

**QUARTERLY ACTIVITIES REPORT**  
**For the period ended 30 September 2016**

- Regalpoint Resources Limited (**Company** or ASX:RGU) currently holds projects in Queensland and Northern Territory, which are prospective for uranium and gold.
- Announced on 29 July 2016 the execution of a binding terms sheet to acquire AssetOwl Pty Ltd (**AssetOwl**), subject to certain conditions including shareholder and regulatory approvals
- Announced on 17 October 2016 the execution of the Share Sale Agreement and capital raising of up to \$3.5m with Patersons Securities Limited as Lead Manager and proposed underwriter to the issue
- The current timetable contemplates the Company's securities will be reinstated to trading on the ASX this calendar year, subject to satisfaction of the shareholder and regulatory approvals

During the quarter the Company continued to maintain its portfolio of core uranium and gold projects in Australia and actively seek new business opportunities with the potential to create near-term value for shareholders.

The Company requested voluntary suspension of its securities on 14 July 2016, and announced on 29 July 2016 the execution of a binding terms sheet to acquire 100% of the shares in AssetOwl Pty Ltd (**Acquisition**), subject to shareholder and regulatory approvals. The Company subsequently announced on 17 October 2016 the execution of the Share Sale Agreement with AssetOwl's Major Vendors, and is now progressing to finalise the Acquisition, including a capital raising and anticipated relisting of the Company's securities on the ASX this prior to Christmas this year.

#### **PROPOSED ASSETOWL ACQUISITION**

AssetOwl is an innovative technology company which has developed an enterprise asset visibility and change platform for retail site management and analysis, with application to other industries, which can provide material efficiency and cost savings to the utilisation and management of retail sites. The cloud-based solution provides an internal visualisation system which combines geographic information systems and virtual reality technologies to enable retailers to visualise, question, analyse and interpret data at each site and collectively across all properties within a network.

The proposed Acquisition will result in a significant change to the nature of the Company's activities. The Company currently focuses on mineral exploration, and if the proposed transaction proceeds, it will acquire a software application development business.

Following consultation with ASX the Company is required to obtain shareholder approval to complete the Acquisition and to re-comply with the ASX admission requirements in Chapters 1 and 2

of the ASX Listing Rules. Despatch of the Notice of General Meeting seeking approvals for the Acquisition is anticipated in the coming days.

This also involves a capital raising to satisfy the minimum NTA requirements. The Company is undertaking a \$2.75m and up to \$3.5 million raising, with Patersons Securities Limited engaged as lead manager and proposed underwriter to the issue, and anticipates the lodgement of the Prospectus in the coming week.

The Company does not have any plans to dispose of its existing minerals projects, however if the Acquisition proceeds, the Company intends to undertake a strategic review of the projects to evaluate opportunities to maximise the value for shareholders. The AssetOwl vendors have agreed to renounce their right to participate in the proceeds of any sale or spin out of the minerals projects.

