

**TROY RESOURCES LIMITED**  
**ABN 33 006 243 750**

## **RETAIL ENTITLEMENT OFFER BOOKLET**

**Details of a 1 for 5.5 accelerated non-renounceable pro-rata entitlement offer of Troy ordinary shares (“New Shares”) at an offer price of \$0.36 per New Share**

**Retail Entitlement Offer closes at 5.00pm (Sydney time) on Tuesday, 4 October 2016**

### **NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

This Retail Entitlement Offer Booklet requires your immediate attention. It is an important document which is accompanied by a personalised Entitlement and Acceptance Form and both should be read in their entirety. This Retail Entitlement Offer Booklet is not a prospectus under the Corporations Act 2001 (Cth) (**Corporations Act**) and has not been lodged with the Australian Securities & Investments Commission (**ASIC**). Please call your professional adviser or the Troy Shareholder Information Line on +61 3 9415 4000 (outside Australia) if you have any questions.



# Important Notices

**Defined terms used in these important notices have the meaning given in this Retail Entitlement Offer Booklet.**

*The Retail Entitlement Offer is being made pursuant to provisions of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which allow entitlement offers to be made without a prospectus. This Retail Entitlement Offer Booklet does not contain all of the information which may be required in order to make an informed decision regarding an application for New Shares offered under the Retail Entitlement Offer. As a result, it is important for you to carefully read and understand the information on Troy Resources Limited ABN 33 006 243 750 (**Troy** or **Company**) and the Retail Entitlement Offer made publicly available, prior to accepting all or part of your Entitlement or doing nothing in respect of your Entitlement. In particular, please refer to this Retail Entitlement Offer Booklet, Troy's half year and annual reports and other announcements lodged with the Australian Securities Exchange (**ASX**) (including announcements which may be made by Troy after publication of this Retail Entitlement Offer Booklet).*

**This information is important and requires your immediate attention.**

*You should read this Retail Entitlement Offer Booklet carefully in its entirety before deciding whether to invest in New Shares. In particular, you should consider the risk factors outlined in the "Key Risks" section of the enclosed Investor Presentation that could affect the operating and financial performance of Troy or the value of an investment in Troy.*

*Macquarie Capital (Australia) Limited and Euroz Securities Limited (the **Joint Lead Managers**) have not authorised, permitted or caused the issue or lodgement, submission, despatch or provision of this Retail Entitlement Offer Booklet and there is no statement in this Retail Entitlement Offer Booklet which is based on any statement made by them or by any of their affiliates, related bodies corporate, officers or employees. The Joint Lead Managers and their affiliates, related bodies corporate, officers, employees and advisers expressly disclaim all liabilities in respect of, and make no representations regarding, and take no responsibility for, any part of this Retail Entitlement Offer Booklet other than references to their name and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Retail Entitlement Offer Booklet.*

## **Future performance and forward looking statements**

*This Retail Entitlement Offer Booklet contains certain forward looking statements including but not limited to projections, guidance on future revenues, earnings, estimates, the outcome and effects of the Entitlement Offer and the Placement and the use of proceeds and the future performance of Troy. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements. Forward looking statements include those containing words such as: "anticipate", "believe", "expect", "estimate", "should", "will", "plan", "could", "may", "intends", "guidance", "project", "forecast", "target", "likely", "continue", "objectives" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, the outcome and effects of the Entitlement Offer and the use of proceeds, certain plans, strategies and objectives of management, expected financial performance and Troy's debt arrangements. Any forward looking statements, opinions and estimates provided in this Retail Entitlement Offer Booklet are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of Troy and its officers, employees, agents, associates and advisers. This includes any statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Readers are cautioned not to place undue reliance on forward-looking statements. Actual results may differ materially from those expressed or implied in such statements. Except as required by law or regulation, Troy undertakes no obligation to update these forward-looking statements whether as a result of new information, future events or results or otherwise.*

*To the maximum extent permitted by law, Troy and its officers, employees, agents, associates and advisers do not make any representation or warranty, express or implied as to the currency, accuracy, reliability or completeness of such information, or likelihood of fulfilment of any forward looking statement, and disclaim all responsibility and liability for these forward looking statements (including, without limitation, liability for negligence). Refer to the "Key Risks" section of the Investor Presentation for a summary of certain risk factors that may affect Troy. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements.*

*The forward looking statements are based on information available to Troy as at the date of this Retail Entitlement Offer Booklet. Except as required by law or regulation (including the ASX Listing Rules), Troy undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.*

## **Financial information**

*All financial information in this Retail Entitlement Offer Booklet is in Australian Dollars (\$) or AUD unless otherwise stated. Investors should note that this Retail Entitlement Offer Booklet contains pro forma and forecast financial information. Investors should also note that this Retail Entitlement Offer Booklet does not include financial statements of Troy.*

A pro forma statement of financial position as at 30 June 2016 has been prepared by Troy based on the unaudited Troy consolidated statement of financial position as at 30 June 2016.

Investors should be aware that certain financial measures included in this Retail Entitlement Offer Booklet are 'non-IFRS financial information' under ASIC Regulatory Guide 230: 'Disclosing non-IFRS financial information' published by ASIC. The non-IFRS financial information does not have a standardised meaning prescribed by Australian Accounting Standards and International Financial Reporting Standards (IFRS). Therefore, the non-IFRS financial information is not a measure of financial performance, liquidity or value under the IFRS and may not be comparable to similarly titled measures presented by other entities, and should not be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS financial information included in this Retail Entitlement Offer Booklet.

