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REPUBLICGold

ASX:RAU



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Registered Office

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Directors

Ray Shorrocks	Chairman
Mark Gillie	Non-executive Director
Dr David King	Non-executive Director
Peter Wicks	Non-executive Director
David Hannon	Non-executive Director

Company Secretary

Nick Geddes
Australian Company Secretaries Pty Ltd
Level 3, 70 Pitt Street
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Australian Stock Exchange Listing

Ordinary Shares: RAU

Issued Capital

Ordinary Shares: 384,478,960

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Republic Gold

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The directors of Republic Gold Limited ("Republic" or "the Company") are pleased to announce an exciting new change of direction for the business and new strategy. Republic today announces the steps which will change its operations from an African Gold explorer to a global technology business. Today Republic announces it will launch a Takeover Offer for Big Review TV Limited ("BRTV") – an unlisted Australian public company.

The proposed acquisition of BRTV will result in Republic effecting a significant change to the nature and scale of the Company's activities. As a result, in accordance with ASX Listing Rule 11.1, the Company is required to re-comply with chapters 1 and 2 of the ASX Listing Rules as though it were seeking admission to the ASX.

To this end, and as part of the support for the new business, the directors of Republic also advise that the following actions will occur on or about the same time:

- Consolidation of Republic Shares on a 30:1 basis
- Takeover offer of BRTV – following which shareholders in BRTV will hold 72% of the expanded ordinary share capital base of Republic;
- A capital raising via Prospectus Offer to raise up to \$3m;
- The change of name of Republic to Big Un Limited;
- Rearrangement of the Republic Board whereby Messrs Wicks, Gillie and King will resign and three BRTV executives will be appointed subject to shareholder approval at the EGM approving the transaction.

Separately, the directors of Republic advise that, as a precursor to the takeover offer, Republic has entered into a loan agreement with BRTV under which it has agreed to loan BRTV up to \$450,000 in two tranches in aggregate for general working capital purposes.

The share consolidation, issue of new Republic shares under the prospectus offer, change of name, significant change in the nature of operations and the board appointments will be subject to shareholder approval at an extraordinary general meeting which will be held on or around 17 November 2014.

Further details of the takeover offer and all the other matters referred to above are contained in a joint booklet bidder's statement and target's statement which will be lodged with ASIC shortly and subsequently dispatched to BRTV shareholders.

Big Review TV

BRTV is a global video review platform targeting content from the SME market initially in Australia, UK and US with a platform that is easily scalable to global markets. It has a revenue model based on the provision of video production for SME on-line video marketing. However, the platform also offers consumers the ability to upload video reviews via the recently launched free Big Review TV Video app and also features review style on-line TV shows to further engage users. The business already has in excess of 2,500 SME businesses on its platform and has in excess of 250 membership applications per week.

BRTV offer professionally produced video production to SMEs, and through low cost licence agreements, allow businesses to use the BRTV videos on their own social media, website and for marketing purposes. The videos also feature on BRTV's own global search and review video platform. The service is complemented by the BRTV mobile App (currently in beta release) whose functionality will allow proximity-based search and the ability to upload consumer generated video reviews. Even in its early beta test release form, the app has over 8000 downloads and has a 4.5 star rating from early users on Google Play. Development of the App along with global roll out is a major use of the funds raised.

BRTV's Executive Director of Communications Sonia Thurston says *"The Big Review TV concept and business model leverages on-line video marketing, social media and peer generated communication trends, and potentially transforms the way that consumers and businesses are able to communicate."*

The power of on-line video is well documented. On-line video promotion is over 6 times more effective than print and traditional on-line marketing, and around 84% of Millennials tell us that on-line user generated content influences their purchasing decisions. In what I believe is the first platform of it's kind, Big Review TV facilitates real, interactive, communication through video content that's fun, informative and fully leverages these communication trends".

Mr Ray Shorrocks, Executive Chairman of Republic says *"We are pleased to be able to disclose the transaction in this exciting on-line video space and importantly for the board, has an actual revenue model working from day 1. The Board considered many opportunities both in resources and technology. Similarly to our call to exit Mozambican operations due to high need for development capital and low market appetite for exploration or development risk we believed that any new direction in mining would not be able to be fully funded and hence not beneficial to shareholders. We now have an opportunity to deploy our existing cash reserves and the capital raised in a business where we expect to see a high bang for buck in terms of App development, expansion of the US and UK markets and ultimately increased use".*

Mr Richard Evertz, current CEO of BRTV and future MD and CEO of Republic stated *"We are happy to partner with a board that shares our vision for the business. While working with them on finalizing the transaction, we have extended our goals and long-term vision with better view on availability of capital. The team and I look forward to continued discussion at Board level and to draw on the remaining Board members' skills in investment and capital raising to support our strategy and expansion".*

The Takeover Offer

The takeover offer will see BRTV shareholders receive 23.582 Republic shares for every 100 BRTV shares they hold plus one Republic option for every 10 Republic shares received under the takeover offer. The Republic options each convert to 1 Republic share at a strike price of \$0.30 per share on or before the 31 December 2017.

The takeover offer will result in existing shareholders of BRTV holding 72% of Republic shares before any raising under the prospectus offer.

The Prospectus Offer

To fund the expansion of the BRTV business along its current strategic plan, a prospectus offer will also be made under a full form prospectus to raise up to \$3m at \$0.20 per share (on a post Republic share consolidation basis).

The Company is currently in discussions with Patersons Securities Limited in relation to the Underwriting of the Prospectus Offer.

For further information please contact Ray Shorrocks on +61 9220 9500.