### RGU MINERALS PROJECTS – PAROO RANGE (QLD) AND RUM JUNGLE (NT)

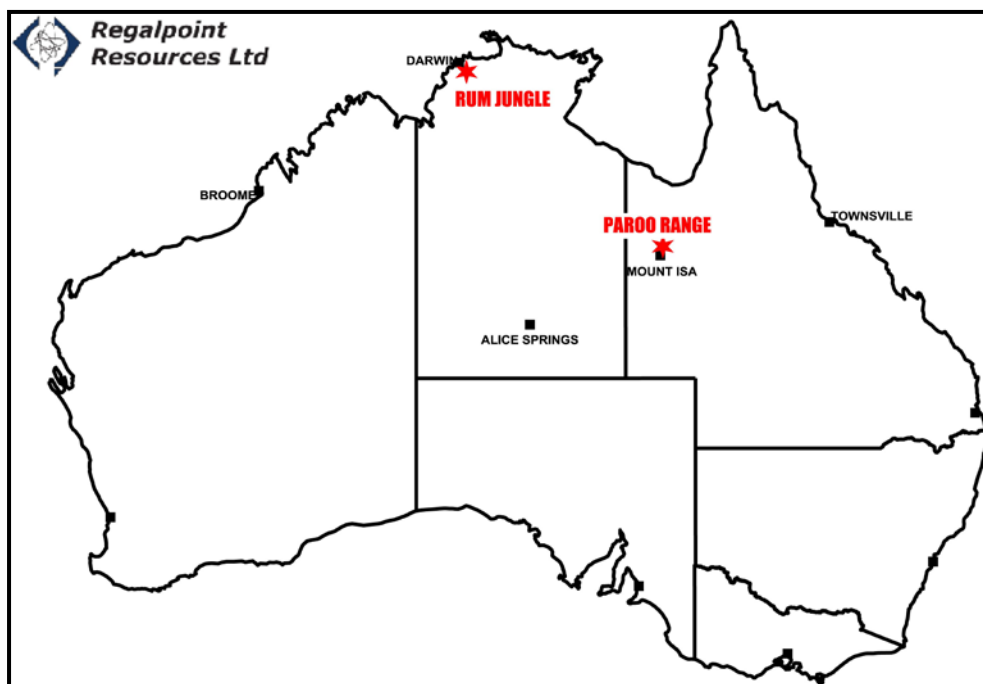


Figure 1: Location of the Regalpoint Resources projects

### PAROO RANGE, QUEENSLAND (EPM16923, 16980, 25464, 25465, 25503; RGU 100%) - URANIUM

The Company's 100 % owned Paroo Range Project covers a total of c.363 km<sup>2</sup> of granted exploration licences in the well-endowed and highly prospective Mount Isa region. Paroo Range is located only 25 km northeast of Mount Isa and is immediately adjacent to Paladin Energy's projects. Paladin Energy recently reported that metallurgical test-work at their Valhalla uranium deposit shows that alkaline leaching has acceptable recoveries of 80 to 90 % at high temperature and pressure with normal reagent consumption. Radiometric sorting shows further encouraging results (Paladin Energy, Annual Report 2015).

RGU is targeting similar uranium resources in their Paroo Range project. The Company's discovery of the high-quality Skevi Prospect demonstrates that previous exploration has not been completely effective. Other high-quality targets remain untested within the project area.

No fieldwork was carried out on the Paroo Range Project during the quarter. Step-out drilling is planned at the Skevi Prospect to further constrain the extent of the mineralised envelope, especially to the north towards and around the Thesaurus Prospect, where surface samples returned up to 542 ppm U<sub>3</sub>O<sub>8</sub>. Basic field mapping and sampling are required elsewhere in the project area.

#### **RUM JUNGLE, NORTHERN TERRITORY (EL26094; RGU 100%) – GOLD, URANIUM**

The Company's Rum Jungle Project is located about 55 km south of Darwin in the Batchelor area where there are numerous uranium, gold and base metal prospects and abandoned mines. The project comprises one granted Exploration Licence (EL26094) of approximately 28 km<sup>2</sup>.

RGU has completed drilling, sampling and geophysical surveys within EL26094, and has confirmed that the Highlander gold prospect is a high quality target in an under-explored region. Gold is hosted in pyrite-arsenopyrite-rich quartz veins. The best drill result was 6 m at 3.91 g/t gold (including 1 metres at 13.1 g/t gold; HLRC036).

No fieldwork was carried out on the Rum Jungle Project during the quarter and future drilling will target the northern extensions of the Highlander gold trend. A renewal application was lodged for the tenement and the Mine Management Program for the coming year submitted.

#### **Current Tenement Schedule – 30 June 2016**

<b>Tenement</b>	<b>Project</b>	<b>Location</b>	<b>Status</b>	<b>Area (blocks)</b>	<b>Expiry</b>	<b>Actions</b>
EL26094	Rum Jungle	NT	Granted	11	5-May-18	
EPM16923	Paroo Range	QLD	Granted	49	17-Dec-17	
EPM16980	Paroo Range	QLD	Granted	12	13-Dec-16	
EPM25464	Paroo Range	QLD	Granted	16	30-Jul-19	
EPM25465	Paroo Range	QLD	Granted	28	3-Sep-19	
EPM25503	Paroo Range	QLD	Granted	12	11-Sep-19	

ENDS

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#### **Competent Persons Statement**

The information in this report that relates to Exploration Results and Mineral Resources of the Company has been reviewed by Malcolm Castle, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Castle has sufficient experience, which is relevant to the style of

mineralisation and type of deposit under consideration and to the activity, which they are undertaking to qualify as an Expert and Competent Person as defined under the VALMIN Code and in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Castle consents to the inclusion in this report of the matters based on the information in the form and context in which they appear.

