

8 December 2015

SATISFACTION AND WAIVER OF ALL BID CONDITIONS TO ACQUIRE 4D-S LIMITED

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

- (a) all operative conditions under its off-market takeover bids (**Takeover Bids**) for 4D-S Limited have now been satisfied; and
- (b) it has also waived all other outstanding conditions to its Takeover Bids, which are now unconditional.

Upon the Takeover Bids becoming unconditional, pursuant to the terms of the Bid Implementation Agreement and as approved by Fitzroy shareholders at Fitzroy's Annual General Meeting on 23 October 2015, the Fitzroy Board was reconstituted, with the resignation of Mr Riccardo Vittino, Mr Tim Grice and Mr Peter Webse, being all Existing Directors and the appointment of the following Directors to the Board:

- Mr James Dorrian as Non-executive Chairman;
- Dr Guido Arnout as Managing Director and Chief Executive Officer;
- Mr David McAuliffe as a Non-executive Director; and
- Mr Howard Digby as a Non-executive Director.

Mr Webse will continue as Company Secretary.

Fitzroy wishes to thank Messrs Vittino, Grice and Webse for their service as Directors.

Fitzroy is currently actively working with the ASX to satisfy the conditions for reinstatement to trading and have its shares reinstated to trading on ASX.

For and on behalf of Fitzroy Resources Limited

Peter Webse
Company Secretary

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