditions of the acquisition agreement have been finalised, including RPM paying the cash on completion and issuing 9,166,666 shares in RPM to the outgoing shareholders of iSolutions (to be held in escrow for 12 months).

Commenting on closure of the acquisition, RPM's CEO and Managing Director Richard Mathews said "We are pleased to have finalised the acquisition of iSolutions and look forward to officially welcoming the iSolutions employees into the team and to accelerating the integration of our joint development and product teams to deliver a fully integrated offering to our customers. We are one step closer to achieving the nirvana of having the production and maintenance teams both scheduling the mines' mobile mining equipment using the same integrated system which we truly believe will redefine mining execution."

Co-founder and Managing Director of iSolutions, Graeme Elgie said "The feedback from iSolutions' customers and staff to the acquisition has been overwhelmingly positive. The iSolutions management team and staff look forward to working with Richard and his team to bring together our complementary software offerings for the benefit of our customers."

Mr Mathews concluded by saying, "The feedback I have received from our shareholders, customers and staff to this acquisition has been resoundingly positive. During a challenging time for the industry, RPM's Board, management and shareholders stand firmly resolute in our enterprise software strategy and with completion of this acquisition, the combined RPM iSolutions suite of products further distinguishes our software solutions from those of our competitors in the market."

The issue of 9,166,666 shares in RPM to the outgoing shareholders of iSolutions (which will be held in escrow for 12 months are valued for consideration at a price of 60 cents per share (\$5.5 million), as recognition by the Boards of both RPM and iSolutions that the future growth opportunities of the combined product suites are significant and the belief that the current RPM share price substantially undervalues the business), is further detailed in the attached Appendix 3B.

#### **For further information please contact:**

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Company Secretary  
+61 7 3100 7200  
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#### **About RungePincockMinarco:**

RungePincockMinarco Limited (ASX: RUL) is the world's largest publicly traded independent group of mining technical experts, with history stretching back to 1968. We have local expertise in all mining regions and are experienced across all commodities and mining methods.

Listed on the Australian Securities Exchange on 27 May 2008, RungePincockMinarco is a global leader in the provision of advisory consulting, technology and professional development solutions to the mining industry. We have global expertise achieved through our work in over 118 countries and our approach to the business of mining is strongly grounded in economic principles.

We operate offices in 18 locations across 12 countries.

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## **About iSolutions:**

iSolutions is the leading provider of asset management solutions to mining and mining related companies. iSolutions' flagship software package, AMT, utilises their Framework methodology and is recognised as a market leader in life cycle costing, budgeting and maintenance strategy optimisation.

Established in 1997, iSolutions specialise in providing mining companies, construction companies, earthmoving equipment OEMs, dealers and contractors with the know-how, processes, systems and training to achieve asset management excellence. With offices in Australia, South America, North America and Africa, iSolutions provide solutions used across the mining value chain (mobile, fixed plant, rail, ports and infrastructure) to improve equipment uptime and long term productivity, and to reduce life cycle costs.

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## 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

RungePincockMinarco Limited

ABN

17 010 672 321

We (the entity) give ASX the following information.

#### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | Ordinary Shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 9,166,666  |
| 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) | Issued at an agreed price of \$0.60 per share, pursuant to the terms of a share purchase agreement entered into with the outgoing shareholders of iSolutions International Pty Ltd and iSolutions Holdings Pty Ltd, and which will be held in escrow until 1 July 2017 |

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**Appendix 3B**  
**New issue announcement**

<p>4 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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>The Shares will be held in escrow until 1 July 2017, but otherwise they will rank pari passu with existing ordinary shares on issue.</p>
<p>5 Issue price or consideration</p>	<p>\$0.60 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issued to the outgoing shareholders of iSolutions International Pty Ltd and iSolutions Holdings Pty Ltd as part of the total consideration under a share purchase agreement entered into for the acquisition by RPM Software Pty Ltd of 100% of the shares on issue in the capital of iSolutions International Pty Ltd and iSolutions Holdings Pty Ltd , as announced to the market on 17 May 2016</p>
<p>6a 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>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>23 October 2015</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>9,166,666 (under the issue detailed in this Annexure 3B)</p>

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6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
6f	Number of +securities issued under an exception in rule 7.2	Not applicable
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.	Not applicable
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	Not applicable
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	<p>16,403,667 (remaining capacity under ASX Listing Rule 7.1)</p> <p>17,046,889 (remaining capacity under ASX Listing Rule 7.1A)</p> <p>33,450,556 (total remaining capacity)</p> <p>(See attached Annexure 1 for detail)</p>
7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>1 July 2016</p>

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**Appendix 3B**  
**New issue announcement**

	Number	+Class
8	170,468,892	Fully paid quoted ordinary shares
9	1,613,000	Options exercisable at \$0.68 expiring 29/11/2018
	200,000	Options exercisable at \$0.67 expiring 19/02/2019
	250,000	Options exercisable at \$0.73 expiring 31/03/2019
	100,000	Options exercisable at \$0.61 expiring 31/10/2019
	4,862,000	Options exercisable at \$0.59 expiring 03/03/2020
	250,000	Options exercisable at \$0.57 expiring 15/07/2020
	4,385,000	Options exercisable at \$0.56 expiring 08/09/2020
	50,000	Options exercisable at \$0.54 expiring 31/10/2020
	300,000	Options exercisable at \$0.39 expiring 03/03/2021
	9,166,666	Fully paid unquoted ordinary shares (subject to escrow as detailed in this Appendix 3B)

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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as policy on all existing ordinary shares
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**Part 2 - Pro rata issue**

11	Is security holder approval required?	Not applicable
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12	Is the issue renounceable or non-renounceable?	Not applicable
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13	Ratio in which the +securities will be offered	Not applicable
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14	+Class of +securities to which the offer relates	Not applicable
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15	+Record date to determine entitlements	Not applicable
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
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17	Policy for deciding entitlements in relation to fractions	Not applicable
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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>	Not applicable
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19	Closing date for receipt of acceptances or renunciations	Not applicable
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20	Names of any underwriters	Not applicable
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21	Amount of any underwriting fee or commission	Not applicable
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**Appendix 3B**  
**New issue announcement**

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22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Issue date	Not applicable

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### 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

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**Appendix 3B**  
**New issue announcement**

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<p>40 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Not applicable</p>
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<p>41 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 <sup>+</sup>security, clearly identify that other <sup>+</sup>security)</p>	<p>Not applicable</p>
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<p>42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the <sup>+</sup>securities in clause 38)</p>	<table border="1" style="width: 100%;"> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;"><sup>+</sup>Class</th> </tr> <tr> <td style="text-align: center;">Not applicable</td> <td style="text-align: center;">Not applicable</td> </tr> </table>	Number	<sup>+</sup> Class	Not applicable	Not applicable
Number	<sup>+</sup> Class				
Not applicable	Not applicable				

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<sup>+</sup> See chapter 19 for defined terms.

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**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:

  
(Company secretary)

Date: ..01/07/2016.....

Print name: James O'Neill.

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## 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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	177,653,062
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	0
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	(7,184,170)
<b>“A”</b>	170,468,892

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	25,570,333
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	9,166,666 (issued under this Appendix 3B)
“C”	9,166,666
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	25,570,333
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	9,166,666
<b>Total</b> [“A” x 0.15] – “C”	16,403,667 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	170,468,892
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	17,046,889
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	0
<b>“E”</b>	0

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<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>17,046,889</p>
<p><b>Subtract "E"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>0</p>
<p><b>Total</b> ["A" x 0.10] – "E"</p>	<p style="text-align: center;">17,046,889</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

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