24 December 2014

Manager Companies
Company Announcements Office
Australian Stock Exchange Limited
Level 4, Stock Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

Appendix 3B, Top 20 and Distribution Schedule

Please find attached an Appendix 3B for the issue of 17,355,000 quoted options exercisable at $0.08 each on or before 30 June 2016. Also attached are the Top 20 option holders and the distribution schedule.

Yours sincerely

Bruno Seneque
Company Secretary

Rumble Resources Ltd

Suite 9, 36 Ord Street,
West Perth, WA 6005

T +61 8 6555 3980

F +61 8 6555 3981

rumbleresources.com.au

ASX RTR

Executives & Management

Mr Shane Sikora
CEO

Mr Terry Topping
Executive Director

Mr Matthew Banks
Non-executive Director

Mr Michael Smith
Non-executive Director

Mr Andrew McBain
Non-executive Director

Mr Bruno Seneque
Company Secretary

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

Rumble Resources Limited

ABN

74 148 214 260

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	Options (Quoted)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	17,355,000
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)	Options exercisable at $0.08 on or before 30 June 2016 The options were approved by shareholders in General Meeting held on 23 December 2014, and issued under the Prospectus dated 23 December 2014.

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, as this is a new class of quoted securities.
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	12,355,000 options offered to participants in the placement announced on 7 November 2014 on the basis of 1 free attaching Listed Option for every 2 shares subscribed for under the placement. 5,000,000 options offered to the Lead Manager of the placement as noted above.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2014
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of +securities issued under an exception in rule 7.2	Nil
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer to Annexure 1
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.	24 December 2014

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	146,901,143	Ordinary fully paid shares
		550,000	Ordinary fully paid shares voluntary escrowed to 14 April 2015
		2,700,000	Ordinary fully paid shares voluntary escrowed to 5 May 2015
		44,390,569	Options exercisable at $0.08 on or before 30 June 2015
		6,926,996	Options exercisable at $0.35 on or before 31 October 2015
		17,355,000	Options exercisable at $0.08 on or before 30 June 2016

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	1,707,316	Options exercisable at $0.041 on or before 13 December 2016
		3,600,000	Options exercisable at $0.35 on or before 31 October 2015
		4,500,000	Options exercisable at $0.45 on or before 31 October 2015
		4,500,000	Options exercisable at $0.08 on or before 29 July 2018

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
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.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	

23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements *in full* through a broker?	
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	+Issue date	

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

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

34 Type of +securities
(*tick one*)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☒ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☒ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	
39	+Class of +securities for which quotation is sought	

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)	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: ..... Date: 24 December 2014
(Company Secretary)

Print name: Bruno Seneque

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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	77,002,980
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 *Note:* • *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*	25,415,699 – Approved 17 February 2014 2,000,000 – Approved 28 July 2014 500,500 – Approved 28 July 2014 7,700,298 - Approved 28 July 2014 2,700,000 – Approved 28 July 2014 5,930,000 – Approved 28 July 2014 500,000 – Approved 28 July 2014 2,000,000 – Approved 28 November 2014 100,000 - Approved 28 November 2014 550,000 - Approved 28 November 2014 24,348,888 - Approved 28 November 2014 361,111 - Approved 28 November 2014 1,041,667 Approved 28 November 2014
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
"A"	150,151,143

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	22,522,671
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 *not counting* 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:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *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*	
"C"	**Nil**
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	Nil
Subtract "C" *Note: number must be same as shown in Step 3*	Nil
Total ["A" x 0.15] – "C"	Nil *[Note: this is the remaining placement capacity under rule 7.1]*

+ 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" *Note: number must be same as shown in Step 1 of Part 1*	150,151,143
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	15,015,114
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"	Nil

+ 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 *Note: number must be same as shown in Step 2*	15,015,114
Subtract "E" *Note: number must be same as shown in Step 3*	Nil
Total ["A" x 0.10] – "E"	15,015,114 *Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.

TOP SPREAD REPORT

RUMBLE RESOURCES LIMITED

ACN 148 214 260

For Class: [96704]RTR96704 OPT WORKING

Date: 24/12/2014

Operator: Addie Leung

SPREAD OF HOLDINGS	NUMBER OF HOLDERS	NUMBER OF UNITS	% OF TOTAL ISSUED CAPITAL
1 - 1,000	0	0	0.000 %
1,001 - 5,000	0	0	0.000 %
5,001 - 10,000	0	0	0.000 %
10,001 - 100,000	14	1,092,780	6.297 %
100,001 - 999,999,999,999	39	16,262,220	93.703 %
TOTAL	**53**	**17,355,000**	**100 %**

