

# RANGE RESOURCES LIMITED

ACN 002 522 009

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## PROSPECTUS

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For a non-renounceable entitlement issue of approximately 24,430,003 Entitlement Issue Options on the basis of one Entitlement Issue Option for every eight (8) Shares held by Shareholders registered at 5.00pm (WST) on 13 November 2007 at an issue price of 1 cent per Entitlement Issue Option to raise approximately \$244,300 (**Entitlement Issue**);

and

For the offer of up to 69,185,660 Placement Options at an issue price of 1 cent per Placement Option to raise up to \$691,857 (**Options Offer**). The Options Offer is subject to Shareholder approval at the Annual General Meeting. Refer to Section 1.3 for further details.

**The Offers are not underwritten.**

### Important Notice

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Entitlement Issue Options or Placement Options being offered under this Prospectus or any other matter, you should consult your stockbroker, accountant or other professional adviser.

The Entitlement Issue Options and Placement Options offered by this Prospectus should be considered speculative.

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## TIMETABLE AND IMPORTANT DATES – ENTITLEMENT ISSUE

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|   |                  |
|---|------------------|
| Lodgement of Prospectus with the ASIC and ASX           | 1 November 2007  |
| Notice to Shareholders                                  | 5 November 2007  |
| Ex Date   | 7 November 2007  |
| Record Date for determining Shareholder entitlements    | 13 November 2007 |
| Opening Date and despatch of Prospectus to Shareholders | 15 November 2007 |
| Entitlement Issue Closing Date                          | 29 November 2007 |
| Shares quoted on a deferred settlement basis            | 30 November 2007 |
| Allotment and dispatch of holding statements            | 5 December 2007  |

\* The Directors may extend the Entitlement Issue Closing Date by giving at least 6 Business Days notice to ASX prior to the Closing Date. As such, the date the Entitlement Issue Options issued pursuant to this Prospectus are expected to commence trading on ASX may vary.

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## TIMETABLE AND IMPORTANT DATES – OPTIONS OFFER

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|  |                  |
|--|------------------|
| Annual General Meeting                       | 9 November 2007  |
| Opening Date of Options Offer                | 15 November 2007 |
| Options Offer Closing Date                   | 29 November 2007 |
| Allotment and dispatch of holding statements | 5 December 2007  |

\* These dates are determined based upon the current expectations of the Directors and may be changed without notice.

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## IMPORTANT INFORMATION

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Investors should read this document in its entirety and, if in doubt, should consult their professional advisers before deciding whether to apply for Entitlement Issue Options and Placement Options offered under this Prospectus.

This Prospectus is dated 1 November 2007 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

The Expiry Date of the Prospectus is the date that is 13 months after the date of this Prospectus (**Expiry Date**). No Entitlement Issue Options or Placement Options will be allotted or issued on the basis of this Prospectus after the Expiry Date.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus.

Please read this document carefully before you make a decision to accept an Offer. An investment in the Company has specific risks which you should consider before making a decision to invest.

Certain terms and abbreviations used in this Prospectus have defined meanings which are set out in the Glossary.

This Prospectus is a transaction specific prospectus for an offer of Entitlement Issue Options and Placement Options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

### **Electronic Prospectus**

This Prospectus may be issued as an electronic prospectus. The offer of Entitlement Issue Options and Placement Options pursuant to this Prospectus is available to persons receiving an electronic version of this Prospectus within Australia. The Corporations Act prohibits any person from passing an Entitlement Issue Acceptance Form and Options Offer Acceptance Form to another person unless it is attached to or accompanies the complete and unaltered version of this Prospectus. The Prospectus may be viewed online at: [www.rangeresources.com.au](http://www.rangeresources.com.au).

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## CORPORATE DIRECTORY

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### Directors

Sir Sam Jonah  
Mr Michael Povey  
Mr Peter Landau  
Mr Liban Bogor  
Mr Marcus Edwards-Jones

### Company Secretary

Ms Joanna Kiernan

### Registered Office

34 Parliament Place  
WEST PERTH WA 6005

Telephone: (08) 9488 5200  
Facsimile: (08) 9321 6699

### Solicitors to the Company

Steinepreis Paganin  
Level 4, Next Building  
16 Milligan Street  
PERTH WA 6000

Telephone: (08) 9321 4000  
Facsimile: (08) 9321 4333

### Share Registry\*

Computershare Investor Services Pty  
Limited  
Level 2, Reserve Bank Building  
45 St George's Terrace  
PERTH WA 6000

Telephone: (08) 9323 2000  
Facsimile: (08) 9323 2033

### Auditors\*

BDO Kendalls Audit & Assurance (WA)  
128 Hay Street  
SUBIACO WA 6008

Telephone: (08) 9380 8400  
Facsimile: (08) 9380 8499

\* These entities have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus. Their names are included for information purposes only.

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## CHAIRMAN'S LETTER

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Dear Shareholder and Option holder,

We are pleased to offer Shareholders the opportunity to participate in the offer of one (1) listed Entitlement Issue Option exercisable at \$1.00 on or before 1 October 2010 for every eight (8) Shares held by them as at 13 November 2007 at an issue price of 1 cent per Entitlement Issue Option.

The Company is also making a placement of up to 69,185,660 Placement Options to holders of Listed Options as at 1 August 2007 on the basis of 1 Placement Option for every Listed Option held on that date (subject to Shareholder approval). Options not taken up by these persons will be offered on the same basis to persons who acquired Listed Options between 2 August 2007 and 13 September 2007. There will not be any allocation of any shortfall of the Options Offer.

If fully subscribed, the Offers will raise approximately \$936,157 before expenses. Funds raised will be applied to the continued development of the Puntland Project and for working capital.

The Board looks forward to updating you on the progress in Puntland, Somalia and thanks you for your continued support.

Yours sincerely

**Sir Sam Jonah**  
**Chairman**

## SECTION 1

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### 1. DETAILS OF THE OFFERS

#### 1.1 The Offers

The Company is making two separate offers pursuant to this Prospectus. The purpose of the Offers and the use of the funds raised pursuant to the Offers are set out in Section 2.1 of this Prospectus.

##### *Entitlements Issue*

The Entitlements Issue consists of a non-renounceable offer of approximately 24,430,003 Entitlement Issue Options on the basis of one (1) Entitlement Issue Option for every eight (8) Shares held by Shareholders registered at 5.00pm on 13 November 2007 at an issue price of 1 cent per Entitlement Issue Option to raise approximately \$244,300.

The Entitlement Issue Options will be listed on ASX and issued on the terms set out in Section 3 of this Prospectus.