### **Past performance**

Investors should note that past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) future Troy performance including future share price performance.

### **Foreign Jurisdictions**

The information in this Retail Entitlement Offer Booklet does not constitute an offer in any jurisdiction 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 Retail Entitlement Offer, the New Shares, or otherwise permit a public offering of the New Shares, in any jurisdiction outside of Australia.

The distribution of this Retail Entitlement Offer Booklet (including an electronic copy) outside of Australia and New Zealand may be restricted by law. If you come into possession of the information in this Retail Entitlement Offer Booklet, you should observe such restrictions, including those set forth in the "International Offer Restrictions" section of the Investor Presentation that is included in this Retail Entitlement Offer Booklet.

Because of legal restrictions, you must not send copies of this Retail Entitlement Offer Booklet or any material in relation to the Retail Entitlement Offer to any person outside Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws.

### **New Zealand**

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of Troy with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Retail Entitlement Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This Retail Entitlement Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### **United States**

This Retail Entitlement Offer Booklet, the accompanying Chairman's Letter, any accompanying ASX announcements and the Entitlement and Acceptance Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**) or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold within the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction in the United States. The New Shares in the Retail Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" in reliance on Regulation S under the Securities Act. None of the Retail Entitlement Offer Booklet, the accompanying Chairman's Letter, any accompanying ASX announcements or the Entitlement and Acceptance Form may be distributed or released in the United States.

### **Times and dates**

Times and dates in this Retail Entitlement Offer Booklet are indicative only and subject to change. All times and dates refer to Australian Eastern Standard Time. Refer to the "Section 1 - Key Dates" of this Retail Entitlement Offer Booklet for more details.

### **Currency**

Unless otherwise stated, all dollar values in this Retail Entitlement Offer Booklet are in Australian dollars (\$) or AUD).



### **Trading New Shares**

*Troy will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Troy or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.*

*If you are in any doubt, as to these matters you should first consult with your stockbroker, accountant or other professional adviser.*

*Refer to the "Section 7 - Important Information" for details.*

## **Is this booklet relevant to you?**

---

This Retail Entitlement Offer Booklet is relevant to you if you are an Eligible Retail Shareholder.

In this Retail Entitlement Offer Booklet, references to "you" are references to Eligible Retail Shareholders and references to "your Entitlement" or "your Retail Entitlement" (or "your Entitlement and Acceptance Form") are references to the Entitlement (or Entitlement and Acceptance Form) of Eligible Retail Shareholders.

Eligible Retail Shareholders are those persons who:

- are registered as a holder of Shares as at the Record Date, being 7.00pm (Sydney time) on Friday, 9 September 2016;
- have a registered address on the Troy share register in Australia or New Zealand;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Troy ordinary shares for the account or benefit of such person in the United States);
- were not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Refer to the "Section 7 - Important Information" for further details.

## Contents

---

Chairman's Letter.....	7
1. Key dates .....	8
2. Summary of options available to you .....	9
3. Key Details of the Offer .....	10
4. How to Apply .....	11
5. ASX Offer Announcements.....	17
6. Additional Information .....	47
7. Important Information.....	50
Corporate Directory .....	56

# Chairman's Letter

---

Dear Shareholder

On Tuesday, 6 September 2016, the Company announced a share placement to institutional investors (**Placement**) together with a 1 for 5.5 pro rata accelerated non-renounceable entitlement offer of new ordinary shares (**Entitlement Offer**).

The offer price for each new share is \$0.36 (**Offer Price**), a discount of 14.8% to the five day volume weighted average price of Shares in the Company before the announcement. The Placement and the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) are expected to raise a total of approximately \$27.9 million.

This retail entitlement offer booklet (**Retail Entitlement Offer Booklet**) relates to the retail component of the Entitlement Offer (**Retail Entitlement Offer**) that is expected to raise approximately \$12.9 million.

Details of the proposed use of funds raised from the Placement and Entitlement Offer (together the **Equity Raising**) are set out in "Section 5 - ASX Offer Announcements" of this Retail Entitlement Offer Booklet.

Pro forma financial information regarding the Entitlement Offer, is contained in the Company's Investor Presentation which is included in "Section 5 - ASX Offer Announcements" of this Retail Entitlement Offer Booklet.

## Why am I being sent this Retail Entitlement Offer Booklet?

On behalf of your Directors, I am pleased to invite you to participate in the Retail Entitlement Offer which follows the Institutional Entitlement Offer.

Your entitlement to subscribe for New Shares under the Retail Entitlement Offer is set out in your personalised entitlement and acceptance form (**Entitlement and Acceptance Form**) accompanying this Retail Entitlement Offer Booklet. Details about how to participate in the Retail Entitlement Offer are contained in "Section 4 - How to Apply" and in your Entitlement and Acceptance Form.

It is important that you read this Retail Entitlement Offer Booklet and the other publicly available information about the Company carefully. In particular, you should consider the risk factors set out in Appendix B of the Investor Presentation in "Section 5 - ASX Offer Announcements" before making any investment decision.

**The Retail Entitlement Offer closes at 5.00pm (Sydney time) on Tuesday, 4 October 2016**, unless extended. If you have any questions about the Retail Entitlement Offer please call the Troy Shareholder Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) from 9.00am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period.

On behalf of the Directors, I invite you to consider this investment opportunity and thank you for your continued support of the Company.

