



Ramelius Resources Limited

ACN 001 717 540

140 Greenhill Road, Unley SA 5061
GPO Box 1373, Adelaide SA 5001
DX 52003, Unley
Telephone (08) 8373 6473 / (08) 8373 5588
Facsimile (08) 8373 5917

ASX RELEASE

For Immediate Release

4 April 2008

General Manager
The Company Announcements Office
Australian Stock Exchange Limited
PO Box H224
Australia Square
Sydney NSW 1215

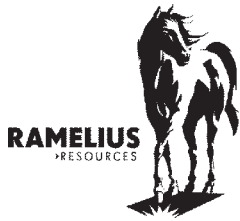
Dear Sir/Madam,

SHARE PURCHASE PLAN DOCUMENTS

The attached Share Purchase Plan documents will today be mailed to all eligible shareholders.

Yours faithfully

Dom Cosentino
Accountant



**Ramelius Resources
Limited**
ACN 001 717 540

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4 April 2008

Dear fellow Shareholder

Share Purchase Plan Offer

On the 11th of March 2008 the Directors announced a share placement and Share Purchase Plan ("SPP") to raise A\$15 million. It is intended to complete a placement to Canadian institutional investors of 11.6 million shares at A\$0.95 per share to raise A\$11 million before costs. As part of this capital program, the Directors wish to allow its other shareholders to participate at the same price offered to institutional investors.

The funds received under the placement and SPP will be directed to accelerating the developing high grade underground resource and diamond drilling at Wattle Dam. The placement and share purchase plan will allow the Company to develop the high grade underground resource without the risk of having to rely on open pit revenues for development funds. In addition, the Company can also accelerate its diamond drilling program aimed at testing the potential to discover 1 million ounces of resources at Wattle Dam in 2008.

The Directors believe that Wattle Dam will generate significant cash flow for the Company in the 2008 / 2009 financial year and these funds will be used to advance the Company's other exciting projects at Larkinville West and Eagles Nest for gold and 1A North and Hilditch for nickel.

I am pleased to enclose your SPP Offer together with a personalised Application Form which enables you to purchase additional shares in the Company at a discount to the market without brokerage costs as detailed in the SPP Offer.

Under the SPP, Ramelius is offering each eligible shareholder the opportunity to acquire fully paid ordinary shares in the capital of Ramelius ("Ramelius") at 95 cents per Share in accordance with the Terms and Conditions of the SPP Offer.

The SPP Offer price of 95 cents per Share represents a discount of 3.86 cents or 3.7% to the average market closing price of Ramelius shares traded on ASX during the 5 days immediately prior to the announcement of the SPP on 11 March 2008.

You may only apply for the following number of shares: **5,263 Shares** at 95 cents (a total application price of \$4,999.85) or **2,631 Shares** (a total application price of \$2,499.45) or **1,052 Shares** (a total application price of \$999.40).

Shareholders with a registered address only in Australia and New Zealand on 31 March 2008 (Record Date) will be eligible to participate in the SPP.

The offer is non renounceable and will open on 7 April 2008.

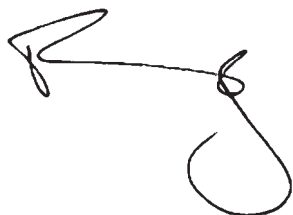
Participation in the SPP is optional. The **Directors of Ramelius intend to subscribe for shares under the SPP** in respect of their own shareholding.

The maximum number of shares that will be issued under the SPP is 4,210,000.

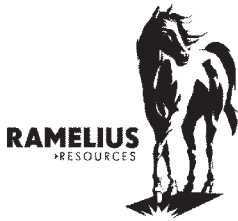
The Closing Date of the SPP is 21 April 2008 however under the SPP, your Board has the right to vary the Closing Date and close the Offer early upon receiving applications for Shares under the SPP totalling 4,210,000 Shares. Any applications received after the early close of the Offer will be refunded to applicants in accordance with clause 4 of the SPP Offer Document.

I recommend that you give the Offer your immediate consideration.

Yours faithfully

A handwritten signature in black ink, appearing to be 'RM Kennedy', written in a cursive style. The signature starts with a large loop on the left, followed by a horizontal line, and ends with a large loop on the right.

RM Kennedy
Chairman



Ramelius Resources Limited
ACN 001 717 540

Please return completed form to:
Computershare Investor Services Pty Limited
GPO Box 2987 Adelaide
South Australia 5001 Australia
Enquiries (within Australia) 1300 556 161
(outside Australia) 61 3 9415 4000
Facsimile 61 8 8236 2305
web.queries@computershare.com.au
www.computershare.com

Entitlement Number:
Record Date: 31 March 2008
Offer Closes: 5pm (Adelaide Time) 21/04/08
Price per Security: A\$0.95

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT:

This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this form please consult a professional adviser.

