EMERALD RESOURCES NL
ACN 009 795 046

PROSPECTUS

For an offer of up to 33,334 Shares at an issue price of $0.03 per Share to raise up to $1,000 (**Offer**).

Completion of the Offer is conditional upon satisfaction of the Conditions, which are detailed further in Section 2.2 of the Prospectus.

This Prospectus is a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy ASX requirements for re-listing following a change to the nature or scale of the Company's activities.

IMPORTANT INFORMATION

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay. **The Shares offered by this Prospectus should be considered highly speculative.**

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1. CORPORATE DIRECTORY

Directors

Simon Lee AO
Non-Executive Chairman

Morgan Hart
Managing Director

Ross Stanley
Non-Executive Director

Ross Williams
Non-Executive Director

Company Secretary

Mark Clements

ASX Code

EMR

Registered Office

1110 Hay Street
WEST PERTH WA 6005

Telephone: 1300 729 543
Facsimile: 1300 729 528

Email: info@emeraldresources.com.au
Website: www.emeraldresources.com.au

Share Registry*

Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

Telephone (Australia): +618 9315 2333
Facsimile: +618 9315 2033

Legal Advisors

Steinepreis Paganin
Level 4, The Read Buildings
16 Milligan Street
PERTH WA 6000

Technical Expert**
KH Morgan Geological Consultants Pty Ltd, trading as KH Morgan and Associates
Unit 10, 4 Queen Street
BENTLEY WA 6102

Cambodian Legal Advisors
Pro Asia Legal Solutions
No. 7-5 First Floor
Street 308 Tonle, Bassac
CHAMKAMON, PHNOM PENH
CAMBODIA

Auditor and Investigating Accountant

HLB Mann Judd
Level 4, 130 Stirling Street
PERTH WA 6000

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus.

** Incorporating contributions by EGRM Consultants Pty Ltd and Mintrex Pty Ltd. Please refer to Section 11 for more information.

2. IMPORTANT NOTICE

This Prospectus is dated 30 March 2016 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Application will be made to the ASX within seven days after the date of this Prospectus for Official Quotation of the Shares the subject of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on, and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Shares or the Offer or to otherwise permit a public offering of the Shares in any jurisdiction outside Australia.

2.1 Investment Advice

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for Shares under this Prospectus.

2.2 Conditional Offer

The Offer is conditional on:

(a) the passing of all of the Resolutions that are being put to Shareholders at the General Meeting;

(b) all conditions precent to the JV Agreement being satisfied or waived (where they are capable of being waived); and

(c) the Company receiving conditional approval for the re-quotation of its Shares on ASX on terms reasonably acceptable to the Company,

(**Conditions**).

Accordingly, the Offer under this Prospectus is effectively inter-conditional on, among other things, all conditions precedent to the JV Agreement being satisfied or waived (where they are capable of being waived).

In the event that a Condition is not satisfied, the Offer will not proceed and no Shares will be issued pursuant to this Prospectus. If this occurs, Applicants will be reimbursed their Application monies (without interest).

2.3 Risks

You should read this document in its entirety and, if in any doubt, consult your professional advisers before deciding whether to apply for Shares. There are risks associated with an investment in the Company and the Shares offered under this Prospectus must be regarded as a speculative investment. The Shares offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Shares. Refer to Section 8 of this Prospectus for details relating to risk factors.

2.4 Forwarding-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

Although the Company believes that the expectations reflected in the forward looking statements included in this Prospectus are reasonable, none of the Company, its Directors or officers, or any person named in this Prospectus, can give, or gives, any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur or that the assumptions on which those statements are based will prove to be correct or exhaustive beyond the date of its making. Investors are cautioned not to place undue reliance on these forward-looking statements.

Except to the extent required by law, the Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 8 of this Prospectus.

2.5 Privacy statement

By completing and returning an Application Form, you will be providing personal information directly or indirectly to the Company, the Share Registry and related bodies corporate, agents, contractors and third party service providers of the foregoing (**Collecting Parties**). The Collecting Parties collect, hold and will use that information to assess your Application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

By submitting an Application Form, you authorise the Company to disclose any personal information contained in your Application Form (**Personal Information**) to the Collecting Parties where necessary, for any purpose in connection with the Offer, including processing your acceptance of the Offer and complying with applicable law, the ASX Listing Rules, the ASX Settlement Operating Rules and any requirements imposed by any Public Authority.

If you do not provide the information required in the Application Form, the Company may not be able to accept or process your acceptance of the Offer.

If the Offer is successfully completed, your Personal Information may also be used from time to time and disclosed to persons inspecting the register of Shareholders, including bidders for your securities in the context of takeovers, Public Authorities, authorised securities brokers, print service providers, mail houses and the Share Registry.

Any disclosure of Personal Information made for the above purposes will be on a confidential basis and in accordance with the *Privacy Act 1988* (Cth) and all other legal requirements. If obliged to do so by law or any Public Authority, Personal Information collected from you will be passed on to third parties strictly in accordance with legal requirements. Once your Personal Information is no longer required, it will be destroyed or de-identified. As at the date of this Prospectus, the Company does not anticipate that Personal Information will be disclosed to any overseas recipient.

Subject to certain exemptions under law, you may have access to Personal Information that the Collecting Parties hold about you and seek correction of such information. Access and correction requests, and any other queries regarding this privacy statement, must be made in writing to the Share Registry at the address set out in the Corporate Directory in Section 1 of this Prospectus. A fee may be charged for access.

2.6 Web Site – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.emeraldresources.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

There is no facility for the Offer to be accepted electronically or by applying online. Shares will not be issued under the electronic version of the Prospectus.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company.

2.7 Defined terms

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 17 of this Prospectus.

2.8 Time

All references to time in this Prospectus are references to Australian Western Standard Time.

2.9 Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this prospectus are illustrative only and may not be drawn to scale.

2.10 Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offer or how to accept the Offer, please call the Company Secretary, Mark Clements on 1300 729 543.

2.11 Competent Person Statement

The information in this Prospectus that relates to exploration results for the Project is based on information compiled by Mr Craig Johnson, who is an employee of Renaissance 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 Prospectus that relates to the Mineral Resources for the Okvau Gold Deposit was prepared by International Resource Solutions Pty Ltd (Brian Wolfe), a consultant to Renaissance, 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 Renaissance's ASX announcement, 'Okvau PFS Demonstrates Compelling Project Economics' dated 27 July 2015. All material assumptions underpinning the production target and financial information continue to apply and have not materially changed.

3. KEY DATES

Indicative timetable*

Lodgement of Prospectus with the ASIC	30 March 2016
Opening Date of the Offer	30 March 2016
General Meeting held to approve the acquisition of an interest in the Project and formation of the Joint Venture	31 March 2016
Closing Date of the Offer	1 April 2016
Issue of Shares under the Offer and despatch of holding statements	6 April 2016
Re-compliance with Chapters 1 and 2 of the ASX Listing Rules	6 April 2016
Re-quotation of Shares (including Shares issued under the Offer) on ASX	8 April 2016

** The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offer early without prior notice. The Company also reserves the right not to proceed with any of the Offer at any time before the issue of New Shares to Applicants.*

4. INVESTMENT OVERVIEW

This section is a summary only and not intended to provide full information for investors intending to apply for Shares offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

Item	Summary	Further information
A. Company		
Who is the issuer of this Prospectus?	Emerald Resources NL (ACN 009 795 046) (ASX:EMR) (**Company** or **Emerald**).	Section 5.1
Who is the Company?	The Company is a public company listed on the official list of ASX. The Company was incorporated on 15 September 1969. Since late August 2014, the Company has been actively seeking to identify and evaluate new opportunities in the energy and broader resources sector that may increase shareholder value.	Section 7.1
What is the Company proposing to acquire and how?	On 3 February 2016, the Company announced that it had entered into a binding memorandum of agreement (**MoA**) with Renaissance Minerals Limited (ACN 141 196 545) (ASX: RNS) (**Renaissance**) pursuant to which Renaissance has granted Emerald the conditional right to earn up to a 51% interest in the Cambodian gold projects owned by Renaissance (**Project**) and form an incorporated joint venture with Renaissance (**Joint Venture**) to explore the Project. The Company may earn an interest in the Project by sole funding completion of a definitive feasibility study (**DFS**) (including an Environmental & Social Impact Assessment (**ESIA**)) for the development of the Okvau Gold Deposit and up to US$3,000,000 on exploration expenditure on the Project, all within a two year period. The MoA has now been superseded by the JV Agreement, the terms of which are summarised in Section 14.1.	Sections 5.1 7.4 and 14.1
B. Business Objectives		
What are the key business objectives of the Company?	Upon re-instatement of the Company on the ASX, the Company intends to: • undertake further drilling in respect of the exploration prospects located on the Project (within a	Section 5.3

Item	Summary	Further information
	close proximity to the Okvau Gold Deposit); • manage the completion of a DFS on the Okvau Gold Deposit; and • focus on the development economics of the Okvau Gold Deposit by optimisation of capital and operating costs through process design and mining efficiencies.	
C. Key Advantages and Key Risks		
What are the key advantages of an investment in the Company?	The Directors are of the view that an investment in the Company provides the following non-exclusive list of advantages: • the Okvau Gold Deposit (which forms part of the Project) has an Inferred Resource estimate of 15.8Mt @ 2.2g/t for 1.13 Moz of gold[1]; • the formation of and participation in the Joint Venture represents an attractive and immediate opportunity for the Company to change its business focus to that of a gold exploration and development company; and • the Company has a highly credible and experienced team to progress exploration and accelerate potential development of the Project.	Section 5.4
What are the key risks of an investment in the Company?	The business, assets and operations of the Company, including after re-instatement to trading on the ASX have the potential to influence the operating and financial performance of the Company in the future. These risks can impact on the value of an investment in the Shares of the Company. The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which the Board can effectively manage them	Sections 5.5 and 8

[1] Refer to Renaissance announcement 'Okvau PFS Demonstrates Compelling Project Economics' dated 27 July 2015.

Item	Summary	Further information
	is limited. Based on the information available, a non-exhaustive list of the key risk factors affecting the Company are as follows: • there is no certainty that the Company will earn in the entire 51% interest in the Project or that completion of the DFS will support a decision to commence mining operations on the Project; • future outlays of funds from the Company may be required for the future operations of the Joint Venture (in particular, potential mine development); and • there are additional risk factors associated with the change in nature of the Company's activities resulting from the Company's proposed participation in the Joint Venture and the conduct of future exploration and development activities in Cambodia.	
D. Directors and Key Management Personnel		
Directors	The current Board is not anticipated to change upon reinstatement, and shall be comprised of: • Mr Simon Lee AO; • Mr Morgan Hart; • Mr Ross Stanley; and • Mr Ross Williams. Other than the Directors listed above, the Company does not have any other key management personnel.	Section 9.1
E. Financial Information		
How has the Company performed over the past 12 months?	The historical audited consolidated statement of financial position for the Company as at 30 June 2015, together with the historical consolidated statement of comprehensive income and consolidated statement of changes in equity for the year then ended are set out in the Investigating Accountant's Report in Section 10. Also included in that report are the historical reviewed consolidated statement of financial	Section 10

Item	Summary	Further information
	position as at 31 December 2015, together with the historical consolidated statement of comprehensive income and consolidated statement of changes in equity for the half-year then ended.	
What is the financial outlook for the Company?	The pro-forma consolidated statement of financial position for the Company as at 31 December 2015, together with the pro-forma consolidated statement of comprehensive income and pro-forma consolidated statement of changes in equity for the half-year then ended are set out in the Investigating Accountant's Report in Section 10.	Section 10
F. Offer		
What is being offered?	The Offer is an offer of up to 33,334 Shares at an issue price of $0.03 per Share to raise up to $1,000 (before costs). The Offer is not underwritten. The purpose of the Offer is to satisfy Chapters 1 and 2 of the ASX Listing Rules. The Board believes that the Company currently has sufficient working capital to carry out its objectives.	Section 6
What will the Company's capital structure look like after completion of the Offer?	The Company's capital structure on a post-Offer basis is set out in Section 7.8.	Section 7.8
What are the terms of the Shares offered under the Offer?	A summary of the material rights and liabilities attaching to the Shares offered under the Offer is set out in Section 15.2.	Section 15.2
Will any Shares be subject to escrow?	No, none of the Shares issued under the Offer will be subject to escrow.	Section 6.7
Will Shares be quoted?	The Company will make an application to ASX for quotation of all Shares to be issued under the Offer.	Section 6.7
What are the key dates of the Offer?	The key dates of the Offer are set out in the indicative timetable in Section 3.	Section 3
What is the minimum investment size	Applications under the Offer must be for a minimum of $500 worth of Shares (16,667 Shares) and thereafter, in	Section 6.6

Item	Summary	Further information
under the Offer?	multiples of $500 worth of Shares (16,667 Shares).	
Are there any conditions to the Offer?	The Offer is conditional on: (a) the JV Agreement becoming unconditional; (b) Shareholders approving the Resolutions required to implement the proposed transaction and the Offer; and (c) the Company receiving the conditional approval for the re-quotation of its Shares on ASX on terms reasonably acceptable to the Company. If any of these Conditions are not satisfied, the Company will not acquire an interest in the Project, the Joint Venture will not be formed and the Offer will not proceed.	Section 2.2
G. Use of proceeds		
How will the proceeds of the Offer be used?	The Offer proceeds and the Company's existing cash reserves will be used for: (a) further exploration of the Project; (b) commissioning and completing the DFS (and ESIA) on the Okvau Gold Deposit; (c) expenses associated with the transaction; (d) corporate costs; and (e) general working capital, further details of which are set out in Section 6.4.	Section 6.4
H. Additional information		
Is there any brokerage, commission or stamp duty payable by applicants?	No brokerage, commission or duty is payable by Applicants on the acquisition of Shares under the Offer.	Section 6.5
What are the tax implications of investing in Shares?	Shares may be subject to Australian tax on dividends and possibly capital gains tax on a future disposal of Shares issued under this Prospectus.	Section 6.5

Item	Summary	Further information
	The tax consequences of any investment in Shares will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to subscribe for Shares offered under this Prospectus.	
Where can I find more information?	• By speaking to your sharebroker, solicitor, accountant or other independent professional adviser. • By reviewing the Company's public announcements, which are accessible from ASX's website at http://www.asx.com.au under the ASX code "EMR". • By contacting the Company Secretary on 1300 729 543. • By contacting the Share Registry on (08) 9315 2333.	

5. DETAILS OF THE ACQUISITION

5.1 The Company

On 3 February 2016, the Company announced that it had entered into the MoA with Renaissance pursuant to which Renaissance has granted the Company the conditional right to earn up to a 51% interest in the Project and form the Joint Venture to explore, develop and extract value from the Project. On 29 March 2016 the Company entered into the JV Agreement which supersedes the MoA.

Renaissance has granted the Company the right to earn up to a 51% interest in the Project by sole funding completion of a DFS (and ESIA) for the Okvau Gold Deposit and at least US$3 million on exploration expenditure on the Project, all within a two year period.

The Company will be the manager of the DFS and ESIA process. The Company and Renaissance will be joint managers of the exploration program for the Project during the period in which the Company will sole fund the exploration on the Project, upon which the Board of RNS Cambodia will appoint the manager. However, while the Company and Renaissance remain joint managers of exploration on the Project, the Company's prior approval must be obtained for each exploration program.

Upon the JV Agreement becoming unconditional, the Company will focus on the continued exploration of the Project and the completion of the DFS (and ESIA) in respect of the Okvau Gold Deposit. A more detailed summary of Project and the Okvau Gold Deposit is set out in Sections 7.4, 11 and 12.

5.2 Objectives

The Company's strategy is to grow Shareholder value through the continued exploration of the Project and subsequent completion of a DFS on the Okvau Gold Deposit.

In addition, the Company also intends to work with Renaissance to continue to seek to identify and secure additional project opportunities in Cambodia. This will include consideration of additional prospective gold mineral exploration licences, or projects prospective for other minerals within the geographical region of Cambodia.

The Board believes the Company has sufficient capital to achieve the objectives. However, an investment in the Company is speculative and investors are encouraged to read and consider the risk factors outlined in Section 8 of this Prospectus.

5.3 Business Objective

Upon re-instatement of the Company to the ASX, the Company intends to:

(a) undertake further drilling in respect of the exploration prospects located on the Project (within a close proximity of the Okvau Gold Deposit);

(b) manage the completion of a DFS on the Okvau Gold Deposit; and

(c) focus on the development economics of the Okvau Gold Deposit by optimisation of capital and operating costs through process design and mining efficiencies.

The Company's pursuit of exploration activities in Cambodia demonstrates its focus on mineral exploration and particular focus on gold. The Board considers that the formation of and participation in the Joint Venture fit within the Board's intention to identify high quality exploration projects that have the potential to deliver future growth for Shareholders.

5.4 Key advantages

The Directors consider that key advantages of an investment in the Company include:

(a) the Joint Venture represents an attractive and immediate opportunity for the Company to change its business focus to that of a gold exploration and development company;

(b) the Project includes the Okvau Gold Deposit which has a defined JORC Indicated and Inferred Resource estimate of 15.8Mt @ 2.2g/t for 1.13Moz of gold[2]. The Project represents an advanced exploration opportunity and the surrounding areas have significant exploration potential; and

(c) the Company has a highly credible and experienced team to progress exploration and accelerate potential development of the Project.

5.5 Key Risks

The business, assets and operations of the Company will be subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can impact on the value of an investment in the Shares of the Company. An investment is not risk free and prospective investors should consider the risk factors described in Section 8 before deciding whether to apply for Shares pursuant to this Prospectus.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. The structure of the Joint Venture is also designed to mitigate against potential operational risks. Some of the risks are, however, highly unpredictable and the extent to which they can effectively be managed or mitigated may be limited.

Set out in Section 8 are some specific key risks which relate to the Company's business. The risks identified may have a material impact on the financial performance of the Company and the market price of the Shares. The risks set out in Section 8 are not intended to be an exhaustive list of the risks faced by the Company.

5.6 Suspension and Re-admission to ASX

As the Company is currently classified as an oil and gas exploration company, the formation of, and participation in, the Joint Venture represents a significant change in the nature and scale of the Company's operations to a gold exploration and development company.

ASX has indicated that this change in the nature and scale of the Company's activities will require:

(a) the approval of Shareholders; and

[2] Refer to Renaissance's ASX announcement 'Okvau PFS Demonstrates Compelling Project Economics' dated 27 July 2015.

(b) the Company to re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules.

In accordance with ASX guidelines, it will be necessary for the Company to apply for a trading halt in its Shares from the beginning of trading on the date of the General Meeting.

If Shareholder approval of the Resolutions is obtained (see Section 5.7 below for further details), the Company will be required to apply for voluntary suspension of the Shares with effect from the close of the General Meeting. In such circumstances, the Shares will not be reinstated to Official Quotation until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules and is re-admitted by ASX to the Official List.

Some of the key requirements of Chapters 1 and 2 of the Listing Rules are:

(a) the Company must satisfy the shareholder spread requirements relating to the minimum number of Shareholders and the minimum value of the shareholdings of those Shareholders;

(b) the Company must satisfy the "assets test" as set out in ASX Listing Rule 1.3; and

(c) the issue price of Shares must be at least 20 cents and the exercise price of Options must be at least 20 cents (**20 Cent Requirements**).

On 19 February 2016, ASX granted the Company a waiver from the 20 Cent Requirements to enable the Company to issue Shares under the Offer at no less than $0.03 per Share and confirmed that the Company may have Options on issue with an exercise price of not less than $0.025. This waiver is subject to Shareholders approving the Company undertaking the Offer at no less than $0.03 per Share.

Applicants should be aware that ASX will not re-admit or admit any Shares to Official Quotation until the Company re-complies with Chapters 1 and 2 of the Listing Rules and is re-admitted by ASX to the Official List. In the event that the Company does not receive conditional approval for re-admission to the Official List, the Company will not proceed with the Offer and will repay all Application monies received by it in connection with this Prospectus (without interest).

If Shareholder approval for the Resolutions is not obtained, the suspension will end after the results of the General Meeting have been announced to the market and trading in Shares will thereupon re-commence.

5.7 Shareholder Approval of Resolutions

The Company has called the General Meeting primarily for the purpose of seeking the approval of Shareholders to a number of resolutions required for the Company to earn in an interest in the Project and for the Joint Venture to be formed.

It is a condition to completion of the Offer under this Prospectus, as well as the formation and the Company's participation in the Joint Venture, that each of the following resolutions is approved by Shareholders:

(a) the significant change in the nature or scale of the Company's activities to become a gold exploration and development company, for which Shareholder approval is required under ASX Listing Rule 11.1.2; and

(b) the issue of Shares under the Offer;

(each a **Resolution**).

If either Resolution is not approved by Shareholders the Company will not acquire the right to earn an interest in the Project, the Joint Venture will not be formed and no Shares will be issued under the Offer.

6. DETAILS OF THE OFFER

6.1 Offer

The Company is inviting applications under the Offer for up to 33,334 Shares at an issue price of $0.03 per Share to raise up to $1,000 (before costs). The Offer is not underwritten. To participate in the Offer, you must be a resident of Australia.

All Shares issued under this Prospectus will be fully paid and will rank equally with all other Shares then currently on issue. A summary of the material rights and liabilities attaching to the Shares is set out in Section 15.2.

6.2 Oversubscriptions

No oversubscriptions will be accepted by the Company.

6.3 Purpose of the Offer

The primary purpose of the Offer is to assist the Company to meet the re-admission requirements of the ASX under Chapters 1 and 2 of the ASX Listing Rules (see Section 5.6 for further details).

The Company intends on applying the funds raised under the Offer along with its current cash reserves in the manner detailed in Section 6.4.

6.4 Use of Funds

The Company intends to apply its existing cash reserves post-Offer, in the next two years following re-admission to the Official List of the ASX (for the purpose of satisfying ASX's requirements for re-listing following a significant change to the nature and scale of the Company's activities) as follows:

	Funds available or proposed to be spent	Percentage of Funds (%)
Existing cash reserves of the Company	$15,143,201	100%
TOTAL	$15,143,201	100%
Definitive Feasibility Study[1]	$4,500,000	30%
Exploration costs[1]	$4,207,574	28%
Expenses associated with the transaction[2]	$211,518	1%
Corporate costs[3]	$1,000,000	6%
General working capital[4]	$5,224,109	35%
TOTAL	**$15,143,201**	**100%**

Notes:

1. Refer to the Technical Assessment Report in Section 11 for further information regarding the works covered by the proposed DFS and planned exploration activities. Any additional costs associated with completion of the DFS will be sourced from the Company's general working capital.
2. Refer to Section 15.8 of this Prospectus for further details.
3. Includes costs to maintain the registered office and corporate overheads.

4. General working capital includes funds for future possible development of the Project and assessment of potential opportunities.

The above table is a statement of current intentions as of the date of lodgement of this Prospectus with the ASIC. As with any budget, intervening events and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

Actual expenditure may differ significantly from the above estimates due to a change in market conditions, the development of new opportunities and other factors (including the risk factors outlined in Section 8).

The Board believes that its existing cash reserves will provide the Company with sufficient working capital at anticipated expenditure levels to achieve its objectives set out in this Prospectus.

6.5 Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor.

It is not possible to provide a comprehensive summary of the possible taxation positions of all potential applicants. As such, all potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

No brokerage, commission or duty is payable by Applicants on the acquisition of Shares under the Offer.

6.6 Applications

Applications for Shares under the Offer must be made using the relevant Application Form.

By completing an Application Form, each Applicant under the Offer will be taken to have declared that all details and statements made by you are complete and accurate and that you have personally received the Application Form together with a complete and unaltered copy of the Prospectus.

Completed Application Forms and accompanying cheques, made payable to "**Emerald Resources NL – Offer Account**" and crossed "**Not Negotiable**", must be mailed or delivered to the address set out on the Application Form so they are received by no later than 5:00pm (WST) on the Closing Date, which is currently scheduled to occur on 1 April 2016.

Applications must be made for a minimum of $500 worth of Shares (16,667 Shares) and thereafter in multiples of $500 worth of Shares (16,667 Shares).

The Offer is conditional on the Conditions described in Section 2.2. Where no issue is made under the Offer, Application monies will be refunded (without interest) to the Applicants as soon as practicable after the Closing Date.

The Company reserves the right to close the Offer early.

If you require assistance in completing an Application Form, please contact the Share Registry on +61 8 9315 2333.

6.7 Quotation of Shares

The Company will apply for Official Quotation of all Shares issued under this Prospectus within 7 days after the date of this Prospectus. However, Applicants should be aware that ASX will not commence Official Quotation of any Shares until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules and has received the approval of ASX to be re-admitted to the Official List (see Section 5.6). As such, the Shares may not be able to be traded for some time after the close of the Offer.

If the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of this Prospectus, or such period as varied by the ASIC, or if ASX otherwise rejects the Company's application for re-admission to the Official List (see Section 5.6), the Company will not issue any Shares and will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest. In those circumstances the Company will not proceed to earn into the Project or form the Joint Venture.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

The Board does not expect that any Shares issued under the Offer will be subject to escrow under the ASX Listing Rules.

6.8 Clearing House Electronic Sub-Register System and Issuer Sponsorship

The Company participates in the Clearing House Electronic Sub-register System (**CHESS**). ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX, operates CHESS. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with holding statements (similar to a bank account statement) that set out the number of Shares issued to them under this Prospectus. The holding statements will also advise holders of their Holder Identification Number (if the holder is broker sponsored) or Security Holder Reference Number (if the holder is issuer sponsored) and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Electronic sub-registers also mean ownership of Shares can be transferred without having to rely upon paper documentation. Further, monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month. Shareholders may request a holding statement at any other time, however a charge may be made for such additional statements.

6.9 Applicants outside Australia

This Prospectus does not, and is not intended to, constitute an offer of, or invitation to apply for, Shares in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Shares or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed in order to accept any of the Offer.

If you are outside Australia it is your responsibility to ensure compliance with all laws of any country relevant to, and obtain all necessary approvals for, the issue of the Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by you that there has been no breach of any such laws and all relevant approvals have been obtained.

6.10 Withdrawal of Offer

The Offer may be withdrawn at any time. In this event, the Company will return all application monies (without interest) in accordance with applicable laws.

6.11 Enquiries

If you have any queries in relation to the Offer, please contact the Company Secretary on 1300 729 543.

7. COMPANY AND PROJECT OVERVIEW

7.1 Company Background

Since late August 2014, the Company has been evaluating new acquisition opportunities, both in Australia and overseas, which have the potential to add Shareholder value.

The Company currently has a 5% overriding royalty interest in all gas production from various oil and gas interests owned by Slone Energy, LLC located in Magoffin County, Kentucky.

On 3 February 2016, the Company announced that it had entered the MoA to acquire up to a 51% interest in the Project and to form and participate in the Joint Venture with Renaissance. The MoA was superseded by the JV Agreement, a summary of which is set out in Section 14.1.

7.2 Renaissance

Renaissance was incorporated on 18 December 2009 and admitted to the official list of the ASX in June 2010 (ASX: RNS). Renaissance is based in Perth and is focused on growing and advancing its gold projects located in the eastern region of Cambodia.

Under the terms of the JV Agreement, it is proposed that the Company will earn up to a 51% interest in Renaissance Cambodia Pty Ltd, currently a wholly-owned subsidiary of Renaissance (**RNS Cambodia**) which has rights to the Project.

7.3 Cambodia

Cambodia is a constitutional monarchy with a constitution providing for a multi-party democracy. The population of Cambodia is approximately 14 million. The Royal Government of Cambodia, formed on the basis of elections internationally recognised as free and fair, was established in 1993. Cambodia has a relatively open trading regime and joined the World Trade Organisation in 2004. The government's adherence to the global market, freedom from exchange controls and unrestricted capital movement makes Cambodia one of the most business friendly countries in the region.

The Cambodian Government has implemented a strategy to create an appropriate investment environment to attract foreign companies, particularly in the mining industry, Cambodia has a modern and transparent mining code and the government is supportive of foreign investment particularly in mining and exploration to help realise the value of its potential mineral value.

7.4 Project

This section contains a summary of the Project. Potential investors are referred to the Technical Assessment Report in Section 11 of this Prospectus, where the Project, the DFS scope and the proposed exploration activities are outlined in further detail.

(a) Location and infrastructure

The Project is located approximately 265km north-east of Cambodia's capital, Phnom Penh. The Okvau and adjoining O'Chhung licences (which comprise the Project) cover approximately 400km^2 and are located within the core of a prospective Intrusive Related Gold province in Cambodia's eastern plains.

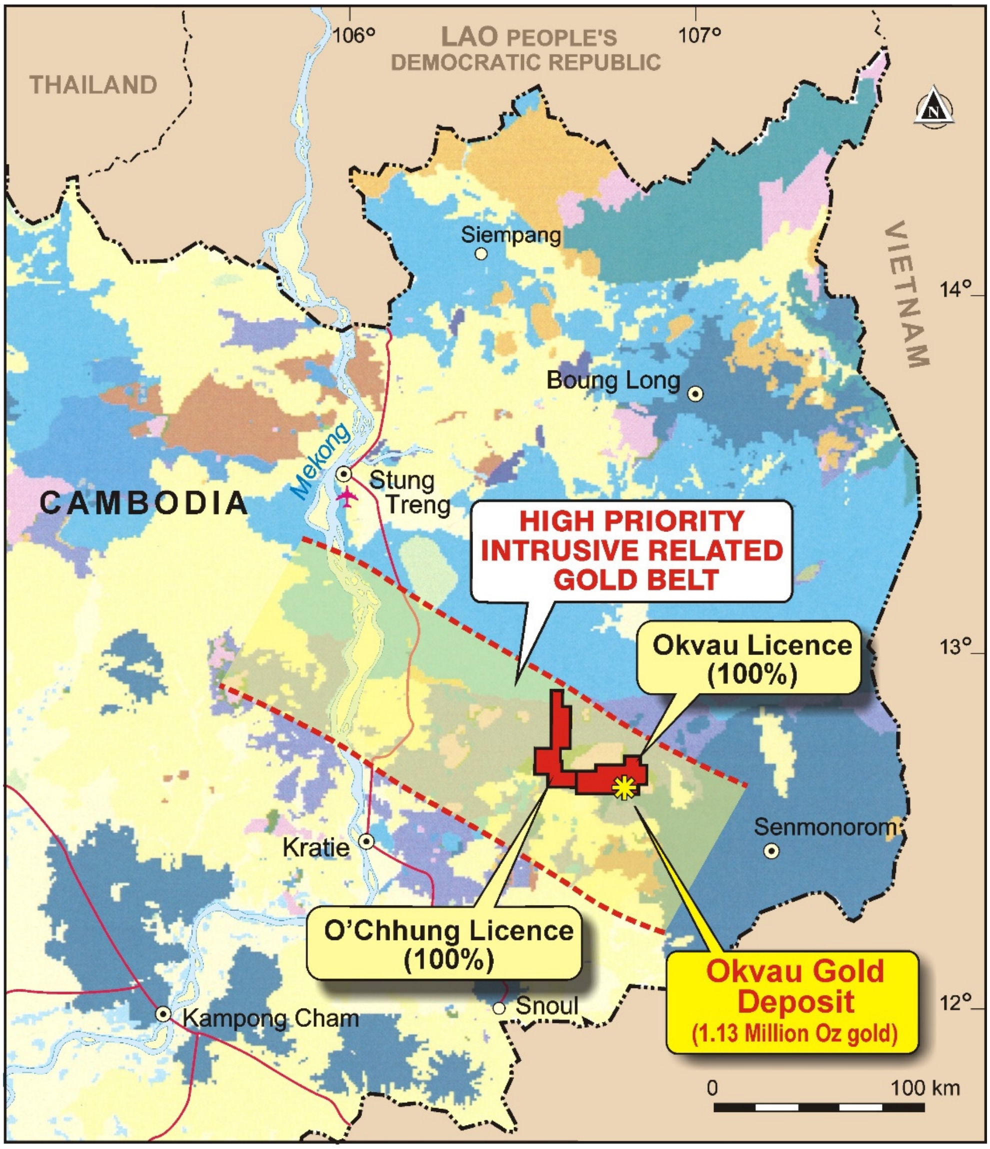

Figure 1: Location of Okvau and O'Chhung licences

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 Gold Deposit in July 2015. Approximately 85% of 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 Gold 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 Gold 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 Gold Deposit.

(b) Pre-Feasibility Study

On 27 July 2015, Renaissance announced that it had completed a Pre-Feasibility Study (**PFS**) for the development of a 1.5Mtpa operation based only on the Okvau Gold Deposit via an open pit mining operation. The PFS was completed to a +/- 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.