On 30 October 2007, the Company announced that it had completed a placement in the United Kingdom of 18,180,000 Shares at 22 pence per Share prior to the Record Date (**UK Placement**). 12,543,545 Shares of the UK Placement have been issued within the Company's 15% capacity and the remainder will be issued after the Annual General Meeting (which is before the Record Date). Accordingly, the allottees of the UK Placement will be able to participate in the Entitlement Issue in respect of their shareholding.

The Company currently has 53,775,058 Unlisted Options and 5,000,000 partly paid shares on issue. The terms and conditions of the Unlisted Options and partly paid shares do not allow for the participation in new issues of securities. Unlisted Option holders will, however, be entitled to exercise their Unlisted Options during the time period set out in the ASX Listing Rules in order to participate in the Entitlements Issue.

##### *Options Offer*

Pursuant to the Options Offer, the Company will be making a placement of up to 69,185,660 Placement Options to holders of Listed Options registered as at 5.00pm (WST) on 1 August 2007 (**Option Offer Record Date**) at an issue price of 1 cent per Placement Option to raise up to \$691,857. Placement Options will be offered to the Listed Option holders on a one (1) for one (1) basis to their respective holdings as at the Options Offer Record Date. Placement Options not taken up will be offered on the same basis to persons who acquired Listed Options between 2 August 2007 and 13 September 2007. Any shortfall of the Options Offer will not be allocated.

The Options Offer is subject to Shareholder approval at the Annual General Meeting (refer to Section 1.3 for details).

The Placement Options will be issued on the terms set out in Section 3 of this Prospectus.

#### 1.2 How to Apply

##### *Entitlements Issue*

Shareholders' acceptance of the Entitlements Issue must be made on the Entitlement Issue Acceptance Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Entitlements Issue as follows:

- (a) if you wish to accept your Entitlement in full:
  - (i) complete the Entitlement Issue Acceptance Form, filling in the details in the spaces provided; and
  - (ii) attach your cheque for the amount indicated on the Entitlement Issue Acceptance Form;
- (b) if you only wish to accept part of your Entitlement:
  - (i) fill in the number of Entitlement Issue Options you wish to accept in the space provided on the Entitlement Issue Acceptance Form; and
  - (ii) attach your cheque for the appropriate application monies (at 1 cent per Entitlement Issue Option); or
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Range Resources Limited – Offer Account" and crossed "Not Negotiable".

Your completed Entitlement Issue Acceptance Form and cheque must reach the Share Registry no later than 5pm WST on the Entitlement Issue Closing Date.

The Entitlements Issue is non-renounceable. Accordingly, a holder of Shares may not sell or transfer all or part of their Entitlement.

### ***Options Offer***

Listed Option holders' applications for Placement Options under the Options Offer must be made using the Options Offer Acceptance Form. Only complete the Options Offer Acceptance Form if you are requested by the Company to do so.

Payment for the Placement Options must be made in full at the issue price of 1 cent per Placement Option. Completed Options Offer Acceptance Forms and accompanying cheques must reach the Share Registry no later than 5.00pm WST on the Closing Date.

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Range Resources Limited – Offer Account" and crossed "Not Negotiable".

### **1.3 Conditional Offer**

The Options Offer is conditional on Shareholder approval at the Annual General Meeting. If Shareholder approval is not obtained, no Placement Options will be issued pursuant to the Options Offer.

The Entitlement Offer is not a conditional offer.

#### **1.4 Minimum Subscription**

There is no minimum subscription in respect of the Offers.

#### **1.5 Shortfall**

The Company reserves the right, within three (3) months of the Closing Date, to allot and issue any Shortfall under the Entitlement Issue at the sole discretion of the Directors.

The offer of Entitlement Issue Options under the Shortfall is independent from the Offers and will remain open after the Entitlement Issue has closed for a period not exceeding 3 months.

#### **1.6 Allotment of Options**

All Entitlement Issue Options and Placement Options offered pursuant to this Prospectus will be allotted as soon as practicable after the Entitlement Issue Closing Date and the Options Offer Closing Date (as the case may be). Where the number of Placement Options issued is less than the number applied for, or where no allotment is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Options Offer Closing Date.

Pending the allotment and issue of the Entitlement Issue Options and Placement Options or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

#### **1.7 Risk Factors**

Prospective applicants should be aware that subscribing for Entitlement Issue Options and Placement Options the subject of this Prospectus involves a number of risks. These risks are set out in Section 4 of this Prospectus and investors are urged to consider those risks carefully (and if necessary, consult their professional adviser) before deciding whether to invest in the Company.

The risk factors set out in Section 4, and other general risks applicable to all investments in securities not specifically referred to, may in the future affect the value of the Options. Accordingly, an investment in the Company should be considered speculative.

#### **1.8 ASX Listing**

The Company's Shares are currently traded on ASX. Application will be made within 7 days after the date of this Prospectus to ASX for permission for the Entitlement Issue Options issued pursuant to this Prospectus to be listed for official quotation by ASX.

In the event that ASX does not grant permission for the official quotation of the Entitlement Issue Options within 3 months after the date of this Prospectus (or such period as is varied by ASX), none of the Entitlement Issue Options will be issued and the Company will repay all application monies for the Entitlement Issue Options within the time period set out under the Corporations Act, without interest.

Application will not be made to ASX for quotation of the Placement Options on ASX.

## **1.9 Electronic Prospectus**

This Prospectus will be issued in paper form and as an electronic prospectus. The Offers constituted by this Prospectus in electronic form is available only to persons receiving this Prospectus in electronic form within Australia. The Corporations Act prohibits any person from passing onto another person an Entitlement and Acceptance Form or Options Offer Acceptance Form unless it is attached to or accompanied by a complete and unaltered version of this Prospectus. Whilst the Offers are open, any person may obtain a hard copy of this Prospectus by contacting the Company using the contact details set out in this Prospectus.

## **1.10 Taxation Implications**

The Directors do not consider that it is appropriate to give potential applicants advice regarding the taxation consequences of applying for Entitlement Issue Options and Placement Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation consequences. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to potential applicants. Applicants should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offers.

## **1.11 UK Placement**

On 30 October 2007, the Company announced that it had completed a placement in the United Kingdom of 18,180,000 Shares at 22 pence per Share prior to the Record Date (**UK Placement**). 12,543,545 Shares of the UK Placement have been issued within the Company's 15% capacity and the remainder will be issued after the Annual General Meeting (which is before the Record Date). Accordingly, the allottees of the UK Placement will be able to participate in the Entitlement Issue in respect of their shareholding.

## **1.12 Privacy Act**

If you complete an application for Entitlement Issue Options or Placement Options, you will be providing personal information to the Company (directly or by the Company's Share Registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and Option holder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the

application for Entitlement Issue Options and Placement Options, the Company may not be able to accept or process your application.

