

## CAPITAL RAISING UPDATE

Renascor Resources Limited (ASX: RNU) is pleased advise that the upfront component of the placement announced on 11 May 2016 has now been completed with the company receiving the proceeds of \$711,000 and securities allotted. An Appendix 3B – New Issue Announcement and Cleansing Statement pursuant to section 708 in this regard are attached.

The Company has agreed to increase the conditional (subject to receipt of shareholder approvals) component of the capital raising to \$589,000 and has entered into additional firm commitment agreements in this regard increasing the overall capital raising total to \$1,300,000. The additional funds raised will be applied to increase the Company's working capital.

### Background information

Renascor Resources is an Australian-based company focused on the discovery and development of economically viable mineral deposits. Renascor has an extensive tenement portfolio, holding interests in projects in key mineral provinces of South Australia, the Northern Territory and Western Australia, including significant graphite projects near Arno Bay, South Australia and at Munglinup, Western Australia.

FOR FURTHER INFORMATION, PLEASE CONTACT:

**Mr David Christensen**

Managing Director

**Mr Angelo Gaudio**

Company Secretary

+61 8 8363 6989

[info@renascor.com.au](mailto:info@renascor.com.au)



# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Renascor Resources Limited

ABN

90 135 531 341

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  | Fully paid Ordinary Shares and Listed Options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 47,400,003 Ordinary Shares<br>11,850,003 Listed Options   |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Ordinary Shares fully paid, rank equally with existing ordinary shares.<br><br>Listed Options will be granted with an exercise price of \$0.03 and an expiry date of 30 September 2016. |

+ See chapter 19 for defined terms.

4	<p>Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>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.</p>
5	Issue price or consideration	<p>Ordinary Shares - \$0.015 per ordinary share</p> <p>Listed Options – Nil, free attaching listed option</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The Company intends that the funds raised will be primarily used to fund resource expansion drilling on the Siviour deposit and to commence comprehensive metallurgical test work at Siviour.</p>
6a	<p>Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
6b	The date the security holder resolution under rule 7.1A was passed	<p>26 November 2015</p>
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	<p>23,693,351 Ordinary Shares 11,850,003 Listed Options</p>
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	<p>23,706,652 Ordinary Shares</p>
6e	Number of <sup>+</sup> securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>Nil</p>
6f	Number of <sup>+</sup> securities issued under an exception in rule 7.2	<p>Nil</p>

<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Yes The 15 Day VWAP is calculated as \$0.0182 and was sourced from IRESS. 75% of VWAP = \$0.0137 Issue Price = \$0.015																		
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A																		
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	16,624																		
7	+Issue dates  <small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A Cross reference: item 33 of Appendix 3B.</small>	13 May 2016																		
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">284,466,527</td> <td>Ordinary Shares</td> </tr> <tr> <td style="text-align: center;">54,575,313</td> <td>Listed Options @ \$0.03 expiring on 30 Sep 2016</td> </tr> </tbody> </table>	Number	+Class	284,466,527	Ordinary Shares	54,575,313	Listed Options @ \$0.03 expiring on 30 Sep 2016												
Number	+Class																			
284,466,527	Ordinary Shares																			
54,575,313	Listed Options @ \$0.03 expiring on 30 Sep 2016																			
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 30%;">Number</th> <th colspan="2" style="width: 70%;">+Class</th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2" style="text-align: center;">Ordinary Shares</td> </tr> <tr> <td></td> <td colspan="2" style="text-align: center;">Unlisted Options</td> </tr> <tr> <td></td> <td style="text-align: center;">Exercise Price</td> <td style="text-align: center;">Expiry</td> </tr> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">666,667</td> <td colspan="2">Unlisted Performance Rights expiring 30 June 2016</td> </tr> </tbody> </table>	Number	+Class			Ordinary Shares			Unlisted Options			Exercise Price	Expiry				666,667	Unlisted Performance Rights expiring 30 June 2016	
Number	+Class																			
	Ordinary Shares																			
	Unlisted Options																			
	Exercise Price	Expiry																		
666,667	Unlisted Performance Rights expiring 30 June 2016																			
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A																		

+ See chapter 19 for defined terms.

