
RENAISSANCE MINERALS LIMITED
ACN 141 196 545
NOTICE OF GENERAL MEETING

TIME: 10am (WST)

DATE: Wednesday, 30 March 2016

PLACE: Level 2, 1 Walker Avenue
West Perth WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss any of the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9286 6300

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 10am (WST) on 30 March 2016 at:

Level 2, 1 Walker Avenue
West Perth WA 6005

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5pm (WST) on 28 March 2016.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and

- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL OF THE MEMORANDUM OF AGREEMENT WITH EMERALD RESOURCES NL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That Shareholders approve the terms of the Memorandum of Agreement between the Company and Emerald Resources NL (**Emerald**) relating to the Company's Cambodian gold project (the **Project**) pursuant to which Emerald may earn up to a 51% interest in the Project by sole funding completion of a definitive feasibility study on the Project, an environmental and social impact assessment for the Project, and US\$3 million on exploration, all within a two year period.”*

A comprehensive summary of the material terms of the Memorandum of Agreement is set out in the Explanatory Statement which accompanies this Notice. Shareholders are encouraged to read the Explanatory Statement in full prior to exercising their right to vote on Resolution 1.

2. RESOLUTION 2 – RATIFICATION OF SHARE PLACEMENT UNDER LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 68,933,333 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 – RATIFICATION OF SHARE PLACEMENT UNDER LISTING RULE 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 45,955,555 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 4– ELECTION OF DIRECTOR – ROSS WILLIAMS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Ross Williams, a Director who was appointed on 25 February 2016, retires, and being eligible, is elected as a Director.”

5. RESOLUTION 5 – ELECTION OF DIRECTOR – HAMISH HALLIDAY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Hamish Halliday, a Director who was appointed on 25 February 2016, retires, and being eligible, is elected as a Director.”

Dated: 26 February 2016

By order of the Board



Brett Dunnachie
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 - APPROVAL OF THE MEMORANDUM OF AGREEMENT WITH EMERALD RESOURCES NL

1.1 Background

As announced to ASX on 3 February 2016, the Company has entered into a binding memorandum of agreement (**MoA**) with Emerald pursuant to which it has granted to Emerald the conditional right to earn up to a 51% interest in the Company's Cambodian gold projects and form a joint venture with the Company to develop and extract value from the projects. Further information regarding the MoA and joint venture is set out in Section 1.2.

The Board carefully considered the transactions contemplated by the MoA, the Company's rights and obligations under the MoA and the Board's statutory and fiduciary duties and, having taken all appropriate advice, has approved the proposal to put Resolution 1 to Shareholders to enable Shareholders to have the opportunity to consider and exercise their voting rights on the merits of the proposed transaction.

Resolution 1 seeks Shareholder approval of the proposed joint venture with Emerald.

1.2 The Joint Venture

The Company has granted to Emerald the right to earn up to a 51% interest in the Company's Cambodian gold projects by sole funding completion of a definitive feasibility study (**DFS**) on the Project, an Environmental & Social Impact Assessment (**ESIA**) for the development of the Okvau Deposit and up to US\$3 million on exploration expenditure, all within a two year period. The implementation of the MoA and commencement of the farm-in rights of Emerald are subject to a number of conditions, including the approval of the Company's Shareholders under Resolution 1.

Emerald will be the manager of the DFS and ESIA process. The Company and Emerald will be joint managers of the exploration program until such time that Emerald has earned its 51% interest, upon which the Company and Emerald will form a joint venture to govern and regulate their relationship in respect of the further development of the Project (the **Joint Venture**).

1.3 Emerald Resources NL

Emerald is an ASX listed entity (ASX:EMR) with approximately \$18 million in cash reserves. The Company expects Emerald to utilise its highly credentialed management team who possess a positive track record in the funding and management of gold projects through to development to fund and manage the DFS and the development of the Okvau Deposit at the Project as joint venture partner to the Company.

Emerald will focus on the development economics of the Okvau Deposit by optimising capital and operating costs through process design and mining efficiencies. Mr Morgan Hart, the managing director of Emerald, has overseen the successful development of numerous gold projects for Equigold NL and, most recently, as operations director of Regis Resources Ltd. He has experience in developing countries, including the development of the Bonikro Gold Project in Côte d'Ivoire, and he has assembled a highly competent technical team to assist with the development of the Okvau Deposit.