### **1.13 Overseas Shareholders and Option holders**

#### ***Entitlements Issue***

Only Shareholders who are registered as at 5.00pm (WST) on the Entitlements Issue Record Date with registered addresses in Australia and New Zealand will be able to participate in the Entitlements Issue. To make the Entitlements Issue in any other jurisdiction may constitute a violation of application securities laws.

The Directors believe that it is unreasonable to make the Entitlements Issue to foreign Shareholders, having had regard to the number of Shareholders in the relevant jurisdictions, the number and value of Entitlement Issue Options those Shareholders would be offered and the cost of complying with the securities legislation of those jurisdictions.

Accordingly, the Entitlements Issue is not being made, and no Entitlement Issue Options will be issued to, any Shareholders whose registered address is in a country other than Australia or New Zealand. This Prospectus is being sent to foreign Shareholders for information purposes only. No Entitlement Issue Acceptance Form will be sent to foreign Shareholders.

#### ***Options Offer***

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify these Placement Options or otherwise permit a public offering of the Placement Options the subject of this Prospectus in any jurisdiction outside Australia.

It is the responsibility of applicants outside Australia to obtain all necessary approvals for the allotment and issue of the Placement Options pursuant to this Prospectus. The return of a completed Options Offer Acceptance Form will be taken by the Company to constitute a representation and warranty by the applicant that all relevant approvals have been obtained.

### **1.14 Enquiries**

Any questions concerning the Offers should be directed to the Company Secretary, Ms Joanna Kiernan, on (08) 9488 5200.

## SECTION 2

### 2. PURPOSE AND EFFECT OF THE OFFERS

#### 2.1 Purpose of the Offers and Use of Funds Raised

The purpose of the Offers is to raise approximately \$936,157 (before expenses of the Offers). Proceeds raised from the Offers will be used to fund the Company's activities including:

- (a) development of the Puntland Project;
- (b) working capital; and
- (c) cash expenses of the Offers.

The indicative application of funds raised under the Offers will be as follows:

| Item                        | Amount (\$)      |
|-----------------------------|------------------|
| Puntland Project            | 448,078          |
| Working capital             | 448,079          |
| Cash Expenses of the Offers | 40,000           |
| <b>Total</b>                | <b>\$936,157</b> |

If less than the full subscription is raised, the funds will be applied firstly to meet the expenses of the Offers and then 50% towards the Puntland Project and 50% towards working capital.

#### 2.2 Effect of the Offer

The principal effect of the Offers (assuming the Offers are fully subscribed) and no existing Options on issue are exercised prior to the Entitlements Issue Record Date will be to:

- (a) increase cash reserves by approximately \$896,157 after deducting estimated cash expenses of the Offers; and
- (b) increase the number of options on issue from 53,145,275 as at the date of this Prospectus to 147,090,721 options. The number of Shares on issue will not change.

#### 2.3 Statement of Financial Position

Set out below is:

- (a) an unaudited consolidated balance sheet of the Company as at 30 September 2007; and
- (b) an unaudited pro-forma consolidated balance sheet of the Company as at 30 September 2007 incorporating and assuming:
  - (i) completion of the UK Placement raising approximately \$8,926,553;

- (ii) the payment of cash costs of the Offers of \$40,000 (which are payable from the proceeds of the Offers); and
- (iii) the Offer of 24,430,003 Entitlement Issue Options and 69,185,660 Placement Options to raise approximately \$936,157.

#### PRO-FORMA BALANCE SHEET

|                                     | Unaudited<br>30 September 2007<br>Consolidated<br>A\$ | Adjustments      | Unaudited<br>Pro Forma<br>Consolidated<br>A\$ |
|-------------------------------------|---|------------------|---|
| <b>ASSETS</b>                       |   |                  |   |
| <b>CURRENT ASSETS</b>               |   |                  |   |
| Cash and cash equivalents           | 7,666,392   | 9,822,710        | 17,489,102                                    |
| Trade and other receivables         | 267,982   | -                | 267,982                                       |
| Other current assets                | 78,657  | -                | 78,657  |
| <b>TOTAL CURRENT ASSETS</b>         | <b>8,013,031</b>                                      | <b>9,822,710</b> | <b>17,835,741</b>                             |
| <b>NON-CURRENT ASSETS</b>           |   |                  |   |
| Financial assets available for sale | 3,363,450   | -                | 3,363,450                                     |
| Property, plant and equipment       | 141,527   | -                | 141,527                                       |
| Other non-current assets            | 76,107,004  | -                | 76,107,004                                    |
| <b>TOTAL NON-CURRENT ASSETS</b>     | <b>79,611,981</b>                                     | <b>-</b>         | <b>79,611,981</b>                             |
| <b>TOTAL ASSETS</b>                 | <b>87,625,012</b>                                     | <b>9,822,710</b> | <b>97,447,722</b>                             |
| <b>CURRENT LIABILITIES</b>          |   |                  |   |
| Trade and other payables            | 2,805,198   | -                | 2,805,198                                     |
| <b>TOTAL LIABILITIES</b>            | <b>2,805,198</b>                                      | <b>-</b>         | <b>2,805,198</b>                              |
| <b>NET ASSETS</b>                   | <b>84,819,814</b>                                     | <b>9,822,710</b> | <b>94,642,524</b>                             |
| <b>EQUITY</b>                       |   |                  |   |
| Issued capital                      | 94,000,729  | 8,886,553        | 102,887,282                                   |
| Reserves                            | 20,024,154  | 936,157          | 20,960,311                                    |

|                     |                   |                  |                   |
|---------------------|-------------------|------------------|-------------------|
| Accumulated losses  | (29,205,069)      | -                | (29,205,069)      |
| <b>TOTAL EQUITY</b> | <b>84,819,814</b> | <b>9,822,710</b> | <b>94,642,524</b> |

## 2.4 Pro Forma Capital Structure of the Company

Upon completion of the Offers, the capital structure of the Company will be:

| <b>Shares</b>   | <b>No. of Shares</b>  |
|---|-----------------------|
| Shares on issue as at the date of this Prospectus                             | 189,803,569           |
| Shares to be issued pursuant to the UK Placement after Annual General Meeting | 5,636,455             |
| <b>Total Shares</b>   | <b>195,440,024</b>    |
| <br>  |                       |
| <b>Partly Paid Shares</b>   |                       |
| Partly paid shares an issue as at the date of this Prospectus                 | 5,000,000             |
| <br>  |                       |
| <b>Options</b>  | <b>No. of Options</b> |
| Options on issue as at the date of this Prospectus                            | 50,823,029            |
| Broker Options on issue as at the date of this Prospectus                     | 2,952,029             |
| Entitlement Issue Options offered pursuant to this Prospectus                 | 24,430,003            |
| Placement Options offered pursuant to this Prospectus                         | 69,185,660            |
| Total number of options on issue on completion of the Offers                  | 147,090,721           |