Pursuant to the terms and conditions of the Ramelius Resources Limited Share Purchase Plan (SPP) contained in the letter to Ramelius Resources Limited securityholders dated 4 April 2008, Ramelius Resources Limited is offering eligible securityholders the opportunity to purchase Shares up to a maximum value of A\$4,999.85 per eligible securityholder, subject to a minimum application of A\$999.40.

If you do not wish to purchase additional shares under this offer there is no need to take action.

By making your payment, you agree to be bound by the Constitution of Ramelius Resources Limited and agree that the submission of this payment constitutes an irrevocable acceptance by you to subscribe for Ramelius Resources Limited Shares on the terms of the SPP.

In addition, by submitting this Application Form or making payment you certify that the aggregate of the application price paid by you for:

- the Shares the subject of this Application Form; and
- any other shares and interests in the class applied for by you under the Share Purchase Plan or any similar arrangement in the 12 months prior to the date of submission of this Application Form, does not exceed \$5,000.00.

METHOD OF ACCEPTANCE

You can apply for shares and make your payment utilising one of the payment options detailed overleaf.

Ramelius Resources Limited may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. Any determinations by Ramelius Resources Limited will be conclusive and binding on all eligible securityholders and other persons to whom the determination relates. Ramelius Resources Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all eligible securityholders even where Ramelius Resources Limited does not notify you of that event.

This offer is Non-Renounceable - no Signature is required
Applications can only be accepted in the name printed on this form

RMS

SPRB

021218_V1



Ramelius Resources Limited
ACN 001 717 540

Please see overleaf for Payment Options



Billers Code: 70193
Ref No:

Paperclip
cheque(s)
here.
Do not
staple.

I/We wish to purchase:

1,052 shares or A\$999.40 **or** 2,631 shares or A\$2,499.45 **or** 5,263 shares or A\$4,999.85

* These share amounts may be subject to scale-back in accordance with the terms of the SPP.

Payment Details

Drawer	Cheque number	BSB number	Account number	Cheque amount
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

Make your cheque or bank draft payable to Ramelius Resources Ltd Share Purchase Plan

Contact Details

Please provide your contact details in case we need to speak to you about this form

Name of contact person

Contact person's daytime telephone number

How to accept the Share Purchase Plan

Payment Details

You can apply for shares by utilising the payment options detailed below. There is no requirement to return this form if you are paying by electronic means.

By making your payment using either electronic means or by cheque, bank draft or money order, you confirm that you:

- agree to all of the terms and conditions of the Share Purchase Plan as enclosed with this form;

Make your cheque, bank draft or money order payable to Ramelius Resources Ltd Share Purchase Plan in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected. Complete cheque details in the boxes provided.

If paying by cheque, return the Application Form and Cheque, Bank Draft or money order in the envelope provided.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Share Purchase Plan Application Form where indicated. Cash will not be accepted. A receipt for payment will not be forwarded.

Contact Details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding this form.

Lodgement of Application

If you are applying for shares and your payment is being made by BPay, you do not need to return this form. Your payment must be received by no later than 5.00 pm (Adelaide Time) on 21 April 2008. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPay are received by this time.

If you are paying by cheque, bank draft or money order, your Application Form must be received by Computershare Investor Services Pty Limited (CIS) Adelaide by no later than 5.00 pm (Adelaide Time) on 21 April 2008. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for securityholders in Australia. **New Zealand holders will need to affix the appropriate postage.** Return your Application Form with cheque, bank draft or money order attached.

Neither CIS nor the Company accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by CIS, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or E-mail privacy@computershare.com.au

If you have any enquiries concerning this form or your entitlement, please contact CIS on 1300 556 161.

This form may not be used to notify your change of address. For information, please contact CIS on 1300 556 161 or visit www.computershare.com (certificated/issuer sponsored holders only).

CHES holders must contact their Controlling Participant to notify a change of address

Payment Options:



Billers Code: 70193

Ref No:

Telephone & Internet Banking – BPay

Call your bank, credit union or building society to make this payment from your cheque or savings account. More info: www.bpay.com.au

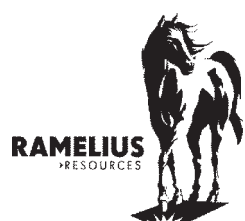


By Mail
Ramelius Resources Limited
Computershare Investor
Services Pty Limited
GPO Box 2987
Adelaide, South Australia 5001
AUSTRALIA

