



## Ramelius Resources Limited

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### ASX RELEASE

#### For Immediate Release

22 December 2005

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

Dear Sir/Madam,

#### WATTLE DAM MINING INCENTIVE

The Directors of Ramelius Resources Limited (ASX code: "RMS") are pleased to announce the approval of a Mining Incentive Scheme for the recently appointed Project/Mine Manager for the Wattle Dam Gold Project.

Under the incentive scheme, Mr Kelty will receive up to 750,000 options dependant on the achievement of certain goals as follows:

- 250,000 options issued on production of 12,000 ounces of gold.
- 250,000 options issued on production of 14,000 ounces of gold.
- 250,000 options issued on production of 16,000 ounces of gold.

Options issued under the incentive scheme will not be quoted on ASX.

#### Rights and Liabilities attaching to the Unlisted Incentive Options

*Incentive Options ("Options") will be issued on the following terms and conditions:*

- Option holders will be entitled on payment of \$0.18687 per share (the "Exercise Price") to be allotted one ordinary fully paid share in the Company for each Option exercised (subject to possible adjustments referred to below);*
- Options are exercisable in whole or in part at any time until 31 December 2007 (the "Exercise Period"). Any options not exercised before the expiry of the Exercise Period will lapse;*
- Options are exercised by notice in writing to the Board delivered with payment of the Exercise Price in cleared funds to the registered office of the Company. The Company will not apply for Options to be quoted on ASX. However, the Company will apply for official quotation on ASX for new shares allotted on exercise of the Options which will participate equally in all respects with existing issued ordinary shares. Shares allotted on exercise of Options will qualify for dividends declared after the date of their allotment;*
- Options are non transferable and may only be exercised by the holder;*

- v. *An Option holder may only participate in new issues of securities to holders of ordinary shares in the Company if the Option has been exercised and shares allotted in respect of the Option before the record date for determining entitlements to the new issue. The Company must give prior notice to the Option holder of any new issue before the record date for determining entitlements to the issue in accordance with ASX Listing Rules;*
- vi. *If there is a bonus issue to the holders of ordinary shares in the Company, the number of ordinary shares over which the Option is exercisable will be increased by the number of ordinary shares which the holder of the Option would have received if the Option had been exercised before the bonus issue record date;*
- vii. *If the Company makes a rights issue (other than a bonus issue), the Exercise Price of Options on issue will be reduced according to the following formula:*

$$O' = O - \frac{E[P - (S + D)]}{(N + 1)}$$

*Where:*

*O' = the new exercise price of the Option;*

*O = the old exercise price of the Option;*

*E = the number of underlying ordinary shares into which one Option is exercisable;*

*P = the average closing sale price per ordinary share (weighted by to reference to volume) recorded on the stock market of ASX during the five trading days immediately preceding the ex rights date or ex entitlements date (excluding special crossing and overnight sales and exchange traded options exercised);*

*S = the subscription price for the security under the pro rata issue;*

*D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro rata issue); and*

*N = the number of securities with rights or entitlements that must be held to receive a right to one new security.*

*For the purposes of this formula securities has the meaning given to it in the ASX Listing Rules.*

- viii. *If, during the currency of the Options the issued capital of the Company is reorganised, Options will be reorganised to the extent necessary to comply with ASX Listing Rules.*

**For further information please contact:**

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Ramelius Resources Limited  
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