Yours faithfully



**Fred Grimwade**  
Non-Executive Chairman

# 1. Key dates

EVENT <sup>1</sup>	DATE
Announcement of the Placement and Entitlement Offer	Tuesday, 6 September 2016
Record date (7.00pm Sydney time)	Friday, 9 September 2016
Retail Entitlement Offer opens (9.00am Sydney time)	Tuesday, 13 September 2016
Placement and Institutional Entitlement Offer settlement	Monday, 19 September 2016
Issue of New Shares under the Placement and Institutional Entitlement Offer	Tuesday, 20 September 2016
Retail Entitlement Offer closes (5.00pm Sydney time)	Tuesday, 4 October 2016
Settlement of New Shares under the Retail Entitlement Offer	Monday, 10 October 2016
Issue of New Shares under the Retail Entitlement Offer	Tuesday, 11 October 2016
New Shares under the Retail Entitlement Offer commence trading on ASX on a normal settlement basis	Wednesday, 12 October 2016
Despatch of holding statements for New Shares under the Retail Entitlement Offer	Thursday, 13 October 2016

<sup>1</sup> Timetable is indicative only and subject to change. Troy reserves the right to amend the timetable for the Entitlement Offer without notice, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, Troy reserves the right to extend the closing date of the Retail Entitlement Offer at any time, to accept late applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on the issue date of New Shares. The commencement of quotation of New Shares is subject to confirmation from ASX. Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted. Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Retail Entitlement Offer opens.

## Enquiries

If you have any questions, please contact the Troy Shareholder Information Line 1300 850 505 (inside Australia) or +61 3 9415 4000 (outside Australia) at any time between 9.00am to 5.00pm during the Retail Entitlement Offer period, or consult your stockbroker, accountant or other independent professional adviser.

## 2. Summary of options available to you

If you are an Eligible Retail Shareholder (as defined in Section 7.1 - Important Information) you may take one of the following actions:

- take up all or part of your Entitlement;
- take up all of your Entitlement and apply for additional New Shares in excess of their entitlement under the top up facility (**Top Up Facility**); or
- do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

The Retail Entitlement Offer closes at 5.00pm (Sydney time) Tuesday, 4 October 2016.

If you are a retail shareholder that is not an Eligible Retail Shareholder you are an Ineligible Retail Shareholder. Ineligible Retail Shareholders are not entitled to participate in the Offer.

Options available to you	Key considerations
1 Take up all of your Entitlement or take up all of your Entitlement and participate in the Top Up Facility	<ul style="list-style-type: none"><li>• You may elect to purchase New Shares at the Offer Price (see Section 4 - How to Apply for instructions on how to take up your Entitlement).</li><li>• If you elect to take up all of your Entitlement, you may also apply for additional New Shares under the Top Up Facility. There is no guarantee that you will be allocated any additional New Shares under the Top Up Facility.</li><li>• The New Shares will rank equally in all respects with existing Shares.</li></ul>
2 Take up part of your Entitlement	<ul style="list-style-type: none"><li>• You may take up part of your Entitlement, the part not taken up will lapse. You will not be entitled to apply for additional New Shares under the Top Up Facility.</li><li>• If you do not take up your Entitlement in full you will not receive any payment or value for those Entitlements not taken up.</li><li>• If you do not take up all of your Entitlement, you will have your percentage holding in Troy reduced as a result of dilution by the New Shares issued under the Entitlement Offer and Placement.</li></ul>
3 Do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements	<ul style="list-style-type: none"><li>• If you do not take up your Entitlement, or if your application is not supported by cleared funds, you will not be allocated New Shares and your Entitlements will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable and cannot be traded on ASX or any other exchange, nor can it be privately transferred.</li><li>• If you do not take up your Entitlement in full you will not receive any payment or value for those Entitlements not taken up.</li><li>• If you do not take up your Entitlement, you will have your percentage holding in Troy reduced as a result of dilution by the New Shares issued under the Entitlement Offer and Placement.</li></ul>

### 3. Key Details of the Offer

---

#### Overview of the Offer

Eligible shareholders are being offered the opportunity to purchase 1 New Share for every 5.5 existing shares (**Shares**) held as at 7.00pm (Sydney time) on Friday, 9 September 2016 (**Record Date**) (**Entitlement**), at the offer price of \$0.36 per New Share (**Offer Price**).

The Entitlement Offer is comprised of two components:

- **Institutional Entitlement Offer** – eligible institutional shareholders were given the opportunity to take up all or part of their Entitlement. Entitlements under the Institutional Entitlement Offer (**Institutional Entitlements**) were non-renounceable. This process was completed on Wednesday, 7 September 2016. Institutional Entitlements not taken up and Entitlements of ineligible institutional shareholders were sold through a bookbuild process on Wednesday, 7 September 2016 (**Institutional Shortfall Bookbuild**); and
- **Retail Entitlement Offer** – Eligible Retail Shareholders (as defined in Section 7.1 - Important Information) will be allotted Entitlements under the Retail Entitlement Offer (**Retail Entitlement**) which can be taken up in whole or in part. Retail Entitlements are also non-renounceable.

You have a number of decisions to make in respect of your Entitlement. You should read this Retail Entitlement Offer Booklet carefully before making any decisions in relation to your Entitlement.

#### The Placement and Institutional Entitlement Offer

On Thursday, 8 September 2016, Troy successfully completed the Placement to raise approximately \$18.4 million and the Institutional Entitlement Offer to raise approximately \$9.5 million, at an issue price of \$0.36 per New Share. New Shares are expected to be issued under the Placement and Institutional Entitlement Offer on Tuesday, 20 September 2016. New Shares issued pursuant to the Placement will not carry any entitlement to participate in the Entitlement Offer.