## SECTION 3

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### 3. TERMS OF SECURITIES

#### 3.1 Terms of Entitlement Issue Options

The Entitlement Issue Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Entitlement Issue Option gives the Option holder the right to subscribe for one Share. To obtain the right given by each Entitlement Issue Option, the Option holder must exercise the Entitlement Issue Options in accordance with the terms and conditions of the Entitlement Issue Options.
- (b) The Entitlement Issue Options will expire at 5:00 pm (WST) on 1 October 2010 (**Expiry Date**). Any Entitlement Issue Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Entitlement Issue Option will be \$1.00 (**Exercise Price**).
- (d) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Option holder may exercise their Entitlement Issue Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Entitlement Issue Options specifying the number of Options being exercised; and
  - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Entitlement Issue Options being exercised,**(Exercise Notice)**.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Entitlement Issue Options specified in the Exercise Notice.
- (h) The Company will apply for quotation of the Entitlement Issue Options on ASX.
- (i) All Shares allotted upon the exercise of Entitlement Issue Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will apply for quotation of all Shares allotted pursuant to the exercise of Entitlement Issue Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

- (l) There are no participating rights or entitlements inherent in the Entitlement Issue Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Entitlement Issue Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Entitlement Issue Options prior to the date for determining entitlements to participate in any such issue.
- (m) An Entitlement Issue Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Entitlement Issue Option can be exercised.

### 3.2 Terms of Placement Options

The Placement Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Placement Option gives the Option holder the right to subscribe for one Share. To obtain the right given by each Placement Option, the Option holder must exercise the Placement Options in accordance with the terms and conditions of the Placement Options.
- (b) The Placement Options will expire at 5:00 pm (WST) on 1 October 2008 (**Expiry Date**). Any Entitlement Issue Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Placement Option will be \$1.00 (**Exercise Price**).
- (d) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Option holder may exercise their Placement Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Placement Options specifying the number of Options being exercised; and
  - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Placement Options being exercised;

**(Exercise Notice)**.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Exercise Notice.
- (h) The Company will not apply for quotation of the Placement Options on ASX but they are transferable.
- (i) All Shares allotted upon the exercise of Placement Options will upon allotment rank pari passu in all respects with other Shares.

- (j) The Company will apply for quotation of all Shares allotted pursuant to the exercise of Placement Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Placement Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Placement Options prior to the date for determining entitlements to participate in any such issue.
- (m) A Placement Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Placement Option can be exercised.

### **3.3 Rights and Liabilities Attaching to Shares Issued Upon Conversion of Entitlement Issue Options and Placement Options**

The following is a summary of the more significant rights and liabilities attaching to Shares issued upon conversion of the Entitlement Issue Options and Placement Options. Full details of the rights attaching to Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

The rights, privileges and restrictions attaching to Shares can be summarised as follows:

#### **(a) Notice of Meetings**

Each Shareholder is entitled to receive notice of general meetings of the Company. Except in certain circumstances, Shareholders are entitled to be present in person, or by proxy, attorney or representative to speak or to vote at general meetings of the Company or to join in demanding a poll. Shareholders may requisition general meetings in accordance with the Corporations Act.

#### **(b) Voting**

At a general meeting, on a show of hands, every person present who is either a member, a proxy, an attorney or a representative of a Shareholder has one vote. At the taking of a poll, every Shareholder present in person or by proxy, attorney or representative has one vote for each Share held.

#### **(c) Dividends**

The Directors may from time to time authorise and pay dividends out of the profits of the Company. Dividends are payable in proportion to the number of Shares held by Shareholders.

(d) **Winding Up**

If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Shareholders the whole or any part of the property of the Company. The liquidator may also, with the sanction of a special resolution, vest the whole or any part of the property in a trustee on trust for Shareholders.

(e) **Transfer of Shares**

A Shareholder may transfer Shares by a written transfer or by a transfer effected under a computerised or electronic system recognised by the Listing Rules or by the Corporations Act. The Directors may refuse to register a transfer of Shares where the Listing Rules permit the Company to do so. On any refusal to register a transfer of Shares, the Company must give written notice to the transferee and the reasons for the refusal.

## SECTION 4

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### 4. RISK FACTORS

#### 4.1 General

The Entitlement Issue Options and Placement Options offered under this Prospectus are considered speculative, and involve investors being exposed to risk. The Directors strongly recommend potential applicants examine the contents of this Prospectus and consult their professional advisers before deciding whether to apply for Entitlement Issue Options and Placement Options offered pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors.

The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Company's shares.

This list is not exhaustive and potential applicants should examine the contents of this Prospectus and consult their professional advisers before deciding whether to apply for Entitlement Issue Options and Placement Options.

#### 4.2 Specific Socio-Political, Title and Access Risks Associated with the Company's Exploration Rights in Puntland

Range's principal assets are oil and gas and mineral exploration and exploitation rights held under various agreements with the government and parliament of the semi-autonomous state of Puntland in the Africa nation of Somalia. Whilst Range has been assured of the validity of its rights by the Government and Parliament of Puntland and has received appropriate legal advice, there is no clear undisputable legal authority giving the Puntland Government the power to grant these rights. This is largely a function of the unstable recent political history of both Somalia and to a lesser extent, Puntland.

Given the relatively formative nature of Somalia and Puntland's legal systems, there is also a high risk that Range would not be able to effectively legally enforce any of its rights under its agreements should it need to for any reason. The enforcement of its rights relies heavily on its ability to maintain good relationships with the government and other key stakeholders in Puntland. The maintenance of such relationships in turn relies heavily on the ability of Range to retain its key executives, directors, consultants and partners who contribute significantly to the Company's key relationships in Puntland.

Furthermore, Range's ability to carry out exploration and future exploitation activities in Puntland depends on it being able to safely access the areas it wishes to explore or exploit. Whilst the Puntland Government is currently facilitating such access, Puntland has experienced times of internal instability and armed conflict in its past and this may prevent Range and its partners from accessing their planned exploration or exploitation areas.

#### 4.3 Specific Technical Risks Associated with the Company's Exploration Projects

No resources or reserves of oil or gas or minerals have yet been identified at the Company's exploration projects in Puntland, and there can be no guarantee that any economically recoverable accumulations of oil and gas or minerals will

be delineated. Furthermore, whilst estimates of undiscovered resources of oil in place have been made for the Nogal Basin in Puntland and comparisons have been made between the hydrocarbon geology of the Nogal and Darin Basins in Puntland and productive basins in Yemen, there is no guarantee that any producible reservoirs will be identified through exploration by Range and its partners. This may be due to the lack of adequate closure (seal or otherwise) on the postulated reservoir structures, poor reservoir qualities or otherwise.