1.4 Share Placement and Nominee Director

In connection with the MoA, the Company completed the placement of 114,888,888 Shares at an issue price of \$0.03 each to raise approximately \$3.4 million (the **Placement**). Further details in respect of the Placement are set out in the announcement released by the Company to ASX on 9 February 2016.

Of the Placement, the Company issued 57,444,445 Shares to Emerald representing approximately 10% of its expanded issued capital. Resolution 2 of this Notice of Meeting seeks Shareholder ratification of the issue of Shares under the Placement.

Emerald was also granted the right to appoint a nominee to the board of directors of the Company upon completion of the Placement. On 25 February 2016, the Company appointed Mr Ross Williams as Emerald's nominee director. Resolution 4 of this Notice of Meeting seeks Shareholder approval for the re-election of Mr Williams as a Director of the Company.

1.5 The Cambodian Gold Project

The Project is located approximately 265km north-east of Cambodia's capital, Phnom Penh. The Okvau and adjoining O'Chhung licences cover approximately 400km² of project area and are located within the core of a prospective Intrusive Related Gold province in Cambodia's eastern plains.

A revised independent JORC Indicated and Inferred Resource estimate of 15.8Mt at 2.2g/t for 1.13Moz of gold was completed for the Okvau Deposit in July 2015. Approximately 85% the resource estimate is in the Indicated category. The resource estimate comprises 13.2Mt at 2.3g/t gold for 0.96Moz of gold in the Indicated resource category plus 2.7Mt at 2.0g/t gold for 0.17Moz of gold in the Inferred resource category.

The mineralised vein system of the Okvau Deposit has a current strike extent of 500 metres across a width of 400 metres. The depth and geometry of the resource make it amenable to open pit mining with 73%, or 830,000 ounces of the total resource estimate within the single open pit mine design.

The Okvau Deposit remains open. There is significant potential to define additional ounces from both shallow extensions along strike to the north-east and at depth. The current resource estimate is underpinned by 132 drill holes for 33,351 metres, of which 100 holes or 30,046 metres is diamond core drilling with the remainder being reverse circulation drilling. Drill hole spacing is nominally 30 metres by 30 metres.

There are numerous high priority exploration prospects based upon anomalous geochemistry, geology and geophysics which remain untested with drilling. These targets are all located within close proximity to the Okvau Deposit.

Pre-Feasibility Study

Renaissance completed a Pre-Feasibility Study (**PFS**) in July 2015 for the development of a 1.5Mtpa operation based only on the Okvau Deposit via an open pit mining operation. The PFS was completed to +/-20% level of accuracy.

The PFS demonstrates the potential for a robust, low cost development with an initial life of mine of 8 years producing on average 91,500 ounces of gold per annum via conventional open pit mining methods from a single pit to be mined in three stages.

Shareholders are referred to the Company's announcement dated 3 February 2016 for further information in respect of the Project.

1.6 Summary of the MoA

The material terms of the MoA are as follows:

- (a) **Conditions Precedent:** The implementation of the MoA is subject to satisfaction of certain conditions precedent, including:
- (i) approval by the shareholders of the Company;
 - (ii) approval by the shareholders of Emerald in order to change the nature and scale of Emerald's operations;
 - (iii) ASX granting Emerald conditional approval for the securities in Emerald to be re-instated to trading on the ASX following re-compliance with Chapters 1 and 2 of the ASX Listing Rules; and
 - (iv) the Company and Emerald obtaining the necessary approvals and consents from the government of Cambodia,
- (together the **Conditions**).
- (b) **Earn-in right:** Following satisfaction of the Conditions, Emerald may earn up to a 51% interest in the Project by:
- (i) sole funding exploration on the Project of a minimum of US\$3 million;
 - (ii) completing the DFS of the Project (at an estimated cost of US\$4-5 million); and
 - (iii) completing the ESIA of the Project,

within a two year period of the commencement of the JV Agreement.