The Technical Assessment Report written by the Technical Expert and included in Section 11 of this Prospectus is based on technical data, cost information and assessments from reports prepared by other Competent Persons (as that term is defined in the JORC Code), most of which information has previously been released to ASX. EGRM Consultants Pty Ltd prepared section 7 of the Technical Assessment Report and Mintrex Pty Ltd provided a review of the PFS for inclusion in the Technical Assessment Report. Where appropriate, consents have been obtained from these parties to particular references. The Technical Expert declares that his reporting of data and information is fully objective and free from any bias towards the Company.

7.5 Strategy

The primary objective of the Company has been to focus on mineral exploration of high quality exploration projects that have the potential to deliver growth for Shareholders. In order to achieve this objective and subject to the satisfaction of the Conditions Precedent, the Company proposes to earn an interest in the Project and complete a DFS in respect of the Okvau Gold Deposit. The results of the DFS will determine the economic viability and possible timing for the commencement of mining operations on the Project.

The Company has sufficient working capital to carry out its stated objectives for the two years following re-admission to the Official List of ASX. Further information regarding the Company's planned activities is set out in Section 6.4 and the Technical Assessment Report.

7.6 Financial Information

(a) **Historical financial information**

The Investigating Accountant's Report contained in Section 10 of this Prospectus sets out:

(i) the historical audited consolidated financial information of the Company, comprising the historical consolidated statement of financial position as at 30 June 2015, the historical consolidated statement of comprehensive income and consolidated statement of changes in equity for the year then ended;

(ii) the historical reviewed consolidated financial information of the Company, comprising the historical consolidated statement of financial position as at 31 December 2015, the historical consolidated statement of comprehensive income and consolidated statement of changes in equity for the half-year then ended; and

(iii) the pro-forma consolidated financial information for the Company, comprising the pro-forma consolidated statement of financial position as at 31 December 2015, the pro-forma consolidated statement of comprehensive income and pro-forma consolidated statement of changes in equity for the half-year then ended.

Investors are urged to read the Investigating Accountant's Report in full.

The full financial statements for the Company for its financial year ended 30 June 2015 and half year ended 31 December 2015, which include the notes to the financial statements, can be found on the Company's ASX announcements platform on www.asx.com.au.

(b) **Forecast**

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations contemplated by the Joint Venture are at an exploration stage and any development scenario remains subject to completion of a DFS and securing additional finance for Project development. Any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection

7.7 Dividend Policy

It is anticipated that, once all Conditions Precedents are satisfied or waived (where capable of being waived), the Company will focus on the exploration of the Project and completion of the DFS. The Company does not expect to declare any dividends during this period.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Board and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Board. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

7.8 Capital Structure

The expected capital structure of the Company following completion of the Offer and all related matters (assuming no Options are exercised and full subscription of the Offer) will be as follows:

	Shares	Options
Current	1,306,594,114	20,000,000

Capital Raising	33,334	-
TOTAL	1,306,627,448	20,000,000[1]

Notes

1. Comprising 20,000,000 unlisted Options exercisable for $0.025 on or before 21 January 2020.

7.9 Substantial Shareholders

As at the date of this Prospectus, the following Shareholders hold 5% or more of the total number of Shares on issue:

Shareholder	Shares	%
Morgan Hart	257,318,823	19.69
Ross Stanley	222,163,613	17
Confederate Capital Pty Ltd[1]	155,942,549	11.93
SHL Pty Ltd[2]	114,000,000	8.72

Notes

1. Shares are held directly by Confederate Capital Pty Ltd and indirectly by associated entities and persons, including Desertfox Pty Ltd, P&L Capital Investment Pty Ltd, Timothy Arthur Kestell, Peter Aristide George Pynes and Lara Olimpia Pynes.
2. Shares are held directly by SHL Pty Ltd as trustee for the SHL Family Trust and Phoenix Properties International Pty Ltd as trustee of the Wellington Place Property Trust. Mr Lee (a Director) is not a director, shareholder or involved in the management of these entities in their trustee capacities, but he is a direct and indirect beneficiary of those trusts.

7.10 Top 20 Shareholders

The Company will announce to the ASX details of its top 20 Shareholders following completion of the Offer and prior to the Shares re-commencing trading on ASX.

8. RISK FACTORS

8.1 Introduction

The Shares offered under this Prospectus are considered speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus, and to consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

There are risks associated with the contemplated acquisition of an interest in the Project and formation of and participation in the Joint Venture, specifically in relation to the success of the Company which may adversely impact the value of an investment in the Shares of the Company (Section 8.2). In addition, there are other general investment risks, many of which are largely beyond the control of the Company and its Directors (Section 8.4).

The Company has sought to mitigate its risk profile with respect to the Project by agreeing an ownership path with Renaissance that allows the Company to conserve cash and control its participation whilst earning up to a 51% interest in the Project. The Company may, at its own election, choose (after contributing an initial US$500,000 to exploration expenditure on the Project) to continue with, or withdraw from, the Joint Venture at any time.

The following risk factors are not intended to be an exhaustive list of the risk factors to which the Company is exposed. In addition, this Section 8 has been prepared without taking into account Applicants' individual financial objectives, financial situation and particular needs. Applicants should seek professional investment advice if they have any queries in relation to making an investment in the Company.

8.2 Industry specific

(a) Exploration

The mineral exploration licences comprising the Project are at exploration stage, and potential investors should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that future exploration of these licences, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Joint Venture may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company and the Joint Venture.

The success of the Company and the Joint Venture will also depend upon RNS Cambodia being able to maintain title to the mineral exploration licences comprising the Project and obtaining all required approvals for its contemplated activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Project, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the mineral exploration licences comprising the Project.

As stated elsewhere in this Prospectus, the mechanism of participation in the Joint Venture allows the Company to measure the relative benefits to Shareholders in continuing with or diluting and withdrawing from the Joint Venture. This deal structure has largely mitigated the risk to the Company and to Shareholders inherent in exploration activities.

(b) Joint Venture

The exploration of and any future mining operations on the Project are subject to the JV Agreement with Renaissance and RNS Cambodia. The successful exploration of and any future mining operations on the Project is reliant in part on the Company maintaining an effective relationship with Renaissance and also on all parties to the JV Agreement performing their obligations under that agreement. There would be a material adverse impact on the exploration of and any future mining operations on the Project if Renaissance (and RNS Cambodia) does not perform its obligations for the Joint Venture or the relationship between the Company and Renaissance (and RNS Cambodia) deteriorated.

(c) Resource estimates

A current Mineral Resource has been released for the Okvau Gold Deposit by a competent (JORC, industry expert) person. To advance the Project through completion of the DFS and potential development, additional work will be required to increase the confidence in the Resource classifications. This work will require additional drilling, assaying and geological investigation. The likelihood of this work adversely affecting the viability of the Project by downgrading the size, tenor and continuity of the Mineral Resource is considered low but the consequence of any downgrade could be major.

(d) Tenure and access

Mineral exploration licences are subject to periodic renewal. There is no guarantee that current or future mineral exploration licences or future applications for production licences will be approved.

The mineral exploration licences comprising the Project are subject to the applicable Cambodian mining acts and regulations. The renewal of the term of a granted mineral exploration licence is also subject to the discretion of the relevant Minister. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the mineral exploration licences comprising the Project. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company and the Joint Venture.

The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing licensing in Cambodia and the ongoing expenditure history and good standing of the licences. However the consequence of forfeiture or involuntary surrender of a licence or licences for reasons beyond the control of the Company and the Joint Venture could be significant.

(e) Mine development

Possible future development of mining operations at the Project is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Joint Venture commences production, its operations may be disrupted by a variety of risks and hazards which are beyond the control of it and the Company. No assurance can be given that the Company and the Joint Venture will achieve commercial viability through the development of the Project.

The risks associated with the development of a mine will be considered in full as part of the DFS and will be managed with ongoing consideration of stakeholder interests.

(f) Environmental

The operations and proposed activities of the Company and the Joint Venture are subject to applicable laws and regulations concerning the environment. As with most projects, the activities of the Company and the Joint Venture are expected to have some impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with applicable environmental laws.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

The Okvau Gold Deposit is located within the outer boundary of the Phnom Prich Wildlife Sanctuary, a protected area. Wild life preserves are protected areas under Cambodian law and are subject to management by the Cambodian Ministry of Environment (**MOE**). Consultation has been ongoing with the MOE on the grant, exploration and exclusion of a portion of the Okvau Gold Deposit for the purpose of mineral exploitation. The MOE to date has been supportive of defining an exclusion zone within the preserve for the purpose of mining but formal recognition of an exploitation exclusion zone will depend on the submission of a mutually acceptable development plan and associated mineral investment convention being agreed between the Joint Venture parties and the Cambodian Government, including the MOE.

The Company considers the inability of all parties to agree a development process (should a suitably economic scenario be defined in the DFS) to be unlikely, however, this outcome cannot be guaranteed.

(g) Sovereign Risk

The Company through the Joint Venture will be conducting exploration and development activities in Cambodia. There is no assurance that future political and economic conditions in that country will not result in the Cambodian Government adopting policies precluding foreign investment and/or control in and development and ownership of mineral resources in Cambodia (directly or indirectly). Any changes in policy by the Cambodian Government may result in changes in the laws relating to ownership and control of assets and shares in Cambodian companies, taxation, rates of exchange, environmental protection, labour relations, repatriation of income and return of capital, which may affect the Company's ability to carry out its stated objectives.

It is possible that a future government in Cambodia may adopt substantially different policies, which might extend to limitation of foreign control of shares or assets, or expropriation of assets. There can be no assurance that the government of Cambodia from time to time will not impose measures that could have a material adverse effect on the Company or the Joint Venture's future operations.

(h) **Need for further capital**

The Company's current cash position is well in excess of the capital requirements anticipated by the JV Agreement. Successful completion of the 51% earn-in by the Company of the Project will occur following the completion of a DFS on the Okvau Gold Deposit and may result in the need to seek funding for development of (the Company funding 51% of the costs) the Project. Any additional equity funding may result in dilution of existing Shareholders. The risk to Shareholders is inversely proportional to the relative success of the DFS estimate of Project economics and ultimately, the achieved profitability of a constructed and operational Project.

8.3 Risks relating to the Change in Nature and Scale of Activities

(a) **Re-Quotation of Shares on ASX**

The Acquisition constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the official list of ASX.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the ASX Listing Rules.

8.4 General Risks

(a) Commodity price volatility and exchange rate risks

If the Joint Venture achieves success leading to mineral production, the revenue it will derive through the sale of product exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company and the Joint Venture. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Joint Venture may be taken into account in Australian or Cambodian currency, exposing the Company and the Joint Venture to the fluctuations and volatility of the rate of exchange between the United States dollar or the Cambodian dollar and the Australian dollar as determined in international markets.

(b) Market conditions

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

(i) general economic outlook;

(ii) introduction of tax reform or other new legislation;

(iii) interest rates and inflation rates;

(iv) changes in investor sentiment toward particular market sectors;

(v) the demand for, and supply of, capital; and

(vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

(d) Reliance on key personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

8.5 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above risk factors, and others not specifically referred to above, may materially affect the future financial performance of the Company and the value of the Shares offered under this Prospectus.

Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

9. BOARD, MANAGEMENT AND INTERESTS

9.1 Directors and Senior Management

As at the date of this Prospectus, the Board comprises of:

(a) Simon Lee AO (Non-Executive Chairman);

(b) Morgan Hart (Managing Director);

(c) Ross Stanley (Non-Executive Director); and

(d) Ross Williams (Non-Executive Director).

It is proposed that the Board will remain comprised of the people set out above upon reinstatement of the Company to the ASX.

The profiles of each of the current Directors are set out below:

Simon Lee AO
Non-Executive Chairman

Mr Lee has had extensive management experience with a diverse range of business enterprises in a career that has based him in Asia, England, Canada and Australia. Mr. Lee has held a number of positions, which included Board Member of the Australian Trade Commission and President of the Western Australian Chinese Chamber of Commerce Inc. In 1993, he received the Advance Australia Award for his contribution to commerce and industry and in 1994, he was bestowed an Officer of the Order of Australia. Mr Lee has a successful track record in the resources industry which has included building gold mine companies, Great Victoria Gold NL, Samantha Gold NL and Equigold NL. Mr Lee is also currently a Non-Executive Director of MOD Resources Limited.

Morgan Hart
Managing Director

Mr Hart is a Geologist and experienced Mining Executive. He was formerly an Executive Director and Chief Operating Officer of Regis Resources Ltd, responsible for the development of three gold mines in four years (Moolart Well, Garden Well and Rosemont). Prior to that, Mr Hart was Executive Director and Chief Operating Officer of Equigold NL, responsible for the development and construction of the Bonikro Gold Project in Ivory Coast West Africa in addition to the management of Equigold's Australian mining operations.

Ross Stanley
Non-Executive Director

Mr Stanley is a well-respected mining executive with extensive experience both in Australian and African mining enterprises. Mr Stanley was formerly the majority shareholder and Managing Director of ASX Listed Stanley Mining Services prior to its merger with Layne Christensen in 1997. Stanley Mining was the dominant drill services provider in Ghana in the 1990's. Mr Stanley also served as a Non-Executive Director of Equigold NL.

Ross Williams
Non-Executive Director

Mr Williams is a founding shareholder of MACA Limited 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 offering of MACA in 2010 and was pivotal to its subsequent success as a publicly listed company. He currently serves on as Chairman of Neon Capital Ltd. 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.

9.2 Personal Interests of Directors

Details of the Directors' relevant interest in the Shares of the Company prior to and upon completion of the Offer are set out in the table below:

Director	Remuneration for year ended 30 June 2014	Remuneration for year ended 30 June 2015	Proposed remuneration for current year	Shares	Options
Simon Lee AO	Nil	$48,000	$48,000	114,000,000	Nil
Morgan Hart	Nil	$48,000	$48,000	257,318,823	Nil
Ross Stanley	Nil	$36,000	$36,000	222,163,613	Nil
Ross Williams	Nil	$36,000	$36,000	25,000,000	Nil

The Company's Constitution provides that the remuneration of non-executive Directors will be not more than the aggregate fixed sum determined by a general meeting. The Constitution provides that the aggregate remuneration for non-executive Directors may be varied by ordinary resolution of the Shareholders in general meeting. The current amount is fixed at $300,000. The acquisition of an interest in the Project and the formation of the Joint Venture will not result in any change to the remuneration of the Company's management or Board. The remuneration of any executive director that may be appointed to the Board will be fixed by the Board and may be paid by way of fixed salary or consultancy fee.

9.3 Agreements with Directors

The agreements the Company has entered into with Directors are listed in Sections 14.2 and 14.3.

9.4 Deeds of indemnity, insurance and access

The Company has entered into a deed of indemnity, insurance and access with each of its Directors. Under these deeds, the Company agrees to indemnify each officer to the extent permitted by the Corporations Act against any liability arising as a result of the officer acting as an officer of the Company. The Company is also required to maintain insurance policies for the benefit of the relevant officer and must also allow the officers to inspect board papers in certain circumstances.

10. INVESTIGATING ACCOUNTANT'S REPORT

HLB Mann Judd

Accountants | Business and Financial Advisers

29 March 2016

The Directors
Emerald Resources NL
1110 Hay Street
WEST PERTH WA 6005

Dear Sirs

INVESTIGATING ACCOUNTANT'S REPORT

Introduction

This Investigating Accountant's Report ("Report") has been prepared for inclusion in a Prospectus to be dated on or about 29 March 2016 ("Prospectus") for the issue by Emerald Resources NL ("Emerald" or the "Company") of up to 33,334 ordinary shares at an issue price of $0.03 each to raise up to $1,000 before the expenses of the issue ("Offer"). The Prospectus is a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy ASX requirements for re-listing following a change to the nature and scale of the Company's activities, details of which are described fully in Section 5 of the Prospectus and summarised in Section 1 of this Report.

This Report has been included in the Prospectus to assist potential investors and their financial advisers to make an assessment of the financial position and performance of Emerald.

Structure of Report

This Report has been divided into the following sections:

1. Background information;
2. Scope of Report;
3. Financial information;
4. Subsequent events;
5. Statements; and
6. Declaration.

1. Background Information

Emerald was registered on 15 September 1969. Since listing on the ASX, the Company has focused on oil and gas exploration. Since late August 2014, Emerald has been attempting to identify suitable projects in the energy and broader resources sector and to evaluate their commercial value in the current investment climate. The Company has maintained a 5%

overriding royalty interest in all gas production from various oil and gas interests located in Magoffin County, Kentucky.

On 3 February 2016, the Company announced that it had entered into a legally binding Memorandum of Agreement ("MOA") with Renaissance Minerals Limited ("Renaissance") whereby Emerald may earn up to a 51% interest in the Cambodian gold projects ("Project") owned by Renaissance and form an incorporated joint venture with Renaissance ("Joint Venture") to develop and extract value from the Project. Emerald may earn an interest in the Project and form the Joint Venture by sole funding completion of a Definitive Feasibility Study ("DFS"), an Environmental & Social Impact Assessment for the development of the Okvau Gold Deposit ("ESIA") and the expenditure of up to US$3,000,000 on exploration expenditure on the Project, all within a two year period. The MOA was superseded by a farm-in and joint venture agreement dated 29 March 2016 between the Company, Renaissance and Renaissance Cambodia Pty Ltd, a subsidiary of Renaissance ("JV Agreement"). Emerald will earn up to a 51% interest in the Project via an investment of up to 51% of the issued capital of Renaissance Cambodia Pty Ltd, which has rights to the Project.

The JV Agreement contains certain conditions precedent, including:

(a) approval by the shareholders of Renaissance;

(b) approval by the shareholders of the Company in order to change the nature and scale of the Company's operations;

(c) ASX granting the Company conditional approval for the securities in the Company to be re-instated to trading on the ASX following re-compliance with Chapters 1 and 2 of the ASX Listing Rules;

(d) no material adverse change occurring in relation to the Company or Renaissance;

(e) the warranties provided by the Company and Renaissance in the JV Agreement remaining true and correct;

(f) no government agency has taken any action to prevent the transaction contemplated by this JV Agreement taking effect; and

(g) all necessary approvals being obtained from the ASX or as required under Australian or Cambodian law to implement and otherwise support the transaction contemplated by the JV Agreement.

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

Exploration Spend (non DFS costs)	DFS and ESIA Status	Time (from 31 March 2016)	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%

Withdrawal rights:

The Company may withdraw from the JV Agreement after six months and after incurring exploration expenditure of at least US$0.5 million on the Project. If the Company elects to withdraw prior to completion of the DFS and ESIA on the Okvau Gold Deposit, it will relinquish any interest in the Project which it may have earned.

If, at the time of withdrawal, the Company has earned a 30% interest and has not completed the DFS, Renaissance may dilute the Company to a 10% interest by spending a further US$2 million on exploration and/or development of the Project.

If either party dilutes to below a 10% interest, the other party may elect to convert that party's interest to a 2% net smelter return royalty.

Further details of the Project are set out in Section 7 of the Prospectus.

At a general meeting of shareholders of the Company being held on 31 March 2016, resolutions giving effect to the following will be considered:

1. A change in nature and scale of activities via the acquisition of an interest in the Cambodian Gold Project. This acquisition is conditional upon the satisfaction or waiver of the conditions precedent as set out in Section 1 of this Report; and

2. The issue of up to 33,334 ordinary shares in the capital of the Company at an issue price of $0.03 to raise up to $1,000.

Both resolutions above are conditional on the other resolution being approved.

The Offer is conditional on:

(a) The passing of both resolutions above;

(b) All conditions precedent to the JV Agreement being satisfied or waived (where they are capable of being waived); and

(c) The Company receiving conditional approval for the re-quotation of its shares on ASX on terms reasonably acceptable to the Company.

As at the date of this Report, the issued share capital of the Company is 1,306,594,114 ordinary fully paid shares. There have been no movements in share capital since 30 June 2015.

2. *Scope of Report*

You have requested HLB Mann Judd ("HLB") to prepare this Report presenting the following information:

a) the historical audited consolidated financial information of the Company, comprising the historical consolidated Statement of Financial Position as at 30 June 2015 and the historical consolidated Statement of Comprehensive Income and consolidated Statement of Changes in Equity for the year then ended as set out in Appendix 1 to this Report;

b) the historical reviewed consolidated financial information of the Company, comprising the historical consolidated Statement of Financial Position as at 31 December 2015 and the historical consolidated Statement of Comprehensive Income and consolidated Statement of Changes in Equity for the half-year then ended as set out in Appendix 1 to this Report; and

c) the proforma consolidated financial information for the Company, comprising the proforma consolidated Statement of Financial Position as at 31 December 2015 and the proforma consolidated Statement of Comprehensive Income and proforma consolidated Statement of Changes in Equity for the half-year then ended.

The Directors have prepared and are responsible for the historical and proforma consolidated financial information. We disclaim any responsibility for any reliance on this Report or on the financial information to which it relates for any purposes other than that for which it was prepared. This Report should be read in conjunction with the full Prospectus.

We performed a review of the historical audited consolidated financial information of the Company as at and for the year ended 30 June 2015, the historical consolidated reviewed financial information of the Company as at and for the half-year ended 31 December 2015 and the proforma consolidated financial information of the Company as at and for the half-year ended 31 December 2015 in order to ensure consistency in the application of applicable Accounting Standards and other mandatory professional reporting requirements.

Our review of the historical financial information and the proforma financial information of the Company was carried out in accordance with Standard on Assurance Engagements ASAE 3450 "Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information" and included such enquiries and procedures which we considered necessary for the purposes of this Report. The review procedures undertaken by HLB in our role as Investigating Accountants were substantially less in scope than that of an audit examination conducted in accordance with generally accepted auditing standards. Our review was limited primarily to an examination of the historical financial information and the proforma information, analytical review procedures and discussions with senior management. A review of this nature provides less assurance than an audit and, accordingly, this Report does not express an audit opinion on the historical financial information and proforma financial information included in this Report or elsewhere in the Prospectus. However, shareholders will note that the historical consolidated financial information presented as at and for the year ended 30 June 2015 is based on audited accounts and the historical consolidated financial information presented as at and for the half-year ended 31 December 2015 is based on reviewed accounts.

In relation to the information presented in this Report:

a) support by another person, corporation or an unrelated entity has not been assumed;

b) the amounts shown in respect of assets do not purport to be the amounts that would have been realised if the assets were sold at the date of this Report; and

c) the going concern basis of accounting has been adopted.

3. Financial Information

Set out in Appendix 1 (attached) are:

a) The consolidated Statement of Financial Position of the Company as at 30 June 2015, and the consolidated Statement of Comprehensive Income and consolidated Statement of Changes in Equity for the year then ended (audited).

b) The consolidated Statement of Financial Position of the Company as at 31 December 2015, and the consolidated Statement of Comprehensive Income and consolidated Statement of Changes in Equity for the half-year then ended (reveiwed).

c) The proforma consolidated Statement of Financial Position of the Company as at 31 December 2015, and the proforma consolidated Statement of Comprehensive Income and proforma consolidated Statement of Changes in Equity for the half-year then ended as they would appear after incorporating the following actual or proposed significant events and transactions by the Company subsequent to 31 December 2015:

    i) the issue by the Company pursuant to the Prospectus of 33,334 ordinary shares at a price of $0.03 each, raising $1,000;

    ii) the payment of $1,723,333 for the subscription of 57,444,445 fully paid ordinary shares in Renaissance Minerals Limited ("Renaissance") on 3 February 2016, pursuant to a Subscription Agreement with Renaissance dated 1 February 2016; and

    iii) the payment and write off to profit and loss of an estimated $211,518 in costs relating to the Offer, as set out in Section 15.8 of the Prospectus.

d) Notes to the historical financial information and proforma financial information.

4. *Subsequent Events*

In our opinion, there have been no material items, transactions or events subsequent to 31 December 2015 not otherwise disclosed in the Prospectus that have come to our attention during the course of our review that would require comment in, or adjustment to, the content of this Report or which would cause such information included in this Report to be misleading.

5. *Statements*

Based on our review, which was not an audit, we have not become aware of any matter that causes us to believe that:

a) the historical audited consolidated financial information of Emerald Resources NL as at 30 June 2015 as set out in Appendix 1 of this Report, does not present fairly the financial position of the Company as at that date in accordance with the measurement and recognition requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory reporting requirements in Australia and its performance as represented by its results of its operations for the year then ended;

b) the historical reviewed consolidated financial information of Emerald Resources NL as at 31 December 2015 as set out in Appendix 1 of this Report, does not present fairly the financial position of the Company as at that date in accordance with the measurement and recognition requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory reporting requirements in Australia and its performance as represented by its results of its operations for the half-year then ended; and

c) the proforma consolidated financial information of Emerald Resources NL as at 31 December 2015 as set out in Appendix 1 of this Report, does not present fairly the financial position of the Company as at that date in accordance with the measurement and recognition requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory reporting requirements in Australia and its performance as represented by its results of its operations for the half-year then ended, as if the transactions referred to in Section 3 (c) of this Report had occurred during that period.

6. *Declaration*

a) HLB will be paid its usual professional fees based on time involvement, for the preparation of this Report and review of the financial information, at our normal professional rates (expected to be $5,000).

b) Apart from the aforementioned fees, neither HLB, nor any of its associates will receive any other benefits, either directly or indirectly, for or in connection with the preparation of this Report.

c) Neither HLB, nor any of its employees or associated persons has any interest in Emerald Resources NL or the promotion of the Company. HLB are the Company's appointed auditors.

d) Unless specifically referred to in this Report, or elsewhere in the Prospectus, HLB was not involved in the preparation of any other part of the Prospectus and did not cause the issue of any other part of the Prospectus. Accordingly, HLB makes no representations or warranties as to the completeness or accuracy of the information contained in any other part of the Prospectus.

e) HLB has consented to the inclusion of this Report in the Prospectus in the form and context in which it appears. The inclusion of this Report should not be taken as an endorsement of the Company or a recommendation by HLB of any participation in the Company by an intending subscriber.

Yours faithfully
HLB MANN JUDD

L DI GIALLONARDO
Partner

APPENDIX 1

EMERALD RESOURCES NL
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE HALF-YEAR ENDED 31 DECEMBER 2015

	Audited Year ended 30/06/15 $	**Reviewed Half-year ended 31/12/15 $**	**Proforma $**
Revenue	7,042	-	-
Cost of sales	(34,343)	-	-
Gross loss	(27,301)	-	-
Loss on sale of assets	(819,699)	-	-
Corporate, legal and administration expenses	(1,187,216)	(412,254)	(412,254)
Consulting and contracting expenses	(185,053)	(86,220)	(86,220)
Offer costs	-	-	(211,518)
	(2,219,269)	(498,474)	(709,992)
Finance income	601,197	254,129	254,129
Loss from ordinary activities	**(1,618,072)**	**(244,345)**	**(455,863)**
Income tax expense	-	-	-
Loss from ordinary activities after taxation	**(1,618,072)**	**(244,345)**	**(455,863)**
Other comprehensive income			
Exchange differences on translation of foreign operations	193,089	-	-
Total comprehensive loss	**(1,424,983)**	**(244,345)**	**(455,863)**

This statement should be read in conjunction with the accompanying notes.

EMERALD RESOURCES NL
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2015

	Notes	Audited 30/06/15 $	Reviewed 31/12/15 $	Proforma $
Current assets				
Cash and cash equivalents	2	17,965,799	16,884,786	14,950,935
Receivables		134,021	92,096	92,096
Financial assets at fair value through profit or loss	3	-	900,000	2,623,333
Total current assets		**18,099,820**	**17,876,882**	**17,666,364**
Non-current assets				
Property, plant and equipment		9,608	8,009	8,009
Total non-current assets		**9,608**	**8,009**	**8,009**
Total assets		**18,109,428**	**17,884,891**	**17,674,373**
Current liabilities				
Payables		128,484	148,292	148,292
Total current liabilities		**128,484**	**148,292**	**148,292**
Total liabilities		**128,484**	**148,292**	**148,292**
Net assets		**17,980,944**	**17,736,599**	**17,526,081**
Equity				
Issued capital	4	51,057,425	51,057,425	51,058,425
Reserves		1,924,366	1,924,366	1,924,366
Accumulated losses		(34,904,943)	(35,149,288)	(35,360,806)
		18,076,848	17,832,503	17,621,985
Non-controlling interest		(95,904)	(95,904)	(95,904)
Total equity		**17,980,944**	**17,736,599**	**17,526,081**

This statement should be read in conjunction with the accompanying notes.

EMERALD RESOURCES NL
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE HALF-YEAR ENDED 31 DECEMBER 2015

	Issued capital $	Reserves $	Accumulated losses $	Non-controlling interest $	Total $
Balance at 1 July 2014	**45,412,529**	**1,145,592**	**(33,128,873)**	**(52,217)**	**13,377,031**
Loss for the year	-	-	(1,342,774)	(275,298)	(1,618,072)
Exchange differences on translation of foreign operations	-	217,802	-	(24,713)	193,089
Issue of ordinary shares	5,644,896	-	-	-	5,644,896
Share based payments	-	384,000	-	-	384,000
Transfer from reserves	-	176,972	(433,296)	256,324	-
Balance at 30 June 2015	**51,057,425**	**1,924,366**	**(34,904,943)**	**(95,904)**	**17,980,944**
Loss for the half-year	-	-	(244,345)	-	(244,345)
Balance at 31 December 2015	**51,057,425**	**1,924,366**	**(35,149,288)**	**(95,904)**	**17,736,599**
Proforma adjustments:					
Shares issued pursuant to Prospectus	1,000	-	-	-	1,000
Offer costs	-	-	(211,518)	-	(211,518)
Proforma balance at 31 December 2015	**51,058,425**	**1,924,366**	**(35,360,806)**	**(95,904)**	**17,526,081**

This statement should be read in conjunction with the accompanying notes.

EMERALD RESOURCES NL
NOTES TO THE FINANCIAL STATEMENTS
FOR THE HALF-YEAR ENDED 31 DECEMBER 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies which have been adopted in the preparation of the historical and proforma financial information reported under Australian Equivalents to International Financial Reporting Standards ("AIFRS") are shown below.

(a) Basis of preparation

The financial statements have been prepared in accordance with the measurement requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory professional reporting requirements in Australia using the accrual basis of accounting, including the historical cost convention.

Compliance with IFRS

The financial information complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards ("AIFRS"). Compliance with AIFRS ensures that the financial information, comprising the financial statements and notes thereto, comply with the measurement requirements but not all of the disclosure requirements of International Financial Reporting Standards.

Historical cost convention

These financial statements have been prepared under the historical cost convention.

b) Principles of consolidation

Subsidiaries

Subsidiaries are entities controlled by any member of the Group. The Group comprises the Company and entities it controls. Control exists when a member of the Group has the power, directly or indirectly, to govern the financial and operating policies of any entity so as to obtain benefits from its activities.

In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Group.

Non-controlling interests

Non-controlling interests are allocated their share of net profit (loss) after tax in the consolidated statement of comprehensive income and are presented within equity in the consolidated statement of financial position, separately from the equity of the owners of the parent.

Losses are attributed to the non-controlling interest even if that results in a deficit balance.

Joint ventures
Joint ventures are those entities over whose activities the Group has joint control, established by contractual arrangements.

Jointly controlled assets
The Group's interest in jointly controlled assets is brought to account by recognising in its consolidated financial statements the assets it controls and the liabilities that it incurs, and the expenses it incurs and its share of income that it earns from the sale of goods produced by the joint venture.

Transactions eliminated on consolidation
Intragroup balances (including balances related to jointly controlled operations and assets) and any unrealised gains or losses or income and expenses arising from intragroup transactions are eliminated in preparing the consolidated financial statements.

Loss of control of a subsidiary
Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the subsidiary. Any surplus or deficit arising on the loss of control is recognised in the profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

c) Revenue

Revenue is recognised and measured at the fair value of the consideration receivable to the extent it is probable that the economic benefits will flow to the Group and the revenue can be measured reliably.

The Group uses the sales method to account for sales of natural gas revenues. Under this method, revenues are recognised based on volumes of oil and gas sold to purchasers.

The following specific recognition criteria must also be met before revenue is recognised:

Revenue for product sales is brought to account when the product is passed from the Group's physical control under an enforceable contract, when selling prices are known or can be reasonably estimated and the products are in a form that requires no further treatment by the Group.

d) Finance income and expenses

Finance income comprises interest income and foreign currency gains that are recognised in profit or loss. Interest income is recognised as it accrues, using the effective interest rate, applicable.

Finance expenses comprise interest expenses on borrowings, foreign currency losses and impairment losses recognised on financial assets (other than trade receivables).

e) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised where the borrowing cost is added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in profit or loss, using the effective interest rate as applicable.

f) Leases

Operating lease payments are recognised as an expense on a straight line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

g) Segment reporting

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This includes start-up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the board of directors.