*The Exploration Results referenced herein for the Paroo Range Project were reported to the ASX on:*

- *2 November 2011 '**Significant New Mineralised Zone – Paroo Range (RGU:100%)**';*
- *17 July 2012 '**Encouraging drill results from Paroo Range**' under the 2004 JORC Code; and*
- *31 January 2014 '**Quarterly activities report for the period ended 31 December 2013**'*

*There have been no material changes since these results were reported.*

## Appendix 5B

### Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/2013

Name of entity

**REGALPOINT RESOURCES LIMITED**

ABN

**12 122 727 342**

Quarter ended ("current quarter")

**30 September 2016**

#### Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (3 months) \$A'000
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for (a) exploration & evaluation	(18)	(18)
(b) development	-	-
(c) production	-	-
(d) administration	(258)	(258)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	-	-
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other (provide details if material)	-	-
<b>Net Operating Cash Flows</b>	<b>(276)</b>	<b>(276)</b>
<b>Cash flows related to investing activities</b>		
1.8 Payment for purchases of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
1.9 Proceeds from sale of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
1.10 Loans to other entities	-	-
1.11 Loans from other entities	-	-
1.12 Other (provide details if material)	-	-
<b>Net investing cash flows</b>	<b>-</b>	<b>-</b>
1.13 Total operating and investing cash flows (carried forward)	<b>(276)</b>	<b>(276)</b>

+ See chapter 19 for defined terms.

## Appendix 5B

### Mining exploration entity and oil and gas exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(276)	(276)
<b>Cash flows related to financing activities</b>			
1.14	Proceeds from issues of shares, options, etc.	-	-
1.15	Underwriting Fee	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Underwriting Fee paid	-	-
1.19	Other (Cash Debts and Accruals)	-	-
<b>Net financing cash flows</b>		-	-
<b>Net increase (decrease) in cash held</b>		(276)	(276)
1.20	Cash at beginning of quarter/year to date	1,097	1,097
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	<b>Cash at end of quarter</b>	821	821

### Payments to directors of the entity, associates of the directors, related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	20
1.24	Aggregate amount of loans to the parties included in item 1.10	-
1.25	Explanation necessary for an understanding of the transactions	
Payment of Directors and Management Fees		

### Non-cash financing and investing activities

- 2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

None

- 2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

### Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	-	-
3.2 Credit standby arrangements	-	-

+ See chapter 19 for defined terms.

**Estimated cash outflows for next quarter**

		\$A'000
4.1	Exploration and evaluation	50
4.2	Development	-
4.3	Production	-
4.4	Administration	100
<b>Total</b>		<b>150</b>

**Reconciliation of cash**

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	2	2
5.2 Deposits at call	819	1,095
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
<b>Total: cash at end of quarter (item 1.22)</b>	<b>821</b>	<b>1,097</b>

**Changes in interests in mining tenements and petroleum tenements**

	Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements and petroleum tenements relinquished, reduced or lapsed	None		
6.2	Interests in mining tenements and petroleum tenements acquired or increased	None		

+ See chapter 19 for defined terms.

## Appendix 5B

### Mining exploration entity and oil and gas exploration entity quarterly report

#### Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 <b>Preference securities</b> (description)				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 <b>+Ordinary securities</b>	67,605,280	67,605,280		
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	202,815,840	202,815,840	1cents	\$2,028,158
7.5 <b>+Convertible debt securities</b> (description)				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 <b>Options</b> (description and conversion factor)			<i>Exercise price</i>	<i>Expiry date</i>
7.8 Issued during quarter	101,407,920	101,407,920	2cents	30 September 2018
7.9 Exercised during quarter				
7.10 Expired during quarter				
7.11 <b>Debentures</b> (totals only)				
7.12 <b>Unsecured notes</b> (totals only)				

+ See chapter 19 for defined terms.



## Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).
- 2 This statement does /does not\* (*delete one*) give a true and fair view of the matters disclosed.



31 October 2016

Sign here: ..... Date: .....  
(Company secretary)

Print name: .....Fleur Hudson.....

## Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements and petroleum tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement or petroleum tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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