Emerald's interest in the Project will be earned progressively based on a combination of exploration expenditure and DFS completion as follows:

Exploration Spend (non DFS costs)	DFS and ESIA Status	Time	Emerald Interest
US\$0.5 million	N/A	9 months	5%
US\$2.5 million	N/A	24 months	30%
US\$3.0 million	Completed	24 months	51%

- (c) **Joint Venture:** Upon earning an interest in the Project, the Company and Emerald will form the Joint Venture for the purpose of further developing and extracting value from the Project.
- (d) **Management:** Emerald will manage the DFS and ESIA. The Company and Emerald will jointly manage the exploration program on the Project until such time that Emerald has earned its 51% interest. All decisions of the Joint Venture regarding development commitments and expenditure will be subject to a 75% voting approval.
- (e) **Withdrawal rights:**
- (i) Emerald may only withdraw from the MoA after six months and minimum expenditure of US\$0.5 million. If Emerald elects to withdraw prior to completion of the DFS and ESIA, it will relinquish any interest in the Project which it may have earned.
 - (ii) If, at the time of withdrawal, Emerald has earned a 30% interest and has not completed the DFS, the Company may dilute Emerald to a 10% interest by spending a further US\$2 million on exploration and/or development of the Project.
 - (iii) If either party dilutes to a 10% interest, the other party may elect to convert that party's interest to a 2% royalty.

1.7 Timetable

Event	Date
Announcement of the MoA to form the Joint Venture	3 February 2016
Completion of Placement	9 February 2016
Date of the Company's general meeting	30 March 2016
Date of Emerald's general meeting to approve the change in nature and scale of activities*	31 March 2016
Period during which Emerald may earn up to a 51% interest in the Project	Two years from the commencement of the JV Agreement

* For the purpose of satisfying the condition precedent to the MoA described in Section 1.6(a)(ii) above, Emerald intends to convene a general meeting of its shareholders on 31 March 2016 at which it will seek approval to change the nature and scale of its activities for the purpose of Chapter 11 of the ASX Listing Rules.

1.8 Advantages and disadvantages to the MoA and Joint Venture

The Directors are of the view that the following non-exhaustive list of advantages and disadvantages may be relevant to a Shareholder's decision on how to vote on Resolution 1:

(a) Advantages

The Joint Venture will provide the Company and Shareholders with the following benefits:

- (i) the exploration program on the Project will be fully funded for two years to a minimum of US\$3 million;

- (ii) the DFS and ESIA on the Project will be completed and funded at an estimated cost of US\$4-5 million;
- (iii) the expertise of Emerald's highly credited management team to progress the exploration and development of the Project;
- (iv) accelerate the potential development of the Project;
- (v) the Company raised \$3.4 million under the Placement which enables the Company to augment its working capital and secure its mid-term financial position;
- (vi) the implementation of the MoA will result in the Company significantly reducing its expenditure commitments in the near term whilst retaining a significant ownership interest and meaningful ongoing exposure to the Project with an exceptional development partner;
- (vii) in the current economic climate, there is no guarantee that the Company will be successful in raising the capital it would otherwise require to undertake exploration, development and mining activities in respect of the Project and to proceed to the commercialisation of the Project; and
- (viii) if the Company were to undertake an equity capital raising for the purpose of raising funds for mining activities in respect of the Project, it is highly likely that this would subject Shareholders to significant dilution of their holdings.

(b) **Disadvantages**

- (i) The principal effect of the MoA and Joint Venture is that the Company's interest in the Project and exposure to its upside will be diluted as Emerald progressively earns an interest of up to 51%. This may not be consistent with all Shareholders' investment objectives when they elected to invest in the Company.
- (ii) Emerald has the right to withdraw from the MoA after six months and expending a minimum of US\$0.5 million on exploration of the Project. If Emerald were to withdraw, the advantages described above would not be fully realised and the Company would be required to fund exploration activities and potentially raise further capital to progress development of the Project.

1.9 Directors' Recommendation

The Directors do not have any material interest in the outcome of Resolution 1 other than as a result of their interest arising solely in the capacity as Shareholders.

Having regard to the advantages and disadvantages of the Joint Venture as detailed in Section 1.8, the Directors believe the Joint Venture is in the best interests of the Company and unanimously recommend Shareholders vote in favour Resolution 1.

1.10 Competent Persons Statements

The information in this Notice of Meeting that relates to exploration results is based on information compiled by Mr Craig Johnson, who is a consultant to the Company and who is a Member of The Australasian Institute of Geoscientists. Mr Craig Johnson has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Craig Johnson consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to the Mineral Resources for the Okvau Gold Deposit was prepared by International Resource Solutions Pty Ltd (Brian Wolfe), who is a consultant to the Company, who is a Member of the Australian Institute of Geoscientists (AIG), and has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined by the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Wolfe consents to the inclusion of the matters based on his information in the form and context in which it appears.

Reference is made to the Company's ASX release dated 27 July 2015. All material assumptions underpinning the production target and financial information continue to apply and have not materially changed.