Operating segments have been identified based on the information provided to the chief operating decision makers – being the Board of Directors.

The Group aggregates two or more operating segments when they have similar economic characteristics, and the segments are similar in the nature of the minerals targeted.

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

Information about other business activities and operating segments that are below the quantitative criteria are combined and disclosed in a separate category for "all other segments".

h) Goods and services tax (GST)

Revenue, expenses and assets are recognised net of the amount of GST or overseas equivalent, except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as a current asset or liability in the consolidated statement of financial position.

Cash flows are included in the consolidated statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the taxation authority are classified as operating cash flows.

i) Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated to Australian dollars at the foreign exchange rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to Australian dollars at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the profit or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rate at the date of the transaction.

Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to Australian dollars at the foreign exchange rates ruling at the dates the fair value was determined.

Foreign operations

The assets and liabilities of foreign operations are translated to Australian dollars at the foreign exchange rates as at the balance date. The income and expenses of foreign operations are translated to Australian dollars at the foreign exchange rates at the dates of the transactions.

Foreign currency differences arising upon translation of foreign operations are recognised in other comprehensive income and presented in the foreign exchange translation reserve (FETR) within equity.

When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the FETR related to that foreign operation is transferred to the profit or loss as part of the gain or loss on disposal. In the case of a partial disposal that does not result in the consolidated entity losing control over a subsidiary that includes a foreign operation, the relevant proportion of the cumulative amount in the FETR is reattributed to non-controlling interests and is not recognised in the profit or loss. For all other partial disposals, the relevant proportion of the cumulative amount in the FETR is transferred to the profit or loss.

When a settlement of a monetary item of receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, unrealised foreign exchange gains and losses on these monetary items are recognised in other comprehensive income and presented in the FETR in equity.

j) Income tax

The income tax expense or benefit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the balance date.

Deferred income tax is provided on all temporary differences at the balance date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- When the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- When the taxable temporary difference is associated with investments in subsidiaries, associates or interest in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transactions, affects neither the accounting profit not taxable profit or loss; or
- When the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reserve in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

k) Business combinations

The acquisition method of accounting is used to account for all business combinations, including business combinations involving entities or business under common control, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified as either equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

l) Impairment of assets

The Group assesses at each balance date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each balance date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

m) Cash and cash equivalents

Cash comprises of cash at bank and in hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

n) Trade and other receivables

Trade receivables, which generally have 30-90 day terms, are recognised and carried at fair value and subsequently at amortised cost less an allowance for any uncollectible amounts.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. An impairment allowance is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms or receivables. The amount of impairment loss is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial. The amount of the impairment is recognised in the statement of comprehensive income.

o) Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of the disposal group classified as held for sale are presented separately from the other assets in the statement of financial position. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the statement of financial position.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of comprehensive income.

p) Financial assets

Financial assets in the scope of AASB 139 *Financial Instruments: Recognition and Measurement* are classified as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale investments, as appropriate. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The Group determines the classification of its financial assets after initial recognition and, when allowed and appropriate, re-evaluates this designation at each financial year-end. All regular way purchases and sales of financial assets are recognised on the trade date i.e. the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets under contracts that require delivery of the assets within the period established generally by regulation or convention in the marketplace.

Financial assets at fair value through profit or loss

Financial assets classified as held for trading are included in the category 'financial assets at fair value through profit or loss'. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on investments held for trading are recognised in profit or loss.

q) Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement only if it is eligible for capitalisation. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

Plant and equipment – over 3 to 5 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

Impairment

The carrying values of plant and equipment are reviewed for impairment at each balance date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired.

The recoverable amount of plant and equipment is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to approximate fair value.

An impairment exists when the carrying value of an asset or cash-generating units exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount.

For plant and equipment, impairment losses are recognised in the statement of comprehensive income in the cost of sales line item.

Derecognition and disposal

An item of plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

r) Exploration and evaluation expenditure

Exploration and evaluation expenditure in relation to each area of interest is either written off as incurred or accumulated in respect of each identifiable area of interest. Costs are only carried forward if rights to tenure of the area of interest are current and to the extent that they are expected to be recouped through the successful development of the area (or, alternatively by its sale) or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves and operations in relation to the area are continuing. Accumulated costs in relation to an abandoned area are written off in full against the statement of comprehensive income in the period in which the decision to abandon the area is made.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Once production statements are received from a particular well, the carried costs are transferred to oil and gas assets.

s) Oil & gas assets

Oil and gas assets are recognised at cost less accumulated depletion and any impairment losses. Where commercial production in an area of interest has commenced, the associated costs together with any forecast capital expenditure necessary to develop proved and probable reserves are amortised over the estimated economic life of the field on a units-of-production basis.

Changes in factors such as estimates of proved and probable reserves that affect unit-of-production calculations are dealt with on a prospective basis.

Although an area of interest has entered the development and production phase, exploration activities within the same area of interest may continue. Such costs, although of an exploration nature, are classified as expenditure on development phase properties and are amortised along with carried forward costs and current financial year development expenditure. Areas of interest are recognised at the cash generating unit level, being the smallest grouping of assets generating independent cash flows which usually is represented by an individual oil or gas well.

t) Trade and other payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. Trade and other payables are presented as current liabilities unless payment is not due within 12 months.

u) Interest-bearing loans and borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

v) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses. When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate assets but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Provisions are measured at the present value or management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as an interest expense.

w) Employee leave benefits

Wages, salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the balance date are recognised in other payables in respect of employees' services up to the balance date. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

x) Share-based payments

The Group provides benefits to employees (including Directors and KMP) in the form of share-based compensation, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions').

There is currently an Employee Share Option Plan (ESOP) in place to provide these benefits to Directors and senior executives.

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using the Black & Scholes method.

The Black & Scholes option pricing model takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The fair value of the options granted is adjusted to reflect market vesting conditions, but excludes the impact of any non-market vesting conditions. Non- market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance date, the entity revises its estimates of the number of options that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('vesting date').

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the number of awards that, in the opinion of the Directors of the Group, will ultimately vest. This opinion is formed based on the best available information at balance date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

Until an award has vested, any amounts recorded are contingent and will be adjusted if more or fewer awards vest than were originally anticipated to do so. Any award subject to a market condition is considered to vest irrespective of whether or not that market condition is fulfilled, provided that all other conditions are satisfied.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award is treated as if it were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a new business are not included in the cost of acquisition as part of the purchase consideration.

y) Use of estimates and judgements

The preparation of consolidated financial statements in conformity with Australian Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses.

These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The Directors do not believe that there are any significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements.

(z) Proforma transactions

The proforma Statement of Financial Position, Statement of Comprehensive Income and Statement of Changes in Equity have been derived from the historical financial information as at 31 December 2015 adjusted to give effect to the following actual or proposed significant events and transactions by the Company subsequent to 31 December 2015:

(i) the issue by the Company pursuant to the Prospectus of 33,334 ordinary shares at a price of $0.03 each, raising $1,000;

(ii) the payment of $1,723,333 for the subscription of 57,444,445 fully paid ordinary shares in Renaissance Minerals Limited ("Renaissance") on 3 February 2016, pursuant to a Subscription Agreement with Renaissance dated 1 February 2016; and

(iii) the payment and write off to profit and loss of an estimated $211,518 in costs relating to the Offer, as set out in Section 15.8 of the Prospectus.

2. CASH AND CASH EQUIVALENTS

	Audited 30/06/15	**Reviewed 31/12/15**	**Proforma**
	$	**$**	**$**
Balance	17,965,799	16,884,786	16,884,786
Cash raised pursuant to Prospectus			1,000
Payment of transaction costs			(211,518)
Payment of subscription to shares in Renaissance			(1,723,333)
	17,965,799	**16,884,786**	**14,950,935**

3. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Audited 30/06/15 $	Reviewed 31/12/15 $	Proforma $
Balance	-	900,000	900,000
Payment for subscription of shares in Renaissance			1,723,333
	-	**900,000**	**2,623,333**

4. ISSUED CAPITAL

	Audited 30/06/15 $	Reviewed 31/12/15 $	Proforma $
Balance	51,057,425	51,057,425	51,057,425
Shares issued pursuant to Prospectus			1,000
	51,057,425	**51,057,425**	**51,058,425**

	Number	$
Balance at 1 July 2014	849,286,174	45,412,529
Issue of ordinary shares	457,307,940	5,644,896
Balance at 30 June 2015 and 31 December 2015	1,306,594,114	51,057,425
Proforma adjustment:		
Issue of shares pursuant to Prospectus	33,334	1,000
Proforma balance	**1,306,627,448**	**51,058,425**

5. CONTINGENCIES AND COMMITMENTS

The Company has no contingent liabilities or commitments, other than the commitments in relation to expenditure on the Project in order to earn up to a 51% interest in the Project.

6. RELATED PARTY TRANSACTIONS

Details of Directors' interests in the Company's issued capital and transactions with the Company are included in Section 9 of the Prospectus.

11. TECHNICAL ASSESSMENT REPORT

Technical Assessment Report
Okvau Gold Project

Emerald Resources Limited

Prepared by:

KH Morgan and Associates

23 March 2016

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Appendix 4	Competent Persons Information

Unit 10, 4 Queen Street
Bentley WA 6102

ABN 68 008 753 547

Directors
Emerald Resources Limited
1110 Hay Street
West Perth 6005

Dear Sirs

KH Morgan Geological Consultants Pty Ltd, trading as KH Morgan and Associates (KHM), has been engaged by Emerald Resources Limited (Emerald) to prepare a Technical Assessment Report on the Okvau Gold Project (Project) which is currently held by Renaissance Minerals Limited (.Renaissance). The Report is to be included in a Prospectus to be issued by Emerald as part of its re-compliance with Chapters 1 and 2 of the Australia Stock Exchange (ASX) Listing Rules. Emerald proposes to apply its existing working capital to earn up to a 51 percent interest in the Project (which includes the Okvau deposit) by sole funding completion of a feasibility study and contributing up to US $3 million on exploration on the Okvau held exploration licenses.

This Report has been prepared in accordance with the Code and Guidelines for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert Reports (VALMIN Code 2015) and Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 Edition ("the JORC Code"). Both codes are binding upon members of the Australasian Institute of Mining and Metallurgy ("AusIMM") and Australian Institute of Geoscientists ("AIG"). The principal author has taken due note of the rules and guidelines issued by such bodies as ASIC and ASX.

This Report is not an independent valuation report and as such serves only to comment on the geological and technical aspects and proposed work programmes on the Project. KHM has not been asked to comment on the potential economic value or financial considerations pertaining to the value of interest held by Renaissance and Emerald in relation to the Project.

The Report is based on information available up to and including 9 February 2016. The information was provided to KHM by Emerald or has been sourced from the public domain (including information released to ASX by Renaissance) and includes both published and unpublished technical reports prepared by consultants and other third parties and other data relevant to the Project.

The Report written by KHM is based on technical data, cost information and assessments from reports prepared by other Competent Persons, most of which information has previously been released to ASX. EGRM Consultants Pty Ltd prepared Section 7 of this Report titled Estimated Gold Resources and Mintrex Pty Ltd provided a review of the Renaissance Pre-Feasibility Study for inclusion in this Report. Where appropriate, consents have been obtained from these parties to particular references. KH Morgan declares that his reporting of data and information is fully objective and free from any bias towards Emerald.

KHM has endeavoured, by making all reasonable enquiries, to confirm authenticity and completeness of technical data upon which this Report is based and KHM has no reason to doubt reliability of any of the information or to believe that information has been withheld or is incomplete. All principal sources of information are listed in the bibliography to the Report

The legal status and success of the Project has not been independently verified by KHM and will be covered separately in the Prospectus.

This Report has been prepared for inclusion in a Prospectus by KH Morgan BSc, FAusIMM (CP), MMICA, FAIG, MIAH, DipGAA, graduate in geology from University of Western Australia, 1956. KH Morgan has worked extensively in the mining and oil industry and in groundwater exploration and development since 1956. He has been a consultant since 1971 and has prepared many reports for companies listed on the ASX as well as others listed on the London and Vancouver Stock exchanges.

KHM is an independent geological and mining consultancy. Fees are being charged to Emerald at a commercial rate for preparation of this Report, the payment of which is not contingent upon conclusions of the Report. No member or employee of KHM is, or is intended to be, a director, officer or other direct employee of Emerald. There is no formal agreement between KHM and Emerald as to KHM providing further work for, or assisting with, the promotion of Emerald.

KH Morgan declares that he holds 100,000 shares in Emerald. These shares were purchased in the ordinary course prior to Emerald pronouncing its proposed transaction with Renaissance and prior to any previous engagement by Emerald.

This Report has been prepared by KHM at the request of, and for the sole benefit of, Emerald. Its purpose is to provide an Independent Technical Assessment of the Project. The Report is to be included in its entirety within the Prospectus referred to above. The Report is not intended to serve any purpose beyond that stated and should not be relied upon for any other purpose.

KHM has consented to the inclusion of the Report within the Prospectus in the form and context in which it is to appear. Neither the whole nor any part of the Report, nor any reference to it, may be included in or with, or attached to any other document, circular, resolution, letter or statement without prior written consent of KHM as to the form and content in which it is to appear.

Yours faithfully

KH Morgan FAusIMM (CP) FAIG MMICA MIAH DipGAA

TECHNICAL ASSESSMENT REPORT
OKVAU GOLD PROJECT

EMERALD RESOURCES LIMITED

1. INTRODUCTION

Emerald Resources Limited (Emerald) is acquiring an interest through a proposed earn-in of up to 51 percent shareholding in a company holding exploration licences in a Cambodian Gold Project which includes the Okvau Gold Project (Project) currently a wholly owned subsidiary of Renaissance Minerals Limited (Renaissance).

A more complete statement on the Memorandum of Understanding of the agreement between Emerald and Renaissance as released by the Australia Stock Exchange (ASX) is provided in Appendix 1 of this Report.

KH Morgan Geological Consultants Pty Ltd, trading KH Morgan and Associates (KHM) has been engaged by Emerald to prepare a Technical Assessment Report on the Project* for the purpose of assessing its suitability for progressing to Feasibility Status* to be funded by Emerald as well as through expenditure by Emerald of a further US$3M in exploration funding.

*Section 40 JORC Code 2012 Feasibility Study also includes the terms Definitive Feasibility Study and Bankable Feasibility Study.

Renaissance, July 2015, released to the ASX a Pre-Feasibility Statement (PFS) for a 1.5 Mt/year mining/milling operation for an eight year programme to mine and treat an 11.6 Mt Resource at 2.2 g/t gold containing 829,000 ounces of gold.

This Technical Assessment Report, prepared by an Independent Specialist (KHM), is based on information taken from reports prepared by competent experts with reference to requirements of the VALMIN Code (2015), JORC Code (2012) and ASIC requirements of Guidelines 111, 112 and 55 pertaining to independent expert reports.

2. LOCATION AND ACCESS

Okvau is located in Mondulkiri Province, approximately 265 kilometres northeast of Phnom Penh, Cambodia (Figure 1).

Access to the Project from the regional highway system is by sealed road, referred to as the China Road or Thongminh Road, to Stung Treng then 48 kilometres along a formed earth road constructed for logging trucks then a further 28 kilometres of forest track to Okvau. Alternative access from the southwest through the village of Khtong provides sealed road access to within 35 kilometres of Okvau site. Plans are in progress to upgrade one of these routes as access for development of the Okvau Gold Project.

A helipad has been constructed at the Okvau exploration camp.

Land access is provided by two exploration licences issued by Ministry of Mines and Energy (MME): the Okvau Exploration Licence and the O'Chhung Exploration Licence, with an aggregate area of approximately 400km^2. Particulars pertaining to legal access to the land covering the Project's operations in Cambodia are included in the Solicitor's report.

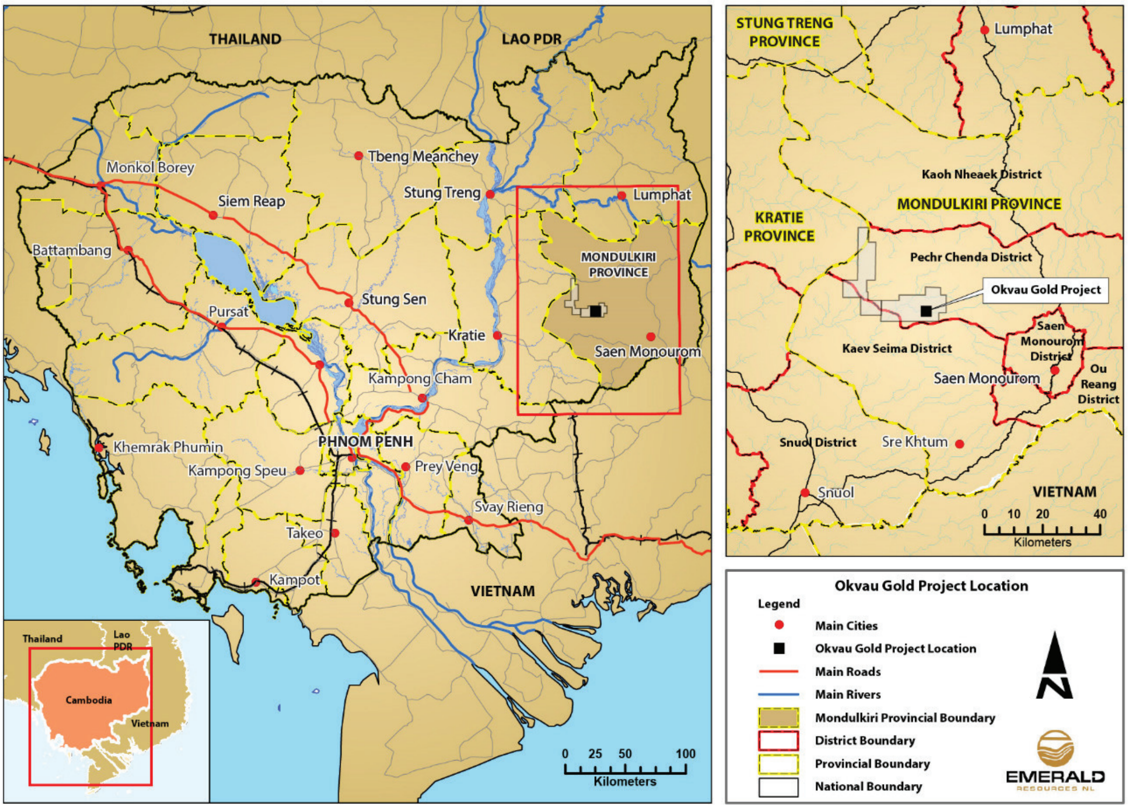

Figure 1 Okvau Gold Project Location

3. TOPOGRAPHY/GEOMORPHOLOGY

Topography relates to physical morphology of landform; geomorphology is a description of development of landform on a geological terrane over time subject to a range of climates and tectonic activity. The time span for this part of Cambodia relates to Tertiary development of Khorat Plateau to its contemporary state of dissection through development of the Mekong river system and more specifically to the Prek Te river system (Figure 2).

The bed of the Prek Te remains an erosional system over most of its length. It has steep valley sides with the river flowing over rocky rapids and rock outcrops on valley sides. The river does not become a depositional system until it approaches approximately 20 kilometres from confluence with the Mekong River. Headwater erosion is actively extending dissection into the Mondulkiri Plateau.

Topography at Okvau is gently undulating terrain with elevation ranging generally between 80 metres to 200 metres above sea level (ASL). Isolated monadnocks rise to 400 metres ASL.

A reticulate pattern of ephemeral gullies drain into the Prek Te River which passes within 800 metres to the north of the Okvau gold deposit. The Prek Te flows southwest across the Project area and then onto the Mekong River approximately 85 kilometres to the west.

The Project area is contained within a sub-catchment of the Prek Te River (Figure 2).

Hill form at Okvau is rounded with a tendency to convex form indicating a continuing downward erosional stage. No steps or standstill stages were observed suggesting that the present erosion cycle is relatively active. As a consequence, there is only limited development depth of oxidation and saprolite profile remaining from an earlier Tertiary plateau forming standstill stage.

River channels are strongly controlled by crystalline bedrock structures and these result in very limited riverbank alluvium depositional space.

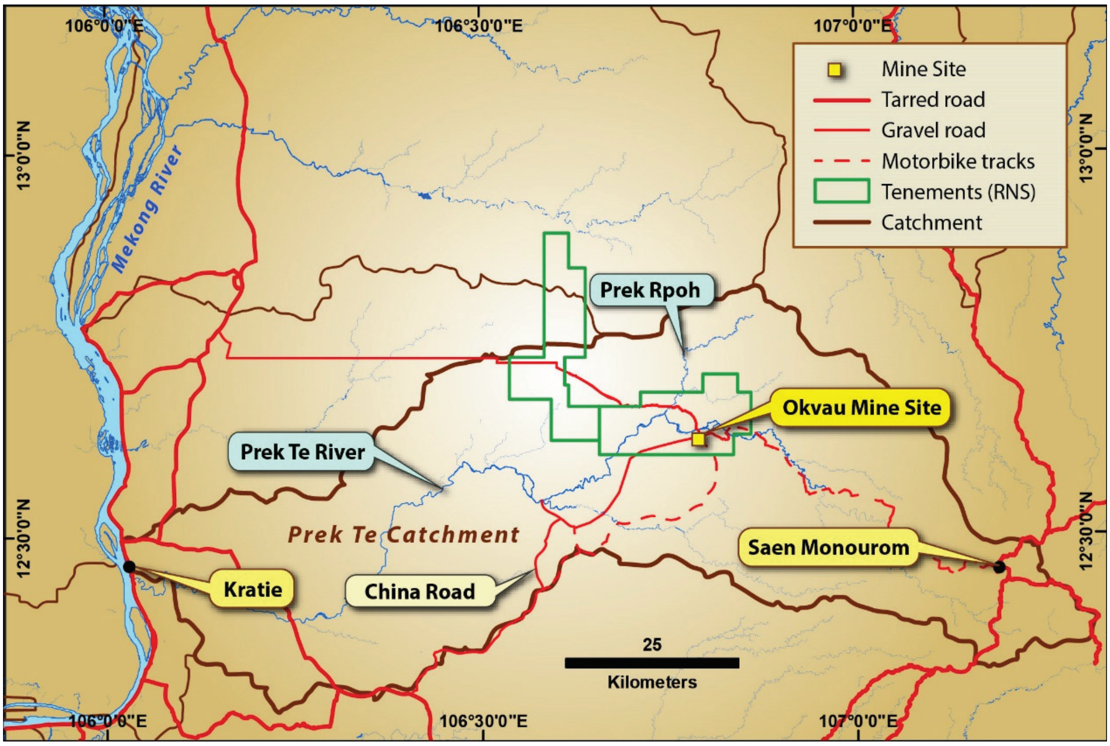

Figure 2 Prek Te Catchment enclosing Okvau

Prek Te headwaters are situated approximately 65 kilometres southeast from Okvau at an elevation of around 900 metres ASL on the Mondulkiri Plateau.

At Okvau the rocky river bed is at approximately 127.5 metres ASL which approximates low flow level. Locally, this water level may rise 7 metres (to 134m) in peak flow conditions but mostly the high flow conditions remain below 131mASL. Prek Te river bed declines to 14 metres ASL at Kratie, 85 kilometres to the west-southwest where it converges with the Mekong River.

4. CLIMATE

Okvau, in Mondulkiri Province, has typical monsoon climate with a rain season between June and November and a distinct dry period from December to May. Approximately 90 percent of annual rain falls in the wet season.

Rainfall of 1837 millimetres recorded in 2014 at Okvau site climate station agrees with a longer term average of 1979 millimetres from nine regional stations, computed by Groundwater Resource Management Pty Ltd, May 2015 (GRM 2015).

The climate station at Stung Treng (Figure 1), 133 kilometres northwest from Okvau with an annual average rainfall of 1812 millimetres for the period 1990 to 2009, has been selected for climatic comparison. At Stung Treng, annual total rainfall has a variability range of 1300 to 2500 millimetres. August is generally the wettest month. Summaries of climate information are provided on Tables 1.1 and 1.3 to 1.6 compiled by GRM, 2015.

Table 1.1 Stung Treng monthly rainfall

Month	Maximum monthly rainfall (mm) NOTE 1	Minimum monthly rainfall (mm) NOTE 1	Mean monthly rainfall (mm)	Median monthly rainfall (mm) NOTE 2	Number of complete months
January	68.4 [1998]	0 [multiple]	4.9	0	56
February	118.2 [1934]	0 [multiple]	12.2	0.1	52
March	95.2 [2009]	0 [multiple]	19.8	6.7	56
April	356.2 [2000]	0 [multiple]	80.8	71.7	56
May	459.2 [1936]	0.2 [2002]	213.5	202.1	56
June	449.1 [2000]	67.9 [2007]	243.7	237.5	56
July	695.5 [2014]	43.0 [1986]	304.3	287.1	56
August	641.0 [1995]	102.4 [1935]	321.6	309.3	55
September	723.0 [1989]	143.5 [2010]	333.3	308.8	56
October	466.0 [1986]	12.0 [1992]	176.6	169.5	56
November	235.0 [1995]	0 [multiple]	59.7	39.3	56
December	71.6 [1966]	0 [multiple]	14.0	8.0	56
Total number of complete months in data set					667

Note 1: Year of occurrence shown in superscript. Note 2: For the same dataset, the sum of median monthly rainfall does not equal the median annual rainfall, unlike the sum of mean monthly rainfall, which does not equal the mean annual rainfall. This is due to ranking of data required to obtain the median, rather than simple addition and division required for the mean (GRM, 2015)

It is recommended that hourly climate records are maintained at Okvau to provide a more detailed comparison with regional data. Comparative results will provide predictability analyses for occurrence of both average and extreme weather events that may impact on operations at Okvau. Potential rainfall capture on the mine site at Okvau is presented on Table 1.2. Rainfall duration recurrence for Stung Treng is presented on Table 1.2 with rainfall intensity recurrence computed for Okvau is shown on Table 1.3.

Table 1.2 Rainfall duration frequency analysis for Stung Treng

Event duration (days)	Frequency of event	Frequency (%)	Cumulative frequency (%)
1	1075	45.4	45.4
2	470	19.8	65.2
3	275	11.6	76.8
4	145	6.1	82.9
5	108	4.6	87.5
6	68	2.9	90.4
7	46	1.9	92.3
8	36	1.5	93.8
9	31	1.3	95.1
10	16	0.7	95.8
11-15	52	2.2	98.0
16-20	23	1.0	99.0
21-25	18	0.8	99.7
26-30	4	0.2	99.9
30-35	0	0	99.9
36-40	2	0.1	100.0
Total	2369	100	-

(GRM, 2015)

Table 1.3 Okvau Project point rainfall intensity frequency duration relationship

Duration (minutes)	2 year ARI (mm/hr)	5 year ARI (mm/hr)	10 year ARI (mm/hr)	20 year ARI (mm/hr)	50 year ARI (mm/hr)	100 year ARI (mm/hr)
5	191.0	229.0	252.0	286.0	331.0	367.0
30	90.1	108.0	118.0	134.0	155.0	171.0
60 (1 hr)	60.3	72.4	79.6	90.1	104.0	115.0
180 (3 hrs)	26.4	32.0	35.8	41.0	48.3	54.0
360 (6 hrs)	14.7	17.9	20.7	24.1	29.0	33.1
720 (12 hrs)	8.1	10.0	11.9	14.1	17.5	20.3
1440 (24 hrs)	4.5	5.6	6.9	8.3	10.5	12.4
4320 (72 hrs)	2.1	2.7	3.2	3.8	4.7	5.5

(GRM, 2015)

Table 1.4 Monthly temperature data for Kratie

Month	Mean daily maximum temperature (°C)	Mean daily minimum temperature (°C)	Highest daily maximum temperature (°C)	Lowest daily minimum temperature (°C)	Mean number rain days each year where maximum temperature ≥35°C	Mean number rain days each year where maximum temperature ≤20°C
January	32.8	20.8	35.9	15.2	0.8	9.5
February	34.3	21.6	37.5	12.0	12.3	5.5
March	35.3	23.4	38.2	14.0	19.7	1.0
April	36.2	24.5	40.0	21.0	24.3	0.0
May	34.9	24.2	40.2	19.2	14.3	0.2
June	33.8	24.1	36.3	21.0	7.0	0.0
July	32.7	23.9	35.5	20.3	0.5	0.0
August	32.2	24.0	35.3	20.2	1.0	0.0
September	31.9	24.1	35.3	20.1	0.2	0.0
October	32.3	23.7	34.7	20.2	0.0	0.0
November	32.7	22.5	35.4	17.8	0.5	1.7
December	31.9	20.5	34.9	15.3	0.0	12.3
Total					80.7	30.2

Note: Kratie temperature value based on six years' of data recorded from January 2003 to December 2006 (GRM, 2015)

Table 1.5 Monthly relative humidity data for Kratie

Month	Maximum daily relative humidity (%)	Minimum daily relative humidity (%)	Mean daily relative humidity (%)	Mean number days each year where maximum relative humidity ≥85%	Mean number days each year where minimum relative humidity ≤65%
January	83.0	62.4	75.0	0	2.0
February	83.0	59.0	71.7	0	2.5
March	78.0	58.3	68.3	0	8.0
April	87.0	63.0	74.9	1.5	1.5
May	96.0	62.0	77.6	5.5	1.5
June	91.0	70.0	80.7	6.5	0.0
July	94.0	68.0	81.9	13.0	0.0
August	90.0	72.3	81.5	9.5	0.0
September	92.0	73.5	83.8	15.0	0.0
October	96.0	74.4	83.4	12.0	0.0
November	87.0	70.3	79.7	1.0	0.0
December	85.0	68.8	74.8	0.5	1.0
Total				64.5	16.5

Note: Kratie relative humidity values based on 2 years', 2007 to 2008, of single daily observations (GRM, 2015)

Table 1.6 Mean monthly pan evaporation, regional stations and adopted values, Okvau Project

Month	Mean monthly pan evaporation (mm)				
	Stung Treng[1]	Kompong Cham[2]	Kratie[3]	Snoul[4]	Okvau[5]
January	108.9	156.6	159.0	147.8	143.1
February	111.1	157.7	156.7	155.4	145.2
March	120.8	205.0	211.4	187.5	181.2
April	139.7	185.6	181.8	166.2	168.3
May	140.1	184.1	175.5	145.7	161.3
June	122.8	132.6	149.1	116.5	135.3
July	112.1	152.9	139.3	111.3	128.9
August	110.7	138.6	133.7	100.6	120.9
September	87.2	130.7	124.9	106.0	112.2
October	101.6	139.3	145.4	126.6	128.2
November	100.9	139.3	147.9	153.5	135.4
December	96.1	154.1	156.0	162.5	142.2
Mean annual pan evaporation (mm)	1351.9	1896.4	1880.5	1679.5	1702.1

1. Based on 2 years' of data recorded January 2007 to December 2008; 2. Based on 5 years' of data recorded January 1968 to December 1972; 3. Based on 4 years of data recorded January1968 to December 1969 and January 2007 to December 2008; 4. Based on 3 years' of data recorded January1961 to December 1961 and January 1968 to December 1969 5. Assumed mean pan evaporation based on average of other four stations (GRM, 2015)

5. GEOLOGY

5.1 Regional Geology

A large section of Indo-China, western Laos, Cambodia and southern Vietnam is underlain by Permo-Carboniferous metamorphosed shallow marine to upper arc volcanic rocks referred to as the Kontum Metamorphic Complex or Kontum Massif. This metamorphic complex was formed in rifting conditions following the Indo-Sinean collision in the Carboniferous.

The Indo China Block is separated from the South China Block by the Jinshajiang Aillaoshan Suture Zone.

The Kontum Massif is bounded to the north by the Troung Son Fold Belt and to the south by the Loel Fold Belt. These fold belts contain volcano-sedimentary sequences with andesite and minor limestone.

The Kontum Massif, now a tectonic stable plate, was intruded in Cretaceous by small to medium sized dioritic to granitic bodies. The rhyo-dacitic intrusives often associated with copper and gold mineralisation such as Sepon in Laos.

The various lithologies in these intrusives are considered to result from fractionation from a common magna source. Some of these intrusives such as at Okvau have significant hornfelsic haloes.

Okvau mineralisation is contained in a northeast trending fracture set in a narrow off-shoot or apophyses from a larger diorite intrusion (Figure 3).

A major part of the region is unconformably overlain by Jurassic-Cretaceous sediments deposited in the Khorat sag basin. These sediments, in places, are overlain by Neogene-Quaternary basalt flows.

