

20 August 2014

Completion of Rookwood Sell Down

- **Sell down of 51% of Rookwood completed**
- **Fitzroy receives \$200,000 cash and 500,000 Zenith shares.**

As announced on 7 July 2014, Fitzroy Resources Limited ("Fitzroy") agreed to the sell down of 51% of Rookwood to Zenith Minerals Limited ("Zenith").

Up front consideration received

Fitzroy has received its up-front cash payment of \$200k and 0.5 million ordinary Zenith Minerals Limited shares to purchase 51% equity.

Zenith Announcement

The Zenith announcement of the transaction is available on the Zenith web site and on www.asx.com.au

Other terms of the transaction

After the up-front consideration, other key terms of the Develin Creek Sale and Option Agreement are as follows:

- An exclusive 24 month period within which Zenith has the option to purchase the remaining 49% equity in the Devlin Creek project at Zenith's election, the 24 month period will include an automatic extension period when there is bona fide no or limited access to the project site due to major rainfall events or events beyond Zenith's control,
- An option exercise fee of \$300k cash and 3 million ordinary Zenith Minerals Limited shares to acquire the remaining 49% equity,
- If after 24 months Zenith decides at its absolute discretion not to purchase the remaining 49% equity, then:
 - The companies will either form a joint venture to progress the evaluation of the project with normal industry contribution and dilution clauses or
 - Fitzroy has a one-off opportunity to buy-back 100% of the project for cash consideration equal to the greater of \$200k or 50% of the total expenditure incurred by Zenith during the option period.
- Zenith must sole fund the exploration activities during the 24 month period.

For further information contact:

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Company Secretary
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About Fitzroy Resources

Capital Structure (30 June 2013)

Share Code	ASX: FRY
Shares on Issue	120 Million
Options	6 Million
Performance Shares on issue	20 Million

Directors and Management

Tom Henderson, **Chairman**
 Will Dix, **Director**
 Ric Vittino, **Director**
 Russell Lynton-Brown, **Director**

Benjamin Lane, **Chief Executive Officer**
 Simon Robertson, **Company Secretary**

Projects

Emmaus:
 Hard Coking Coal Property
 West Virginia, USA
 100km S of Charleston, WV

Blackstone:
 Hard Coking Coal Property
 West Virginia, USA
 100km S of Charleston, WV

Rookwood (49%):
 VHMS copper/gold prospect
 70km NW of Rockhampton, Qld

Glentanna:
 VHMS copper/gold prospect
 140km SW of Brisbane, Qld

Fitzroy Resources Ltd is an Australian based coal development company, with two hard coking coal projects in West Virginia, USA.

Fitzroy's main focus is to explore the coal potential of the Emmaus and Blackstone projects for hard coking coal and to rapidly develop into a producer of hard coking coal to the US domestic and export markets.

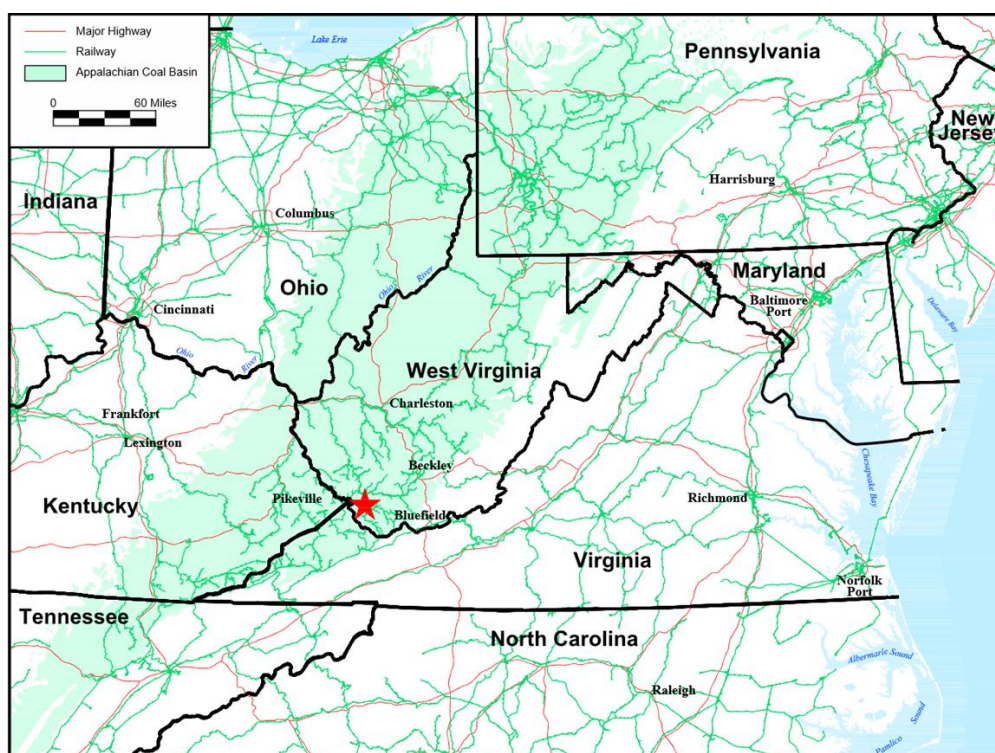


FIGURE 1 – LOCATION OF EMMAUS AND BLACKSTONE