#### The Retail Entitlement Offer

Eligible Retail Shareholders (as defined in Section 7.1 - Important Information) are being invited to subscribe for 1 New Share for every 5.5 existing Shares held as at the Record Date at 7.00pm (Sydney time) on Friday, 9 September 2016, at the Offer Price of \$0.36 per New Share.

You should note that not all Troy shareholders will be eligible to participate in the offer of New Shares. Please read Section 7.1 - Important Information.

The offer ratio and Offer Price under the Retail Entitlement Offer are the same as for the Institutional Entitlement Offer.

The Retail Entitlement Offer opens on Tuesday, 13 September 2016 and will close at 5.00pm (Sydney time) on Tuesday, 4 October 2016.

## 4. How to Apply

---

### Your Entitlement

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 1 New Share for every 5.5 Shares you held as at the Record Date of 7.00pm (Sydney time) on Friday, 9 September 2016. If the result is not a whole number, your Entitlement will be rounded up to the nearest whole number of New Shares.

If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

New Shares issued pursuant to the Retail Entitlement Offer will be fully paid and rank equally with existing Troy Shares on issue.

Note: The Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up where, for example, you are holding Shares on behalf of a person in the United States (see definition of Eligible Retail Shareholder in Section 7.1 - Important Information).

#### Nominees

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders (as defined in Section 7.1 - Important Information). Troy does not undertake to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee for a foreign person that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws. *Any person in the United States or any person that is or is acting for the account or benefit of a person in the United States with a holding through a nominee may not participate in the Retail Entitlement Offer on behalf of such holders and the nominee must not take up any Entitlement or send any materials into the United States. Troy does not undertake to advise you on any foreign laws.*

### Consider the Retail Entitlement Offer in light of your particular investment objectives and circumstances

The Retail Entitlement Offer is being made pursuant to provisions of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which allow entitlement offers to be made without a prospectus. This Retail Entitlement Offer Booklet does not contain all of the information which may be required in order to make an informed decision regarding an application for New Shares offered under the Retail Entitlement Offer. As a result, it is important for you to carefully read and understand the information on Troy and the Retail Entitlement Offer made publicly available, prior to accepting all or part of your Entitlement or doing nothing in respect of your Entitlement. In particular, please refer to this Retail Entitlement Offer Booklet, Troy's half year and annual reports, Appendix 4E and other announcements lodged with ASX (including announcements which may be made by Troy after publication of this Retail Entitlement Offer Booklet).

Please consult with your stockbroker, accountant or other independent professional adviser if you have any queries or are uncertain about any aspect of the Retail Entitlement Offer. You should also refer to the "Key Risks" section in the Investor Presentation released to ASX on Tuesday, 6 September 2016 which is included in this Retail Entitlement Offer Booklet.

### Options available to you

If you are an Eligible Retail Shareholder, you may do any one of the following:

1. take up all of your Entitlement and also apply for additional New Shares under the Top Up Facility;
2. take up all of your Entitlement but not apply for additional New Shares under the Top Up Facility;
3. take up part of your Entitlement, the part not taken up will lapse; or
4. do nothing, in which case all of your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

- 1. If you wish to take up all of your Entitlement and also apply for additional New Shares in the Top Up Facility; or**
- 2. If you wish to take up all of your Entitlement only**

If you decide to take up all of your Entitlement, or take up all of your Entitlement and participate in the Top-Up Facility, please either:

- complete and return the personalised Entitlement and Acceptance Form with the requisite application monies; or
- pay your application monies via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form,

in each case, so that they are received by the Share Registry by no later than 5.00pm (Sydney time) on Tuesday, 4 October 2016.

If you apply to take up all of your Entitlement, you may also apply for additional New Shares under the Top Up Facility. Amounts received by Troy in excess of the Offer Price multiplied by your Entitlement may be treated as an Application to apply for as many additional New Shares as your application monies will pay for in full.

If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Customer Reference Number on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number specific to the Entitlement on that Entitlement and Acceptance Form.

If you take up all of your Entitlement and apply for additional New Shares under the Top Up Facility and if your application is successful (in whole or in part) you will be issued your New Shares on or about Tuesday, 11 October 2016. Troy's decision on the number of New Shares to be issued to you will be final. Additional New Shares under the Top Up Facility will only be allocated to Eligible Retail Shareholders if available and to the extent that Troy so determines, in its absolute discretion. If you apply for additional New Shares, there is no guarantee that you will be allocated any additional New Shares.

Any New Shares not taken up by 5.00pm on Tuesday, 4 October 2016 (Sydney time) (**Closing Date**) may be made available to those Eligible Retail Shareholders who took up their full Entitlement and applied for additional New Shares under the Top Up Facility. There is no guarantee that such shareholders will receive the number of New Shares applied for under the Top Up Facility, or any. New Shares will only be allocated to Eligible Retail Shareholders if available and then only if and to the extent that Troy so determines, in its absolute discretion.

Troy also reserves the right (in its absolute discretion) to reduce the number of New Shares issued to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if Troy believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to Troy's satisfaction.

All shareholders, including those Eligible Retail Shareholders who participate in the Retail Entitlement Offer, will have their percentage holding in Troy reduced by the Placement.

- 3. If you wish to take up part of your Entitlement**

If you decide to take up part of your Entitlement, and allow the balance to lapse, please either:

- complete and return the personalised Entitlement and Acceptance Form with the requisite application monies; or
- pay your application monies via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form,

in each case, so that they are received by the Share Registry by no later than 5.00pm (Sydney time) on Tuesday, 4 October 2016.

