



11 May 2009

The Manager  
Companies Announcement Platform  
Australian Stock Exchange Limited

**AMENDED**

**Letter to Shareholders Re Renounceable Rights Issue**

Please find attached copy of the final letter being mailed to shareholders.

NOTE the following amendments to the proposed timetable in the Prospectus released to the market on 8 May 2009.

**Ex-Rights trading for existing Shares and Rights  
trading commences**

**13 May 2009**

**Record Date**

**19 May 2009**

Yours faithfully  
Roslynn Shand  
Company Secretary  
Republic Gold Limited

**Republic Gold Limited**

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11 May 2009

Name  
Address  
Address

Dear Shareholder

**Notice to Shareholders Containing Information Required by the Australian Stock Exchange (ASX) Relating to Renounceable Rights Issues – Appendix 3B**

Republic Gold Limited (**Company or RAU**) has announced that it is making a renounceable rights issue of up to 197,229,291 fully paid ordinary shares (**New Shares**) to raise approximately \$3.94 million, before expenses.

All New Shares will rank equally in all respects from the date of allotment with the Company's shares currently quoted on ASX.

The offer is to subscribe for 1 fully paid share (**New Shares**) at a price of \$0.02 each for every 4 shares you bought before 13 May 2009 (**Ex Date**) and continued to hold at 7pm on 19 May 2009 (**Record Date**). In addition, you will also receive 2 free New Options for every 1 New Share subscribed for under the offer. A maximum of 394,458,582 New Options will be issued.

The New Options will be exercisable as follows:

- One (1), exercisable at 3 cents each on or before 5 June 2010 (**Options 2010**); and
- One (1) exercisable at 4 cents each on or before 5 June 2011 (**Options 2011**).

All underlying shares to be issued on exercise of the New Options will rank equally with existing quoted ordinary shares of the Company.

Entitlements will be rounded down to the nearest whole number and holdings on different registers or sub-registers will not be aggregated to calculate entitlements.

The funds raised by the renounceable rights issue will be applied towards the costs of the Rights Issue, the general working capital requirements of the Company and:

- Completion of the bankable feasibility study as well as commence necessary pre-construction works for the Company's Amayapampa Gold Project in Bolivia.
- Continuation of the feasibility studies, exploration, drilling and development of the Company's Tregoora and Northcote Gold Projects in Far North Queensland

The offer does not require shareholder approval, however a new issue of shares may only take place in accordance with the provisions of the Company's Constitution and pursuant to the requirements of ASX.

A prospectus detailing the renounceable rights issue was lodged by the Company with the Australian Securities and Investments Commission (ASIC) on 8 May 2009 (**Prospectus**).

**A copy of the Prospectus was also lodged with ASX on the same date. A copy of the Prospectus on the ASX website at [www.asx.com.au](http://www.asx.com.au) and on the Company's website at [www.republicgold.com.au](http://www.republicgold.com.au).**

The Prospectus will be mailed on 22 May 2009 to all shareholders. A personalised Entitlement and Acceptance Form will be sent with the Prospectus only to shareholders with registered address in Australia or New Zealand.

Shareholders with registered addresses outside Australia and New Zealand (Non-Participating Foreign Holders) are not eligible to participate in the offer of New Shares. A nominee will be appointed to sell the rights belonging to Non-Participating Foreign Holders (if there is a viable market for them) and to distribute the net sale proceeds of the rights pro-rata to the Non-Participating Foreign Holders based on their holdings.

Before making a decision whether to subscribe for these New Shares, please carefully read the Prospectus in its entirety. The offer closes on 5 June 2009. Eligible Shareholders who do not wish to take up some or all of their rights will be able, subject to there being a viable market for the rights, to trade their rights on ASX from 13 May to 29 May 2009.

Eligible Shareholders wishing to sell their rights (subject to there being a viable market for the rights) should contact their stockbroker, who will inform you of their requirements. Shareholders who wish to sell only part of their rights should, in addition to contacting their stockbroker, complete the remainder off the Entitlement and Acceptance Form and pay the application money required to take up their New Shares.

Shareholders may dispose of their rights to another person. However, if either the buyer or seller is a CHESS holder, you must contact your broker for the transfer and application monies.

You can obtain a renunciation form from your stockbroker or from Link Market Services Pty Limited who you can contact on 1300 554 474 (within Australia) or +61 2 8280 7111 (outside Australia).

If any rights are allowed to lapse, the Underwriters will apply for the relevant shortfall.

The current proposed timetable\* for the renounceable rights issue is as follows:-

Lodgement of Prospectus with ASIC and ASX	8 May 2009
Notice sent to shareholders containing information required by Appendix 3B	11 May 2009
Shares trade ex rights (purchasers will not be eligible to receive an Entitlement)	**13 May 2009
Record Date	**19 May 2009
Prospectus and Entitlement and Acceptance Form despatched to Shareholders and Entitlement. Offer opens	22 May 2009
Rights trading ends	29 May 2009

Closing Date for acceptances and payment in full	5 June 2009
Notify ASX of under subscriptions	9 June 2009
Expected date of allotment of New Shares and New Options and despatch of holding statements	12 June 2009
Expected date for commencement of normal trading and quotation of Shares and New Options	15 June 2009

\*The dates above are indicative only. Subject to the Listing Rules and the Corporations Act, the Company, with the consent of the Underwriter, reserves the right to change any date (including to extend the Closing Date of the Offer or to close the Offer early) without prior notice.

\*\* Ex rights and record date amendment

The Rights Issue is fully underwritten by Patersons Securities Limited. The Company will pay the underwriter a management fee of \$25,000 and an underwriting fee equal to \$197,229.

### Capital Structure

On the basis that all the New Shares offered under the renounceable rights issue are allocated, the share capital of the Company following the renounceable rights issue is set out in the following table.

<b>Number of Securities (Shares)</b>	<b>Description</b>
751,417,164	Existing fully paid ordinary shares
197,229,291	New Shares (fully paid ordinary shares) proposed to be issued pursuant to the renounceable rights issue at an issue price of \$0.02 each.
	<b>TOTAL SHARES</b> (upon completion of the renounceable rights issue)
	<b>948,646,455</b>
<b>Number of Securities (Options)</b>	<b>Description</b>
3,000,000	Unlisted options exercisable at 20 cents on or before 30 June 2009
26,000,000	Unlisted options exercisable at 6.25 cents on or before 10 October 2010
10,650,000	Unlisted options exercisable at 3.75 cents on or before 17 October 2010
16,000,000	Unlisted options exercisable at 6.25 cents on or before 27 October 2011
197,229,291 New Options	Exercisable at \$0.03 on or before 5 June 2010
197,229,291 New Options	Exercisable at \$0.04 on or before 5 June 2011
	<b>TOTAL OPTIONS</b>
	<b>450,108,582</b>

If you have queries regarding the renounceable rights issue please contact the Company directly on (07) 4092 2594 (within Australia) or +61 7 4092 2594 (outside Australia).

I encourage you to read the Prospectus when you receive it and consider participating in the renounceable rights issue.

Yours sincerely

A handwritten signature in black ink, appearing to be 'Peter Wicks', written in a cursive style.

Peter Wicks  
Chairman

**Republic Gold Limited**

ACN 106 399 311

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