



REPUBLICGold

ASX:RAU

Address

Level 7, Suite 5,
3 Spring St
Sydney NSW 2000
ACN 106 399 311
P +61 2 9220 9500
F +61 2 9220 9522

info@republicgold.com.au
www.republicgold.com.au

Registered Office

Level 3
70 Pitt Street
Sydney NSW 2000

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
Sonia Thurston	Executive Director
Andrew Corner	Executive Director
Brandon Evertz	Executive Director

Company Secretary

Nick Geddes
Australian Company Secretaries Pty Ltd
Level 3, 70 Pitt Street
GPO Box 4231
Sydney NSW 2001
Australia

Australian Stock Exchange Listing

Ordinary Shares: RAU

Issued Capital

Ordinary Shares: 12,815,018

Contacts

Republic Gold

(02) 9220 9500

info@republicgold.com.au

Rav Shorrocks P +61 9220 9500



Republic Gold Limited

Takeover Offer goes unconditional

12 December 2014

The directors of Republic Gold Limited (**Republic** or the **Company**) are pleased to announce the following developments in connection with the takeover offer for all of the shares in Big Review TV Limited previously announced on 9 October 2014 (**Takeover Offer**).

Takeover Offer

Republic is pleased to advise that yesterday, the Company lodged a notice with ASIC waiving the remaining defeating conditions to the Takeover Offer such that the Takeover Offer and any contract arising from acceptance of the Takeover Offer is now free from all the remaining conditions contained in section 14.13 of the Bidder's Statement. The Company also gave its Notice of Status of Conditions in accordance with the requirements of the Corporations Act. A copy of both of those notices are attached to this announcement.

Conditional approval for readmission

Republic is also pleased to advise that it received conditional approval from the ASX for readmission to the Official List further to its suspension from trading following the general meeting of the company held on 19 November 2014 to approve matters in connection with the back-door listing of BRTV. The directors are working closely with ASX to ensure that Republic satisfies ASX's condition. It is anticipated that shares will resume trading again in late December 2014.

Board changes

As previously announced on 19 November 2014, Republic shareholders approved the appointment of Sonia Thurston and Andrew Corner to the board of the Company following completion of the Takeover Offer.

Given the Takeover Offer is now unconditional, the directors are pleased to announce that yesterday a unanimous resolution was passed to appoint Sonia and Andrew to the board effective immediately to facilitate the completion of the transaction and ensure the smooth transition of the business.

For further information please contact the Company Secretary on 1300 134 875.



REPUBLIC**Gold**

ABN: 86 106 399 311

Level 9, 66 Hunter St, Sydney NSW 2000
Phone 02 9220 9500 Fax 02 9220 9522
info@republicgold.com.au

DATE: 10 DECEMBER 2014

GPO BOX 1629
Sydney NSW 2000

Section 630(3) *Corporations Act 2001* (NSW)

NOTICE OF STATUS OF DEFEATING CONDITIONS

TO: Australian Securities and Investments Commission

Australian Securities Exchange Limited ACN 008 624 691

Big Review TV Limited ACN 164 025 129

Each person to whom offers were made under the off-market takeover bid by Republic Gold Limited

This is a notice given by Republic Gold Limited ACN 106 399 311 (**Republic**) in relation to the offer made under its off-market takeover bid (**Offer**) for all of the ordinary shares in Big Review TV Limited ACN 164 025 129 (**BRTV**) pursuant to its bidder's statement dated 9 October 2014 as supplemented and varied on by its supplementary bidder's statement dated 22 October 2014 (**Bidder's Statement**).

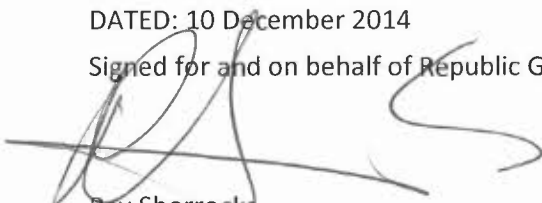
For the purposes of section 630(3) of the *Corporations Act 2001* (NSW), Republic gives notice that:

- 1 so far as it knows, the conditions in section 14.13(a), (c), (d) and (g) of the Bidder's Statement were fulfilled;
- 2 today it has freed the Offers from the defeating conditions in section 14.13 of the Bidder's Statement that were not already fulfilled and the Offer and any contract arising from acceptance of the Offer is free from all conditions contained in section 14.13 of the Bidder's Statement; and
- 3 as at the date of this notice, its voting power in BRTV is 100%.

A copy of this notice was lodged with ASIC on 10 December 2014. Neither ASIC nor any of its officers takes any responsibility for the content of this notice.

DATED: 10 December 2014

Signed for and on behalf of Republic Gold Limited.



Ray Shorrocks

Chairman

Republic Gold Limited



REPUBLIC**Gold**

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DATE: 10 DECEMBER 2014

GPO BOX 1629

Sydney NSW 2000

Sections 630(4) and 650F *Corporations Act 2001* (NSW)

NOTICE OF WAIVER OF DEFEATING CONDITIONS

AND

NOTICE FREEING TAKEOVER FROM DEFEATING CONDITIONS

TO: Australian Securities and Investments Commission

Australian Securities Exchange Limited ACN 008 624 691

Big Review TV Limited ACN 164 025 129

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1 Notice of waiver of defeating conditions

For the purposes of section 630(4) of the *Corporations Act 2001* (NSW) (**Act**), Republic gives notice that it waives the defeating conditions set out in section 14.13 of its Bidder's Statement, being all the conditions that have not already been fulfilled.

2 Notice freeing takeover from defeating conditions

For the purposes of section 650F of Act, Republic gives notice declaring that:

- (a) the Offer, and each contract formed pursuant to acceptances of the Offer, is free from all of its defeating conditions contained in section 14.13 of the Bidder's Statement, being all the conditions that have not already been fulfilled; and
- (b) at the time of giving this notice, Republic's voting power in BRTV is 100%.



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A copy of this notice was lodged with ASIC on 10 December 2014. Neither ASIC nor any of its officers takes any responsibility for the content of this notice.

Signed for and on behalf of Republic pursuant to the authority of a unanimous resolution passed by all of the directors of Republic and is given in reliance of ASIC Class Order CO 13/521.

DATED: 10 December 2014

Ray Shorrocks

Chairman

Republic Gold Limited