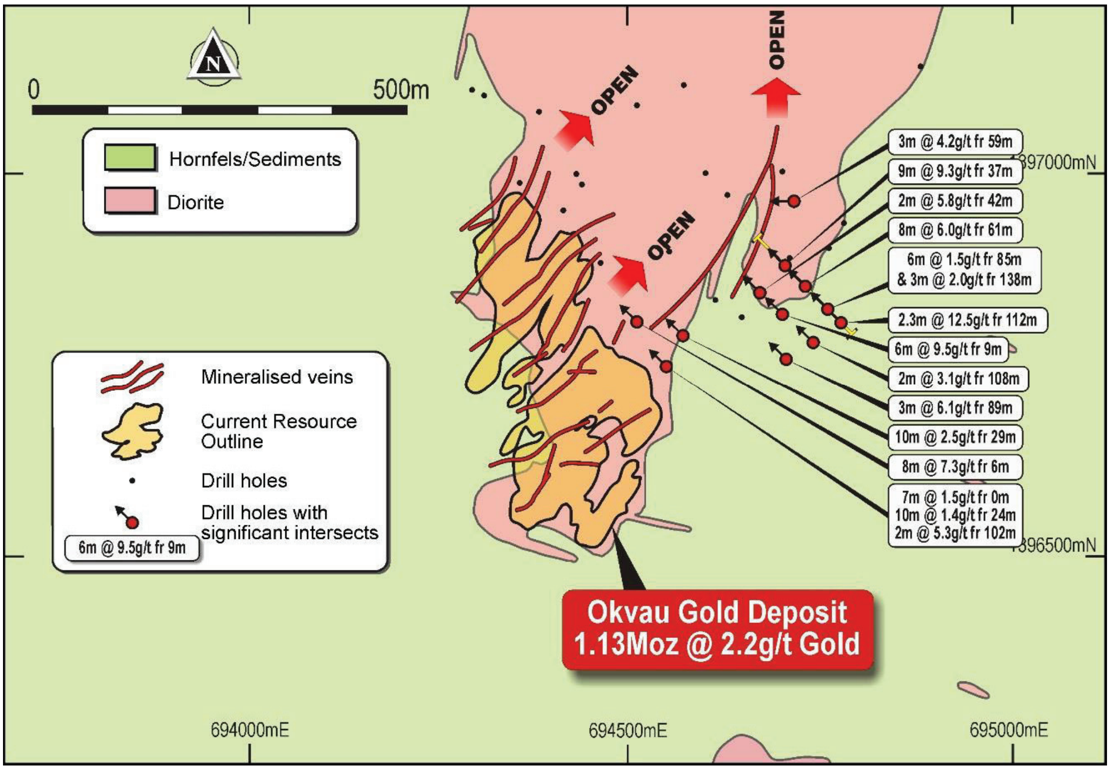

Figure 3 Okvau Gold Deposit Geology, adapted from Renaissance Figure 1.3, ASX, Release 28 October 2014

5.2 Okvau Gold Deposit

Occurrence of gold at Okvau is mainly confined to a multiple set of northeast trending shears located towards the southern end of a lobe of diorite extending southward from a diorite intrusion (Figure 3). The diorite, of Cretaceous age, intrudes a sequence of Triassic clastic sediments.

The diorite intrusives have a significantly large hornsfelsic aureole suggesting high regional thermal gradient at the time of dioritic emplacement.

The diorite and hornsfelsic rocks have been subject to brittle shearing resulting in a northeast open fracturing system providing access for gold mineralising as well as a range of metals including arsenic, antimony, bismuth, tellurium and mercury. Gold anomalies have high correlation with mercury anomalies. The mineralising phase therefore seems to be post diorite lithification.

Fracturing extends from the diorite into the hornfels so that the hornfels sequence has also been subjected to sulphide and metal mineralisation.

The mineralised shears of strongly fractured and sheared rock are 10 to 50 metres wide. In places, the diorites are distinctly leucocratic with albite enrichment. It is uncertain if this alteration was syn intrusion or following a later facture zone hydrothermal event.

The regional sequence, including diorite intrusives, has a strong northwest structural lineament which seems to overprint an older northeast lineament system.

6. WATER REQUIREMENT AND PROJECT WATER BALANCE

6.1 Mill Water Balance

General water balance for the proposed Emerald 2Mt/year milling operation at Okvau is assessed as:

Water input	$2.00Mty^{-1}$ at $1.25m^3t^{-1}$	
▪ water requirement	$2.50Mm^3y^{-1}$	
▪ 30% TSF return (average)	$0.75Mm^3y^{-1}$	
Replacement water	$1.75Mm^3y^{-1}$	…….(1)
▪ dust suppression ($50m^3h^{-1}$ average)	$0.438Mm^3y^{-1}$	........(2)
▪ potable and elution	$0.073Mm^3y^{-1}$	…….(3)
Total water requirement Σ(1-3)	$2.261Mm^3y^{-1}$	…….(4) ($0.072m^3s^{-1}$)

6.2 Pit Dewatering

Pit dewatering requirement will result from two sources (Figure 4):

1 fractured rock storages replaced by recharge flow;
2 direct rainfall catchment to the pit.

Examination of surface geology, drill cores and sections exposed by artisanal miners shows that the pit area is overlain by a 10 to 15 metre layer of soil and saprolite. Below this depth there is very rapid transition into little oxidised and non-oxidised hard crystalline hornfels and diorite.

Depth to water saturation in this surface layer ranges from 4 to 7 metres below ground level with this depth varying by approximately 3 metres between wet and dry seasons. Groundwater recession in the dry season is through a combination of steep gradient flow towards the Prek Te and from evapotranspiration by forest cover.

In general, the wetted profile has low to very low hydraulic conductive properties, estimated to be in the range of $10^{-2}md^{-1}$ to $10^{-6}md^{-1}$.

Examination of drill core provides little evidence of any well developed and open joint sets or open fracture zone development. Where present, fractures appear to be relatively narrow with joints remaining mostly sealed below the depth of oxidation.

It is expected that any high water yielding fracture zones encountered during pit excavation are likely to be rapidly drained and be subject to only minor recharge flow. A field estimate of potential sustained yield for pit dewatering is in the order of $20m^3h^{-1}$ to $40m^3h^{-1}$.

Examination of surface geology, drill cores and sections exposed by artisanal miners shows that the pit area is overlain by a 10 to 15 metre layer of soil and saprolite. Below this depth there is very rapid transition into little oxidised and non-oxidised hard crystalline hornfels and diorite.

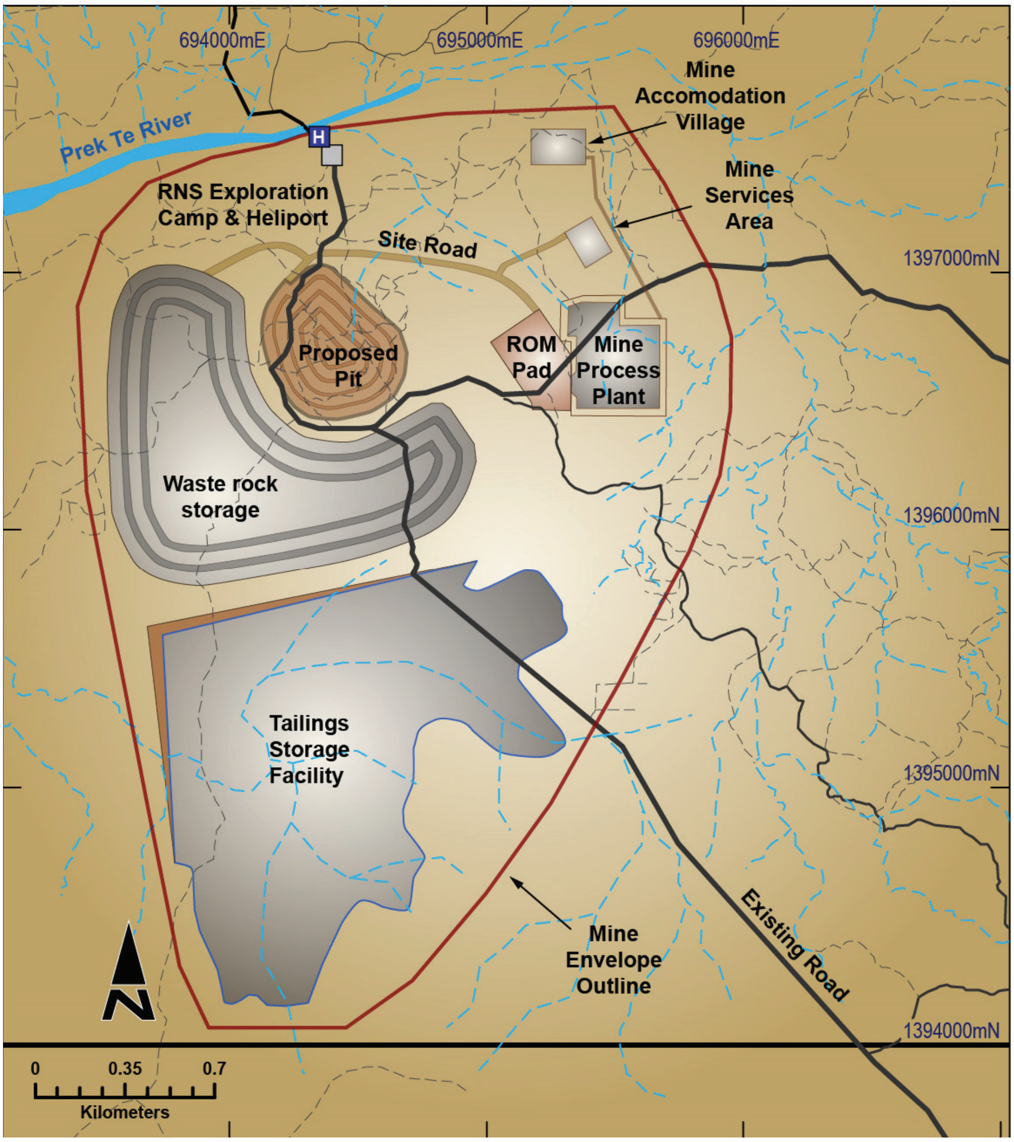

Figure 4 Preliminary Project Layout, adapted from Renaissance Figure 11, ASX Release, 31 March 2015

Direct rainfall catchment will vary widely between seasons. An estimate based on monthly rainfall averages and an 80 percent runoff factor is presented on Table 2.

Table 2 Pit rainfall catchment, Okvau Project

Month	Rainfall (mm)	Volume (m^3) captured	Hourly rate (m^3h^{-1})
January	4.9	1,732	2.37
February	12.2	4,312	5.89
March	19.8	5,998	8.19
April	90.8	32,091	43.8
May	213.5	75,458	103.1
June	343.7	86,131	117.7
July	304.3	107,548	146.9
August	321.6	113,662	155.3
September	333.3	117,797	160.9
October	176.6	62,416	85.3
November	59.7	21,100	28.8
December	14.0	4,949	6.8

Note: mill replacement required is equivalent to $258.1m^3h^{-1}$

A storage provision for mineralised pit water will need to be established early in the mine construction phase to store initial pit dewatering water up to start-up of plant processing water usage.

6.3 Tailings Storage Facility

Tailings will be discharged from the mill with a water content of $260m^3h^{-1}$ into a valley-fill facility located to the south of the open pit waste dump (Figure 4). A section of the TSF will abut the south side of waste rock as well as across a walled section of a gully to form the western edge of the storage facility.

The valley forming depression for the TSF has a natural depth of approximately 10 metres resulting in a TSF surface expression of approximately $1.56 \times 10^6m^2$.

The valley floor is underlain by approximately a 0.5 to 1.0 metre depth of clayey to humic soil which in turn overlies 5 to 10 metres of brown ferruginous mottled cohesive to bonded clayey saprolite. The saprolite passes abruptly into hard non-oxidised hornfels with only a very thin potentially water conductive saprock zone. The hornfels generally exhibits tight jointing associated with east trending foliation and is expected to have very low water conductive properties.

Except for a few pits that have been dug along the proposed wall position of the TSF no permeability tests have been performed on the saprolite section or on the crystalline rock bedrock.

Initial inspection suggests that the west wall section is the only area with potential to transmit seepage to the Prek Te. Any seepage through the waste dump will report to the pit and be included in the pit dewatering system.

Field inspection and evaluation of available data provides for the following conclusions and recommendations.

1. The site selected for the TSF is the best available and is suitable for Project requirements.

2. A containment wall across the gully draining to the west will provide adequate storage capacity for Project requirements. This wall should be keyed into the underlying clay layer.

3. More detailed wall foundation tests with permeability testing need to be conducted under the proposed wall alignments to provide a basis for modelling any potential seepage outflow.

4. The northern wall should abut directly the waste dump with a PVC membrane. This abutment should have an underdrain pipe to direct any seepage to a containment pond or to the process water dam.

5. No other TSF floor lining is an anticipated requirement for control of seepage.

6. A rain storm flow catchment trench should be established approximately along the 155 metre contour level and upslope from the storage to divert clean storm runoff away from entering the TSF pond.

7. Direct rain catchment into the TSF should, along with tailings decant, be drained and/or pumped to the process water dam. Additional pumping capacity will be required for this purpose.

During the months June to September, mill water supply will be met solely from TSF catchment and decant return (Table 3). During the remaining months, evaporation from the TSF surface is likely to exceed rainfall input. Outside of these months, mill water supply provision will also be supplemented by pit dewatering and potential pumping from sediment/environment ponds and from the Prek Te.

Table 3 Rain catchment water balance, TSF pond

Month	Average rainfall Stung Treng (mm)	Catchment volume (m^3)	Evaporation (mm) (100%)	Evaporation loss (m^3)	Residual volume (m^3)	Hourly pumping equivalent (m^3h^{-1})
January	4.9	6,915	108.9	170,755	- 163,840	-
February	12.2	17,217	111.1	174,205	- 156,898	-
March	19.8	27,942	120.8	189,414	- 161,472	-
April	90.8	128,137	139.7	219,050	- 90,912	-
May	213.5	301,291	140.1	219,677	+ 81,614	108.7
June	343.7	485,029	122.8	192,550	+292,478	406.2
July	304.3	429,428	112.1	175,773	+253,655	340.9
August	321.6	453,842	110.7	173,578	+280,264	376.7
September	333.3	470,353	87.2	136,730	+333,623	463.4
October	176.6	249,278	101.6	159,309	+ 89,909	120.8
November	59.7	84,249	100.9	158,211	- 73,963	-
December	14.0	19,757	96.1	150,685	- 19,757	-

Additional pumping capacity above average decant rate will be required to prevent excess pond storage from direct rainfall accumulating in the TSF pond and preventing satisfactory tailings dewatering and compaction. This will be a significant planning process for mine closure preparation. A generalised rain catchment water balance for the TSF is presented in Table 3.

6.4 Prek Te Water Flow

Abstraction of water flow from the Prek Te is planned to be the background source of water for the Project.

The main gauging station for Prek Te is at Kratie close to where it joins the Mekong River, 85 kilometres downstream and westerly from Okvau (Figure 2). There are no systematic river flow readings at Okvau. General observations relating to flow at Okvau are:

1. The river has never been observed to have ceased flow during the ten years' of operations at Okvau. The only periods when low flows are observed near Okvau are February and March.
2. Flow over the rock barrier has always remained over a width of more than 20 metres. Considering that the estimated make-up requirement for the Okvau Project is only $0.072m^3s^{-1}$, a greater flow than this mill requirement has always been visually observed.
3. Prek Te flow responds rapidly to rainfall on the catchment.

Analyses of flow records from regional recording stations have provided data for establishment of a synthetic hydrograph for Okvau. This analyses has been presented by GRM (2015) and quoted directly as following:

▪ Prek Te catchment upstream from Okvau		$998km^2$
▪ Annual specific discharge	$1/s/km^2$	15.1
▪ Mean annual discharge	M^3/s	15.1
▪ Mean annual discharge	Mm^3	475.2
▪ Mean annual flood	M^3/s	192
▪ Ten year ARI	M^3/s	293
▪ One hundred year ARI	M^3/s	418
▪ Minimal daily discharge	M^3/s	0.23
Note: estimated water make-up for the Okvau Gold Project is		$0.072m^3s^{-1}$

Synthetic hydrographs constructed for Okvau (GRM, 2015) are shown on Table 4.

Table 4 Mean daily flow synthetic hydrograph (m^3/s)

January	February	March	April	May	June	July	August	September	October	November	December
3.8	1.6	1.7	2.0	4.9	11.3	18.1	26.6	36.1	46.3	18.0	9.0

These data indicate that total Project water supply can be readily obtained directly from flow-past from the Prek Te River. Should reliance on flow of the Prek Te at Okvau during months of February and March be considered a risk then additional supplies from the Prek Te can be obtained 6 kilometres downstream where additional flows are supplemented through entry of the Prek Rpoh River (Figure 2).

It is recommended that a permanent continuous flow gauging station is established at Okvau. This installation will form part of the interconnected surface water management system throughout the plant, TSF, pit dewatering and sediment/environment pond interconnected pumping system. A total water balance through Project infrastructure is presented on Table 5.

Table 5 Water balance Okvau Gold Project infrastructure

Month	USES				SOURCES								
	Mill water throughput	Dust suppression	Potable elution	Total	Decant from TSF	Pit dewatering	Pit rain catchment	TSF rain catchment balance	Total	Environ pond supplement	Discharge requirement	River sourcing requirement	Equivalent $Lsec^{-1}$ from Prek Te *
January	285.39	60	8.3	353.69	85.62	30	2.37	-	117.99	?	0	167.60	0.047
February	285.39	60	8.3	353.69	85.62	30	5.89	-	121.51	?	0	163.80	0.046
March	285.39	60	8.3	353.69	85.62	30	8.19	-	123.81	?	0	161.58	0.045
April	285.39	60	8.3	353.69	85.62	30	43.8	-	159.42	?	0	125.97	0.035
May	285.39	50	8.3	343.69	85.62	30	103.1	108.7	327.42	0	42.03	0	-
June	285.39	40	8.3	333.69	85.62	30	117.7	406.2	639.52	0	354.13	0	-
July	285.39	40	8.3	333.69	85.62	30	146.9	340.9	643.42	0	318.03	0	-
August	285.39	40	8.3	333.69	85.62	30	155.3	376.7	647.62	0	362.23	0	-
September	285.39	40	8.3	333.69	85.62	30	160.9	463.4	739.92	0	454.53	0	-
October	285.39	50	8.3	343.69	85.62	30	85.3	120.8	321.72	0	36.33	0	-
November	285.39	60	8.3	353.69	85.62	30	28.8	-	144.42	?	0	140.97	0.039
December	285.39	60	8.3	353.69	85.62	30	6.8	-	122.42	?	0	162.97	0.045

*Mill water replacement requirement. All numbers expressed as m^3h^{-1}

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7. ESTIMATED GOLD RESOURCE

7.1 Introduction

Mr BL Gossage (EGRM Consulting Pty Ltd) was engaged by KHM to evaluate Mineral Resource History and Mineral Resource, current (B Wolfe, 2015) based on information available to, and including, 9 February 2016. The following assessment is by BL Gossage, a Specialist as defined in Section 2.1 VALMIN Code 2015.

The entire report prepared by EGRM Consulting Pty Ltd is presented as Appendix 3 of the KHM Report. Following is an abstraction from the EGRM Report.

The Okvau Gold Project Mineral Resource has been estimated and reported by the various independent consultants and operators of the property. The earliest reported Mineral Resources were estimated by Oz Minerals (Cambodia) Limited (Oz Minerals) and their consultants Hackman and Associates Pty Ltd (H&A) in February 2010. This was updated in January 2012. These estimates were reported in accordance with the JORC Code 2004 guidelines. Subsequent to these studies, SRK Consulting (Australasia) Pty Ltd (SRK) estimated and reported a Mineral Resource in April 2013. In November 2014, at the request of Renaissance, SRK re-reported the April 2013 resource in accordance with the updated 2012 JORC Code guidelines.

The current Mineral Resource has been estimated by independent consultants International Resource Solutions Pty Ltd (IRS) in July 2015. Table 6 presents the reported H&A and SRK Mineral Resource estimates.

Table 6: Previous Mineral Resource estimates
(reported in accordance with JORC Code guidelines

		Indicated Resource			Inferred Resource			Total Resource		
Estimate	LCOG (gt/Au)	Mt	Grade (Au gt)	Oz Gold (x1000)	Mt	Grade (Au gt)	Oz Gold (x1000)	Mt	Grade (Au g/t)	Oz Gold (x1000)
H&A 2010	0.50				8.1	2.3	605	8.1	2.3	605
	1.00				6.5	2.7	570	6.5	2.7	570
H&A 2012	0.50	7.8	2.03	508	4.8	1.44	221	12.6	1.8	729
	1.00	6.0	2.39	464	2.9	1.86	175	8.9	2.22	639
SRK 2014 (1)	0.65	15.2	2.28	1110	0.5	5.88	90	15.6	2.39	1200

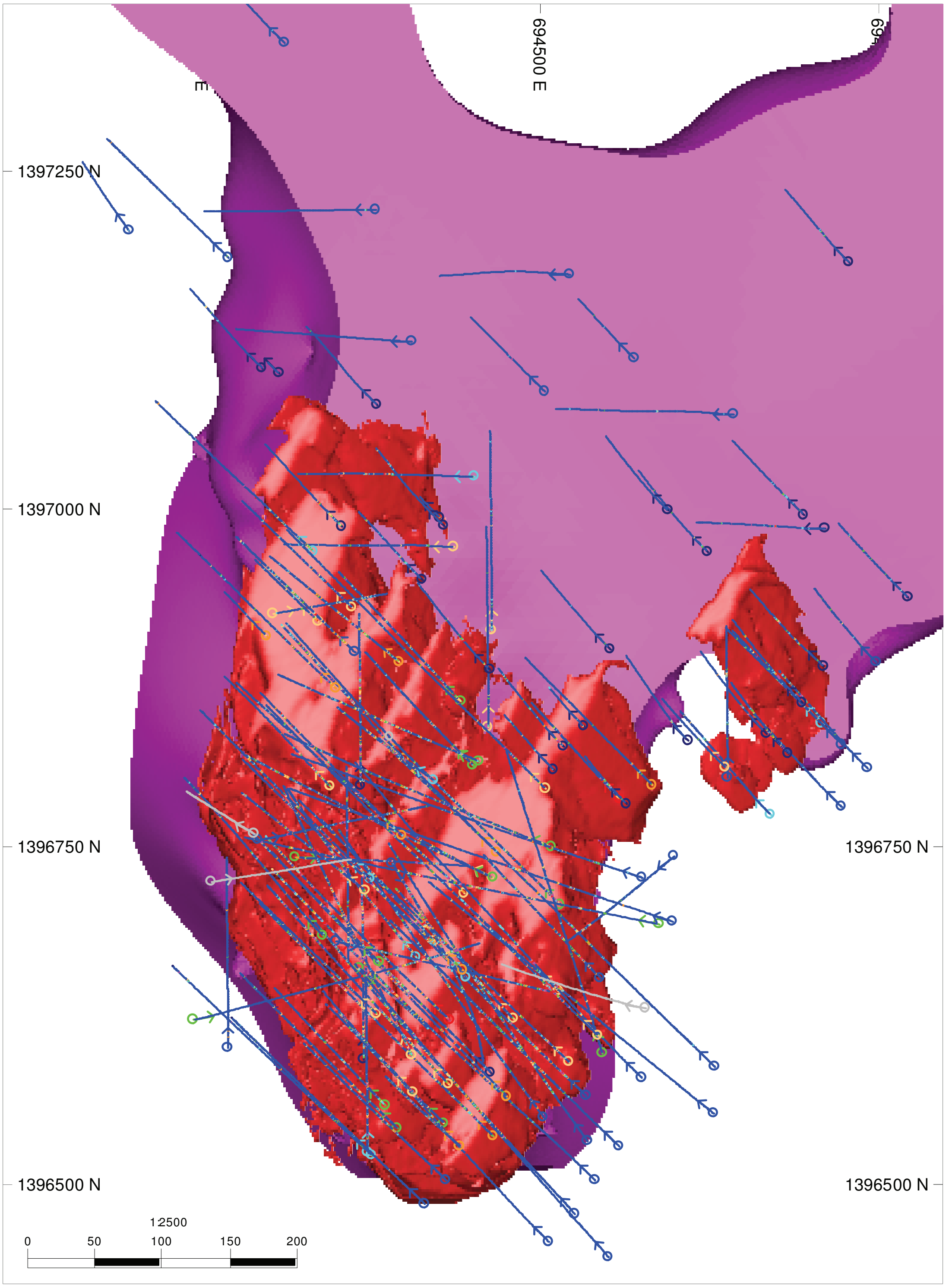
Note (1) – SRK 2014 is the equivalent SRK 2013 resource restated in accordance with JORC 2012 guidelines

7.2 Data

The current Mineral Resource has been estimated by IRS based on a drilling database current as of the 15th April 2015. The database consists of 132 drillholes for 33,351m which is comprised of 100 diamond drillholes for 30,046m and 32 reverse circulation drillholes for 3,305m as shown in Figure 5 (EGRM report (2016), Appendix 3).

A total of 8,780 bulk density determinations have been collected via water immersion from approximately 20cm length billets of drill core. The bulk density database is spatially and geological representative

Figure 5 – A plan of the Okvau deposit area showing the drilling used for the July 2015 resource estimate, the interpreted intrusive diorite (purple) and the interpreted mineralisation constraint (red).



The current resource estimate is based on a topographic surface generated using ground survey and drillhole collar survey. The artisanal workings were surveyed and deemed to be adequately modelled at the time of the resource estimation studies. (Figure 5 is a reproduction of figure 2.3_1 from the report contained in Appendix 3)

The appropriateness of the drilling and sampling has been reviewed and reported in detail by both H&A and SRK, and to a lesser extent IRS. The diamond and RC drilling has been completed in a manner consistent with good industry practice and is suitable for resource estimation studies. The sampling approach is also considered robust. H&A identified a limited number of drillholes from early exploration programmes that may have downhole survey issues. These potential survey issues are unlikely to impact the resource estimate materially given the smaller number of problematic holes and the relatively small magnitude of the potential issue. The drilling and sampling is considered to be robust.

As part of resource estimation studies, the available assay quality control data has been reviewed. This data set includes certified reference material or standards, coarse duplicates, duplicates and blank standards. The majority of the QA/QC data shows acceptable levels of assay accuracy and precision has been achieved. A limited number of early assay batches, however, show problematic quality and the potential for positive bias in the gold assaying. While further investigation is required to understand these differences, this data is restricted spatially and is not material to overall resource estimate. The analytical data is considered both accurate and precise, and suitable for resource estimation studies.

7.3 Geological Model

The Okvau deposit geology model consists of interpreted oxidation, lithology and mineralisation constraints. A top of fresh surface has been modelled which separates oxide material, which is a relatively thin veneer that is generally less than 20m thick, from fresh material. A model of the interpreted diorite intrusive, as shown in Figure 3 has been generated with all material outside this wireframe solid grouped as metasediments.

The mineralisation constraints have been generated probabilistically by IRS using indicator kriging ('IK') and 5m down-the-hole composites of the drilling data. A grade threshold of 0.4gt Au was applied and those estimated blocks, based on a 5m by 5m by 5m cell size, above a 0.325 probability threshold were considered anomalous and part of the mineralisation zone. The IK estimate was controlled by indicator variography that was oriented with a 34° plunge towards 157°. The IK estimate was constrained by the interpreted diorite intrusion expanded by 25m in three dimensions. This additional constraint was used to limit the mineralisation extent within the metasediments.

The mineralisation constraint is consistent with the current geological understanding and structural interpretation (Cowan, 2014) and is considered reasonable. However, the controls on gold mineralisation are highly complex and plausible different interpretations of the mineralisation zones are possible, as is evidenced by the materially different geological controls interpreted in the completed structural studies (King, 2012 and Cowan, 2014). In addition, the distribution and nature of high grades within the mineralisation zone is also not well understood at the current drill spacing, although different phases of exploration has intersected a similar proportion of high grade intercepts.

The current resource model is therefore sensitive to the adopted geological interpretation, modelling approach and parameters. It is understood that additional drilling will be completed to reduce the drill spacing for the upper portion of the deposit. A programme of between 6000m and 8000m of drilling will be required to adequately infill the top 100m of the deposit. This additional drilling will significantly improve the geological understanding and therefore reduce the risk associated with the interpretation of mineralisation controls. This drilling will also allow a better understanding of the proportion of high grades that are present in the deposit, and spatial extent of these high grade intercepts.

7.4 Grade Estimation

Grade estimation has been completed by Uniform Conditioning (UC) which is a geostatistical method to allow estimation of smaller selective mining unit (SMU) blocks from a sparser (relative to the SMU) array of drilling.

The grade estimate is based on 3m downhole composites which have had higher grade composites cut (or capped) to a maximum 26 g/t Au to restrict the possible over estimation of grade and metal. This high grade cutting resulted in a 3.8% metal reduction.

IRS has completed a geostatistical investigation as part of the grade estimate with generation of grade variograms based on the mineralisation model and the coded 3m composites. The variogram models are the basis of the OK and UC estimate. These variogram models show a moderate level of spatial variability, as defined by a 39% relative nugget, and moderately levels of spatial continuity in the interpreted plunge direction. However the variogram model plunge direction is different to that identified in the structural study (Cowan, 2014) and modelled for the mineralisation constraint. In additional, the spatial continuity modelled in the variography may be overstated which will result in the model being under-smoothed and reporting higher grades and less tonnes. IRS note this and recommended additional drilling to resolve this difference in spatial continuity. The proposed additional drilling programme (6000m to 8000m) will resolve these differences and improve the resource estimate quality.

A block model has been created with a parent cell size of 30mX by 20mY by 10mZ. The block model was rotated 45° from the orthogonal to match the general attitude of the mineralisation. An ordinary kriging (OK) grade estimate was then generated into the block model and UC performed to produce a selective mining estimate replicating a 5mX by 5mY by 5mZ SMU block size.

The grade estimate was validated by IRS visually and statistically and deemed to be robust. A check of the grade estimation model was completed visually and statistically against the input drilling data. Notwithstanding the geological complexity previously discussed, the grade estimate has robustly mapped the trends in the drilling data and is therefore considered acceptable. The modelled SMU is considered small relative to the drilling density and the current drill spacing and therefore likely report less tonnes and higher grades than can be effectively mined. Therefore appropriate mining modifiers in the form of dilution and ore loss are required to be added the resource model for mining studies.

The grade estimate was categorised as a combination of Indicated and Inferred Mineral Resource (JORC Code 2012) on the basis of geological confidence, relative drilling density and recorded estimation service variables which provided a relative measure of the robustness of grade estimate. The classification criteria applied relative to the drilling density is summarised as follows:

- Indicated Mineral Resource - a nominal data spacing of 40m by 25m to 40m by 40m
- Inferred Mineral Resource – a nominal data spacing of 100m by 100m or better.

The Mineral Resource using a 0.6gt Au lower cutoff grade is reported as:

Indicated Resource – 13.18 Mt @ 2.27 gt Au for 962 koz of gold
Inferred Resource – 2.66 Mt @ 1.98gt Au for 169 koz of gold
Total Resource – 15.84 Mt @ 2.2 gt Au for 1131 koz of gold

Table 7 provides a detailed breakdown of Mineral Resource reported at different lower cutoff grades and grouped by Mineral Resource category.

Table 7 Okvau deposit – Grade tonnage report of the July 2015 Mineral Resource (JORC Code 2012). Uniform conditioning grade estimate reporting a 5mX by 5mY by 5mZ selective mining unit block size

Mineral Resource Category (JORC 2012)	Lower Cut-off (ppm Au)	Tonnage (Mt)	Average Gold Grade (gt)	Contained Gold Oz (x1000)
Indicated	0.4	14.96	2.06	990
	0.5	14.09	2.16	978
	0.6	13.18	2.27	962
	0.8	11.61	2.48	927
	1.0	10.17	2.71	886
	1.2	8.85	2.95	839
	1.5	7.32	3.28	773
	2.0	5.58	3.78	678
Inferred	0.4	3.09	1.77	176
	0.5	2.88	1.87	173
	0.6	2.66	1.98	169
	0.8	2.27	2.20	160
	1.0	1.93	2.43	151
	1.2	1.63	2.67	140
	1.5	1.29	3.02	126
	2.0	0.95	3.50	107
Total	0.4	18.05	2.01	1,166
	0.5	16.96	2.11	1,151
	0.6	15.84	2.22	1,131
	0.8	13.88	2.44	1,088
	1.0	12.10	2.66	1036
	1.2	10.49	2.90	979
	1.5	8.61	3.24	898
	2.0	6.53	3.74	785

The IRS approach to the resource classification has been reviewed and is supported. The reported Mineral Resource is considered to be consistent in with the guidelines published in JORC Code 2012. The proposed additional drill programme is required and will materially improve resource confidence.