#### **4.4 Specific Joint Venture Partner Risk**

The work commitments on Range's key exploration project areas, the Nogal and Darin Basins, are being fully funded (up to US\$50 million) by Range's joint venture partner, Africa Oil Corporation. Whilst Africa Oil Corporation has raised some funding to help carry out the exploration programme, it has not yet raised funding to fully meet these work commitments. Whilst it is considered remote (given the key backers of Africa Oil Corporation), there is a risk that Africa Oil will not be able to raise sufficient extra funding to meet the work commitments, and this could result in the forfeiting of the rights in relation to those areas.

#### **4.5 General Exploration and Mining Risks**

The future viability and profitability of Range as an exploration and mining company will be dependent on a number of risk factors, including, but not limited to, the following:

- (a) commodity prices and exchange rates and in particular the price of oil and gas;
- (b) the discovery and delineation of hydrocarbon and/or mineral reserves which can be economically exploited on any of the permits in which Range has an interest can not be guaranteed. The presence of hydrocarbon resources will not be known until the target reservoir has been drilled and the ability to commercially extract the hydrocarbons will not be known until appropriate well tests and feasibility studies have been completed. There is always a risk that any potential hydrocarbon hosting structures identified by geophysical and other techniques will not contain hydrocarbons due to inappropriately placed or timed hydrocarbon migration, ineffective seal on the structure, later disruption of the structure or various other critical factors. A potential reservoir structure may also contain non-commercial volumes due to adverse reservoir conditions, inadequate hydrocarbon charge and the cost and availability of extraction and delivery infrastructure;
- (c) the cost and timing of exploration activities – which can be adversely affected by the availability of and competition for drilling rigs, remote sensing equipment and appropriately skilled and experienced consultants. In particular, the failure to secure a drilling rig within permit work programme timetables may result in the need to renegotiate permit terms with the relevant authority or relinquishment of the permit;
- (d) poor weather conditions over a prolonged period which might adversely affect exploration, development and production activities with associated increase in costs and the timing of earning revenues;
- (e) unforeseen equipment failures, breakdowns or repairs may result in significant delays to exploration, development or production activities, notwithstanding regular programs of repair, maintenance and upkeep;

- (f) risks associated with the current strong natural resources environment, which has been observed to cause significant increases in the capital costs of a number of resource projects around the world;
- (g) the granting and renewal of relevant permits and approvals for exploration, development and production activities from relevant government authorities;
- (h) access to funding for ongoing exploration and development activities will be essential until the Company has established a profitable production base. The availability and terms of such funding can not be guaranteed, and may result in the curtailment of activities, the possible relinquishment or disposal of permit interests and the possible substantial dilution of current Shareholders interest in the Company's assets;
- (i) the risk of material adverse changes in the government policies or legislation of Puntland affecting the level of mining and exploration activities or otherwise affecting the profitability of the Range's projects and other future mining operations;
- (j) the Company is heavily reliant on the expertise and relationships of its relatively small executive team, and it may be adversely affected if it was unable to retain the services of these personnel or other suitable senior personnel;
- (k) environmental management issues which the Company may be required to comply with from time to time and the potential risk that regulatory environmental requirements or circumstances could impact on the economic performance of the Company's operations;

#### **4.6 Other General Business and Share Ownership Risks**

The future viability and profitability of Range as well as Range's share price are also dependent on a number of other factors affecting performance of all industries and not just the oil, gas and minerals exploration, development and production industries, including, but not limited to, the following:

- (a) the strength of the equity and share markets in Australia and throughout the world;
- (b) general economic conditions in Australia, Puntland, Somalia and their major trading partners and, in particular, inflation rates, interest rates, commodity supply and demand factors and industrial disruptions;
- (c) financial failure or default by a participant in any of the joint ventures or other contractual relationship to which Range is, or may become, a party; and
- (d) insolvency or other managerial failure by any of the contractors used by Range in its activities.

#### **4.7 Investment Speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Entitlement Issue Options and Placement Options offered under this Prospectus.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Entitlement Issue Options and Placement Options offered pursuant to this Prospectus.

## SECTION 5

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### 5. ADDITIONAL INFORMATION

#### 5.1 Continuous Disclosure Obligations

The Company is a "disclosing entity" for the purpose of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's Securities. The Shares which will be issued on conversion of the Entitlement Issue Options and Placement Options issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus". In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, the offices of the ASIC; and
- (b) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report for the financial year ended 30 June 2007; and
  - (ii) any continuous disclosure given by the Company after the lodgement of the Company's 2007 annual report and before lodgement of this Prospectus with the ASIC.

The Company has lodged the following announcements with ASX since lodgement of the 2007 annual report on 12 October 2007:

| <b>Date</b> | <b>Announcement</b>             |
|-------------|---------------------------------|
| 30/10/2001  | Capital Raising and Appendix 3B |
| 23/10/2007  | AIM Listing                     |

## **5.2 Market price of Shares on ASX**

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market sale prices of the Company's Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

- (a) Highest – 93.5 cents on 31 July 2007; and
- (b) Lowest - 47 cents on 21 August 2007.

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.55 per Share on 31 October 2007.

## **5.3 Consents**

Steinepreis Paganin has given, and has not withdrawn, its written consent to be named in this Prospectus as the solicitor to the Company.

Steinepreis Paganin has not authorised or caused the issue of this Prospectus and do not accept any liability to any persons in respect of any false or misleading statement in, or omission from, any part of this Prospectus.

## **5.4 Directors' Interests and Remuneration of Directors**

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the promotion or formation of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of securities pursuant to this Prospectus; or
- (c) the offer of Entitlement Issue Options and Placement Options pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the Company or the offer of Entitlement Issue Options and Placement Options pursuant to this Prospectus.

The Directors' interests in Shares, partly paid shares and options at the date of this Prospectus are:

| Directors               | Shares    | Partly Paid Shares | Options |
|-------------------------|-----------|--------------------|---------|
| Sir Sam Jonah           | 8,270,025 | Nil                | Nil     |
| Mr Michael Povey        | Nil       | 1,500,000          | Nil     |
| Mr Peter Landau         | Nil       | 1,500,000          | Nil     |
| Mr Liban Bogor          | Nil       | Nil                | Nil     |
| Mr Marcus Edwards-Jones | 500,000   | 750,000            | Nil     |

The Constitution of the Company provides that the Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Directors and in default of agreement then in equal shares.