Troy will treat you as applying for as many New Shares as your payment will pay for in full. If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Customer Reference Number on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number specific to the Entitlement on that Entitlement and Acceptance Form.

If you take up and pay part of your Entitlement before the close of the Retail Entitlement Offer you will be issued your New Shares on or about Tuesday, 11 October 2016. Troy's decision on the number of New Shares to be issued to you will be final.

Troy also reserves the right (in its absolute discretion) to reduce the number of New Shares issued to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if Troy believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to Troy's satisfaction.



Eligible Retail Shareholders who do not participate fully in the Retail Entitlement Offer will have their percentage holding in Troy reduced. All shareholders, including those Eligible Retail Shareholders who participate in the Retail Entitlement Offer, will have their percentage holding in Troy reduced by the Placement.

You will not receive any value for the Entitlements you choose not to take up and they will lapse worthless.

#### **4. If you take no action:**

If you take no action you will not be allocated New Shares and your Entitlement will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Eligible Retail Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

Eligible Retail Shareholders who do not participate fully in the Retail Entitlement Offer will have their percentage holding in Troy reduced. All shareholders, including those Eligible Retail Shareholders who participate in the Retail Entitlement Offer, will have their percentage holding in Troy reduced by the Placement.

## **Payment**

The method of acceptance of the Retail Entitlement Offer will depend on your method of payment being:

- by BPAY®; or
- by cheque, bank draft or money order.

Cash payments will not be accepted. Receipts for payment will not be issued.

Troy will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement.

Any application monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to applicants on any application monies received or refunded.

### **Payment by BPAY®**

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Customer Reference Number). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations, representations and warranties on that personalised Entitlement and Acceptance Form and in this Section 4 - How to Apply and Section 7.1 - Important Information of this Retail Entitlement Offer Booklet; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm (Sydney time) on Tuesday, 4 October 2016. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment.

Please make sure you use the specific Biller Code and your unique Customer Reference Number on your personalised Entitlement and Acceptance Form. If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number specific to the Entitlement on that Entitlement and Acceptance Form.

Any application monies received for more than your final allocation of New Shares will be refunded on or around Wednesday, 12 October 2016. No interest will be paid on any application monies received or refunded.

### **Payment by cheque, bank draft or money order**

For payment by cheque, bank draft or money order, you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the application monies, payable to "Troy Resources Limited" and crossed "Not Negotiable".

Your cheque, bank draft or money order must be:

- for an amount equal to \$0.36 multiplied by the number of New Shares that you are applying for; and
- in Australian currency drawn on an Australian branch of a financial institution. Payment cannot be made in New Zealand dollars. New Zealand resident shareholders must arrange for payment to be made in Australian dollars.

You should ensure that sufficient funds are held in the relevant account(s) to cover the application monies as your cheques will be processed on the day of receipt. If the amount of your cheque for application monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your personalised Entitlement and Acceptance Form in full, you will be taken to have applied for such lower number of whole New Shares as your cleared application monies will pay for (and taken to have specified that number of New Shares on your personalised Entitlement and Acceptance Form). Alternatively, your application will not be accepted.

Any application monies received for more than your final allocation of New Shares will be refunded on or around Wednesday, 12 October 2016. No interest will be paid on any application monies received or refunded.

## Mail delivery

To participate in the Retail Entitlement Offer, your payment must be received no later than the close of the Retail Entitlement Offer, on 5.00pm (Sydney time) on Tuesday, 4 October 2016. If you make payment via cheque, bank draft or money order you should mail your completed personalised Entitlement and Acceptance Form together with application monies using the reply paid or self-addressed envelope provided with this Retail Entitlement Offer Booklet, or deliver to:

Troy Resources Limited  
C/- Computershare Investor Services Pty Limited  
GPO BOX 505 Melbourne  
Victoria, 3001

Personalised Entitlement and Acceptance Forms and application monies will not be accepted at Troy's registered or corporate offices, or other offices of the Share Registry.

As described above, where you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form, and must complete the relevant Entitlement and Acceptance Form for each separate Entitlement you hold.

## Representations by acceptance

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY®, you will be deemed to have represented to Troy that you are an Eligible Retail Shareholder and:

- acknowledge that you have read and understand this Retail Entitlement Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Entitlement Offer Booklet, and Troy's constitution;
- authorise Troy to register you as the holder(s) of New Shares allotted to you;
- declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- acknowledge that once Troy receives your personalised Entitlement and Acceptance Form or any payment of application monies via BPAY®, you may not withdraw your application or funds provided except as allowed by law;
- agree to apply for and be issued up to the number of New Shares specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any application monies via BPAY®, at the Offer Price per New Share;