8. MINING, METALLURGY, PLANT DESIGN AND COST

Renaissance completed a Pre-Feasibility Study (Study) in July 2015 (refer ASX announcement 27 July 2015) for the development of a 1.5Mtpa operation at Okvau. Renaissance reported that the PFS has been completed to +/-20% level of accuracy and demonstrated the potential for a robust Project with an initial Life of Mine (LOM) of eight years producing on average 91,500 ounces of gold per annum from a single open pit mine using conventional processing and mining methods. The key PFS results reported by Renaissance are presented Table 8.

Table 8 Renaissance PFS parameters[1]

In Pit Mineral Resource	11.6mt @ 2.2g/t gold for 829,000 ounces contained		
LOM Strip Ratio (waste ore)	7.7:1		
Throughput	1.5Mtpa		
Life of Mine	8 years		
Processing Recovery	85%		
Recovered Ounces	708,500 ounces		
Average Annual Production Target	91,500 ounces		
Pre-Production Capital Cost[2]	US $120M		
Sustaining Capital Cost	US$10M		
Gold Price	**US$1,100/oz**	**US$1,250/oz**	**US$1,400/oz**
LOM Net Revenue (net of royalities[3] and refining)	US$756M	US$860M	US$964M
Operating Cash Flow	US$272M	US$376M	US$479M
Project Cash Flow	US$142M	US$245M	US$349M
NPV[4]	US$90M	US$173M	US$257M
Payback	3.2 years	2.6 years	1.9 years
IRR pre-tax	21%	35%pa	47%
IRR (post tax) (corporate tax with no incentives)	19%	29%pa	38%
LOM C1 Cash Costs[5]	US$684/oz	US$684/oz	US684/oz
LOM All-in Sustaining Costs (AISC)[6]	US$731/oz	US$735/oz	US$738/oz

[1]All Renaissance has 100% ownership with no third party or Government equity interests and therefore economics are 100% attributable to Renaissance
[2]Capital costs include working capital and 10% contingency
[3]Government royalty fixed at 2.5% of gross revenue
[4]After royalties but before corporate tax
[5]C1 cash Costs include all mining, processing and general and administration costs
[6]AISC include C1 Cash Costs plus royalties, refining costs, sustaining capital and closure costs

The Renaissance PFS is based on the optimization of an Indicated and Inferred Mineral Resource of 11.6Mt at 2.22g/t for 829,000 ounces of contained gold (in Pit contained Resource). Renaissance has made no statement of Ore Reserve based on this study. This shortcoming in Resource and Reserve definition requires address in the proposed Emerald Resources Feasibility Study by the drilling of additional holes to increase the confidence in mineralisation continuity and tenor along with the address of other associated Modifying Factors.

KHM, on behalf of Emerald February 2016, engaged WTC Kendall of Mintrex Pty Ltd (Mintrex) to review the Pre-Feasibility report prepared by Renaissance August 2015 for the Okvau Gold Project. The review request was in specific reference to the reasonableness of the findings presented in the Pre-Feasibility report prepared by Renaissance with respect to:

- mining sequence
- metallurgy
- plant design and cost

The Mintrex report was based on information based on information, up to and including 9 February 2016, from a number of reports prepared by Renaissance on other aspects of the Project in addition to the company's knowledge of these subjects. Following is a brief summary of the Mintrex findings and attached recommendations.

- Mintrex stated that the documents reviewed provided the basis upon which to proceed to the next stage of Project approval with the reasonable expectation of achieving an economically viable Project outcome. Part of Emerald's conclusions is a requirement to establish Indicated Resource and Measured Resource status for the Resource to be included in the proposed open pit shell.

- Variability of ore mineralogy especially in respect to arsenic and antimony within the defined deposit may require ore blending at the ROM stage. This requirement could impact on mine scheduling with respect to the requirement to provide blend stockpiles from various locations and depths within the pit.

- A requirement for flotation-regrind-intensive leach in the circuit needs further economic evaluation.

- Review for improvement in the milling circuit does not detract from the viability to effectively extract gold from the Okvau gold deposit.

- Mintrex agrees that a plant cost of approximately US$90M at a Pre-Feasibility analysis stage is reasonable for the stated level of accuracy of the estimate.

- Total Project development cost of US$120M including powerlines, access road, water supply, TSF construction and development of other facets of mine infrastructure is a reasonable estimate of Project cost for Pre-Feasibility level of estimate accuracy.

- Risk analysis including Cambodian government approvals, political climate, sociological and environmental conditions indicates that these risks may reasonably be expected to be mitigated by a prudent approach to further Project development.

The entire report prepared by Mintrex Pty Ltd is presented as Appendix 2 of the KHM Report.

9. ENVIRONMENTAL CONSIDERATIONS

9.1 Artisanal Miners

A single small group of artisanal miners are still processing stockpiled ore on the Okvau site. It is understood, on discussions with this group, they advise that they have only 2000m^3 of remaining stockpiled earth to treat. It is also understood that no further miners will be permitted to commence work in the area and that no problems appear to exist in a satisfactory relocation of these people.

9.2 Flora and Fauna

The mining project is located within the Phnom Prich Wildlife Sanctuary which is an IUCN Category IV Conservation Area Licence for Exploration in the Okvau area. The licence is under provision of Licence MIMEMREL, Issue 4, No 42).

Terrestrial fauna and flora studies have been prepared by Earth Resources (2015) along with preparation of an environmental management programme.

This proposed management programme will be subject to review and implementation for ongoing work programmes on the Project. No environmental issues have been raised that could inhibit progress to DFS for the Project.

9.3 Water Protection

- Surface Runoff

  One of the principal considerations in establishment of a mining project at Okvau will be prevention of contaminated rain runoff from entering drainages to the Prek Te.

  Two methods will be involved:

  1. Upstream or upslope drainage, where considered to be non-contaminated, will be diverted away from the Project area. This drainage will be diverted downstream for entry to the Prek Te River.

  2. Drainage directly from infrastructure, including the TSF, plant, waste dump and village will be directed to sediment settling and water quality control storages. These storages will have capacity for 1 in 10 year ARI 24 hour rain events.

     Controlled overflow systems from these storage facilities will be installed for more intensive and longer duration runoff events and this flow will be assessed for suitability for entry to the Prek Te River.

     Water from these storages will be pumped to the mill water production dam to provide storage for future runoff events.

     Water chemistry will be conducted according to requirements of World Bank standards. These standards will be used until either sufficient local water monitoring sampling data has been collected for establishment of local trigger values or until Ministry for Environment provides a set of water discharge specifications applicable to the region.

     More detailed investigations for design of sediment settling and containment control storages will be included in the DFS programme.

- Groundwater Seepage

  Mine acid water development (MWAD) within the pit or waste dump will have little potential to enter the river system as a result of extremely low conductive properties of the bounding crystalline rocks. Any soil and oxidised rock zone seepage will drain to the open pit dewatering facility for use in the mill.

  The western wall of the TSF and downstream from the environmental settling ponds are the only potential seepage pathways for MWAD.

  A study will be conducted to determine the acid forming capacity of waste rock and ore as well as the acid neutralising capacity of country rock of the mining area at Okvau.

  A decision can be made from these studies for:

  - Any requirement to separate acid forming capacity waste from non-acid forming waste and any requirement for encapsulating acid forming waste within the non-acid forming waste dump.

  - Potential acid forming tailings. This study will determine requirement for application of acid neutralising methods.

  - Determination of acid neutralising capacity of country rock will provide a method for gauging the risk factor associated with mine water acid drainage.

  Adequate keying of the TSF wall into the clay substrate will minimalise potential for seepage from this source.

A detailed surface and groundwater monitoring network will be established to closely monitor these zones. Provision for design of an efficient seepage-cut-off or recovery system will be included in the DFS.

10. EXPLORATION POTENTIAL

A number of significant exploration targets have been identified within 15 kilometre radius of Okvau that exhibit defined structures associated with strong gold geochemical anomalism similar to those that define the Okvau resource location (Figure 6).

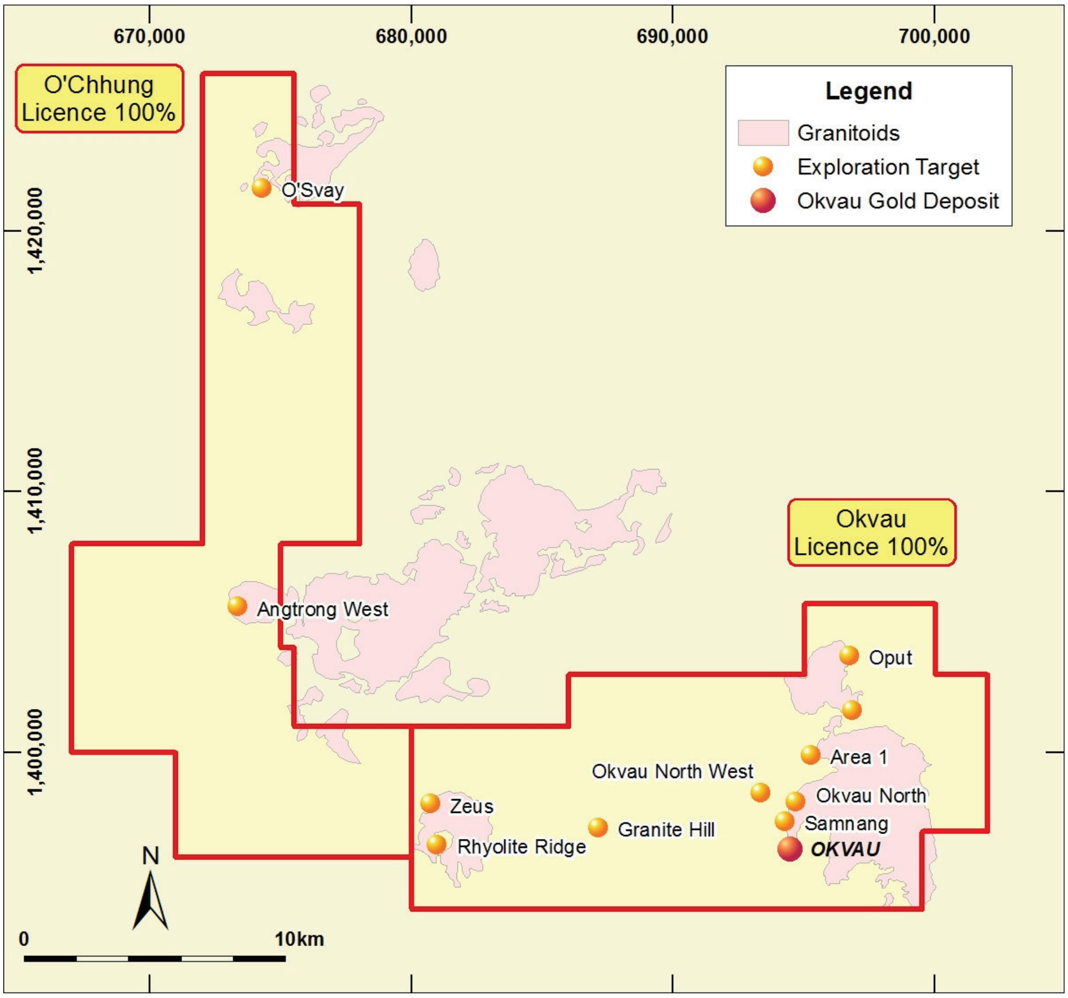


Figure 6 Exploration Prospects, Okvau and O'Chhung Exploration Licences, adapted from Renaissance Figures 3 and 4, ASX Release, 8 March 2013

Eastern Diorite Contact

The most promising and immediate target with gold resource potential is the Eastern Diorite Contact which lies 500 metres northeast from Okvau (Figure 3). Drill intersections on the Eastern Diorite Contact zone taken from Renaissance ASX Release 28 October 2014, are listed below:

Drillhole number	Intersection				
DD14OKV239	3m	@	4.2 g/t Au from	59	metres
RC13OKV135	9m	@	9.3 g/t Au from	37	metres
RC13OKV133	2m	@	5.8 g/t Au from	42	metres
DD14OKV216	8m	@	6.0 g/t Au from	61	metres
DD14OKV235	6m	@	1.5 g/t Au from	85	metres
DD14OKV235	3m	@	2.0 g/t Au from	138	metres
DD14OKV236	2.3m	@	12.5 g/t Au from	112	metres
RC13OKV213	6m	@	9.5 g/t Au from	9	metres
DD14OKV237	2m	@	3.1 g/t Au from	108	metres
DD14OKV238	3m	@	6.1 g/t Au from	89	metres
RC13OKV138	10m	@	2.5 g/t Au from	29	metres
RC13OKV132	8m	@	7.3 g/t Au from	6	metres
DD14OKV217	7m	@	1.5 g/t Au from	0	metres
DD14OKV217	10m	@	1.4 g/t Au from	24	metres
DD14OKV217	2m	@	5.3 g/t Au from	102	metres

The other identified exploration targets are referred to as: Samnang, 500 metres northwest of Okvau; O'Svay, located in the northern part of O'Chhung; Pre Sor Lao, 3 kilometres north of Okvau; Okvau North and Okvau Northwest 1 to 2 kilometres from Okvau; Granite Hill 5 kilometres west of Okvau; and Zeus, Russey, Rhyolite Ridge, 10 to 12 kilometres west of Okvau All these prospects exhibit strong gold and pathfinder elements with multi-elements (bismuth, arsenic and tellurium) (Figure 6).

Samnang

Samnang prospect, located 500 metres northwest of Okvau. Drilling includes 9m @ 6.6 g/t gold from 0m; 20m @ 2.1 g/t gold from 38m.

A 3D induced polarisation (IP) survey has recently been performed with the following results:

- An extensive IP chargeability anomaly (Figure 7) indicates presence of sulphide mineralisation. The anomaly is similar to, but more extensive than that at Okvau. The anomaly extends to a greater depth than that previously known at Okvau.
- A coincidental strong resistivity anomaly also confirms potential for altered diorite, a favourable host for gold mineralisation
- The IP survey identifies potential for incremental extension of the Okvau resource.
- The IP survey data appears to show the effect of the northeast structures which are crossed by northwest trending structures.

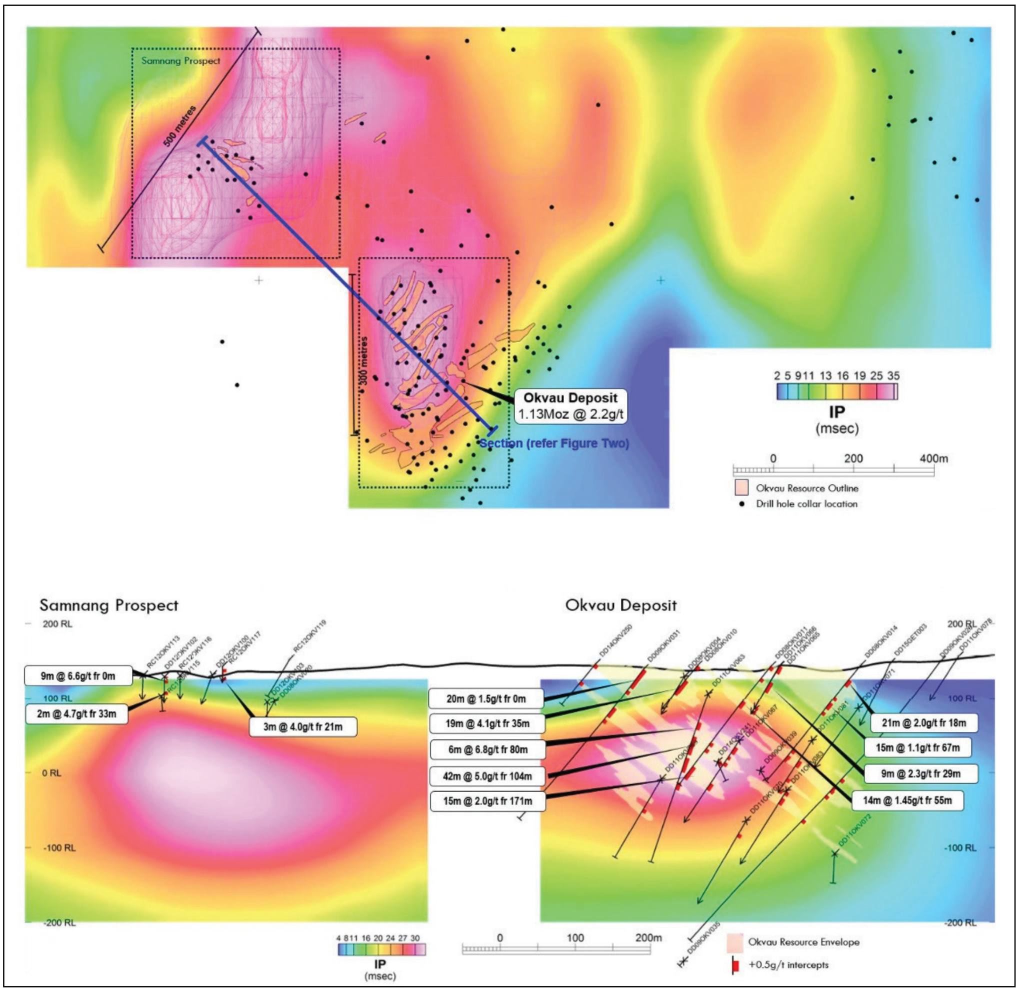


Figure 7 3D Induced Polarisation Plan and Section, Okvau Deposit and Samnang Project, adapted from Renaissance ASX Release, 27 January 2016

O'Svay

Located in the northern part of O'Chhung Exploration Licence is defined by a 600m x 600m gold soil anomaly with peak soil values of 786 ppb gold and 624 ppb gold (Figure 6).

Pre Sor Lao

Large soil gold, arsenic. bismuth, tellurium anomaly. Peak gold values 2870 ppb, 1360 ppb, 739 ppb, 595 ppb. Trench intersections include 17m @ 2.9 g/t gold; 9m @ 4.8 g/t gold; 5m @ 3.6 g/t gold, 4m @ 3.9 g/t gold.

Okvau North and Northwest

Soil gold anomaly associated with IP chargeability. Isolated drilling includes 8m @ 19.2 g/t gold from 20m. Rock chips: 31 g/t gold, 26 g/t gold, 21 g/t gold, 14 g/t gold, 10 g/t gold.

Granite Hill

700m x 250m >80ppb gold soil anomaly Rock chips >10 g/t gold; drilling 5m @ 14.39 g/t gold; 7m @ 1.7 g/t gold

Zeus

800m x 200m soil gold anomaly up to 117 ppb gold; trenches: include multiple gold zones. Best intercept 19m @ 4.12 g/t gold

Rhyolite Ridge

1500m long gold soil anomaly up to 706 ppb gold. Trench intersection 3m @ 4.45 g/t gold; rock chips >11g/t gold

Russey

Northwest trending soil gold anomaly up to 449 ppb gold; multiple trench gold anomalies, 3m @ 7.82 g/t gold

Gossan Ridge

Northwest trending gold soil anomaly up to 365 ppb gold; best trench intersection 6m @ 1.34 g/t gold

11. CONCLUSIONS AND RECOMMENDATIONS

Commercial interest in the Okvau Gold Project is generated through Renaissance's announcement of Pre-Feasibility status for the gold deposit as well as interest generated from additional aspects of the Okvau Project. These facets of interest are listed as:

1 Potential to develop a stand-alone gold mine at Okvau based on conclusions from the existing Pre-Feasibility report.

2 Probability of extending The Okvau gold deposit through additional drilling and evaluation studies.

3 High probability exists that some of the gold prospects, through additional drilling, will define sufficient anomalous mineralisation to support grade definition

4 Investigation is required for several clearly defined gold soil anomalies within 15 kilometre radius of Okvau.

5 Ongoing regional exploration on the 400km^2 exploration licences covering highly mineral prospective geological terrane.

6. Favourable socio-political and geographic environment for ongoing exploration and Project development in Cambodia

These aspects are discussed further in the following paragraphs:

1. Renaissance, July 2015, released a PFS report to the ASX (27 July 2015). This PFS proposed a mining/milling operation at Okvau to mine and treat 11.6 Mt of gold resource at a rate of 1.5 Mt/year over eight years for recovery of 708,500 ounces of gold. This resource is open for upgrade and extension by further drilling and feasibility analyses. The report and accompanying reports prepared by Renaissance have been competently presented to allow acceptance of the contained information as a basis for ongoing investigations.

   The Renaissance PFS is based on treatment costs by GR Engineering Services Pre-Feasibility Study, 2015.

   Mintrex, on behalf of Emerald, reviewed the Pre-Feasibility studies and in a draft report, 25 February 2015, found general agreement with the GR Engineering Services plant and processing costs.

   Mintrex stated that a list of Modifying Factors such as gold price and mining costs and results from further drilling may influence the final economic outcome of the Pre-Feasibility estimates. These Modifying Factors will be addressed in the Feasibility study proposed by Emerald.

   Review of the Resource by BL Gossage (2016) on behalf of KHM for Emerald states that the mineral Resource using a 0.6g/t Au lower cutoff grade is reported as:

Indicated Resource	13.18 Mt @ 2.27 g/t Au for 962 koz of gold
Inferred Resource	2.66 Mt @ 1.98g/t Au for 169 koz of gold
Total Resource	15.84 Mt @ 2.2 g/t Au for 1131 koz of gold

   The following works are required for the Project to progress to DFS evaluation:

   - Confidence that all Cambodian government approvals for the Project will be provided.
   - Additional drilling to provide further confidence of the existence of an Indicated Resource and possibly a Measured Resource status for the existing DFS outlined Resource. There is a low level of geological confidence associated with Inferred Mineral Resource and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resource or that the production target itself will be realised (Listing Rule 5.16.4).
   - Additional mine planning studies including scheduling to provide for a possible requirement for ore blending at the ROM stage.
   - Additional metallurgical analyses.
   - Additional geotechnical analysis for stages 2 and 3 pit development.
   - Geotechnical and hydrogeological appraisal for TSF design, construction and costing.
   - Hydrogeological evaluation and design for storm water runoff protection and environmental control of runoff. This water/groundwater monitoring facility will require establishment of a full environmental monitoring network.
   - Design and costing of a powerline, access roads and water supplies.
   - Full environmental and sociological study to support a development management programme.

   A cost estimate of the above listed subjects will be required.

2. A high probability exists for extending the defined gold Resource laterally and at depth. In addition to the defined Resource is the well defined Eastern Diorite Contact gold target located 500 metres to the northeast on the planned pit which has significant gold drill intersections with good potential to be upgraded.

3. Samnang prospect, 500 metres northwest from the proposed Okvau open pit has a number of high grade gold drill intersections over a length of 300 metres supported by an extensive 3D IP anomaly. This prospect requires early attention due to its proximity to the planned Okvau infrastructure.

4. A number of gold targets have been identified in an area of 15 kilometre radius from Okvau on the exploration licences. These targets contain significant gold and associated geochemical anomalies in soil and trenches that require further evaluation. These targets include Pre Sor Lao, Samnang, Okvau North, Okvau Northwest, Zeus, Russey Gossan Ridge, O’Svay, Granite Hill and Rhyolite Ridge.

5. The two exploration licences of approximately 400km^2 cover highly mineral prospective geological terrain. This area requires further regional exploration evaluation.

   The US$3 million budget for exploration should be directed to geological, geochemical and geophysical examination of identified exploration targets as well as for limited extension of this work to the greater area of the exploration licences. The budget should provide funds for approximately 10,000 metres of drilling which will be necessary to evaluate existing identified targets.

   Field inspections have confirmed that there are minimal physical or climatological constraints to field investigations in the Okvau region.

6. Reports indicate that the Kingdom of Cambodia now has a stable government and encourages international investment in that country. There is little evidence of regional sociological or environmental constraints that could hinder further works in the Okvau area.

7. Okvau Gold Project warrants expenditure to progress to Feasibility status Feasibility investigations will include but not be restricted to the items listed in Section 10 of this report.

   Feasibility investigations have been cost estimated to be in the range of Aus $5.7 to $7.1 million dollars. This expenditure is considered reasonable in relation to a potential future value for the Project

8. Okvau Gold Project warrants exploration expenditure of US $3 million on identified gold bearing targets outside the present identified Resource area and also on the two granted exploration licences. These gold bearing targets have potential for discovery of additional gold deposits in the Okvau area.

KH Morgan FAusIMM (CP) FAIG MMICA MIAH DipGAA

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13. TECHNICAL TERMS

Competent Person	Defined in JORC Code 2012. a Competent Person must be a member or Fellow of Australasian Institute of Mining and Metallurgy (AusIMM) or Australian Institute of Geoscientists (AIG) or a member of a recognised professional organisation. A competent person must have minimal of five years' experience working with the style of mineralisation or type of deposit under consideration and relevance to the activity which that person is undertaking
JORC Code	Joint Ore Resources Committee Code sets out minimal standards for public reports for exploration results, mineral resources and ore reserves
Pre-Feasibility Study	Means a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable Modifying Factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate at the time of reporting that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Pre-Feasibility Study
VALMIN Code	The Australian Code for Public Reporting of Technical Assessments and Valuations of Mining Assets. Update in 2015 and is a mandatory standard for reporting to the Australian Stock Exchange as well as reports prepared by Mineral Industries Consultants Association (MICA), Australasian Institute of Mining and Metallurgy (AusIMM), Australian Institute of Geoscientists (AIG) with participation of the Minerals Council of Australia (MCA) and other key stakeholders

Apophysis	a tongue or offshoot from a larger intrusive body, can include veins and dykes
Diorite	a dark coloured coarse to medium grained igneous rock comprised of plagioclase, feldspar, hornblende, and pyroxene with little or no quartz. It is a deeper seated intrusive equivalent of andesite
Hornfels	a hard fine grained rock formed by thermal metamorphism of rocks in the aureole of an igneous intrusion
	For any additional geological terms, please refer to a geological dictionary or the internet

Appendix 1

ASX Announcement
3 February 2016

ASX Announcement & Media Release

Wednesday, 3 February 2016

Fast Facts

ASX Code: RNS
Shares on issue: 459.6 million
Market Cap: A$14 million
Cash: A$1.3 million (31 Dec 2015)

Board & Management

Alan Campbell, Non-Exec Chairman
Dave Kelly, Non-Exec Director
Justin Tremain, Managing Director
Craig Johnson, Exploration Manager
Brett Dunnachie, CFO & Co. Sec.
Vireak Nouch, Country Manager

Company Highlights

- Targeting large gold systems in an emerging Intrusive Related Gold province in Cambodia
- First mover in a new frontier
- Okvau Deposit (100% owned): Indicated and Inferred Mineral Resource Estimate of 1.13Moz at 2.2g/t Au (refer Appendix One)
- PFS completed and demonstrates high grade, low cost, compelling development economics:
  - 830,000ozs in single pit
  - Production to 100,000ozs pa over 8yr mine life (average 91,500oz pa LOM)
  - AISC US$611/oz first 5 years (average US$735/oz LOM)
  - $NPV_{(5\%)}$ US$174M
  - IRR 35% pa
  - Payback ~2.6 years
- Clear pathway to development
- Significant resource growth potential. Okvau Deposit remains 'open' and multiple nearby high priority, untested targets

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Renaissance minerals limited

Renaissance Secures Funding and Development Partner

- Joint Venture with Emerald Resources NL ('Emerald') on Renaissance Minerals' Cambodian Gold Project whereby Emerald will sole fund completion of:
  - Definitive Feasibility Study ('DFS');
  - Environmental & Social Impact Assessment ('ESIA'); and
  - US$3 million (A$4.3 million[1]) 2 year exploration program to earn up to a 51% interest
- Emerald to utilise their well credentialed management team that have been instrumental in the successful commercial development of numerous gold projects (Equigold NL & Regis Resources Ltd) to fund and manage the DFS and ultimately develop the Okvau Gold Deposit
- Emerald to also fund and co-manage with Renaissance an aggressive exploration program over the next two years
- Emerald to focus on the development economics of the Okvau Gold Deposit by optimisation of capital and operating costs through process design and mining efficiencies
- Renaissance fully funded to a development decision with exposure to improved project economics and accelerated exploration
- In addition to Joint Venture funding, Emerald to become a 10% shareholder in Renaissance through participation in a A$3.4 million equity placement

Renaissance Minerals Limited (ASX: RNS) ('Renaissance') is pleased to announce that the it has secured a development partner for its Cambodian Gold Projects, in particular the Okvau Gold Deposit, through a Joint Venture with Emerald Resources NL ('Emerald'). Renaissance and Emerald have entered into a legally binding Memorandum of Agreement ('MoA') whereby Emerald may earn up to a 51% interest in Renaissance's Cambodian Gold Projects by sole funding a Definitive Feasibility Study ('DFS') for the development of Okvau Gold Deposit to a bankable level, an Environmental & Social Impact Assessment ('ESIA') and a 2 year exploration program of US$3 million (A$4.3 million[1]). Renaissance had previously estimated that the cost of the DFS and ESIA alone would be in the vicinity of US$4-5million (A$5.7-A$7.1 million[1]).

Emerald and Renaissance have agreed the standard of DFS that Emerald is required to complete. This is based on a comprehensive criteria and to a level of accuracy that will be acceptable to potential bona-fide project financiers. Under the terms of the MoA, Emerald is to be sole manager of the DFS while Renaissance and Emerald will jointly manage the exploration program.

Emerald has subscribed for 57.4 million shares in Renaissance as part of an equity placement of 114.8 million at 3 cents per share to raise A$3.4 million ('Placement'). The remaining 57.4 million shares has been placed to institutional and sophisticated investors. Upon completion of the Placement, Emerald will hold a 10% interest in Renaissance and will be entitled to appoint a Non-Executive Director to the Board.

[1] Based on AUD:USD of A$0.70

Renaissance's Managing Director, Justin Tremain commented:

"The Emerald team is undoubtedly one of the best credentialed gold development teams in Australia with a proven history of developing projects successfully, quickly and cost effectively. The fact that this team has been attracted to the Okvau project is a testament to its potential.

Renaissance is committed to taking the Okvau project forward and in light of current equity market conditions believe this Joint Venture provides the most attractive funding option for our shareholders. Renaissance shareholders retain significant ownership of the Okvau project with an exceptional development partner, and will benefit from any improvement in development economics and from future exploration success without the associated immediate funding obligation.

The funding of a DFS and ESIA alone is a significant cost burden that this transaction removes from Renaissance shareholders. The Joint Venture also provides for the funding of ongoing exploration."

Emerald Resources NL

Emerald is an ASX listed entity with approximately A$18 million of cash and no debt. The Managing Director of Emerald, Mr Morgan Hart, has overseen the successful development of gold projects for Equigold NL and, most recently, as Operations Director of Regis Resources Ltd. His experience in developing countries includes the development of the Bonikro Gold Project in Cote d'Ivoire. He has assembled a team of highly competent mining engineers and geologists for the development of the Okvau Gold Deposit.

Joint Venture Terms

Emerald's interest in the Joint Venture will be progressive, based on a combination of exploration expenditure and DFS completion as shown below:

Cumulative Exploration Spend (non DFS costs)	DFS 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%

Completion of a DFS is to include the completion of an Environmental & Social Impact Assessment.

Emerald will be the Manager of the DFS. Renaissance and Emerald will be Joint Managers of the exploration program until such time that Emerald has earned its 51% interest. All Joint Venture decisions regarding development commitments and expenditure will be subject to a 75% voting approval.

Emerald may only withdraw from the Joint Venture after 6 months and spending a minimum of US$0.5 million. If Emerald elects to withdraw prior to completing a DFS, it will be required to relinquish any interest that it may have earned. If at the time of withdrawing from the Joint Venture Emerald has earned a 30% interest and has not completed the DFS, Renaissance can opt to dilute Emerald to a 10% interest by spending US$2.0 million. If either party dilutes to a 10% interest the other party may elect to convert that party's interest to a 2% royalty.

Provision for further opportunities secured by either party in Cambodia will form part of the Joint Venture.

Customary mutual pre-emptive rights, expenditure and dilution formulas will apply.

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Joint Venture Conditions Precedent

The MoA is a binding agreement outlining the commercial terms of the Joint Venture that has been approved by the respective Boards of both Renaissance and Emerald. The agreement is subject to:

- Execution of a Farm-in and Joint Venture Agreement
- Approval by the shareholders of Renaissance by way of an ordinary resolution for the terms of the Joint Venture
- Approval by the shareholders of Emerald by way of an ordinary resolution for the proposed change in the nature and scale of Emerald's operations
- ASX granting Emerald conditional approval for the securities in Emerald to be re-instated to trading on the ASX following re-compliance by Emerald with Chapters 1 and 2 of the ASX Listing Rules
- Renaissance and Emerald obtaining necessary approvals and consents from the Cambodian Government

A Notice of Meeting will be sent to Renaissance shareholders in due course. Renaissance will also keep shareholders advised of the status of and timing for satisfaction of the abovementioned conditions.