Directors, companies associated with the Directors or their associates are also reimbursed for all reasonable expenses incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

No non-executive Director shall be paid as part or whole of his remuneration a commission on or a percentage of profits or operating revenue.

If any of the Directors are called upon to perform extra services or make any special exertions on behalf of the Company or its business, the Directors may remunerate this Director in accordance with such services or exertions, and this remuneration may be either in addition to or in substitution for the remuneration provided in the form of directors fees.

The table below sets out the remuneration provided to the Directors of the Company and their associated companies during the last financial year prior to the date of this Prospectus and their current remuneration at the date of this Prospectus, inclusive of directors fees and consultancy fees.

| Director                | Year Ended 30 June 2007 |         | Current   |         |
|-------------------------|-------------------------|---------|-----------|---------|
|                         | Equity                  | Cash    | Equity    | Cash    |
| Sir Sam Jonah           |                         | 13,328  | 4,713,914 | -       |
| Mr Michael Povey        | 527,700                 | 299,243 | -         | 75,000  |
| Mr Peter Landau         | 527,700                 | 305,200 | -         | 109,000 |
| Mr Liban Bogor          | -                       | 196,935 | -         | 135,353 |
| Mr Marcus Edwards-Jones | 263,850                 | 61,247  | -         | 23,332  |

## 5.5 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no expert or adviser nor any firm in which such an expert or adviser is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the promotion or formation of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of securities pursuant to this Prospectus; or
- (c) the offer of Entitlement Issue Options and Placement Options pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or shares or otherwise) to any expert or adviser or to any firm in which any such expert or adviser is a partner, either to induce him to become, or to qualify him as, an expert or adviser or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the Company or the offer of Entitlement Issue Options and Placement Options pursuant to this Prospectus.

Steinepreis Paganin have acted as solicitor to the Company in relation to the Offer and assisted in conducting due diligence enquiries in respect of the Prospectus. The Company estimates it will pay them \$15,000 in respect of this work.

## 5.6 Litigation

The Company is not engaged in any legal or arbitration proceedings, nor so far as the Directors are aware, are there any legal or arbitration proceedings active, pending or threatened by or against the Company which are having, may have or have had a significant effect on the financial position of the Company.

## 5.7 Expenses of the Offers

The estimated expenses of the Offers (excluding GST) are as follows:

|                                      |               |
|--------------------------------------|---------------|
| ASIC fees                            | \$2,010       |
| Printing, mailing and other expenses | 20,090        |
| ASX fees                             | 2,900         |
| Legal fees                           | 15,000        |
| <b>Total</b>                         | <b>40,000</b> |

## SECTION 6

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### 6. DIRECTORS AUTHORISATION

#### 6.1 Directors' Authorisation and Consent

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



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**Mr Michael Povey**  
**For and on behalf of**  
**Range Resources Limited**

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## GLOSSARY

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**Annual General Meeting** means the 2007 annual general meeting of the Company to be held on 9 November 2007.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means, as the context requires, ASX Limited (ACN 008 624 691) or the Australian Securities Exchange.

**Broker Option** means an option to acquire a Share exercisable at 50 cents each on or before 30 June 2012.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Company or Range** means Range Resources Limited (ACN 002 522 009).

**Constitution** means the Company's Constitution as at the date of this Prospectus.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the directors of the Company at the date of this Prospectus.

**Dollar** or "**\$**" means Australian dollars.

**Entitlement Issue** means the offer of Entitlement Issue Options to Shareholders as detailed in Section 1.1 of this Prospectus.

**Entitlement Issue Acceptance Form** means the entitlement and acceptance form for the Entitlement Issue accompanying this Prospectus.

**Entitlement Issue Closing Date** means the closing date for the Entitlement Issue, being 29 November 2007 unless extended by the Company.

**Entitlement Issue Option** means an option to acquire a Share on the terms set out in Section 3.1 of this Prospectus.

**Entitlement Issue Record Date** means the record date for the Entitlement Issue, being 13 November 2007.

**Listed Option** means an option to acquire a Share exercisable at \$1.00 on or before 1 October 2007 and listed on ASX prior to their expiration.

**Listing Rules** or **ASX Listing Rules** means the Listing Rules of ASX.

**Offers** means the Entitlements Issue and the Options Offer and **Offer** means one of them.

**Options Offer** means the offer of Placement Options to Listed Option holders as detailed in Section 1.1 of this Prospectus.

**Options Offer Acceptance Form** means the application form for the Options Offer accompanying this Prospectus.

**Options Offer Closing Date** means the closing date for the Options Offer, being 29 November 2007 unless extended by the Company.

**Placement Option** means an option to acquire a Share on the terms set out in Section 3.2 of this Prospectus.

**Prospectus** means this prospectus.

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Registry** means Computershare Investor Services Pty Limited.

**Shareholder** means a shareholder of the Company.

**Shortfall** means the Entitlement Issue Options (if any) not taken up under the Entitlement Issue.

**Unlisted Option** means Options and Broker Options.

**WST** means Western Standard Time.

## OPTIONS OFFER APPLICATION FORM

RANGE RESOURCES LIMITED  
ACN 002 522 009

To meet the requirements of the Corporations Act, this form must not be handed on unless it is attached to or accompanies the Prospectus.

PLEASE USE BLOCK LETTERS.

A. I/We apply for  Options and lodge in full application  
monies at A\$0.001 per  
Option of A\$

All cheques must be drawn on an Australian Bank in Australian dollars, made payable to "Range Resources Limited - Offer Account" and crossed not negotiable.

### B. Complete Full Name Details

| Title<br>(or Company Name & ACN) | Given Name(s) | Surname |
|----------------------------------|---------------|---------|
| Applicant (1)                    |               |         |
| Joint Applicant (2)              |               |         |

### C. Complete Address Details

|                 |       |          |
|-----------------|-------|----------|
| Number & Street |       |          |
| Suburb or City  | State | Postcode |

### D. Telephone Details

|              |          |
|--------------|----------|
| Home ( )     | Work ( ) |
| Contact Name |          |

### E. Cheque Details

| Drawer | Bank | Branch (BSB) | Amount of Cheque<br>AUD \$ |
|--------|------|--------------|----------------------------|
|        |      |              |                            |

I/We declare that this application is completed according to the declarations/appropriate statements on the reverse of this form and agree to be bound by the Constitution of Range Resources Limited and the representations and warranties contained on the reverse of this Application Form and agree to take any number of Options equal to or less than the number applied for.

NO SIGNATURE IS REQUIRED.

Lodge your application form as soon as possible.

NOTE: Return of the application form with your cheque for the application monies will constitute your offer to subscribe for Options in the Company.