- authorise Troy, the Joint Lead Managers, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- acknowledge and agree that:
  - determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Troy and/or the Joint Lead Managers;
  - each of Troy and the Joint Lead Managers, and each of their respective affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- represent and warrant (for the benefit of Troy, the Joint Lead Managers and each of their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an ineligible institutional shareholder under the Institutional Entitlement Offer and are otherwise eligible to participate in the Retail Entitlement Offer;
- declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- acknowledge that the information contained in this Retail Entitlement Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- acknowledge that this Retail Entitlement Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Troy and is given in the context of Troy's past and ongoing continuous disclosure announcements to ASX;
- acknowledge the statement of risks in the "Key Risks" section of the Investor Presentation included in Section 5 - ASX Offer Announcements of this Retail Entitlement Offer Booklet, and that investments in Troy are subject to risk;
- acknowledge that none of Troy, the Joint Lead Managers, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Troy, nor do they guarantee the repayment of capital;
- agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- authorise Troy to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- represent and warrant (for the benefit of Troy, the Joint Lead Managers and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
- represent and warrant that the law of any place does not prohibit you from being given this Retail Entitlement Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;
- represent and warrant that you and each person on whose account you are acting are not in the United States;
- you and each person on whose account you are acting understand and acknowledge that the New Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction in the United States and accordingly that the New Shares may not be offered, sold or otherwise transferred to, persons in the United States or to persons who are acting for the account or benefit of a person in the United States except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws. you are subscribing for or purchasing New Shares outside the United States (i.e. in an "offshore transaction" (as defined in Rule 902(h) under the Securities Act) in compliance with Regulation S under the Securities Act);

- you have not and will not send this Retail Entitlement Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States or any person acting for the account or benefit of a person in the United States or any other country outside Australia and New Zealand (or other jurisdictions approved by Troy);
- you have not and will not send this Retail Entitlement Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States or any person acting for the account or benefit of a person in the United States or any other country outside Australia and New Zealand;
- if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions exempt from, or not subject to, the registration requirements of the Securities Act; notwithstanding the foregoing, after the quotation of the New Shares commences, you may sell such New Shares in regular way transactions on the ASX or otherwise where neither you nor any person acting on your behalf know, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or a person acting for the account or benefit of a person in the United States; and
- if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Retail Entitlement Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Retail Entitlement Offer to any such person.

## Enquiries

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions, please contact the Troy Shareholder Information Line on 1300 850 505 (inside Australia) or +61 3 9415 4000 (outside Australia). The Troy Shareholder Information Line will be open from 9.00am to 5.00pm (Sydney time), during the Retail Entitlement Offer period. Alternatively, you can access information about the Retail Entitlement Offer online at [www.troyres.com.au](http://www.troyres.com.au). If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.

## 5. ASX Offer Announcements

### Offer Launch Announcement dated Tuesday, 6 September 2016



TROY RESOURCES LIMITED



ASX Release

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. NEWSWIRE SERVICES**

6 September 2016

**TROY TO RAISE UP TO A\$40.7 MILLION OF EQUITY TO FUND GROWTH AND STRENGTHEN BALANCE SHEET**

**Perth, Western Australia:** Troy Resources Limited (ASX:TRY) (**Troy** or the **Company**) today announced the launch of an equity raising to raise up to approximately A\$40.7 million via an institutional placement and pro rata 1 for 5.5 accelerated non-renounceable entitlement offer (**Equity Raising**).

The funds raised via the Equity Raising will be applied as follows:

Application of Funds		A\$m
Accelerate exploration and future project development	Accelerate near mine exploration at Troy's Karouni Gold Mine in Guyana along with targeted regional exploration, capitalising on the upcoming dry season. Progress and finalise work on a feasibility study for the Smart's underground (part of the Karouni Project).	16
Strengthen balance sheet	Increase Troy's operational and financial flexibility while Karouni works towards steady state production	10
Working Capital	General working capital and corporate purposes	Up to 15
<b>Total</b>		<b>41</b>

**Background**

During the past six months, Troy has been primarily focused on the commissioning and ramp-up of its 100% owned Karouni Gold Mine in Guyana (**Karouni**) with limited opportunity or financial capacity to dedicate towards Troy's significant organic growth objectives. As announced to the ASX on 23 August 2016, the Karouni plant is now operating on a sustainable basis with the mill operating close to nameplate capacity. Based on the revised mine schedule, the Company has issued guidance for FY17 of 85,000-95,000 ounces of gold at an AISC of between US\$750 - US\$850 per ounce. As reflected in this guidance, operations at Karouni are expected to continue to improve with further enhancements made to the crushing circuit and better performance expected from the mining fleet with the expected imminent completion of the wet season.

With commissioning of Karouni now complete, Troy is seeking to raise additional funds through the Equity Raising to accelerate near mine growth opportunities, including an underground feasibility study for Smarts, along with regional exploration across a number of established targets. Successful completion of the Equity Raising will also allow Troy to strengthen its balance sheet and reduce gearing with proforma net cash of approximately A\$2 million<sup>1</sup>, improving the Company's overall financial and operational flexibility.

Troy's Managing Director and CEO Martin Purvis, said: "With the mining operations starting to hit their straps after just over six months of commercial production, we now have to focus on the significant expansion opportunities at Karouni. This includes exciting brownfields exploration targets in one of the most prolific artisanal gold producing regions in Guyana - a package that extends over ~850km<sup>2</sup> and hosts over 100km of crustal shear corridors with numerous near mine extension targets in close proximity to current operations. Work has also commenced on a range of studies for an underground mining project at Smarts (as part of a feasibility study).

The successful completion of this Equity Raising will ensure we are well funded to accelerate exploration, progress development projects and also strengthen our balance sheet.

<sup>1</sup> Proforma net cash assumes Equity Raising gross proceeds of A\$40.7 million and unaudited cash and inventories (at market value) of A\$12.5 million and debt of US\$39.2 million as at 30 June 2016. US\$ debt converted to A\$ at A\$/US\$ rate of 0.759 as at 5 September 2016.

WS:ANZ\_Active:35962639:v7

With the key strengths of Karouni emerging and the platform being set for future growth, the next stage is to unlock the underlying potential of Karouni as anticipated when Troy first acquired the project in 2013."