Equity Placement

The Placement consists of 114.8 million shares to be issued at a price of 3.0 cents per share to raise a total of A$3.4 million. The shares will be issued on or around 8 February 2016, pursuant to ASX Listing Rule 7.1 and 7.1A and will be made as follows:

- 57.4 million shares (A$1.7 million) to Emerald; and
- 57.4 million shares (A$1.7 million) to institutional and sophisticated investors

Emerald will hold a 10% interest in Renaissance post the Placement. Emerald will have the right to appoint a representative to the Board of Renaissance.

This announcement effectively lifts the trading halt that the Company requested on Monday 1 February 2016. Renaissance is not aware of any reason why the ASX would not allow trading to recommence immediately.

Cambodian Gold Project

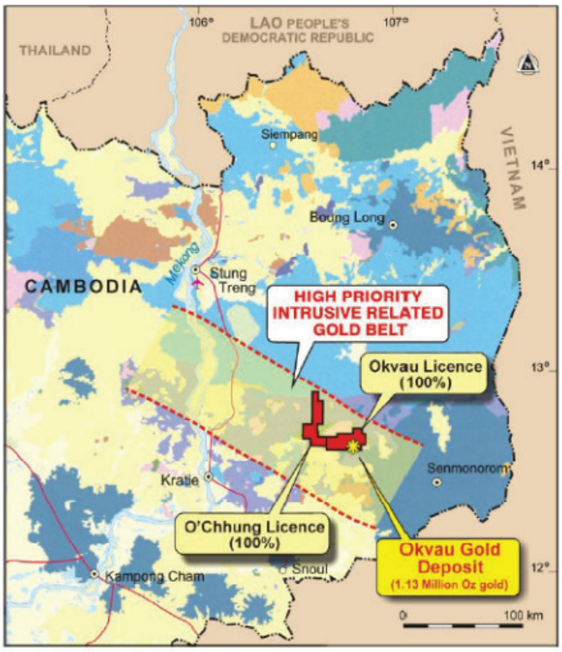
Background

The 100% owned Okvau and adjoining O'Chhung licences cover approximately 400km² of project area and are located within the core of a prospective Intrusive Related Gold ("IRG") province in the eastern plains of Cambodia. The Project is located in the Mondulkiri Province of Cambodia approximately 265 kilometres north-east of the capital Phnom Penh (refer Figure One).

The topography is relatively flat with low relief of 80 metres to 200 metres above sea level. There are isolated scattered hills rising to around 400 metres. The area is sparsely populated with some limited historical small scale mining activity. An all-weather gravel haulage road servicing logging operations in the area provides good access to within 25 kilometres of the Okvau exploration camp site. The current access over the remaining 25 kilometres is sufficient for exploration activities but is planned to be upgraded to an all-weather road as part of any project development.

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. Importantly, 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 (refer Appendix One).

Figure One | Cambodian Gold Project Location



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.

The Okvau Deposit and other gold occurrences within the exploration licences are directly associated with diorite and granodiorite intrusions and are best classed as Intrusive Related Gold mineralisation. Exploration to date has demonstrated the potential for large scale gold deposits with the geology and geochemistry analogous to other world class Intrusive Related Gold districts, in particular the Tintina Gold Belt in Alaska (Donlin Creek 38Moz, Pogo 6Moz, Fort Knox 10Moz, Livengood 20Moz).

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.

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Pre-Feasibility Study

Renaissance completed a Pre-Feasibility Study ("Study") in July 2015 for the development of a 1.5Mtpa operation based only on the Okvau Deposit via an open pit mining operation. The Study was completed to +/-20% level of accuracy and there has been no material change.

The Study demonstrates the potential for a robust, low cost development with an initial Life of Mine ('LOM') 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. Key results of the Study based on the ASX market release dated 27 July 2015 are presented in Table One.

Table One | Study Results[1]

In Pit Mineral Resource	11.6Mt @ 2.2g/t gold for 829,000 ounces contained		
LOM Strip Ratio (waste:ore)	7.7:1		
Throughput	1.5Mtpa		
Life of Mine	8 years		
Processing Recovery	85%		
Average Annual Production Target	91,500 ounces		
Pre-production Capital Costs[2]	US$120M		
Gold Price	**US$1,100/oz**	**US$1,250/oz**	**US$1,400/oz**
LOM Net Revenue (net of royalties[3] & refining)	US$756M	US$860M	US$964M
Operating Cash Flow Before Capital Expenditure	US$272M	US$376M	US$479M
Project Cash Flow After Capital Expenditure	US$142M	US$245M	US$349M
NPV[4] (5%)	US$90M	US$174M	US$257M
Payback	3.2 years	2.6 years	1.9 years
IRR pre-tax	21% pa	35% pa	47% pa
IRR post-tax (excluding any incentives)	19% pa	29% pa	38% pa
LOM C1 Cash Costs[5]	US$684/oz	US$684/oz	US$684/oz
LOM All-In Sustaining Costs ('AISC')[6]	US$731/oz	US$735/oz	US$738/oz

[1] All Renaissance has 100% ownership with no third party or Government equity interests and therefore economics are 100% attributable to Renaissance. Under the proposed terms of the Joint Venture with Emerald, the ownership interest of Renaissance is subject to change
[2] Capital Costs include working capital and 10% contingency.
[3] Government royalty fixed at 2.5% of gross revenue
[4] After royalties but before corporate tax
[5] C1 Cash Costs include all mining, processing and general & administration costs
[6] AISC include C1 Cash Costs plus royalties, refining costs, sustaining capital and closure costs

Material is to be sourced from a single open pit with a simple mine design providing scope for scheduling optimisation and mining cost reduction. The pit has been designed and scheduled in three distinct stages to allow for reduced waste stripping in the initial years and operational flexibility. Stages 1 & 2 provide 70% of the LOM mill feed, equivalent to the initial 5 years of operation, at a strip ratio of 4.7:1. As a result, production costs for this period are highly competitive with C1 Cash Costs and AISC of US$561/oz and US$611/oz, respectively.

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About Cambodia

Cambodia is a constitutional monarchy with a constitution providing for a multi-party democracy. The population of Cambodia is approximately 14 million. The Royal Government of Cambodia, formed on the basis of elections internationally recognised as free and fair, was established in 1993. Elections are held every five (5) years with the last election held in July 2013.

Cambodia has a relatively open trading regime and joined the World Trade Organisation in 2004. The government's adherence to the global market, freedom from exchange controls and unrestricted capital movement makes Cambodia one of the most business friendly countries in the region.

The Cambodian Government has implemented a strategy to create an appropriate investment environment to attract foreign companies, particularly in the mining industry. Cambodia has a modern and transparent mining code and the government is supportive of foreign investment particularly in mining and exploration to help realise the value of its potential mineral value.

Detailed information on all aspects of Renaissance Minerals projects can be found on the Company's website: www.renaissanceminerals.com.au.

For further information please contact
Renaissance Minerals Limited
Justin Tremain, Managing Director

Competent Persons Statements
The information in this report 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.

Reference is made to the Company's ASX release dated 27 July 2015 titled Okvau PFS Demonstrates Compelling Project Economics. All material assumptions underpinning the production target or the forecast financial information continue to apply and have not materially changed.

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Appendix One | Okvau Mineral Resource Estimate - July 2015

July 2015 JORC Resource (0.6g/t gold cut-off)			
	Tonnage (Mt)	**Grade (g/t Au)**	**Gold (Koz)**
Indicated	13.2	2.3	962
Inferred	2.7	2.0	169
Total	**15.8Mt**	**2.2g/t**	**1,131**

Competent Persons Statements

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.

Appendix 2

Mintrex Report
15 March 2016

WTC Kendall

EMERALD
RESOURCES NL

OKVAU PROJECT

PRE-FEASIBILITY REVIEW

PROJECT NUMBER: 1540-EMR

Prepared by:

mintrex
engineering your success

ABN 64 064 105 488

Rev No	Date	Revision	By	Approved
0	15/03/2016	Issued to KH Morgan and Associates	WTK	FMM

OKVAU PROJECT

PRE-FEASIBILITY REVIEW

PROJECT NUMBER: 1540-EMR

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1. INTRODUCTION

In February 2016, Mintrex was requested by KH Morgan and Associates, acting on behalf of Emerald Resources Ltd ('Emerald'), to review the pre-feasibility study of the Okvau Gold Project in Cambodia.

Emerald supplied the documents listed in Section 7 of this report and those documents were reviewed with specific reference to the reasonableness of the findings and proposals presented in regard to:

- Mining sequence
- Metallurgy
- Plant design and cost

This report discusses and analyses the documents reviewed, and evaluates the reasonableness of the Pre-feasibility Study (PFS).

2. REVIEW OF DOCUMENTS – KEY RISKS

The key risks and opportunities identified in the study review are:

- Cambodian mining law immaturity and lack of legal precedent or guidance.
- Status of resource remains to be confirmed by infill drilling to upgrade some resources to Measured and convert Inferred resources to Indicated.
- Presence of artisanal miners at the mine and living nearby.
- National compensation standards and guidelines not well established (apply IFC standards).
- Location of the mine within the Phnom Prich Wildlife Sanctuary.
- Potentially acid forming (PAF) waste and the possible need to encapsulate it.
- Gold security and transport from site.
- PFS mining schedule may not allow for effective grade control of feed to the mill.
- Geotechnical risk of pit wall instability at depth. The stage 3 pit presents a geotechnical risk which requires further assessment.
- Potential pit water inflow is unmeasured and the estimate of 10-20 l/s may be exceeded. In any event bores to depressurise the pit walls will be required and are only very briefly alluded to in the study.
- The recovery used for pit optimisation is potentially overstated at 85% (this recovery appears to be based upon figure 1.5 of Metpro report of November 2015 *Renaissance_002_2_15-11-09 (Final).pdf*) and no allowance is made for potential significant variance in the recovery with depth. This will need to be revisited during the detailed feasibility study (DFS).
- The grade improves with depth and that may be an influencing economic factor. The recovery varies with associated minerals and that may vary with depth, either to counter the grade or to support it. These issues will need to be evaluated in more detail in the DFS.
- The mining may need to progress in advance of the milling by several months to enable blending of ores to allow management of both grade and recovery.
- The Stage 3 pit is only marginally viable unless the gold price improves. The cash cost per ounce for the stage 3 pit is $1,036.
- The life of mine gold price ($1,250) used for the pit design is possibly optimistic.
- The value of the CIL (scavenge) plant needs to be questioned if rougher flotation is used and particularly if gravity is used as well.
- Gravity separation has not been adequately explored and represents an opportunity.
- The Life of Mine (LOM) As and Sb grades suggest a LOM Au recovery of 67-70% for a conventional grind at about 100 micron and whole of ore leach with no fine grinding. The benefits of flotation and fine grinding to achieve 83.8% recovery LOM (p 83 of Metpro report of November 2015 *Renaissance_002_2_15-11-09 (Final).pdf*) need to be assessed.
- No allowance is made for potential significant variance in the grade and recovery with depth. ie the time sequence in the cash flow analysis may be significantly different to what has been modelled.
- Cleaner flotation is recommended, but not yet supported by the testwork.

- The gold recovery is highly dependent upon the mineralogy of the ore and the fineness of the grind. The recovery can vary dramatically and is inversely dependent upon the level of arsenic and antimony associated with the gold. It is possible that quite large parts of the orebody might yield low recovery and it will be necessary to blend ores from different parts of the pit in order to manage the gold production to meet cash flow requirements.
- Further testwork is warranted to consider simpler processing options and better understand the economic drivers for more complex treatment to ensure any complexity is economically justified.
- The power supply represents an opportunity to improve the project economics if the local grid chooses to leverage off the project to improve its coverage.
- The provision for buildings and associated plant and mine infrastructure is more limited than Mintrex would expect and these facilities are likely to grow in cost in the DFS stage.
- The 18 month development schedule included in the PFS implementation plan does not include the road or camp and appears to regard those items as conditions precedent to unfettered access. Nor does it include the HT power line, if that is the chosen option.
- Attracting and training mine and plant workers capable of efficiently operating the equipment to be employed at Okvau is likely to be a challenge that will require further investigation in the DFS stage.

3. MINING

The mining plan is based upon conventional practice in the Western Australian goldfields and in operations around the world run under that management style. The key risks that are particular to the Okvau project are:

- Disposal of water and waste from the pit in a manner that satisfies the environmental constraints of a wildlife sanctuary.
- Aligning the mining sequence with the ore grade blending requirements to the mill.
- Managing the geotechnical requirements to maintain stable pit walls.

The document *Renaissance_Okvau_PFS_16112015.pdf* discusses and addresses these risks at a level that is appropriate for a pre-feasibility study and will allow evaluation of the project as required at that stage of development.

Further work is recommended to be undertaken as part of the detailed feasibility study following infill drilling and other work that will form part of that study. Until the orebody and the ore treatment path is more refined further pit optimisation study will not be necessary.

4. METALLURGY

The metallurgical testwork status report, *Renaissance_002_2_15-11-09 (Final).pdf*, identifies a treatment path that will provide an 83.8% gold recovery from the ore over the life of mine. The deportment of the gold is described, and the recovery reliance upon the presence of other minerals, in particular arsenic and antimony is described in terms of a regression formula.

There is doubt about how the mineral variances and associations occur throughout the orebody and that will impact upon the extent of blending that will be required ahead of the mill. It is highly likely that some blending will be necessary to achieve predictable and acceptable plant recoveries over different operating periods.

The possibility of alternative treatment paths has not been discussed in any detail. Opportunities that might be afforded by gravity separation, whole of ore leaching without regrinding and biological leaching process are not analysed for potential to improve project risk or economics.

The testwork status report recommends further testwork to confirm the chosen treatment path, but not to consider alternative paths. A high level review of alternative treatment options, to establish a clear economic priority for the flotation-regrind-intensive leach treatment approach which is proposed, should precede further metallurgical testwork, except that which is required to complete the economic review.

The metallurgical status report contains analysis and recommendations that are appropriate for a pre-feasibility study and will allow evaluation of the project as required at that stage of development.

5. PLANT AND INFRASTRUCTURE CAPITAL COSTS

The proposed plant will comprise a 3 stage crushing plant, a 4.2 MW ball mill and a 1.1 MW stirred mill, a flotation plant, an intensive leach plant, two CIL plants and cyanide destruction. The major equipment costs for this plant are identified in the documents at US$27.2M, and that is consistent with Mintrex experience.

Using a factored costing approach which Mintrex typically would perform at scoping study level (nominal accuracy ⁺/₋40%); the overall plant cost would be US$87.9 M per the Table 1 below. This is consistent with the GRES estimate (stated accuracy ⁺/₋30%) of US$90.9 M and incorporated in the document *GR Engineering - Okvau Prefeasibility Study.pdf*. These costs are also consistent with the project development costs of US$120M included in the Okvau Study Project Development Study, which is electronic file *Okvau Pre Feasibility Study 2015 - Final.pdf*. In that document it appears the contingency has been removed from the plant costs and stated separately.

Table 1 Capital Cost of Plant

Comparison between Mintrex Factored costs based upon Mechanical Equipment purchase cost (MEL) from GRES			Mintrex Factored Values US$ Million	GRES PFS Costs Estimate US$ Million
Treatment Plant				
Mechanical equipment cost reported in GRES PFS	100.0%	MEL	$27.2	$27.2
Bulk Earthworks	12.5%	MEL	$3.4	$2.9
Concrete	18.0%	MEL	$4.9	$6.1
Structural steel	17.0%	MEL	$4.6	$4.4
Platework	29.0%	MEL	$7.9	$7.2
Piping	22.0%	MEL	$6.0	$4.5
Electrical and instrumentation	33.0%	MEL	$9.0	$7.8
Construction Equipment			$0.0	$4.0
Sub-Total: Treatment Plant Direct Costs (PDC)			*$63.0*	*$63.9*
Plant construction temporary facilities	1.0%	PDC	$0.6	$1.0
Plant EPCM costs	18.0%	PDC	$11.3	$13.0
Treatment Plant Cost (TPC)			*$74.9*	*$77.9*
Support Costs - Assuming GRES Estimates				
Buildings			$10.1	$10.1
Vendor commissioning			$0.3	$0.3
Initial fills			$1.1	$1.1
Spare parts			$1.5	$1.5
Owner Costs			*$13.0*	*$13.0*
TOTAL COMPARISON COST			*$87.9*	*$90.9*

The costs stated for TSF stage 1, the site access road, the transmission line and the owner's costs are reasonable estimates for this stage of the project development and consistent with the cost estimates Mintrex see on other projects and what we would expect to see on this project.

The treatment plant and infrastructure proposed for the project is appropriate to the location of the project and the orebody, given the level of current understanding and this stage of project development. The infrastructure will need further detailed review at the detailed feasibility stage.

6. CONCLUSIONS

The analysis and evaluation of the documents presented establishes the viability of proceeding with the project to the next stage of development and the documents presented provide a reasonable basis upon which to proceed to the next stage of development approval.

This review identifies that the variability of the ore mineralogy within the open pit may create the need to blend ore to the mill and that this will affect management of the mining sequence and perhaps requires additional provision for stockpiling of run of mine ore ahead of the mill for blending.

This review identifies that a economic justification for the flotation-regrind-intensive leach treatment process as the preferred approach has yet to be established. Nevertheless this opportunity for improvement does not detract from the metallurgical analysis of the pre-feasibility study.

This review endorses the capital cost estimates for the project treatment plant and infrastructure as satisfactory for this stage of project development. The infrastructure will need further detailed review at the detailed feasibility stage.

The pre-feasibility study is satisfactory for this stage of development.

7. REFERENCE DOCUMENTS SUPPLIED

The documents supplied to Mintrex for this review were:

E & A Consultants, 2015: Environmental and Social Impact Assessment Term of Reference (TOR), Okvau Gold Mining Project. Renaissance Minerals (Cambodia) Limited. Revised 10 September 2015

OKVAU1599_Env Soc Prelim Report_ Rev3(3).pdf

Earth Systems, 2015: Initial Environmental Impact Assessment (IEIA), Okvau Gold Project. Revision 3. April 2015

OKVAU1599_Initial EIA_ Rev3- EN(1).pdf

Earth Systems, 2015: Aquatic Fauna and Ecology Preliminary Study, Okvau Gold Project, Cambodia. Prepared by Dr Sam Nuov and Lieng Sopha, March 2015 for Earth Systems

OKVAU1599_Aquatic Ecology Study_Rev0.pdf

Earth Systems, 2015: Archaeology and Cultural Heritage, Okvau Gold Project in Mondulkiri Province, Cambodia. Prepared by C Narong, March 2015

OKVAU1559_Archaeology Report_Rev1(1).pdf

GR Engineering. Services, 2015: Prefeasibility Study, Okvau Gold Project for Renaissance Minerals Limited. Reference 12128, 822019, August 2015, Revision A

GR Engineering - Okvau Prefeasibility Study.pdf

Metpro Consultants Pty Ltd, 2015, Metallurgical Testwork Status Report for Renaissance Minerals Limited Okvau Gold Project - Cambodia:

Renaissance_002_2_15-11-09 (Final).pdf *(Metallurgy pre-feasibility study)*

MineGeotech, 2015: Geotechnical Prefeasibility Study, Okvau. Prepared by Peter Evans and John Player, 12 October 2015.

Okvau Open Pit - Pre-feasibility Study - Geotech feasibility - 2015-10-12.pdf

MineGeotech, 2015: Mining Prefeasibility Study, Okvau. Prepared by Nicole Player, 30 September 2015.

Renaissance_Okvau_PFS_16112015.pdf *(Mining pre-feasibility study)*

Reconnaissance Minerals Limited, 2015: Development Study, Okvau Gold Deposit, Cambodia

Okvau Pre Feasibility Study 2015 - Final.pdf

Appendix 3

EGRM Consulting Pty Ltd
BL Gossage

23 March 2016

OKVAU GOLD PROJECT

Mineral Resource review of the Okvau Gold Project for the Emerald Resources NL

Prepared by EGRM Consulting Pty Ltd on behalf of:

KH Morgan Geological Consultants Pty Ltd

OKVAU GOLD PROJECT

Mineral Resource review of the Okvau Gold Project for the Emerald Resources NL

Prepared by EGRM Consulting Pty Ltd on behalf of:

KH Morgan Geological Consultants Pty Ltd

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Date:	23 March 2016	
Job Number:	OKV001	
Copies:	Clients	(2)

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Figure 2.3_4 – Oblique Cross Section 7 displaying the drilling and geology. 8

Figure 2.4_1 – 3D view showing the resource classification, the drillhole traces and the topographic surface. 11

Figure 2.4_2 – Oblique Cross Section 7 showing the resource classification, the drillhole traces and geological data. 11

1 INTRODUCTION

1.1 Scope of Work

EGRM Consulting Pty Ltd (EGRM) was retained by KH Morgan Geological Consultants Pty Ltd (KH Morgan) to undertake a technical review of the Mineral Resource reported for the Okvau Gold Project, Cambodia. The brief was to act as a Specialist for an Independent Specialists Technical Report which has been commissioned by Emerald Resources NL (EMR).

The EGRM scope of work was limited to a review and assessment of the Mineral Resource history and currently reported Mineral Resource. No site visit was completed by EGRM as part of this review. The exploration methods applied by the project operators, including the appropriateness and quality of the drilling, data collection and sampling, have been reviewed and assessed by KH Morgan as part of the site visit completed for the Independent Specialists Technical Report.

This report presents those aspects of the project requested in the above scope, however, aspects of drilling and sampling (which have been reviewed by KH Morgan) are described in this report for completeness.

1.2 Participants

The review was completed by Brett Gossage, Principal Consultant and Director of EGRM. Mr Gossage is a suitably experienced and qualified geologist to act as a specialist in accordance with The VALMIN Code 2015[1] and has 27 years of experience in the mining industry with significant experience in gold deposits, resource evaluation and mine planning studies and reporting Mineral Resources.

Mr Gossage holds Bachelor of Applied Science (Geology) from Curtin University (1989) and a Post Graduate Certificate (Geostatistics) from Edith Cowan University (1999). Mr Gossage is a corporate member of the AusIMM (membership number 112606).

1.3 Data Acquired

The principal sources of information used in this review include:

- The current drillhole database and associated supporting data.
- Drillhole databases, composite data, wireframes, block models and reports provided for studies completed by various resource consultants including Hackman and Associates Pty. Ltd. (“H&A”), SRK Consulting (Australasia) Pty Ltd (“SRK”) and International Resource Solutions Pty Ltd (“IRS”)
- The scoping study of the Okvau Gold Project published by Renaissance in October 2014.
- Various other technical data and reports.

[1] The Australasian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets (VALMIN Code).

In addition to the above information, a meeting was held with Mr Brian Wolfe who is the Principal of IRS and the competent person (CP) for the current Mineral Resource estimate at Okvau. This meeting was to discuss all aspects of the current Mineral Resource and the conclusions and recommendations presented by IRS.

As discussed above, no site visit was completed by EGRM as part of this study.

2 MINERAL RESOURCE

2.1 History

The Okvau Gold Project Mineral Resource has been estimated and reported by the various independent consultants and operators of the property. The earliest reported Mineral Resources were estimated by Oz Minerals (Cambodia) Limited ("Oz Minerals") and their consultants H&A in February 2010. This was updated in January 2012. These estimates were reported in accordance with the JORC 2004 guidelines[2]. Subsequent to these studies, SRK estimated and reported a Mineral Resource in April 2013. In November 2014, at the request of Renaissance, SRK re-reported the April 2013 resource in accordance with the updated 2012 JORC guidelines[3].

The current Mineral Resource has been estimated by independent consultants International Resource Solutions Pty Ltd (IRS) in July 2015. Table 2.1_1 presents the reported H&A and SRK Mineral Resource estimates.

Table 2.1_1: Previous Mineral Resource estimates (reported in accordance with JORC guidelines)

		Indicated Resource			Inferred Resource			Total Resource		
Estimate	LCOG (gt Au)	Mt	Grade (Au gt)	Oz Gold (x1000)	Mt	Grade (Au gt)	Oz Gold (x1000)	Mt	Grade (Au gt)	Oz Gold (x1000)
H&A 2010	0.50				8.1	2.3	605	8.1	2.3	605
	1.00				6.5	2.7	570	6.5	2.7	570
H&A 2012	0.50	7.8	2.03	508	4.8	1.44	221	12.6	1.8	729
	1.00	6	2.39	464	2.9	1.86	175	8.9	2.22	639
SRK 2014 (1)	0.65	15.2	2.28	1110	0.5	5.88	90	15.6	2.39	1200

Note (1) – SRK 2014 is the equivalent SRK 2013 resource restated in accordance with JORC 2012 guidelines

[2] Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves Prepared by the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC) effective December 2004

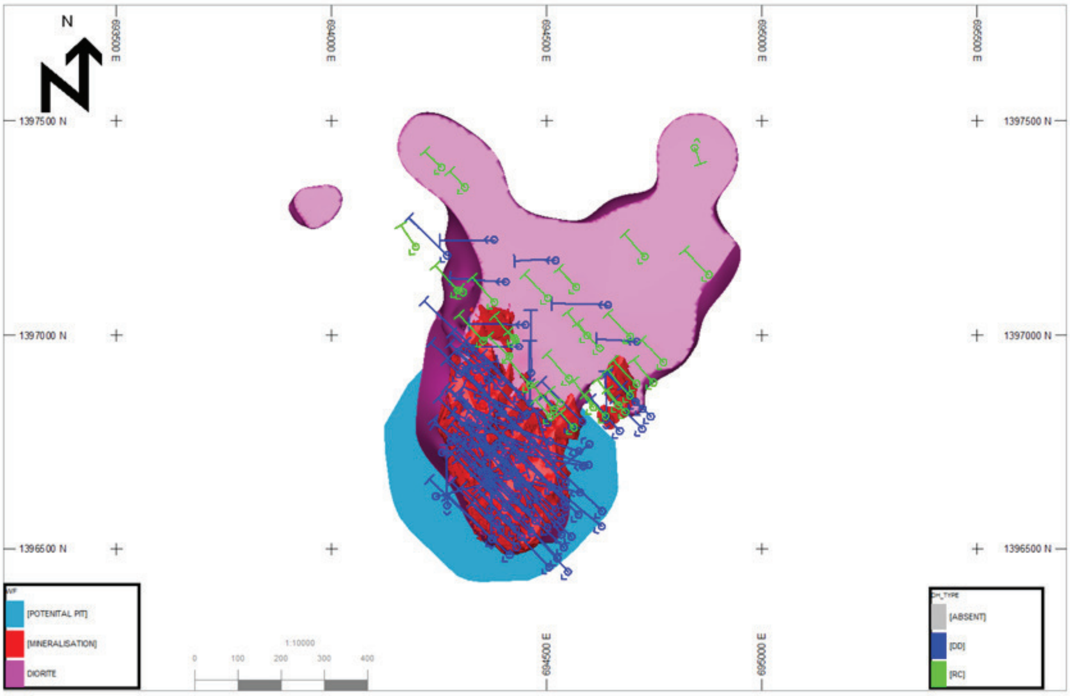
[3] Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves Prepared by the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC) effective 20 December 2012

2.2 Resource Development Data

The current Mineral Resource has been estimated by IRS based on a drilling database current as of the 15th April 2015. The database consists of 132 drill holes for 33,351m which is comprised of 100 diamond drillholes for 30,046m and 32 reverse circulation drillholes for 3,305m as shown in Figure 2.2_1. The vast majority of the reported Mineral Resource is based on the diamond drilling.

A total of 8,780 bulk density determinations have been collected via water immersion from approximately 20cm length billets of drill core. The bulk density database is spatially and geological representative. An average bulk density of 2.81t/m^3 and 2.84t/m^3 have been used for tonnage reporting above the top of fresh and below the tope of fresh respectively.

Figure 2.2_1 – A plan of the Okvau deposit area showing the drilling (coloured by type) used for the July 2015 resource estimate, the interpreted intrusive diorite (purple) and the interpreted mineralisation constraint (red).



The drilling has been completed by independent contractors. Collar locations have been surveyed using a DGPS by external contractors and are available in both Indian 60 (Zone 48N) and local grid systems. The majority of drillholes (excluding the first 9 diamond core holes) have been downhole surveyed using an Eastman single shot camera or a single shot Reflex survey tool.

The current resource estimate is based on a topographic surface generated using ground survey and drillhole collar survey, generally collected using DGPS by independent contractors. The artisanal workings were surveyed and deemed to be adequately modelled at the time of the IRS resource estimation studies.

The drilling has generally been sampled on interval lengths between 1m and 2m. The diamond core has been split using a diamond core saw. Half-core samples weighing between 2.1kg and 4.5kg (dependant on the core size which varies from HQ, HQ3, NQ, NQ2, NQ3, NTW and BTW) were submitted to the ALS Phenom Penh, Cambodia, sample preparation facility. The majority of the assaying (the first 9 diamond core holes were submitted to Mineral Assay and Services Co. (MAS) in Thailand) has been completed by ALS Limited (ALS) Vientiane, Laos. The ALS Laos and ALS Cambodia facilities currently have certification from NATA.

Sample preparation is as per ALS sample preparation procedures and includes logging the data on receipt, logging the data into LIMS, weighing and recording the sample weight, drying if required (to a maximum 120ºC), crushing to better than 70% passing <2mm, rotary splitting, and pulverisation of the split sub-sample to better than 85% passing 75 microns. A 25g sub-sample is taken and the pulp reject stored for an agreed period. Gold assaying is by 25g Fire Assay (FA) with Atomic Absorption Spectroscopy (AAS) or gravimetric finish for higher grade samples to a lower detection limit of 0.01g/t Au. Multi-element assaying (including Ag, Ag, As, Hg, Cu) has been completed by a number of methods including inductively coupled plasma atomic emission spectroscopy (ICP-AES) and inductively coupled plasma mass spectrometry (ICP-MS). The ALS facilities have been reviewed by IRS and SRK who report the assaying to be robust.

The appropriateness of the drilling and sampling has been reviewed and reported in detail by both H&A and SRK, and to a lesser extent IRS. The reported diamond and RC drilling has been completed in a manner consistent with good industry practice and is suitable for resource estimation studies. H&A identified a limited number of drillholes from early exploration programmes that may have downhole survey issues. These potential survey issues are unlikely to impact the resource estimate materially given the small number of problematic holes and the relatively small magnitude of the potential issue. The drilling and sampling is considered to be robust.

As part of resource estimation studies, the available assay quality control data has been reviewed. This data set includes certified reference material or standards, coarse duplicates, duplicates and blank standards. The majority of the QA/QC data shows acceptable levels of assay accuracy and precision has been achieved. A limited number of early assay batches, however, shows problematic quality and the potential for positive bias in the gold assaying. While further investigation is required to understand these differences, this data is restricted spatially and is not material to overall resource estimate. The analytical data is considered both accurate and precise, and suitable for resource estimation studies.

2.3 Geological Model

The Okvau deposit geology model consists of interpreted oxidation, lithology and mineralisation constraints. A top of fresh surface has been modelled which separates oxide material, which is a relatively thin veneer that is generally less than 20m thick, from fresh material. A model of the interpreted diorite intrusive, as shown in Figure 2.3_1, has been generated with all material outside this wireframe solid grouped as metasediments.

The mineralisation constraints have been generated probabilistically by IRS using Indicator Kriging ("IK") and 5m down-the-hole composites of the drilling data. A grade threshold of

0.4gt Au was applied and those estimated blocks, based on a 5m by 5m by 5m cell size, above a 0.325 probability threshold were considered anomalous and part of the mineralisation zone. The IK estimate was controlled by indicator variography that was oriented with a 34° plunge towards 157°. The IK estimate was constrained by the interpreted diorite intrusion expanded by 25m in three dimensions. This additional constraint was used to limit the mineralisation extent within the metasediments.

Figures 2.3_3 and 2.3_4 show oblique cross sections 5 and 7 respectively through the Okvau deposit (section azimuth of 315º) highlighting the drilling, interpreted diorite, mineralised constraint, gold grade estimate and a potential pit shell. Figure 2.3_2 is plan of the drilling data highlighting the oblique cross sections 5 and 7.