SPRB

RMS

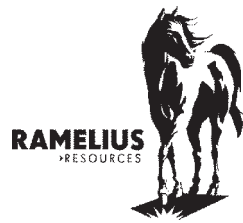




**Ramelius Resources
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SHARE PURCHASE PLAN – OFFER DOCUMENT

Share Purchase Plan (SPP)	The SPP provides eligible holders of shares in Ramelius Resources Limited (Company) with the opportunity to acquire up to 4,210,000 additional shares in the Company (Shares). There is a maximum of approximately \$4 million of Shares available under the SPP. Accordingly, applications will be accepted on a first come, first accepted basis, or scaled back on a pro-rata basis, as the Company's directors decide. Each offer is made on the same terms and conditions.
Eligibility	Registered holders of fully paid Shares at 5:00 pm (Adelaide time) on 31 March 2008 and having a registered address in either Australia or New Zealand are eligible to participate in the SPP (Eligible Shareholders).
Issue Price	The price per Share issued under the SPP will be 95 cents each. This price is the same price at which Shares were issued under the share placement announced to ASX Limited (ASX) on 11 March 2008 (Placement) and is approximately 3.7% lower than the daily volume weighted average price of Shares over the five ASX trading days up to and including 6 March 2008 (being the last day of trading before the SPP and Placement were announced).
Amount to invest	You may apply under one of the alternatives below: <ul style="list-style-type: none"> • 5,263 Shares at a total application price of \$4,999.85; or • 2,631 Shares at a total application price of \$2,499.45; or • 1,052 Shares at a total application price of \$999.40.
Indicative timetable* <i>*Subject to the Corporations Act 2001 and the Listing Rules of ASX Limited, these dates may be varied by the directors without prior notice.</i>	Opening Date for receipt of Applications – 7 April 2008 Closing Date for receipt of Applications – 21 April 2008 Date of Issue of Shares – 28 April 2008 Anticipated Date of Quotation of Shares – 5 May 2008
How to apply	If you wish to participate in the SPP you must complete the enclosed Application Form in accordance with the instructions on that Form and return it together with a cheque made payable to "Ramelius Resources Ltd Share Purchase Plan" before the Closing Date. Alternatively, you can participate in the SPP using BPAY (refer to the reverse of the enclosed Application Form for further details).
Rights attached to Shares	New Shares will rank equally with existing Shares on issue at the date of allotment.
Transferring rights	The offer is non-renounceable meaning rights to take up Shares cannot be transferred.
What to do if you receive more than one Application Form	If you receive more than one Application Form, or if you hold Shares in more than one capacity, for example if you are both a sole and joint holder of Shares, the maximum number of Shares you may apply for under the SPP is 5,263.
Other terms, conditions and important notices	Other terms, conditions and important notices relating to the SPP appear on the following page and should be read in full before applying for Shares.



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**SHARE PURCHASE PLAN – OFFER DOCUMENT
OTHER IMPORTANT TERMS, CONDITIONS AND NOTICES**

1. You should be aware that the market price of Shares may rise or fall before the Shares are allotted to you under the SPP; therefore, the issue price of Shares under the SPP may exceed or be less than the market price of Shares at the time of allotment to shareholders.
2. Shareholders will be bound by the constitution of the Company and these terms and conditions by accepting the offer to acquire Shares under the SPP.
3. The Company has a broad discretion to accept or reject your application to purchase Shares under the SPP, including (without limitation) if: your Application Form is incorrectly completed or incomplete or otherwise determined by the Company to be invalid; the cheque or money order that you enclose with the Application Form is not made out for the exact amount of the parcel of Shares that you have selected on the Application Form, is dishonoured or has not been completed correctly; or the Company believes that you are not an Eligible Shareholder.
4. The Company may issue to any person fewer Shares than the person applied for under the SPP. No interest will be paid on any application money returned to you.
5. Where a trustee or nominee is noted on the Company's share register as holding Shares on behalf of another person (**Beneficiary**), the trustee or nominee may, in respect of each Beneficiary, apply for a maximum of \$5,000 in Shares. If registered trustee or nominee holdings do not include a named Beneficiary, the maximum number of Shares the trustee or nominee may apply for will be to a value of \$5,000.
6. If you apply to participate in the SPP by completing and returning the Application Form, or by using BPay:
 - 6.1 your application, on these terms and conditions, will be irrevocable and unconditional (it cannot be withdrawn);
 - 6.2 you acknowledge that you are an Eligible Shareholder;
 - 6.3 you certify that you have not applied for Shares with an aggregate application price in excess of \$5,000 under the SPP and any similar arrangement in the 12 months prior to your application, even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
 - 6.4 you acknowledge that you are lawfully permitted to accept the offer to acquire Shares under the SPP and participate in the SPP in accordance with the laws applicable in Australia and any other applicable laws in the jurisdiction in which you and/or the beneficial owner of your Shares are situated.
7. The Company may modify or terminate the SPP at any time. The Company will notify ASX of any modification or termination of the SPP. The omission to give notice of any modification to, or termination of the SPP or the failure of ASX to receive such notice will not invalidate the termination or modification.
8. The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant, application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.