### Equity Raising

Troy is undertaking an equity raising at A\$0.36 per share (**Offer Price**) to raise up to approximately A\$40.7 million through the issue of up to approximately 113 million new Troy shares (**New Shares**), comprising:

- An institutional placement to raise up to approximately A\$18.4 million (**Placement**); and
- An accelerated non-renounceable 1 for 5.5 pro rata entitlement offer (**Entitlement Offer**) to eligible shareholders to raise up to approximately A\$22.3 million, including:
  - An accelerated institutional component to be conducted today and tomorrow (**Institutional Entitlement Offer**); and
  - A retail component which is anticipated to open on Tuesday, 13 September 2016 and close on Tuesday, 4 October 2016 (**Retail Entitlement Offer**).

The Equity Raising has been designed to allow existing eligible retail and institutional shareholders to participate whilst also providing an opportunity for new institutional investors to join the register.

The Offer Price of A\$0.36 per New Share represents, as at Tuesday, 6 September 2016, a discount of:

- 18.2% to A\$0.44, being the last closing price of Troy before announcement of the Equity Raising; and
- 14.3% to the theoretical ex-rights price (TERP) of A\$0.4201 (including the Placement).

The New Shares will rank pari passu with existing Troy shares on issue at the time of this announcement.

### Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer which opens aftermarket today and closes on Wednesday, 7 September 2016.

Under the Institutional Entitlement Offer, eligible institutional shareholders can choose to take up all, part or none of their Entitlement. Entitlements not taken up under the Institutional Entitlement Offer will be offered to eligible institutional investors at the Offer Price.

### Retail Entitlement Offer

Eligible retail shareholders with a registered address in Australia or New Zealand as at the Record Date of 7.00pm (Sydney time), Friday, 9 September 2016 (**Eligible Retail Shareholders**), have the opportunity to take up their entitlement of New Shares at the Offer Price, on the terms and conditions outlined in the Retail Entitlement Offer Booklet to be sent to Eligible Retail Shareholders on or around Tuesday, 13 September 2016. The Retail Entitlement Offer is anticipated to close on Tuesday, 4 October 2016.

Please note that Shareholders with a registered address outside Australia or New Zealand on the Record Date are ineligible to participate in the Retail Entitlement Offer.

In the event not all entitlements under the Retail Entitlement Offer are taken up, Troy reserves the right to place any retail shortfall securities to select investors within three months following completion of the Equity Raising.

### Key Dates of the Equity Raising

Event	Date
<b>Announcement of the Equity Raising</b>	Tuesday, 6 September 2016
Placement and Institutional Entitlement Offer conducted	Tuesday, 6 September 2016 to Wednesday, 7 September 2016
Shares recommence trading on ASX on an "ex-entitlement" basis	Friday, 9 September 2016
Record Date for determining entitlement to subscribe for New Shares	7.00pm (Sydney time) on Friday, 9 September 2016
<b>Retail Entitlement Offer opens</b>	<b>Tuesday, 13 September 2016</b>
Retail Offer Booklet despatched	Tuesday, 13 September 2016
Settlement of New Shares issued under the Institutional Entitlement Offer and Placements	Monday, 19 September 2016
<b>Allotment and normal trading of New Shares issued under the Placement and Institutional Entitlement Offer</b>	Tuesday, 20 September 2016
<b>Retail Entitlement Offer closes</b>	<b>5.00pm (Sydney time) on Tuesday, 4 October 2016</b>
<b>Allotment of remaining New Shares issued under the Retail Entitlement Offer</b>	<b>Tuesday, 11 October 2016</b>

WS:ANZ\_Active:35962639:v7

All dates and times referred to are based on Perth time and are subject to change. Troy reserves the right to vary these dates or to withdraw the Equity Raising at any time.

### Retail Investor Enquiries

For further information in regard to the Retail Entitlement Offer, please do not hesitate to contact the Offer Information Line on 1300 850 505 (local call cost within Australia) or +61 3 9415 4000 (from outside Australia) at any time between 9.00am and 5.00pm (Sydney time), Monday to Friday.

Macquarie Capital (Australia) Limited (**Macquarie**) is acting as global co-ordinator, joint lead manager and bookrunner and Euroz Securities Limited (**Euroz**) is acting as joint lead manager and bookrunner to the Equity Raising.

Nothing contained in this announcement constitutes investment, legal tax or other advice. You should make your own assessment and take independent professional advice in relation to the information and any action on the basis of the information.

ENDS

### For further information please contact:

#### Martin Purvis

CEO

Troy Resources Limited

T: (61 8) 9481 1277

E: [troy@troyres.com.au](mailto:troy@troyres.com.au)

#### Stacey Apostolou

Company Secretary

Troy Resources Limited

T: (61 8) 9481 1277

E: [troy@troyres.com.au](mailto:troy@troyres.com.au)

### IMPORTANT NOTICES

Nothing in this announcement constitutes an offer of securities for sale or an offer to purchase any securities, or an invitation to any person to make such an offer in any jurisdiction.

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities laws.