The mineralisation constraint is consistent with the current geological understanding and structural interpretation (Cowan, 2014) and are considered reasonable. However, the controls on gold mineralisation are highly complex and plausible different interpretations of the mineralisation zones are possible, as is evidenced by the materially different geological controls interpreted in the completed structural studies (King, 2012 and Cowan, 2014). In addition, the distribution and nature of high grades within the mineralisation zone is also not well understood at the current drill spacing, although different phases of exploration has intersected a similar proportion of high grade intercepts.

The current resource model is therefore sensitive to the adopted geological interpretation, modelling approach and parameters. It is understood that additional drilling will be completed to reduce the drill spacing for the upper portion of the deposit. A programme of between 6000m and 8000m of drilling will be required to adequately infill the top 100m of the deposit. This additional drilling will significantly improve the geological understanding and therefore reduce the risk associated with the interpretation of mineralisation controls. This drilling will also allow a better understanding of the proportion of high grades that are present in the deposit, and spatial extent of these high grade intercepts.

Figure 2.3_1 – A plan of the Okvau deposit area showing the drilling used for the July 2015 resource estimate, the interpreted intrusive diorite (purple) and the interpreted mineralisation constraint (red).

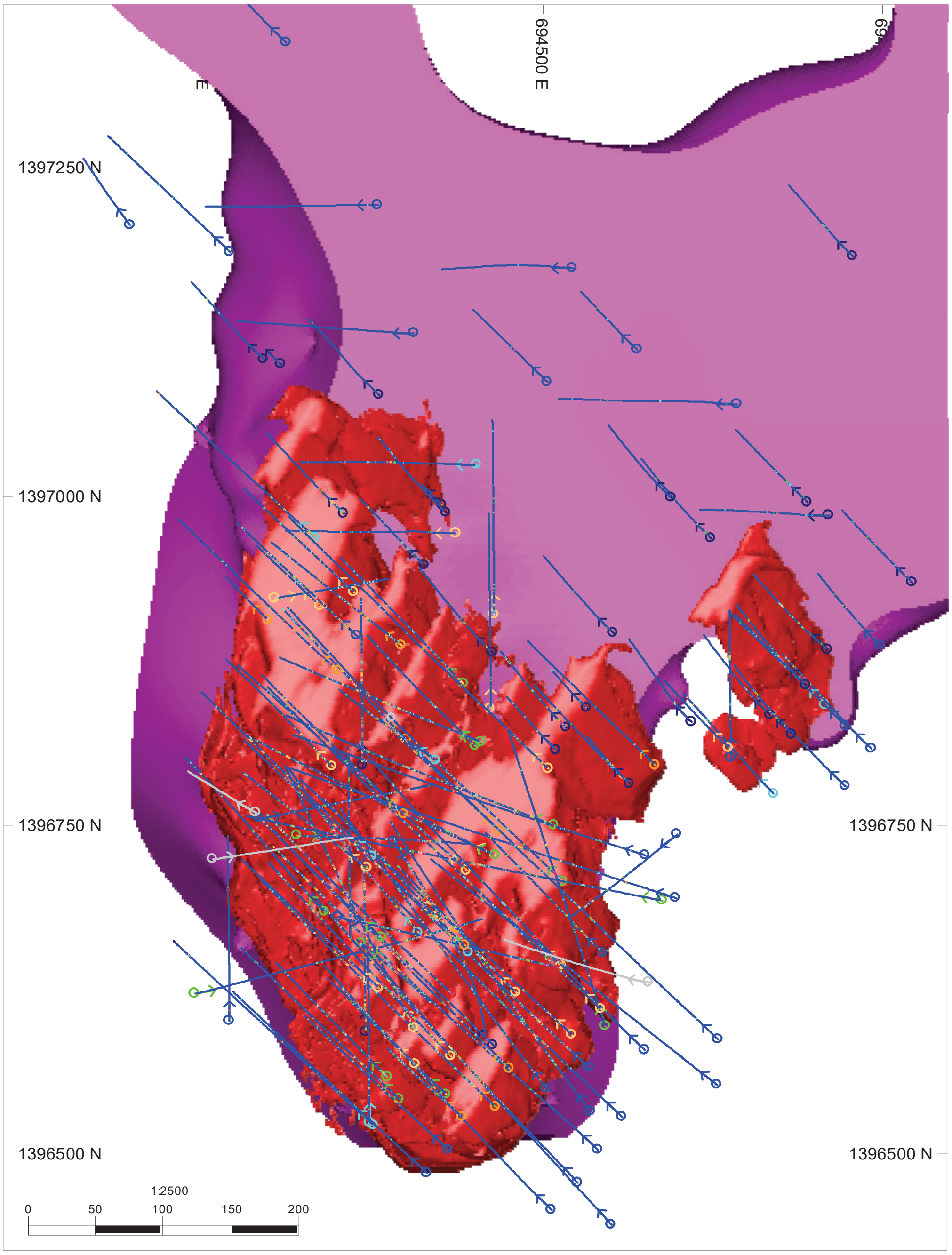


Figure 2.3_2 – A plan of the Okvau deposit area showing the drilling and oblique cross sections 5 and 7.

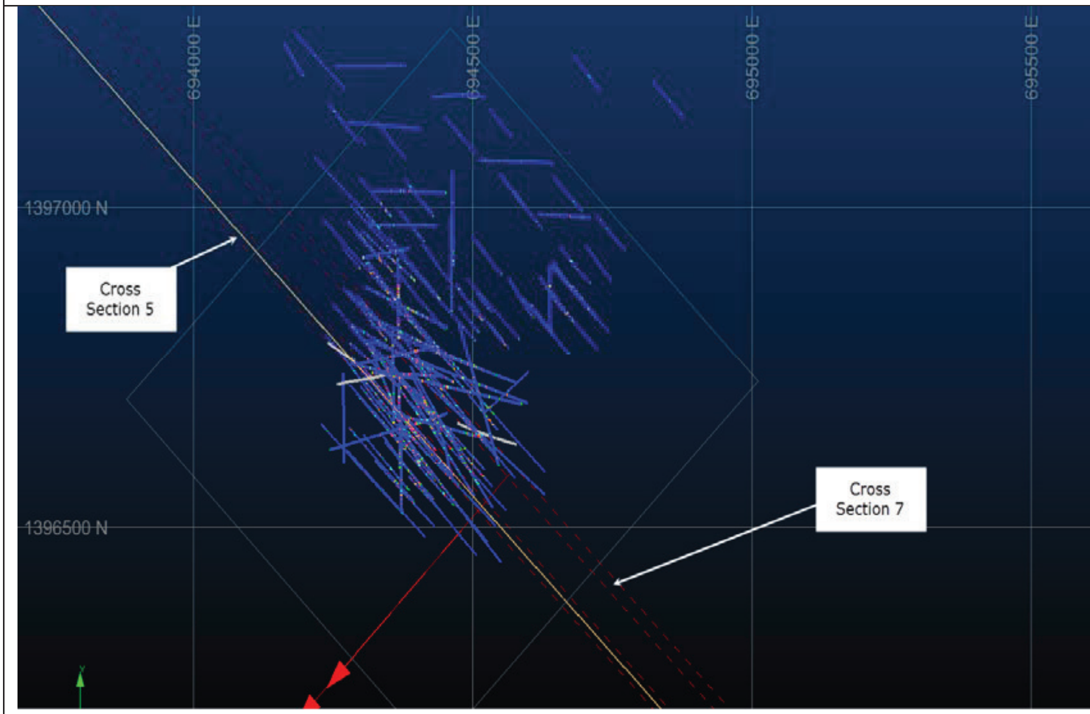


Figure 2.3_3 – Oblique Cross Section 5 (section azimuth of 315º - +/-10m) highlighting the drilling, interpreted diorite, mineralised constraint, gold grade estimate and the potential pit shell.

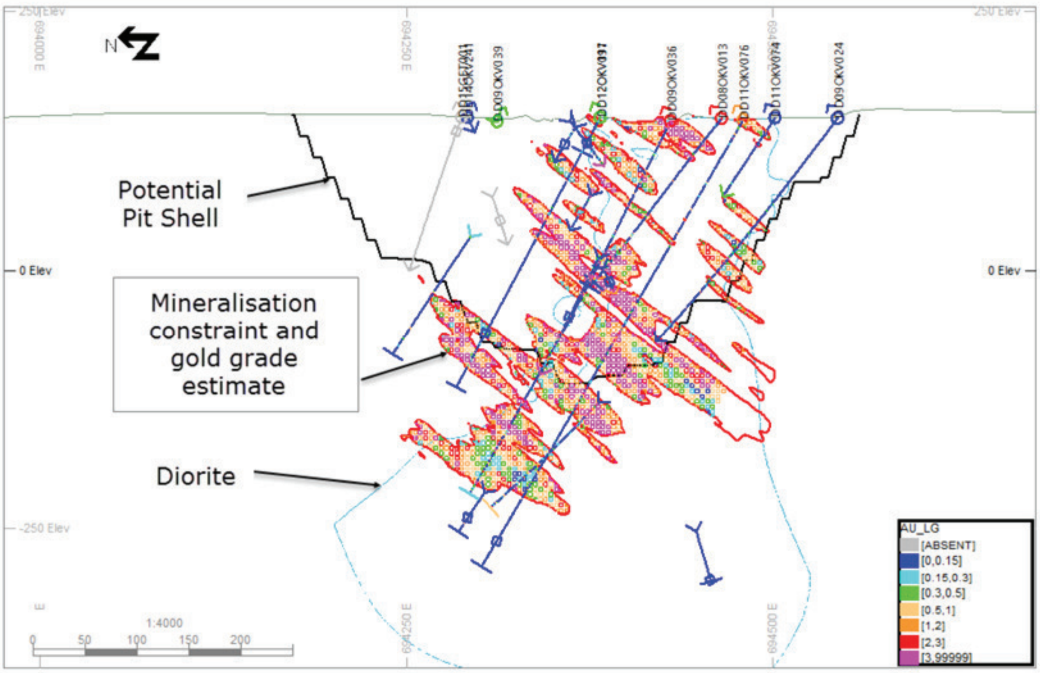
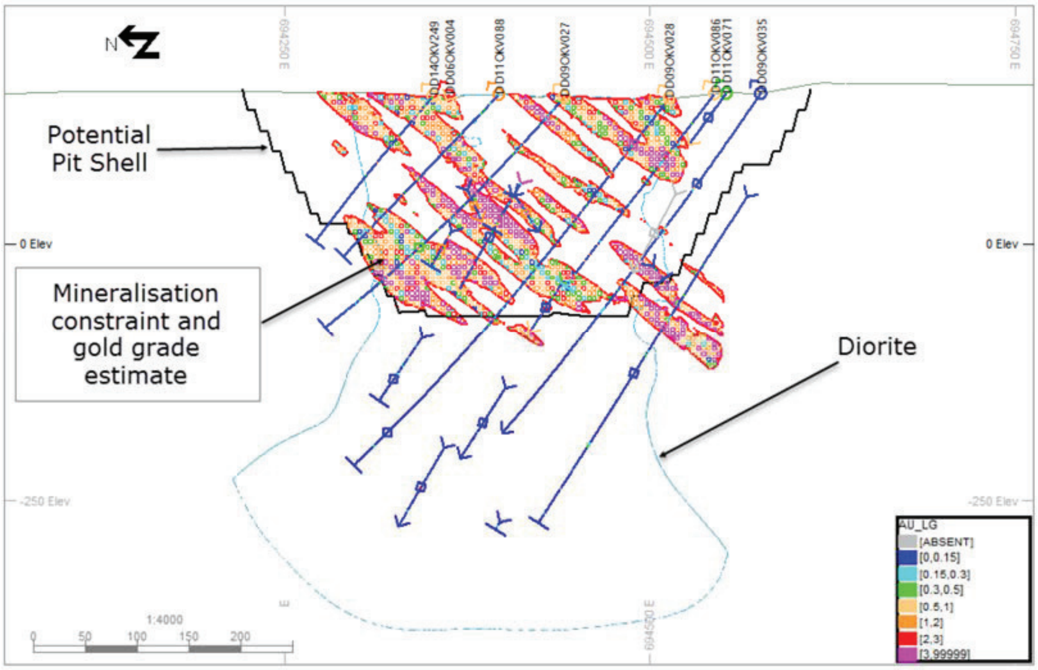


Figure 2.3_4 – Oblique Cross Section 7 (section azimuth of 315º - +/-10m) highlighting the drilling, interpreted diorite, mineralised constraint, gold grade estimate and the potential pit shell.



2.4 Grade Estimation

Grade estimation has been completed by Uniform Conditioning (UC) which is a geostatistical method to allow estimation of smaller selective mining unit (SMU) blocks from a sparser (relative to the SMU) array of drilling.

The grade estimate is based on 3m downhole composites which have had higher grade composites cut (or capped) to a maximum 26 gt Au to restrict the possible over estimation of grade and metal. This high grade cutting resulted in a 3.8% metal reduction.

IRS have completed a geostatistical investigation as part of the grade estimate with generation of grade variograms based on the mineralisation model and the coded 3m composites. The variogram models are the basis of the Ordinary Kriging (OK) and UC estimate. These variogram models show a moderate level of spatial variability, as defined by a 39% relative nugget, and moderately levels of spatial continuity in the interpreted plunge direction. However the variogram model plunge direction is different to that identified in the structural study (Cowan, 2014) and modelled for the mineralisation constraint. In additional, the spatial continuity modelled in the variography may be overstated which will result in the model being under-smoothed and reporting higher grades and less tonnes. IRS note this and recommended additional drilling to resolve this difference in spatial continuity. The proposed additional drilling programme (6000m to 8000m) will resolve these differences and improve the resource estimate quality.

A block model has been created with a parent cell size of 30mX by 20mY by 10mZ. The block model was rotated 45° from the orthogonal to match the general attitude of the mineralisation. An OK grade estimate was then generated into the block model and UC performed to produce a selective mining estimate replicating a 5mX by 5mY by 5mZ SMU block size.

OK grade estimation was completed using a 2 pass estimation approach. The first estimation pass searched 100m (major axis and semi-major axis directions) by 20m (minor axis), with a sample search oriented consistent with the grade variography (bearing 030º, plunge 00º and a dip of -40º using Vulcan mining software rotation notation). The grade estimate sample collection required a maximum of 5 composites per hole (i.e. a minimum of 6 holes per estimate required) and a minimum and maximum 32 composites per estimate be used per block. A second estimation pass was completed to estimate those blocks not estimated with the first pass. This sample search was expanded to 300m by 300m by 100m for the major, semi-major and minor axis respectively. A minimum of 8 composites and a maximum of 32 composites were used for this estimate.

The grade estimate was validated by IRS visually and statistically and deemed to be robust. A check of the grade estimation model was completed visually and statistically against the input drilling data. Notwithstanding the geological complexity previously discussed, the grade estimate has robustly mapped the trends in the drilling data and is therefore considered acceptable. The modelled SMU is considered small relative to the drilling density and the current drill spacing and therefore likely report less tonnes and higher grades than can be effectively mined. Therefore appropriate mining modifiers in the form of dilution and ore loss are required to be added the resource model for mining studies.

The grade estimate was categorised as a combination of Indicated and Inferred Mineral Resource (JORC Code 2012) on the basis of geological confidence, relative drilling density and recorded estimation service variables which provided a relative measure of the robustness of grade estimate. The classification criteria applied relative to the drilling density is summarised as follows:

- Indicated Mineral Resource - a nominal data spacing of 40m by 25m to 40m by 40m
- Inferred Mineral Resource – a nominal data spacing of 100m by 100m or better.

A 3D perspective diagram of the block model, drilling and Mineral Resource category is presented in Figure 2.4_1. Figure 2.4_2 shows a cross section through the deposit (Oblique cross section 7 as per Figure 2.3_4) showing the same information.

The Indicated Resource represents those blocks close to drilling data. The grade estimate shows relatively limited extrapolation from drilling data. This is controlled by the sample search applied to the IK mineralisation constraint estimate, which is 100m in the major axis (down plunge), 50m semi-major axis (across plunge) and 10m in the minor axis, and the diorite wireframe. This has resulted in the maximum possible extrapolation of the Inferred Resource being 100m. Practically, however, not all the mineralisation constraint is estimated, as shown in the Oblique Cross Section 5 (Figure 2.3_3). Based on a nearest neighbour check estimate, the maximum extrapolation from drilling is 86.3m, although the average nearest distance from drilling to block centroid for the Inferred Resource is 25.2m.

The IRS approach to the resource classification has been reviewed and is supported. The reported Mineral Resource is considered to be consistent in with the guidelines published in JORC Code 2012. The proposed additional drill programme is required and will materially improve resource confidence.

The Mineral Resource using a 0.6gt Au lower cutoff grade is reported as:

Indicated Resource – 13.18 Mt @ 2.27 gt Au for 962 koz of gold

Inferred Resource – 2.66 Mt @ 2.0gt Au for 169 koz of gold

Total Resource – 15.84 Mt @ 2.2 gt Au for 1131 koz of gold

Table 2.4_1 provides a detailed breakdown of Mineral Resource reported at different lower cutoff grades and grouped by Mineral Resource category.

Table 2.4_1 – Okvau deposit – Grade tonnage report of the IRS July 2015 Mineral Resource (JORC 2012). Uniform conditioning grade estimate reporting a 5mX by 5mY by 5mZ selective mining unit block size

Mineral Resource Category (JORC 2012)	Lower Cut-off (ppm Au)	Tonnage (Mt)	Average Gold Grade (gt)	Contained Gold Oz (x1000)
Indicated	0.4	14.96	2.06	990
	0.5	14.09	2.16	978
	0.6	13.18	2.27	962
	0.8	11.61	2.48	927
	1.0	10.17	2.71	886
	1.2	8.85	2.95	839
	1.5	7.32	3.28	773
	2.0	5.58	3.78	678
Inferred	0.4	3.09	1.77	176
	0.5	2.88	1.87	173
	0.6	2.66	1.98	169
	0.8	2.27	2.20	160
	1.0	1.93	2.43	151
	1.2	1.63	2.67	140
	1.5	1.29	3.02	126
	2.0	0.95	3.50	107
Total	0.4	18.05	2.01	1,166
	0.5	16.96	2.11	1,151
	0.6	15.84	2.22	1,131
	0.8	13.88	2.44	1,088
	1.0	12.1	2.66	1036
	1.2	10.49	2.9	979
	1.5	8.61	3.24	898
	2.0	6.53	3.74	785

Figure 2.4_1 – 3D view looking NE (045° or perpendicular to the cross sections shown above) displaying the resource classification (Indicated and Inferred Resource), the drillhole traces and the topographic surface.

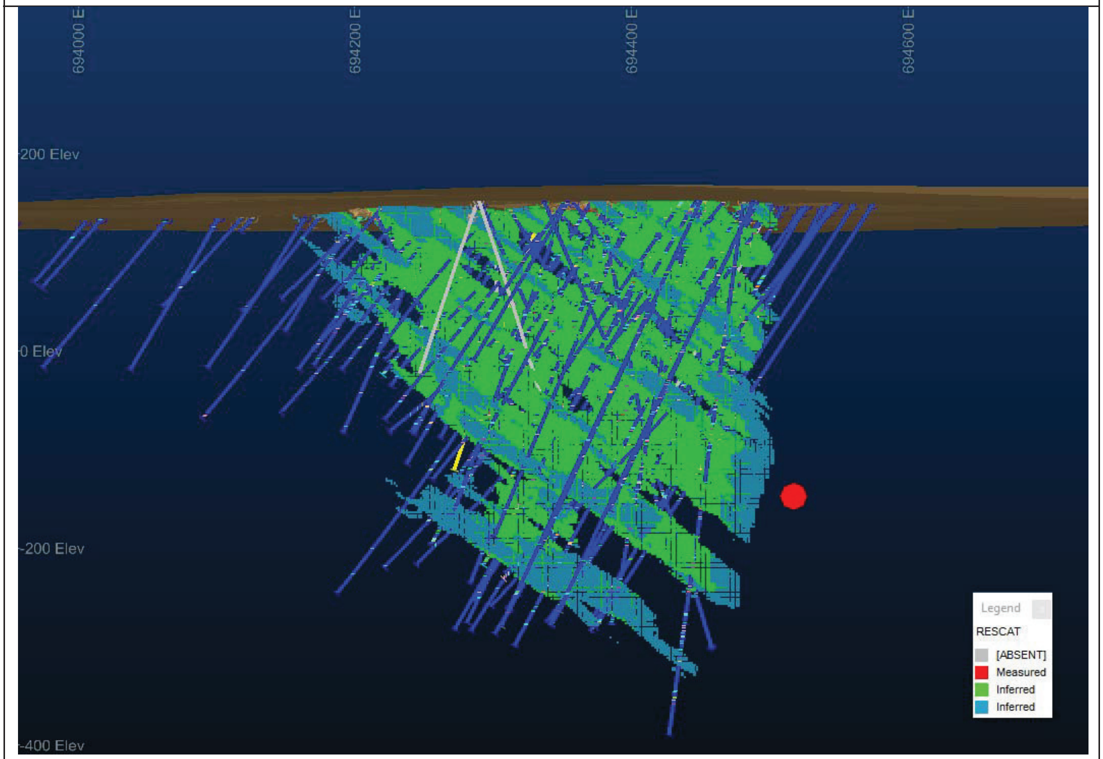
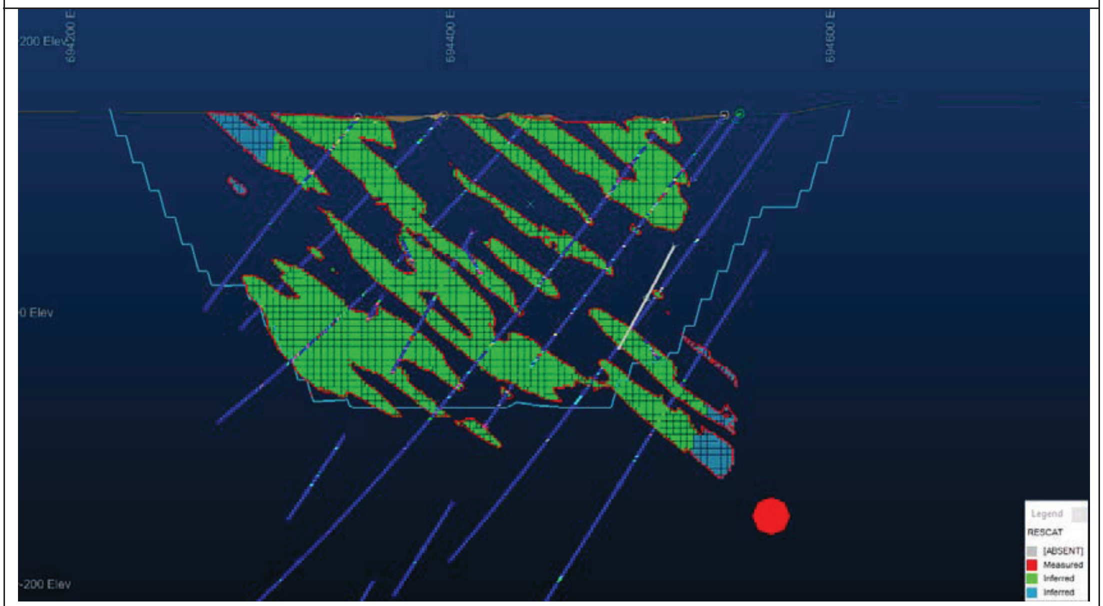


Figure 2.4_2 – Oblique Cross Section 7 (section azimuth of 315º - +/-10m) highlighting the drilling, interpreted diorite, mineralised constraint, resource classification and the potential pit shell (see Figure 2.3_4 for the gold grade estimate)



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VALMIN Code, 2015. The Australasian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets (VALMIN Code) has been prepared by the VALMIN Committee, a joint committee of The Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Geoscientists (AIG), with the participation of the Minerals Council of Australia (MCA) and other key stakeholder representatives. Effective 1 July 2016.

12. LEGAL OPINION

ProAsia Legal Solutions
Law Office

Legal Opinion

March 9, 2016

Morgan Hart
Emerald Resources NL 1110 Hay Street
West Perth, WA Australia, 6005

1. General

1.1 Purpose

We have been requested by Emerald Resources NL to prepare this Legal Opinion reflecting the current status up to March 9, 2016 of the following:

a. Cambodia's Legal and Regulatory Framework for mining activities as it relates to the OKVAU Exploration and Exploitation Agreement and any amendments to that Agreement and O'CHHUNG Exploration and Exploitation Agreement and any amendments to these Agreements.
b. The mining rights held by Renaissance Minerals (Cambodia) Limited, **(Company)** in Cambodia in relation to the OKVAU Exploration and Exploitation Agreement and any amendments to that Agreement and O'CHHUNG Exploration and Exploitation Agreement and any amendments to that Agreement. (Here after collectively referred to as these **Agreements)**

This Legal Opinion is made in support of the proposed significant change to the activity of Emerald Resources NL for inclusion in the prospectus to be issued by Emerald Resources NL with its proposed re-compliance with Chapter 1 and 2 of the Australian Securities Exchange (ASX).

2. Legal and Regulatory Framework

2.1 Exploration and Exploitation Regulatory Framework

Cambodia is a constitutional monarchy and all law is derived from the Constitution (1993 and as amended 2006). The Constitution states in Article 58 that all minerals and natural resources are state property and the control, use and management shall be determined by law. The Constitution in Article 118 further states that the Royal Government of Cambodia is the Council of Ministers and led by one prime minister.

Royal Decree No NS/RKM/0196/05 established the Ministry of Industry Mines and Energy (MIME). MIME was the competent and responsible ministry for the mining sector. In 2013, the Ministry

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underwent a change in name and function pursuant to Sub-Decree No 576/ANKr/BK, On the Organization and Function of the Ministry of Mines and Energy (MME) dated December 24, 2013. MME, however, is still currently the competent and responsible ministry for the mineral sector. The ministry acts on behalf of the Royal Government pursuant to this Sub-Decree.

The Law on Mineral Resources Management and Exploitation (2001)[1] (Mineral Law) is the valid law for this sector, and it governs the overall mineral sector. [2] The implementing Sub-Decree, which is still in draft form, will set forth the specific terms for prospecting, exploration, and industrial mining licenses and the requirements for license terms, renewal, relinquishment, land rental, feasibility study, and operation of a mine and other conditions for obtaining and renewing licenses. [3]

Currently, these terms and conditions for exploration and mining are set forth in these Agreements and in Prakas No 340, on the Registration and Conditions of Renewal and Authorization of a Mineral License dated May 25, 2005.

These Agreements contractually bind MME and the Company and these Agreements contain foreign arbitration clauses and these Agreements are governed by laws of Cambodia, and only if the laws of Cambodia are silent on any issue, the laws of Australia (sic) will apply. The Civil Code (Implemented in 2011) as well as other relevant Cambodian laws will most likely control the Agreements.

2.2 Rights and Obligations of Company pursuant to the Mineral law and the Agreements and Other Relevant Laws

a. Property Rights

Government land is divided into two types of the land, state public land and state private land. All of the OKVAU and O'CHHUNG license areas are on state public land which cannot be sold and therefore the licensed area can only be leased pursuant to Article 16 of the 2001 Land Law.[4] A lease (Exploration License) is a possessory right pursuant to the Land Law and will be upheld by a court in this jurisdiction. Article 7 of the Mineral Law requires the license holder to obtain the written agreement of a private land owner with respect to non-interference with and non-infringement upon the property, and pay compensation for inconvenience and any damage to the surface of the land as a result of activities of mineral operations before entering any privately owned land for the purpose of exploration or mining. Neither of these Exploration License Areas are on private land and therefore they are the exclusive right of the company during the term of these Agreements. No other mineral resource license shall be issued over an area, which already holds a mineral license (Article 9). [5]

b. Types of Licenses and Inspection

[1] Laws must be passed in Cambodia by the National Assembly, Senate and then signed by the King. Sub-Decrees are enacted by the Council of Ministers and signed by the prime minister. Sub-Decrees implement the law and the line ministry may issue regulations known as prakas. (French system as opposed to a common law system)

[2] Laws in Cambodia, are broadly written and usually there is an implementing sub-decree. In this specific case the sector has been regulated by the Mineral Law, contracts and regulations (prakas).

[3] It is expected to be signed by the Council of Ministers this year.

[4] Only state private land can be sold.

[5] An economic concession can be granted over the same area but this must be with the permission of the license holder.

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Under the Mineral Law, there are six types of licenses: artisan mining, pits and quarries mining, gemstone mining, mineral transforming, exploration, and industrial mining. Furthermore, Article 5 and 6 provide that mineral resource licenses shall be issued by a competent institution and the license holders are required to conduct mineral resource exploration or exploitation. Only a legal entity who has been commercially registered in Cambodia shall be issued a mineral license and the decision whether to issue the license will be based on an assessment of the license applicant's technical and financial capabilities.

Article 10 emphasizes that MME is responsible for managing and inspecting all mineral resource licenses.

c. Term Limits, Renewal and Revocation of Exploration Licenses

Under Article 17, of the Mineral Law all license holders except for the artisan mining licensees may request to renew, modify, return, mortgage, assign with written approval from the Minister of MME. The Company's Exploration Licenses may be suspended or cancelled if it breaches this law and or these Agreements. The Exploration Licenses can be renewed every two years for a total of eight years. These Agreements grant a two-year feasibility study period, which may be renewed. The Company has an obligation to submit application forms, reports, plans and notices as required by MME.[6] Furthermore, any license holder or sub-contractors are responsible for the proper conduct of exploration and mining operations in compliance with the protection of environment. A license can be revoked for non-compliance of the above requirements.

d. Land Rental

Under Article 16 of these Agreements, the Company shall pay the Royal Government of Cambodia the annual rental for the area of mineral exploration license and/or industrial mining license within the period of thirty (30) days for the first year after the issuing date of the license. However, for each successive year, the Company shall pay within the first month of the calendar year, at the National Bank of Cambodia in MME's bank account.

The annual land rental rates for the area granted with the mineral exploration license are as follows:

Year 1 – 2	$ 15 US per/sq km
Year 3 – 4	$ 30 US per/sq km
Year 5 and beyond	$ 40 US per/sq km

The annual land rental rate for the area granted with the industrial mining license will be paid based on the defined km2 area at an annual rate of $800 US per square kilometers for the life of the industrial mining license.

e. Industrial Mining Licenses

Article 9.1 of these Agreements stipulates the conditions that the Company needs to fulfil before the MME can issue industrial mining licenses to the Company. The Company needs to obtain a written approval in principle from the Council for Development of Cambodia (CDC) and demonstrate the economic viability of the project by completing a bankable feasibility study. In addition, the Company needs to comply with all necessary environmental safeguards and standards as required

[6] Article 19 of the Law on Mineral Resource Management and Exploitation dated July 13, 2001

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under Cambodian laws. If the Company fulfills these conditions as above the license will be issued for thirty years.

f. Relinquishment

Relinquishment is required pursuant to Article 12.1 of these Agreements, which provides that the Company shall relinquish a minimum ten (10) percent of the initial Mineral Exploration License area prior to the end of each Mineral Exploration License term. However, upon a written request to MME this requirement may be waived.

Article 34 of these Agreements allows the Company to have the exclusive right over the Licensed Area until there is either a mandatory or voluntary relinquishment of the mineral exploration license and/or industrial mining license. The Company has the right to approve all proposals relating to logging in the License Area. Without the written approval from the Company, MME shall not grant any right of logging to anyone.

g. Tax and Non Tax (Royalties)

The Ministry of Economy and Finance (MEF) and the General Department of Taxation are responsible for tax. Royalties for the mining sector are the responsibility of both MEF and MME.

These Agreements stipulate in Article 15.2 that the rate of royalties for precious metals (gold, platinum, silver) is 3.0% and other metallic minerals is 3.5% These royalty rates are based on the gross receipt from the sale of all minerals minus smelting charges or costs, refining charges or costs, and freight and transportation.

These Agreements also state there is a second option for the calculation of royalties, which is that precious metals will be assessed at a rate of 2.5% and based on gross receipts from the sale of the minerals. Royalties are to be paid quarterly, and each payment should be accompanied by a statement in reasonable detail showing the basis of the computation of royalties.

Based on the Inter-ministerial Prakas No. 284 dated March 13, 2015, issued by MEF and MME, a metallic mining company must pay royalties on extracted metallic minerals in accordance with the following: 6% of the gross income from concentrate sales at an arm's length price, 3% of the gross income from metal sales at arm length price, 8% of the gross income from crude ore sales at an arm's length price.

Under the current Law on Tax, mining companies are required to pay a 30% profit tax.[7],[8]

h. Training Fees

Article 27.1 and Article 27.2 of these Agreements stipulates that the Company needs to employ, to the maximum extent possible, approximately (sic) qualified Cambodian nationals in mineral operations, subject to the qualifications and performance of such personnel meeting the company

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[7] Article 20 of the Law on Amendment of Law on Taxation No. NS/RKM/0303/010 dated March 31, 2003.