## HOW TO APPLY FOR OPTIONS

Please complete all relevant sections of the application form using block letters.

Please post the completed application form together with your cheque to the following address:

Computershare Investor Services Pty Ltd  
GPO Box D182  
PERTH WA 6840

Insert the amount of your APPLICATION MONIES in Box A. The amount must be equal to the number of Options applied for multiplied by A\$0.001 per Option.

Write your FULL NAME in Box B. This must be either your own name or the name of a Company. You should refer to the examples noted for the correct forms of name that can be registered. Applications using the incorrect form of name may be rejected. If your application form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be treated as valid. Any decision as to whether to treat your application as valid, and how to construe, amend or complete it, shall be final. You will not however, be treated as having to subscribe for more Options than is indicated by the amount of the accompanying cheque for the application monies referred to in Box A.

Enter your POSTAL ADDRESS for all correspondence in Box C. All communications to you from the Company (Shareholding statements, annual/interim reports, correspondence, etc) will be mailed to the person(s) and address as shown.

Enter details of contact person and telephone number, if any enquiries need to be made by the Company, in Box D.

Insert the AMOUNT OF YOUR CHEQUE(S) in Box E. The total amount of your cheque(s) must equal the total application monies (see Box A). Do not send cash. A separate cheque should accompany each application form lodged. No receipts will be issued.

### ***Correct Form of Registrable Title***

Note that ONLY legal entities are allowed to hold Options. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Range Resources Limited. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable titles.

| <b>Type of Investor</b>     | <b>Correct Form of Registrable Title</b>                  | <b>Incorrect Form of Registrable Title</b> |
|-----------------------------|---|--|
| Individual                  | John Smith  |  |
| Joint                       | John Smith & Michael Smith                                |  |
| Trusts                      | John Smith (Smith Family Account)                         | John Smith Family Trust                    |
| Deceased Estates            | Michael Smith<br>(Est John Smith Account)                 | John Smith (deceased)                      |
| Partnerships                | John Smith & Michael Smith<br>(John Smith & Sons Account) | John Smith & Sons                          |
| Clubs/Unincorporated Bodies | John Smith<br>(Smith Investment Club Account)             | Smith Investment Co                        |
| Superannuation Funds        | John Smith Pty Ltd<br>(Superannuation Fund Account)       | John Smith Pty Ltd<br>Superannuation Fund  |

# ENTITLEMENT AND ACCEPTANCE FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT  
YOUR STOCKBROKER OR LICENSED PROFESSIONAL ADVISER.

## RANGE RESOURCES LIMITED

ACN 002 522 009

REGISTERED OFFICE  
34 Parliament Place  
WEST PERTH WA 6005

SHARE REGISTRY  
Computershare Investor Services Pty Limited  
Level 2, Reserve Bank Building  
45 St George's Terrace  
PERTH WA 6000

### EXAMPLE ONLY

|   |   |  |
|---|---|--|
|   | Security Reference Number:                        |  |
|   | Entitlement No:                                   |  |
|   | Sub-Register:                                     |  |
| Shareholding<br>at 5.00 pm.<br>13 November 2007 | Entitlement to<br>new Options<br>on 1 for 8 basis | Amount Payable at<br>1 cent per option |

Non-renounceable entitlement issue of approximately 24,430,003 options on the basis of 1 option for every 8 ordinary shares held at the Record Date (fractional entitlements rounded up), at an issue price of 1 cent per option.

To the Directors  
Range Resources Limited

1. I/We the above mentioned, being registered on 13 November 2007 as the holder(s) of ordinary shares in your Company hereby accept the below mentioned options issued in accordance with the enclosed Prospectus;
2. I/We enclose my/our cheque made payable to Range Resources Limited – Offer Account, for the amount shown being payment at the rate of 1 cent per option;
3. I/We hereby authorise you to place my/our name(s) on the register of option holders in respect of the number of options allotted to me/us; and
4. I/We agree to be bound by the Constitution of the Company.

RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR  
ACCEPTANCE OF THE SECURITIES BEING OFFERED

| Options Accepted | Amount Enclosed at 1 cent per option |
|------------------|--------------------------------------|
|                  |                                      |

| PLEASE ENTER<br>CHEQUE<br>DETAILS<br>THANKYOU | Drawer | Bank | Branch or BSB | Amount |
|---|--------|------|---------------|--------|
|   |        |      |               |        |

My/Our contact details in the case of inquiry are:

Telephone ( ) ..... Fax ( ) ..... Contact Name .....

NOTE: Cheques should be made payable to Range Resources Limited – Offer Account, crossed "NOT NEGOTIABLE" and forwarded to Computershare Investor Services Pty Limited, Level 2, Reserve Bank Building, 45 St George's Terrace, Perth, Western Australia, 6000 to arrive no later than 5.00pm Western Standard Time on 29 November 2007. A Reply Paid envelope is enclosed.

Complete this panel and sign below only if a change of address is to be registered with the Company.

New Address: .....

Signature(s): ..... Date: .....

Please indicate your correct title : Director / Secretary / .....

**ISSUE CLOSES 5.00PM W.S.T. ON 29 November 2007**

THE DIRECTORS RESERVE THE RIGHT TO MAKE AMENDMENTS TO THIS FORM WHERE APPROPRIATE  
PLEASE REFER OVERLEAF FOR INSTRUCTIONS

## EXPLANATION OF ENTITLEMENT

1. The front of this form sets out the number of new options which you are entitled to accept.
2. Your entitlement may be accepted either in full or in part. There is no minimum acceptance.
3. You may not apply for new options in excess of your maximum entitlement.
4. The price payable on acceptance of each new option is 1 cent.
5. You may accept your entitlement by completing the Entitlement and Acceptance Form overleaf.

## APPLICATION INSTRUCTIONS

1. The issue price of 1 cent per option is payable in full upon application.
2. Payments must be made in Australian currency by cheque or bank draft drawn on and payable at a bank within Australia. Cheques or bank drafts drawn on banks outside Australia in either Australian currency or in foreign currency will not be accepted.
3. The cheques must be made payable to Range Resources Limited – Offer Account and crossed “Not Negotiable”.
4. When completed, this form together with the appropriate payment in Australian currency should be forwarded to Range Resources Limited, c/- Computershare Investor Services Pty Limited at the address below.
5. An appropriate Reply Paid envelope is enclosed with the Prospectus.
6. Acceptances must be received by Computershare Investor Services Pty Limited no later than 5.00pm W.S.T. 29 November 2007.