LESS THAN MARKET PARCEL	NUMBER OF HOLDERS	NUMBER OF UNITS	% OF TOTAL ISSUED CAPITAL
1 - 0	0	0	0.000 %
1 - OVER	53	17,355,000	100.000 %
TOTAL	**53**	**17,355,000**	**100 %**

LOCALITY ANALYSIS	NUMBER OF HOLDERS	NUMBER OF UNITS	% OF TOTAL ISSUED CAPITAL
WESTERN AUSTRALIA	21	8,711,111	50.194 %
NEW SOUTH WALES	18	4,194,444	24.169 %
VICTORIA	4	1,577,778	9.091 %
QUEENSLAND	2	555,556	3.201 %
TASMANIA	1	200,000	1.152 %
HONG KONG	3	630,000	3.630 %
NEW ZEALAND	2	175,000	1.008 %
PEOPLE'S REPUBLIC OF CHINA	1	200,000	1.152 %
UNITED KINGDOM OF GREAT BRITAIN AND NTH IRELAND	1	1,111,111	6.402 %
Total Australian Holders	**46**	**15,238,889**	**87.807 %**
Total Overseas Holders	**7**	**2,116,111**	**12.193 %**
Grand Total	**53**	**17,355,000**	**100.000 %**

TOP 20 HOLDERS REPORT

RUMBLE RESOURCES LIMITED

ACN 148 214 260

For Class: RTR96704 OPT WORKING

Date: 24/12/2014

Operator: Addie Leung

		< CURRENT STATUS >				< PREVIOUS STATUS >			
RANK	Shareholder	Total Units	% Issue Capital	Cum Units	% Cum Units	Total Units	% Issue Capital	Unit Change	% Unit Change
1	DARK GREY HOLDINGS PTY LTD	1,500,000	8.643	1,500,000	8.643	1,500,000	8.643	0	0.000
2	CPS CAPITAL GROUP PTY LTD	1,365,000	7.865	2,865,000	16.508	1,365,000	7.865	0	0.000
3	MR JASON PETERSON & MRS LISA PETERSON <J & L PETERSON S/F A/C>	1,111,111	6.402	3,976,111	22.910	1,111,111	6.402	0	0.000
4	J P MORGAN NOMINEES AUSTRALIA LIMITED	1,111,111	6.402	5,087,222	29.313	1,111,111	6.402	0	0.000
5	BRICK LANE ASSET MANAGEMENT LTD	1,111,111	6.402	6,198,333	35.715	1,111,111	6.402	0	0.000
6	REXROTH HOLDINGS PTY LTD	1,000,000	5.762	7,198,333	41.477	1,000,000	5.762	0	0.000
7	708 CAPITAL PTY LTD	800,000	4.610	7,998,333	46.087	800,000	4.610	0	0.000
8	CEN PTY LTD	500,000	2.881	8,498,333	48.968	500,000	2.881	0	0.000
9	J & J BANDY NOMINEES PTY LTD <J&J BANDY SUPER FUND A/C>	500,000	2.881	8,998,333	51.849	500,000	2.881	0	0.000
10	CHIFLEY PORTFOLIOS PTY LIMITED <DAVID HANNON A/C>	500,000	2.881	9,498,333	54.730	500,000	2.881	0	0.000
11	GROUP SEVENTY THREE PTY LTD	500,000	2.881	9,998,333	57.611	500,000	2.881	0	0.000
12	BARCLAY WELLS LTD <NOMINEE A/C>	500,000	2.881	10,498,333	60.492	500,000	2.881	0	0.000
13	RIVERVIEW CORPORATION PTY LTD	335,000	1.930	10,833,333	62.422	335,000	1.930	0	0.000
14	CONCERT GRAND PTY LTD <CONCERT GRAND FAMILY A/C>	334,998	1.930	11,168,331	64.352	334,998	1.930	0	0.000
15	MR CHRISTOPHER HASLAM	300,000	1.729	11,468,331	66.081	300,000	1.729	0	0.000
16	MR PHILLIP JOHN COULSON	277,778	1.601	11,746,109	67.681	277,778	1.601	0	0.000
17	KHAZA NOMINEES PTY LTD	277,778	1.601	12,023,887	69.282	277,778	1.601	0	0.000
18	DECK CHAIR HOLDINGS PTY LTD	277,778	1.601	12,301,665	70.883	277,778	1.601	0	0.000
19	MR SHANNON BRIDGEFORD	255,000	1.469	12,556,665	72.352	255,000	1.469	0	0.000
20	MR TERRENCE CHARLES INDERSMITH <TC INDERSMITH FAMILY A/C>	250,000	1.441	12,806,665	73.792	250,000	1.441	0	0.000
	TOTAL	**12,806,665**	**73.792**						