[8] The Mineral law requires that a special amendment to the tax law be drafted for the mining sector. The government is drafting a Second Amendment to the Tax Law but it is still under discussion and it is not close to being promulgated to the best of our knowledge.

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standards for Cambodian employees. For unexperienced Cambodian employees, the Company needs to provide education and training programs. Furthermore, the Company has an obligation to provide ten thousand United State Dollars ($ 10,000 US) per year to MME.

i. Assignment

As stipulated in Article 44 of these Agreements, the transfer or assignment of these Agreements (except for the purpose of financing) in whole or in part needs to have the prior written consent from the Minister of MME. After the consent from MME, MME should enter into a separate agreement with the assignee or transferee on the same terms and conditions. The Company will no longer be bound by any of its obligations after the assignment or transfer. In addition, where there is a situation when the Company wishes to introduce additional participants into either these Agreements or into parts of the License Areas, MME will enter into a separate agreement with the same terms and conditions as these Agreements.

j. Export of Minerals

Article 25.1 of these Agreements provides that the Company shall without limitation have the right to export outside Cambodia all or any of its **Products** obtained from the mineral operations under these Agreements.[9],[10]

k. Environment

Chapter 10 of these Agreements set forth the rights and obligations of the Company, its sub-contractors, agents and employees in regards to the protection of the environment including water, local population, and natural environment.

Under Article 35 of these Agreements, the Company has an obligation to ensure that all water used in mineral operations does not materially diminish water quality standards. In addition, the Company shall not be entitled to materially diminish the quality or quantity of any existing source of water being used for domestic, farming, or livestock purposes without making a reasonable effort to provide the users of such water with a comparable supply and source or paying adequate compensation to said users.

Article 13, of these Agreements require a restoration fund, which imposes the obligation on the Company to open a bank account at a bank authorized to do business in Cambodia for the restoration fund within sixty (60) days after the industrial mining license is granted to the Company. This bank account is jointly administered by the MME and the Company. The Company needs to deposit 20% of the estimated costs of restoration (subject to mutual agreement between MME and the Company after Feasibility Study and before Mining Operation commences). This 20% deposit is payable on or before that day which is 12 months from the commencement of the first commercial production under the industrial mining licenses.

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[9] Article 1.24 of these Agreement states that "**Products**" means all ores, minerals, concentrates, precipitates and metals, including refined products, obtained as a result of mining and processing, after deducting any quantities thereof which are lost, discarded, destroyed or used in research, testing, mining, processing or transportation.

[10] There is a Sub Decree No 8 on Defining Investment Principles on all of Mineral Resources, this Sub Decree would appear to ban the export of minerals unless they are a finished product. The CDC and MME realize this is not possible and the Sub- Decree is to be amended to accurate reflect the industry in Cambodia. In the meantime, the Agreements prevail.

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Article 21 of the Minerals Law requires the Company to comply with the protection of environment as detailed in the Law on Environmental Protection and Natural Resource Management. Furthermore, the Company has to prepare an Environmental Impact Assessment (EIA), an environmental management plan, a mine site restoration and rehabilitation and financial guarantee. The Sub-Decree on Environmental Impact Assessment Process, No. 72 ANRK.BK dated August 11, 1999, further requires all mining companies to conduct EIA and submit it to the Ministry of Environment(MOE) for review with an inter-ministerial council, which includes Ministry of Agriculture, the Ministry of Water, the Ministry of Land Management and Planning and MME. This Inter -ministerial council will make it recommendations and upon approval of the CDC and the Royal Government, MOE will issue environmental permits.[11] The Sub-Decree on Water Pollution Control No. 27 ANRK.BK dated April 6, 1999 also requires mining and coal washing companies to request an effluent discharge permit from the MOE before the operation of a project.[12] However, the exemption of an effluent discharge permit is possible if the EIA report has been approved to exclude an effluent discharge permit. Article 8 of the same Sub-Decree prohibits disposal of solid waste or any garbage or hazardous substance into public water areas or into public drainage system.

It should be noted that there is a small portion of the OKVAU License Area that is currently in the Phnom Prich Wildlife Sanctuary, a protected area[13]. The OKVAU deposit is located within the outer boundaries but outside the core zone of that protected area.[14] Wild life preserves are protected areas and therefore are under the Law on Nature Protection Area dated February 15, 2008. [15] O'CHHUNG License Area is not in any protected area.

l. Investment Law

Cambodian law allows foreign companies to establish wholly owned Cambodian subsidiaries with the sole exception of companies which own land in Cambodia. The Company was established in compliance with Cambodian law. It should be further noted that such foreign controlled subsidiaries are not subject to any discriminatory treatment (although wholly owned foreign subsidiaries are prohibited from investing in a very limited number of activities - none of which pertain to the activities of the Company).

The 1994 Law on Investment, however, does provide preferential tax treatment to industries eligible for the qualified investment program (QIP), which is managed by the CDC. In respect to mining, The Sub-Decree on the Implementation of the Law on the Implementation of the Law on the Amendment to the Law on Investment (Sub-Decree No. 111 ANN/BK 2005) states in Section 3 of Annex 1 that eligible mining companies may receive customs duties exemption (not exploration companies) - but

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[11] Currently, the Company is engaged in this EIA process.

[12] Articles 10 and 11 of the Sub-Decree on Water Pollution Control No. 27 ANRK.BK dated April 6, 1999.

[13] Article 11 of the Law on Nature Protection Area provides four categories of protected areas namely Core zone, Conservation zone, Sustainable use zone, and Community zone. Prior agreement from the MOE is required to issue land title or permission to use these areas. Article 23 of the same law provides that utilization of natural resources may only be allowed in the sustainable use zone designated as community protected area in accordance with the management plan and technical guidelines.

[14] As of March 9, 2016, Sub-Decree No. 34 ANRK.BK dated March 4, 2016 stated that the management of the protected areas is transferred from Ministry of Agriculture, Forestry and Fisheries (MAFF) to MOE. Therefore, the responsible for the Phnom Prich Wildlife Sanctuary lies with MOE.

[15] Permission to mine in the area will ultimately be the decision of the Royal Government and this is under discussion at this time and it is contemplated that this area will be removed from this zone and there is no specified date this will occur.

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not profit tax exemption. Mining companies are required to file with the CDC. In order to obtain such an exemption, the CDC will assess whether the applicant meets the minimum criteria for QIP status.

m. Change of Law

Article 19 and 48 of these Agreements provides that the rights and benefits enjoyed by the Company will not be affected by any present or future laws, sub-decrees, prakas, or regulations of Cambodia. However, in the event that such laws or regulations grant more rights and benefits to the Company, then the Company may elect to have such new laws or regulation to apply to these Agreements. In the event, that there is any conflict between any article of these Agreements and any statues, laws, sub-decrees, decisions or regulations, the Company still enjoys its rights and benefits as stated in these Agreements and these Agreements shall prevail. Even if any part, article, section, paragraph or clause of these Agreements is held to be invalid or unenforceable in any jurisdiction, the other part of these Agreements should remain valid and enforceable.

2.3 Agreements and Current Licenses

The following is a list of all material Agreements and their dates in relationship to the Exploration Licenses of the Company.

a. Jan 30, 2007, Agreement on Exploration and Exploitation of Metallic Minerals in OKVAU Area, Keoseima District, Mondulkiri Province between MIME representing the Royal Government of Cambodia and Oxiana (Cambodia) Limited and Shin Ha Mining Company Limited

b. Jan 30, 2007, Agreement on Exploration and Exploitation of Metallic Minerals in O'CHHUNG Area, Keoseima District, Mondulkiri Province between MIME representing the Royal Government of Cambodia and Oxiana (Cambodia) Limited and Shin Ha Mining Company Limited

c. Oct 30, 2009, Amendment No. 001 of Agreement on Exploration and Exploitation of Metallic Mineral in OKVAU Area, Keoseima District, Mondulkiri Province[16]

d. Oct 30, 2009, Amendment No. 001 of Agreement on Exploration and Exploitation of Metallic Mineral in Area of O'CHHUNG, Keo Seima District, Mondulkiri Province

e. May 09, 2013, Title Transferred Contract for OKVAU Area between OZ Minerals (Cambodia) Limited and Renaissance Minerals (Cambodia) Limited[17]

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[16] Article 2 of the Amendment No. 001 defines Oxiana Cambodia Limited as a Party to the Agreement. In addition, Article 3 allows for the initial renewal of the Mineral Exploration License up to three (03) times for the term of two (02) year each.

[17] Article 2 and 3 reflects that OZ Minerals (Cambodia) Limited has decided to transfer all of its rights under the Agreement dated 30 January 2007, to Renaissance Minerals (Cambodia) Limited to continue managing and be responsible to the MIME for conducting mineral operations with sustainable and highly accountable methods.

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f. May 09, 2013, Title Transferred Contract for O'CHHUNG Area between OZ Minerals (Cambodia) Limited and Renaissance Minerals (Cambodia) Limited[18]

g. May 09, 2013, Justification No. 002 on Agreement on Exploration and Exploitation of Metallic Minerals in the Area of O'CHHUNG, Keo Seima District, Mondulkiri Province, dated 30 January 2007[19]

h. May 09, 2013, Justification No. 002 on Agreement on Exploration and Exploitation of Metallic Minerals in the Area of OKVAU Area, Keoseima District, Mondulkiri Province, dated 30 January 2007[20]

i. May 12, 2015, 5th Mineral Exploration License for OKVAU Area granted by MME to Renaissance Minerals (Cambodia) Limited[21]

j. May 12, 2015, 5th Mineral Exploration License for O'CHHUNG Area granted by MME to Renaissance Minerals (Cambodia) Limited[22]

3. Opinion

These Agreements and Minerals Exploration Licenses are valid and all required fees have been paid to MME and the Treasury. There are no other material contracts that are currently valid on these two License Areas to the best of our knowledge. The Company is duly registered with the Ministry of Commerce and the Tax Department and is in compliance with all relevant laws of the Kingdom of Cambodia. These Agreements also provide that the rights and benefits enjoyed by the Company will not be effected by any Cambodian present or future laws, sub-decrees, prakas or regulations.

4. Reliance

Reliance on the contents of this opinion is governed by the following:

a. The "Applicable Date" of this advice is March 9, 2016. We have not considered any information or any Cambodian Law or applied practice that may have come into effect or become generally available knowledge after the Applicable Date, however, we have considered the applicable draft laws which may form part of Amendments; and

[18] Article 2 and 3 reflects that OZ Minerals (Cambodia) Limited has decided to transfer all of its rights under the Agreement dated 30 January 2007, to Renaissance Minerals (Cambodia) Limited to continue managing and be responsible to the MIME for conducting mineral operations with sustainable and highly accountable methods.

[19] Justification No. 002, the Agreement and license are transferred to Renaissance Minerals (Cambodia) Limited.

[20] Justification No. 002, the Agreement and license are transferred to Renaissance Minerals (Cambodia) Limited.

[21] This License will expire May 16, 2017 and the purpose is to conduct an economic feasibility study and can renewed for another two years.

[22] This License will expire May16, 2017 and the purpose is to conduct an economic feasibility study and can be renewed for another two years.

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b. We have made no undertaking - and we have no legal obligation - to update this advice for any change of information or Cambodian Law or applied practice which occurs or becomes known to us after the Applicable Date.

5. Qualifications

The legal opinion given herein is subject to the accuracy of the facts (if any) provided to us, as stated above, and the following qualifications:

a. The opinion expressed above is given on the basis of the laws of Cambodia, as such laws are generally known and applied. We have made no investigation of the laws of any country other than Cambodia, and we do not express or imply any opinion as to such other laws herein;

b. Cambodian law is not always published or publicly available and may from time to time be amended, modified, replaced or supplemented by unpublished regulations or executive decisions. Where translations are available, we have, at times, relied on those translations. Not all translations are accurate, and in the event of a discrepancy, the Khmer version is the official version;

c. Governmental applied practice, although deferential to the law, may at times be inconsistent with the words of the law, or the reasonable interpretation the law, and may change over time. Applied practice is not generally reduced to a writing. Thus a practice may be currently in effect, but we may not have access to or knowledge of this guidance;

d. Court decisions are not published. Decisions of official bodies are generally not published or written. Thus it is possible that a Cambodian Law may be interpreted by a court or official body, but we would have no access to or knowledge of this guidance.

e. For this opinion we have not verified the authenticity of the signatures on the material documents nor have we confirmed the legal capacity of the relevant Parties.

Should you have any questions, please feel free to contact Billie Jean Slott (billie.slott@proasialegal.com) or Dararith Kim-Yeat (dararith.kim-yeat@proasialegal.com)

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13. CORPORATE GOVERNANCE

13.1 ASX Corporate Governance Council Principles and Recommendations

The Company has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent applicable, the Company has adopted *The Corporate Governance Principles and Recommendations (3rd Edition)* as published by ASX Corporate Governance Council (**Recommendations**).

The Board seeks, where appropriate, to provide accountability levels that meet or exceed the ASX Corporate Governance Council's Principles and Recommendations.

A description of the Company's main corporate governance practices is set out below. All these practices, unless otherwise stated, were in place for the entire year. Additionally, they comply with the 3rd edition of the ASX Corporate Governance Principles and Recommendations.

Details on the Company's corporate governance procedures, policies and practices can be obtained from the Company website at www.emeraldresources.com.au

13.2 Board of Directors

The main function of the Board is to lead and oversee the management and strategic direction of the Company. The Board regularly measures the performance of its management in implementation of the strategy through regular Board meetings.

The Company has adopted a formal board charter which sets out the roles, responsibilities, practices and expectations of the Board collectively, the individual directors and Management.

The Board assumes the following responsibilities (among others):

(a) setting the strategic aims of the Company and overseeing its management's performance within that framework;

(b) ensuring that the necessary resources (financial and human) are available to the Company and its management to meet its objectives;

(c) overseeing and measuring its management's performance of the Company's strategic plan;

(d) selecting and appointing a Managing Director (or equivalent) with the appropriate skills to help the Company in the pursuit of its objectives; and

(e) ensuring that a sound system of risk management and internal controls is in place.

13.3 Composition of the Board

Election of Board members is substantially the province of the Shareholders in general meeting. However, subject thereto:

(a) membership of the Board of Directors is reviewed on an on-going basis by the Chairman to determine if additional core strengths are required to be added to the Board in light of the nature of the Company's businesses and its objectives; and

(b) the composition of the Board has been structured so as to provide the Company with an adequate mix of directors with industry knowledge, technical, commercial and financial skills together with integrity and judgment considered necessary to represent shareholders and fulfil the business objectives of the Company.

The Board currently consists of four directors (being 1 executive Director and 3 non-executive Directors) of whom two are considered independent, being Mr Lee and Mr Ross Williams. Whilst the Company does not have a majority of independent directors, the Board considers the current balance of skills and expertise is appropriate for the Company which is proposing to acquire a significant interest in the Project and form the Joint Venture.

The detailed skills matrix of the Board for a company of the Company's size and complexity is not considered necessary and, in addition, the Board comprises directors who each have extensive technical, financial and commercial expertise.

The Board undertakes appropriate checks before appointing a person as a Director or putting forward to Shareholders a candidate for election as a Director.

The Board ensures that Shareholders are provided with all material information in the Board's possession relevant to a decision on whether or not to elect or re-elect a Director.

The Company does not have a formal induction program for Directors but does provide Directors with an information pack detailing policies, corporate governance and various other corporate requirements of being a director of an ASX Listed company. Due to the size and nature of the Company, Directors are expected to already possess a level of both industry and commercial expertise before being considered for a directorship of the Company.

13.4 Ethical standards

The Board is committed to the establishment and maintenance of appropriate ethical standards.

13.5 Independent professional advice

The Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.

13.6 Remuneration arrangements

The total maximum remuneration of Non-Executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of Non-Executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each Non-Executive Director. The current amount has been set at an amount not to exceed $300,000 per annum.

The Company does not have a Remuneration Committee. Instead, the Board monitors and reviews the remuneration policy of the Company. The Board will engage an independent remuneration consultant to review the Company's policy on remuneration as and when required.

13.7 Trading policy

The Board has adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by its officers. The policy generally provides that written notification to the Directors or the Company Secretary must be satisfied prior to trading.

13.8 Diversity Policy

The Company has adopted a policy to recruit and manage on the basis of ability and qualification for the position and performance, irrespective of gender, age, marital status, sexuality, nationality, race/cultural background, religious or political opinions, family responsibilities or disability. The Company opposes all forms of unlawful and unfair discrimination.

The Board acknowledges the absence of female participation on the Board of Directors. However, the Board has determined that the composition of the current Board represents the best mix of Directors that have an appropriate range of qualifications and expertise, can understand and competently deal with current and emerging business issues and can effectively review and challenge the performance of management.

The Company has not set or disclosed measurable objectives for achieving gender diversity. Due to the size of the Company, the Board does not deem it practical to limit the Company to specific targets for gender diversity as it operates in a very competitive labour market where positions are sometimes difficult to fill.

13.9 Disclosure policy

The Company has adopted a formal policy dealing with its disclosure responsibilities. The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX. The Company ensures that all information necessary for investors to make an informed decision is available on its website.

13.10 Risk management

The Board has adopted a Risk Management Policy, which sets out the Company's risk profile. Under the policy, the Board is responsible for approving the Company's policies on risk oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control. The Board does not have a separate Risk Management Committee as the Board monitors and reviews the integrity of financial reporting and the Company's internal financial control systems. Management assess the effectiveness of the internal financial control on an annual basis and table concerns and recommendations at Board meetings where required.

13.11 Internal and external audit

The Company has established procedures for the selection, appointment and rotation of its external auditor. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises, as recommended by the Board.

The Company does not have an internal audit function as the Board believes the business is neither the size nor complexity that requires such a function. The Board is currently responsible for monitoring the effectiveness of internal controls, risk management procedures and governance.

13.12 The Audit committee

The Company has a financial reporting process which includes half year and full-year results which are signed off by the Board before they are released to the market. The Company does not have a separate Audit Committee and does not believe it is necessary for a company of the size of the Company. Instead, the Directors, who each have extensive commercial and financial expertise, manage the financial oversight as well as advise on the modification and maintenance of the Company's financial reporting, internal control structure, external audit functions, and appropriate ethical standards for the management of the Company.

13.13 Departures from Recommendations

The Company advises that, as at the date of this Prospectus, the Company does not fully comply with recommendations 1.5, 2.1, 2.2, 2.4, 2.6, 4.1, 7.1, 7.3 and 8.1 of the Recommendations for the reasons stated above.

Following re-admission to the Official List of ASX, the Company will be required to report any departures from the Recommendations in its annual financial report.

14. MATERIAL CONTRACTS

14.1 JV Agreement

The material terms of the JV Agreement are as follows:

(a) **Conditions Precedent**: the implementation of the JV Agreement is subject to satisfaction of the following conditions precedent:

(i) approval by the shareholders of Renaissance;

(ii) approval by the shareholders of the Company in order to change the nature and scale of the Company's operations;

(iii) ASX granting the Company conditional approval for the securities in the Company to be re-instated to trading on the ASX following re-compliance with Chapters 1 and 2 of the ASX Listing Rules;

(iv) no material adverse change occurring in relation to the Company or Renaissance;

(v) the warranties provided by the Company and Renaissance in the JV Agreement remaining true and correct;

(vi) no government agency has taken any action to prevent the transaction contemplated by this JV Agreement taking effect;

(vii) Renaissance entering into a formal agreement with Oz Exploration Pty Ltd in respect of the royalty payable to Oz Exploration Pty Ltd in respect of minerals recovered from the Project;

(viii) all necessary approvals being obtained from the ASX or as required under Australian or Cambodian law to implement and otherwise support the transaction contemplated by the JV Agreement; and

(ix) the approval of the Royal Government of Cambodia in respect of the transaction contemplated by the JV Agreement being obtained,

(together, the **Conditions Precedent**).

(b) **Earn-in right**: following satisfaction of the Conditions Precedent, the Company 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) managing completion of the DFS of the Okvau Gold Deposit; and

(iii) managing completion of the ESIA of the Okvau Gold Deposit,

within 2 years of satisfaction of the last Condition Precedent (**Effective Date**).

The Company's interest in the Project will be earned progressively based on a combination of exploration expenditure on the Project and DFS and ESIA 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 Renaissance will form the Joint Venture for the purpose of exploring the Project.

(d) **Directors:** on the date that the Joint Venture is formed, the board of RNS Cambodia (the entity in which the Company and Renaissance propose to form the Joint Venture) will comprise of 2 directors of the Company and 2 directors of Renaissance.

(e) **Management:** the Company will manage the DFS and ESIA. The Company and Renaissance will jointly manage the exploration operations on the Project until such time that the Company has earned its 51% interest in the Project. For the period during which the Company and Renaissance will jointly manage the exploration program, the Company has the power to approve or amend each exploration program proposed to be undertaken by the Joint Venture.

(f) **Withdrawal rights:**

(i) The Company may only terminate the JV Agreement after 6 months from the Effective Date and after incurring exploration expenditure of at least US$0.5 million on the Project. If the Company fails to incur the required exploration expenditure within the specific time, it will be deemed to have forfeited all its rights to earn an interest in the Joint Venture.

(ii) If, at the time of withdrawal, the Company has earned a 30% interest and has not completed the DFS, Renaissance may dilute the Company to a 10% interest by spending a further US$2 million on exploration of the Project or on the DFS.

(iii) If the Company dilutes to below a 10% interest, Renaissance may elect to convert the Company's interest to a 2% net smelter return royalty.

14.2 Non-executive Director engagements

The Company entered into service agreements with the non-executive Directors on or prior to their appointment to the Board. A summary of the key terms of the service agreements is set out below:

(a) **Term**: the service agreements are monthly contracts that are agreed and reviewed annually;

(b) **Fees**: directors fees of either $36,000 or $48,000 per annum are payable by the Company to each non-executive Director; and

(c) **Termination**: notice periods are not expressly provided in the agreements and there are no termination benefits or provisions provided in the agreement.

14.3 Executive Director engagement

The Company entered into a services agreement with Morgan Hart on or prior to his appointment to the Board. A summary of the key terms of the service agreement is set out below:

(a) **Salary**: a salary of $48,000 per annum is payable by the Company to Mr Hart as consideration for his services as Managing Director of the Company; and

(b) **Termination**: either the Company or Mr Hart may terminate the agreement by giving the other party three months' written notice. In addition, a termination benefit equal to 6 months' salary will be due if the termination of employment is a result of a change of control event.

15. ADDITIONAL INFORMATION

15.1 No Litigation

As at the date of this Prospectus, neither the Company nor Renaissance is involved in any material legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company or Renaissance.

15.2 Rights attaching to Shares (including Shares to be issued under the Offer)

The following is a summary of the more significant rights attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

(i) each shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(ii) on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and

(iii) on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such shares registered in the shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) **Dividend rights**

Subject to the rights of persons (if any) entitled to shares with special rights to dividends, the Directors may declare a final dividend out of profits in accordance with the Corporations Act and may resolve to pay any dividend they think appropriate. Subject to the rights of persons (if any) entitled to shares with special rights as to dividends, all dividends are to be declared and paid according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such shares, in accordance with Part 2H.5 of Chapter 2H of the Corporations Act. Interest may not be paid by the Company in respect of any dividend, whether final or interim.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit.

(e) Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

(f) **Variation of rights**

If the Company issues different classes of Shares, or divides issued Shares into different classes, the rights attached to Shares in any class may (subject to sections 246C and 246D of the Corporations Act) be varied or cancelled with the written consent of the holders of a majority of the issued Shares of the affected class or by ordinary resolution passed at a meeting of the holders of the issued Shares of the affected class.

(g) Alteration of constitution

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

15.3 Terms of Options

As at the date of this Prospectus, the Company has 20,000,000 unlisted Options on issue which may be exercised for $0.025 each on or before 5:00pm (WST) on 21 January 2020. Full terms of the Options are set out in the Company's Appendix 3B dated 22 January 2015.

15.4 Employee share option plan

Shareholders adopted an employee share option plan at the general meeting of 27 November 2014. A summary of the material terms of the employee share option plan is set out in the Company's notice of meeting dated 24 October 2014.

Pursuant to the employee share option plan, the Board may grant Options to any full time or part time employee or executive Director of the Company or an associated body corporate and, subject to and in accordance with any necessary ASIC relief being obtained, a casual employee or contractor of the Company or any associated body corporate.

15.5 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with:

    (i) its formation or promotion; or

    (ii) the Offer; or

(c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

(d) as an inducement to become, or to qualify as, a Director; or

(e) for services provided in connection with:

    (i) the formation or promotion of the Company; or

    (ii) the Offer.

15.6 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no:

(a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;

(b) promoter of the Company; or

(c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with:

(i) its formation or promotion; or

(ii) the Offer; or

(c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

(d) the formation or promotion of the Company; or

(e) the Offer.

HLB Mann Judd has acted as Investigating Accountant and has prepared the Investigating Accountant's Report which is included in Section 10 of this Prospectus. The Company estimates it will pay HLB Mann Judd a total of $5,000 (excluding GST) for these services.

Steinepreis Paganin has acted as the Australian legal advisors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin $47,560 (excluding GST) for these services.

KH Morgan Geological Consultants Pty Ltd, trading as KH Morgan and Associates acted as Technical Expert and has prepared the Technical Assessment Report which is included in Section 11 of this Prospectus. The Company estimates it will pay KH Morgan Geological Consultants Pty Ltd, trading as KH Morgan and Associates a total of $33,000 (excluding GST) for these services.

EGRM Consultants Pty Ltd contributed to the Technical Assessment Report which is included in Section 11 of this Prospectus. The Company estimates that it will pay EGRM Consultants Pty Ltd a total of $7,040 (excluding GST) for these services.

Mintrex Pty Ltd contributed to the Technical Assessment Report which is included in Section 11 of this Prospectus. The Company estimates that it will pay Mintrex Pty Ltd a total of $14,000 (excluding GST) for these services.

Pro Asia Legal Solutions acted as Cambodian legal advisors and has prepared the Legal Opinion which is included in Section 12 of this Prospectus. The Company estimates it will pay Pro Asia Legal Solutions a total of $8,400 for these services

15.7 Consents

(a) Other than as set out below, each of the parties referred to in this Section 15.7:

(i) does not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by the relevant party;

(ii) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of the party; and

(iii) did not authorise or cause the issue of all or any part of this Prospectus.

(b) HLB Mann Judd has given its written consent to being named as auditor of the Company and the Investigating Accountant in this Prospectus and to the inclusion of the audited financial numbers for the Company in the Investigating Accountant's Report in Section 10 of this Prospectus in the form and context in which the information is included. HLB Mann Judd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

(c) Steinepreis Paganin has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as Australian legal advisors to the Company in relation to the Offer.

(d) KH Morgan Geological Consultants Pty Ltd, trading as KH Morgan and Associates has given its written consent to being named as Technical Expert of the Company in this Prospectus and to the inclusion of the Technical Assessment Report in Section 11 of this Prospectus in the form and context in which the information and report are included. KH Morgan Geological Consultants Pty Ltd, trading as KH Morgan and Associates has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

(e) EGRM Consultants Pty Ltd has given its written consent to being named as a contributor to the Technical Assessment Report in this Prospectus and to the inclusion of the Technical Assessment Report in Section 11 of this Prospectus in the form and context in which the information and report are included. EGRM Consultants Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

(f) Mintrex Pty Ltd has given its written consent to being named as a contributor to the Technical Assessment Report in this Prospectus and to the inclusion of the Technical Assessment Report in Section 11 of this Prospectus in the form and context in which the information and report are included. Mintrex Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

(g) Pro Asia Legal Solutions has given its written consent to being named as the Cambodian legal advisors of the Company in this Prospectus and to the inclusion of the Legal Opinion in Section 12 of this Prospectus in the form and context in which the information and report are included. Pro Asia Legal Solutions has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

15.8 Expenses of the Offer

The total expenses of the Offer (excluding GST) are estimated to be approximately $211,518 (if the Offer is fully subscribed) and are expected to be applied towards the items set out in the table below:

Item of Expenditure	($)
ASIC fees	2,320
ASX fees	94,198

Advisory fees (legal, accounting and technical)	110,000
Shareholder Meeting / Registry Costs	1,500
Printing and Distribution	3,500
TOTAL	211,518

15.9 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in Section 111AC of the Corporations Act) and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will continue to be required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

Price sensitive information will be publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants will also be managed through disclosure to the ASX. In addition, the Company will post this information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

15.10 Governing law

The Offer and the contracts formed on return of an Application Form are governed by the laws applicable in Western Australia, Australia. Each person who applies for Shares pursuant to this Prospectus submits to the non-exclusive jurisdiction of the courts of Western Australia, Australia, and the relevant appellate courts.

16. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented, and as at the date of this Prospectus has not withdrawn his consent, to the lodgement of this Prospectus with the ASIC.

Morgan Hart
Managing Director
For and on behalf of
EMERALD RESOURCES NL

17. GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

$ means an Australian dollar.

Applicant means a person who has submitted an Application Form.

Application means an application for Shares made on an Application Form.

Application Form means the application form attached to or accompanying this Prospectus relating to the Offer.

ASIC means Australian Securities & Investments Commission.

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

ASX Listing Rules means the official listing rules of ASX.

ASX Settlement Operating Rules means the operating rules of the ASX Settlement Facility (as defined in Rule 1.1.1 and Rule 1.1.2 of the ASX Settlement Operating Rules) in accordance with Rule 1.2 which govern, inter alia, the administration of the CHESS subregisters.

Board means the board of Directors as constituted from time to time.

CHESS has the meaning given in Section 6.8 of this Prospectus.

Closing Date means the closing date of the Offer as set out in the indicative timetable in the Investment Overview in Section 3 of this Prospectus (subject to the Company reserving the right to extend the Closing Date or close the Offer early).

Company or **Emerald** means Emerald Resources NL (ACN 009 795 046).

Conditions means the conditions to the Offer set out in Section 2.2 of this Prospectus.

Conditions Precedent means the conditions precedent to the JV Agreement as set out in Clause 14.1

Constitution means the constitution of the Company.

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

DFS means definitive feasibility study.

Directors means the directors of the Company at the date of this Prospectus.

ESIA means environmental and social impact assessment.

General Meeting means the general meeting of the Company to be held on 31 March 2016, which seeks Shareholder approval for the matters set out in the Notice of Meeting.

Joint Venture means the incorporated joint venture proposed to be formed between Renaissance and the Company.

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia.

JV Agreement means the farm-in and joint venture agreement dated 29 March 2016 between the Company, Renaissance and Renaissance Cambodia Pty Ltd.

MoA has the meaning given in Section 4.

New Share means a Share issued pursuant to this Prospectus.

Notice of Meeting means the Notice of General Meeting and Explanatory Statement of the Company dated 24 February 2016 in relation to the General Meeting.

Offer has the meaning given on the cover page of this Prospectus.

Official List means the official list of ASX.

Official Quotation means official quotation by ASX in accordance with the ASX Listing Rules.

Okvau Gold Deposit means the deposit containing the mineral resource the subject of the estimate prepared by independent resource consultants International Resource Solutions Pty Ltd (Principal Geologist, Brian Wolfe) of Perth, Australia for Renaissance in July 2015 and reported in accordance with the JORC Code.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Project means the Cambodian gold projects owned by Renaissance.

Prospectus means this prospectus.

Public Authority means any government or governmental, semi-governmental, administrative, statutory, fiscal, or judicial body, entity, authority, agency, tribunal, department, commission, office, instrumentality, agency or organisation (including any minister or delegate of any of the foregoing), any self-regulatory organisation established under statute and any recognised securities exchange (including without limitation ASX), in each case whether in Australia or elsewhere.

Recommendations has the meaning given in Section 13.1.

Renaissance means Renaissance Minerals Limited (ACN 141 196 545).

Resolutions means those Shareholder resolutions referred to in Section 5.7 of this Prospectus to be considered at the General Meeting, as described in further detail in the Notice of Meeting.

RNS Cambodia has the meaning given in Section 7.2.

Section means a section of this Prospectus.

Securities means all securities of the Company, including a Share and an Option (as the context requires).

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

Shareholder means a holder of one or more Shares.

Share Registry means Security Transfer Registrars Pty Limited.

Technical Assessment Report means technical assessment report prepared by KH Morgan Geological Consultants Pty Ltd, trading as KH Morgan and Associates (and incorporating contributions by EGRM Consultants Pty Ltd and Mintrex Pty Ltd) on the Project as included in Section 11.

Valid Application means a valid and complete Application to subscribe for Shares under the Offer, accompanied by the appropriate Application money in full.

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