## ENQUIRIES

Any enquiries should be directed to:

**The Company's share registry:  
Computershare Investor Services Pty Limited  
Level 2,  
Reserve Bank Building  
45 St Georges Terrace  
PERTH W.A. 6000**

**Postal Address  
GPO Box D182  
PERTH W.A. 6840  
Telephone 1300 557 010  
Facsimile (08) 9323 2033**

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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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

**RANGE RESOURCES LIMITED**

ABN

**88 002 522 009**

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 (\$1.00, 1 October 2008)<br>Options (\$1.00, 1 October 2010)  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 69,185,660 Options (\$1.00, 1 October 2008) – Placement (subject to Shareholder approval)<br><br>24,430,003 Options (\$1.00, 1 October 2010) – Entitlements Issue |
| 3 | Principal terms of the +securities (eg, 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 (\$1.00, 1 October 2008)<br><br>Options (\$1.00, 1 October 2010)  |

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+ See chapter 19 for defined terms.

| <p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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>Yes – Options (\$1.00, 1 October 2010)</p> <p>No – New class of Options (\$1.00, 1 October 2008)</p>   |        |                    |             |                                  |           |  |            |                                  |           |                                       |
|---|---|--------|--------------------|-------------|----------------------------------|-----------|--|------------|----------------------------------|-----------|---------------------------------------|
| <p>5 Issue price or consideration</p>   | <p>69,185,660 Options (\$1.00, 1 October 2008) \$0.01 placement to holders of Options (\$1.00, 1 October 2007) – total amount raised \$691,857 (subject to Shareholder approval)</p> <p>24,430,003 Options (\$1.00, 1 October 2010) \$0.01 entitlements issue 1 Option for every 5 shares held – total amount raised \$244,300</p>  |        |                    |             |                                  |           |  |            |                                  |           |                                       |
| <p>6 Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>   | <p>Working Capital/Puntland Project</p>   |        |                    |             |                                  |           |  |            |                                  |           |                                       |
| <p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>  | <p>5 December 2007</p>  |        |                    |             |                                  |           |  |            |                                  |           |                                       |
| <p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>   | <table border="1"> <thead> <tr> <th data-bbox="694 1205 970 1240">Number</th> <th data-bbox="970 1205 1291 1240"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 1240 970 1361">189,803,569</td> <td data-bbox="970 1240 1291 1361">Ordinary fully paid shares</td> </tr> </tbody> </table>   | Number | <sup>+</sup> Class | 189,803,569 | Ordinary fully paid shares       |           |  |            |                                  |           |                                       |
| Number  | <sup>+</sup> Class  |        |                    |             |                                  |           |  |            |                                  |           |                                       |
| 189,803,569   | Ordinary fully paid shares  |        |                    |             |                                  |           |  |            |                                  |           |                                       |
| <p>9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>   | <table border="1"> <thead> <tr> <th data-bbox="694 1361 970 1397">Number</th> <th data-bbox="970 1361 1291 1397"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 1397 970 1518">69,185,660</td> <td data-bbox="970 1397 1291 1518">Options (\$1.00, 1 October 2008)</td> </tr> <tr> <td data-bbox="694 1518 970 1639">5,000,000</td> <td data-bbox="970 1518 1291 1639">Partly Paid Shares (up to 30 cents each, 30 cents left to pay)</td> </tr> <tr> <td data-bbox="694 1639 970 1760">75,253,032</td> <td data-bbox="970 1639 1291 1760">Options (\$1.00, 1 October 2010)</td> </tr> <tr> <td data-bbox="694 1760 970 1805">2,952,029</td> <td data-bbox="970 1760 1291 1805">Broker Options (\$0.50, 30 June 2012)</td> </tr> </tbody> </table> | Number | <sup>+</sup> Class | 69,185,660  | Options (\$1.00, 1 October 2008) | 5,000,000 | Partly Paid Shares (up to 30 cents each, 30 cents left to pay) | 75,253,032 | Options (\$1.00, 1 October 2010) | 2,952,029 | Broker Options (\$0.50, 30 June 2012) |
| Number  | <sup>+</sup> Class  |        |                    |             |                                  |           |  |            |                                  |           |                                       |
| 69,185,660  | Options (\$1.00, 1 October 2008)  |        |                    |             |                                  |           |  |            |                                  |           |                                       |
| 5,000,000   | Partly Paid Shares (up to 30 cents each, 30 cents left to pay)  |        |                    |             |                                  |           |  |            |                                  |           |                                       |
| 75,253,032  | Options (\$1.00, 1 October 2010)  |        |                    |             |                                  |           |  |            |                                  |           |                                       |
| 2,952,029   | Broker Options (\$0.50, 30 June 2012)   |        |                    |             |                                  |           |  |            |                                  |           |                                       |
| <p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>  | <p>Not applicable</p>   |        |                    |             |                                  |           |  |            |                                  |           |                                       |

**Part 2 - Bonus issue or pro rata issue**

|    |   |   |
|----|---|---|
| 11 | Is security holder approval required?   | No  |
| 12 | Is the issue renounceable or non-renounceable?  | Non-renounceable                                      |
| 13 | Ratio in which the <sup>+</sup> securities will be offered  | 1 option for every 8 ordinary fully paid Shares held. |
| 14 | <sup>+</sup> Class of <sup>+</sup> securities to which the offer relates  | Options (\$1.00, 1 October 2010)                      |
| 15 | <sup>+</sup> Record date to determine entitlements  | 13 November 2007                                      |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  | N/A   |
| 17 | Policy for deciding entitlements in relation to fractions   | Rounding Up   |
| 18 | Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. |   |
| 19 | Closing date for receipt of acceptances or renunciations  | 29 November 2007                                      |
| 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 <sup>+</sup> security holders   | N/A   |
| 25 | If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting  | Shareholder approval not required.                    |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  | 15 November 2007                                      |
| 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   |

+ See chapter 19 for defined terms.

|    |  |                 |
|----|--|-----------------|
| 29 | Date rights trading will end (if applicable)   | N/A             |
| 30 | How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?                            | N/A             |
| 31 | How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | N/A             |
| 32 | How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?                    | N/A             |
| 33 | <sup>+</sup> Despatch date   | 5 December 2007 |

### 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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

#### Entities that have ticked box 34(b)

38 Number of securities for which <sup>+</sup>quotation is sought

39 Class of +securities for which quotation is sought 

|  |
|--|
|  |
|--|

40 Do the +securities rank equally in all respects from the date of allotment 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)

|  |
|--|
|  |
|--|

|    | Number   | +Class |
|----|--|--------|
| 42 | Number and +class of all +securities quoted on ASX (including the securities in clause 38) |        |
|    |  |        |

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+ 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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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 not available now, 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: 1 November 2007

Print name:

JOANNA KIERNAN, COMPANY SECRETARY

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