

23 November 2015

## **PUBLIC OFFER CLOSES & UPDATE ON STATUS OF BID CONDITIONS**

Fitzroy Resources Ltd (ASX: FRY) (to be renamed 4DS Memory Limited) (**Fitzroy**) is pleased to announce that:

- (a) its offer of up to 110,000,000 new shares to raise up to \$2,750,000 (before costs) pursuant to the Prospectus dated 16 October 2015 (**Public Offer**) has closed successfully; and
- (b) the minimum bid condition under Fitzroy's off-market takeover bids (**Takeover Bids**) for 4D-S Limited (**4DS**) has been satisfied.

### **Public Offer**

The Public Offer attracted strong demand and closed with support in excess of the maximum \$2,750,000 subscription amount. The close of the Public Offer satisfies one of the conditions of Fitzroy's Takeover Bids for 4DS (**Bid Conditions**).

Settlement of the Public Offer remains conditional upon the balance of the Bid Conditions being satisfied or waived.

### **Update on status of Bid Conditions**

Fitzroy has received acceptances for more than 90% of each class of voting share in 4DS, meaning that the minimum acceptance condition under Fitzroy's Takeover Bids for 4DS has been satisfied.

As noted above, the Bid Condition relating to the Public Offer has also been satisfied. Also, the Bid Condition relating to approval of the Essential Resolutions (as defined in Fitzroy's Bidder's Statement) was satisfied at Fitzroy's Annual General Meeting on 23 October 2015.

The Takeover Bids remain subject to the other Bid Conditions, including:

- (a) Fitzroy receives from ASX written confirmation that ASX will terminate the suspension of Fitzroy shares from quotation, subject to the satisfaction of such terms and conditions (if any) as are prescribed by ASX or the Listing Rules, and such conditions being capable of being satisfied;
- (b) all 4DS Non-voting Security-holders accepting a Private Treaty Offer in respect of their 4DS Non-voting Securities;

- (c) each 4DS Securityholder entering a restriction agreement in respect of the Fitzroy Securities issued to them on completion of the Takeover Bids and under the Private Treaty Offers as ASX may require; and
- (d) no Prescribed Occurrence for 4DS or 4DS Material Adverse Change occurring prior to the end of the Offer Period.

As announced on 11 November 2015, Fitzroy has extended the offer period under the Takeover Bids to 14 December 2015 to allow more time for the Bid Conditions to be satisfied. Fitzroy expects the remaining Bid Conditions will have been satisfied or waived by that date. Fitzroy expects to complete the acquisition of 4DS and have its shares reinstated to trading on ASX shortly thereafter.

**For and on behalf of Fitzroy Resources Limited**

Riccardo Vittino

**Director.**

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