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## Part 2 - Pro rata issue

- |    |  |     |
|----|--|-----|
| 11 | Is security holder approval required?  | N/A |
| 12 | Is the issue renounceable or non-renounceable?   | N/A |
| 13 | Ratio in which the +securities will be offered   | N/A |
| 14 | +Class of +securities to which the offer relates   | N/A |
| 15 | +Record date to determine entitlements   | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?   | N/A |
| 17 | Policy for deciding entitlements in relation to fractions  | N/A |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | N/A |
| 19 | Closing date for receipt of acceptances or renunciations   | N/A |

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+ See chapter 19 for defined terms.

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 security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 <sup>+</sup>Issue date N/A

### Part 3 - Quotation of securities

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

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>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

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<sup>+</sup> See chapter 19 for defined terms.

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

38	Number of +securities for which +quotation is sought	N/A				
39	+Class of +securities for which quotation is sought	N/A				
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +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>	N/A				
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A				
42	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">N/A</td> <td></td> </tr> </tbody> </table>	Number	+Class	N/A	
Number	+Class					
N/A						

+ See chapter 19 for defined terms.



**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

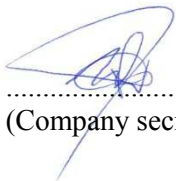
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  ..... Date: 13 May 2016  
(Company secretary)

Print name: Angelo Gaudio  
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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	138,339,488
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>25,000,000 Placement Shares issued on 9 June 2015 (Subsequently ratified by shareholders at AGM held on 26 November 2015).</p> <p>31,500,000 Institutional component of Accelerated Non-Renounceable Entitlement Offer shares issued on 18 June 2015</p> <p>14,200,612 Retail component of Accelerated Non-Renounceable Entitlement Offer shares issued on 9 July 2015.</p> <p>6,750,000 Entitlement Offer – Shortfall sub-underwriting shares issued on 9 July 2015.</p> <p>935,510 NEDSP Shares issued on 14 October 2015 (Approved by Shareholders at AGM held on 27 November 2014).</p> <p>18,000,000 Ordinary Shares issued on 26 February 2016 as consideration for the acquisition of Sol Jar Property Pty Ltd.</p> <p>2,340,914 NEDSP Shares issued pursuant to Non-Executive Directors Share Plan(for Non-Executive Directors to sacrifice 50% of their directors’ fees to acquire Shares (NEDSP Shares), as approved by shareholder at AGM held on 26 November 2015</p>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	237,066,524
<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15

+ See chapter 19 for defined terms.

	<i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	35,559,978
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>Nil</p> <p>Nil</p> <p>Nil</p> <p>23,693,351 Ordinary Shares issued on 13 May 2016 as part of placement announced on 11 May 2016.</p> <p>11,850,003 Listed Options issued on 13 May 2016 as part of placement announced on 11 May 2016.</p>
<b>“C”</b>	<b>35,543,354</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	35,559,978
<p><b>Subtract</b> “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	35,543,354
<p><b>Total</b> [“A” x 0.15] – “C”</p>	<p>16,624</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.



## CLEANSING STATEMENT

Renascor Resources Limited (“the Company”) (ASX:RNU) hereby provides notice to the ASX for the purpose of section 708A(5)(e) of the Corporations Act that it has issued today 47,400,003 fully paid Ordinary Shares in the Company at an issue price of \$0.015 per Ordinary Share and 11,850,003 free attaching listed Options @ \$0.03 expiring on 30 September 2016 without disclosure to investors under Part 6D.2 of the Corporations Act to raise \$711,000 (before costs) by way of a placement as announced on 11 May 2016 (“the Placement”).

The Company states that as at the date of this notice:

- It has complied with the provisions of Chapter 2M of the Corporations Act as they apply to the Company and section 674 of the Corporations Act; and
- It is not aware of any excluded information with the meaning of Sections 708A(7) and 708A(8) of the Corporations Act.

An Appendix 3B with respect to the Placement was lodged by the Company with ASX on 13 May 2016.

### Background information

Renascor Resources is an Australian-based company focused on the discovery and development of economically viable mineral deposits. Renascor has an extensive tenement portfolio, holding interests in projects in key mineral provinces of South Australia, the Northern Territory and Western Australia, including significant graphite projects near Arno Bay, South Australia and at Munglinup, Western Australia.

### FOR FURTHER INFORMATION, PLEASE CONTACT:

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Company Secretary