2. RESOLUTION 2 AND 3 – RATIFICATION OF SHARE PLACEMENT

2.1 General

On 9 February 2016, the Company issued 114,888,888 Shares at an issue price of \$0.03 per Share to raise approximately \$3.4 million.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue (which was undertaken within the Company's placement capacity under Listing Rules 7.1 and 7.1A), the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

2.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 114,888,888 Shares were issued under the Placement;
- (b) the issue price was \$0.03 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) of the Placement, the Company issued:
 - (i) 57,444,445 Shares to Emerald in accordance with the terms of the MoA; and
 - (ii) 57,444,443 Shares were issued to institutional and sophisticated investors. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue will primarily be used for working capital purposes, future contributions to the proposed Joint Venture and funding of project generation.

3. RESOLUTION 4 – ELECTION OF DIRECTOR – ROSS WILLIAMS

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 13.4 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Ross Williams, having been appointed on 25 February 2016, will retire in accordance with clause 13.4 of the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Mr Williams is a founding shareholder of MACA Limited (MACA) and up until July 2014 held the position of CFO and Finance Director with responsibility for capital management, finance, financial reporting and corporate strategy. He played a key role in the highly successful initial public offering of MACA in 2010 and was pivotal to its subsequent success as a publicly listed company. He continued to serve on the Board of MACA as a non-executive director until resigning in February 2015.

Mr Williams holds a Post Graduate Diploma in Financial Services Management from Macquarie University and was a Fellow of the Australian Institute of Banking and Finance prior to establishing MACA in 2002. Mr Williams is currently serving as a non-executive director for Emerald Resources Limited and Neon Capital Limited, both of which are publicly listed.

4. RESOLUTION 5 – ELECTION OF DIRECTOR – HAMISH HALLIDAY

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 13.4 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Hamish Halliday, having been appointed on 25 February 2016, will retire in accordance with clause 13.4 of the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Mr Halliday is a Geologist with a Bachelor of Science from the University of Canterbury and has over 20 years of corporate and technical experience in the mining industry. Mr Halliday has been involved in the discovery and acquisition of numerous projects over a range of commodities throughout four continents. Mr Halliday has founded and held executive and non-executive directorships with a number of successful listed exploration companies including Venture Minerals Ltd and Adamus Resources Ltd ('Adamus'). He was CEO of Adamus from its inception through to successful completion of a feasibility study on its gold project in Ghana which is now in production.

Currently Mr Halliday is the Managing Director of Venture Minerals and a Non-Executive Director of Comet Resources.

GLOSSARY

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company or **Renaissance** means Renaissance Minerals Limited (ACN 141 196 545).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Emerald means Emerald Resources NL (ACN 009 795 046)

Joint Venture means the joint venture formed between the Company and Emerald in respect of the Project pursuant to the terms of the MoA.

JV Agreement means the proposed farm-in and joint venture agreement between the Company and Emerald in accordance with the MoA, as summarised in Section 1.6.

Memorandum of Agreement means the farm-in and joint venture agreement between the Company and Emerald, as summarised in Section 1.6.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Placement means the placement of Shares by the Company, Shareholder ratification of which is the subject of Resolution 2 and 3.

Project means the Company's Cambodian gold project, including the Okvau Deposit.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of this Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

APPOINTMENT OF PROXY
RENAISSANCE MINERALS LIMITED
ACN 141 196 545

GENERAL MEETING

I/We

of

being a member of Renaissance Minerals Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

☐

the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the General Meeting to be held at 10:00am (WST), on Wednesday, 30 March 2016 at Level 2, 1 Walker Avenue West Perth, Western Australia and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Approval of the Memorandum of Agreement with Emerald Resources NL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ratification of Share Placement – 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Ratification of Share Placement - 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Re-election of Ross Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Re-election of Hamish Halliday	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signature of Member(s):

Date:

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

RENAISSANCE MINERALS LIMITED
ACN 141 196 545

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and cast a vote at an General Meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting. If the member is entitled to cast 2 or more votes at the meeting, the member may appoint a second proxy to attend and vote on their behalf at the meeting. However, where both proxies attend the meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A member who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointments do not specify the proportion or number of the member's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Renaissance Minerals Limited, 78 Churchill Avenue, Subiaco WA 6008; or
 - (b) facsimile to the Company on facsimile number +61 8 9286 6333; or
 - (c) email to the Company at admin@renaissanceminerals.com.au,

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.