This announcement contains "forward-looking statements" and "forward-looking information", including statements and forecasts which include without limitation, expectations regarding future performance, costs, production levels or rates, mineral reserves and resources, the financial position of Troy, industry growth and other trend projections. Such "forward-looking statements" and "forward-looking information" includes statements regarding the proposed Equity Raising, including the amount to be raised and timing and the use of the funds raised. Often but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "is expecting", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved. Such information is based on assumptions and judgements of management regarding future events and results. The purpose of forward-looking information is to provide the audience with information about management's expectations and plans. Readers are cautioned that forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Troy and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, changes in market conditions, future prices of gold and silver, the actual results of current production, development and/or exploration activities, changes in project parameters as plans continue to be refined, variations in grade or recovery rates, plant and/or equipment failure and the possibility of cost overruns. Forward-looking information and statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date such statements are made, but which may prove to be incorrect. Troy believes that the assumptions and expectations reflected in such forward-looking statements and information are reasonable. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Troy does not undertake to update any forward-looking information or statements, except in accordance with applicable securities laws.

WS:ANZ\_Active:35962639:v7





TROY RESOURCES LIMITED

[www.troyres.com.au](http://www.troyres.com.au)

## Equity Raising Presentation September 2016



*Not for Release or Distribution in the United States*

## Disclaimer



This presentation has been prepared by Troy Resources Limited (**Troy or the Company**). This presentation has been prepared in relation to a proposed accelerated pro rata non-renounceable entitlement offer and institutional placement of new shares to be made under section 708AA of the *Corporations Act 2001* (Cth) (as modified by ASIC Corporations Instruments 2016/73 and 2016/84) and section 708A of the *Corporations Act 2001* (Cth). The entitlement offer will be made to eligible institutional shareholders and eligible retail shareholders.

**Summary of information:** This presentation contains general and background information about Troy's activities current as at the date of the presentation and should not be considered to be comprehensive or to comprise all the information that an investor should consider when making an investment decision. The information in this presentation should be read in conjunction with Troy's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange, available at [www.asx.com.au](http://www.asx.com.au). The information in this presentation is based on Troy's own information and estimates and has not been independently verified. Troy is not responsible for providing updated information and assumes no responsibility to do so. In attending this presentation or viewing this document you agree to be bound by the following terms and conditions.

**Not financial product advice:** This presentation is not financial product, investment advice or a recommendation to acquire Troy securities and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs, and seek legal, taxation and financial advice appropriate to their jurisdiction and circumstances. Troy is not licensed to provide financial product advice in respect of its securities or any other financial products. Cooling off rights do not apply to the acquisition of Troy securities.

**Disclaimer:** Each of Troy and its related bodies corporate and each of its respective directors, agents, officers, employees and advisers expressly disclaim, to the maximum extent permitted by law, all liabilities (however caused, including negligence) in respect of, make no representations regarding, and take no responsibility for, any part of this presentation and make no representation or warranty as to the currency, accuracy, reliability or completeness of any information, statements, opinions, conclusions or representations contained in this presentation. In particular, this presentation does not constitute, and shall not be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of Troy.

Determination of eligibility of shareholders for the purposes of the institutional or retail components of the entitlement offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Troy and/or the Joint Lead Managers. Each of Troy and the Joint Lead Managers and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

Macquarie Capital (Australia) Limited and Euroz Securities Limited are acting as Joint Lead Managers of the equity raising. The Joint Lead Managers have not authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this presentation and there is no statement in this presentation which is based on any statement made by it or by any of its affiliates, officers or employees. To the maximum extent permitted by law, the Joint Lead Managers and each of their affiliates, officers, employees and advisers expressly disclaim all liabilities in respect of, and make no representations regarding, and take no responsibility for, any part of this presentation other than references to their name and make no representation or warranty as to the currency, accuracy, reliability or completeness of this presentation.

**Forward looking statements:** This presentation contains "forward-looking statements" and "forward-looking information", including statements and forecasts which include without limitation, expectations regarding future performance, costs, production levels or rates, mineral reserves and resources, the financial position of Troy, industry growth and other trend projections. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "is expecting", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved. Such information is based on assumptions and judgements of management regarding future events and results. The purpose of forward-looking information is to provide the audience with information about management's expectations and plans. Readers are cautioned that forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Troy and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, changes in market conditions, future prices of gold and silver, the actual results of current production, development and/or exploration activities, changes in project parameters as plans continue to be refined, variations in grade or recovery rates, plant and/or equipment failure and the possibility of cost overruns. Refer to the 'Risks' section of this presentation for a summary of certain risk factors that may affect Troy.

Forward-looking information and statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date such statements are made, but which may prove to be incorrect. Troy believes that the assumptions and expectations reflected in such forward-looking statements and information are reasonable. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Troy does not undertake to update any forward-looking information or statements, except in accordance with applicable securities laws.

**Past performance:** Past performance information given in this document, including in relation to upgrades to resources and reserves, is given for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance.

**Not an offer:** This presentation is not a prospectus, product disclosure document or other offering document under Australian law (and will not be lodged with ASIC) or any other law. This presentation is for information purposes only and should not be considered as, an offer or an invitation to acquire securities in Troy or any other financial products and neither this document nor any of its contents will form the basis of any contract or commitment. Offers of securities in Troy will only be made in places in which, or to persons to whom it would be lawful to make such offers. This presentation must not be disclosed to any other party and does not carry any right of publication. Neither this presentation nor any of its contents may be reproduced or used for any other purpose without the prior written consent of Troy. See Appendix C – International Offer Restrictions.

The retail entitlement offer booklet for the retail entitlement offer will be made available following its lodgement with ASX. Any eligible retail shareholder who wishes to participate in the retail entitlement offer should consider the retail offer booklet in deciding whether to apply under that offer and apply in accordance with the instruments in that document and the entitlement and acceptance form.

**No Distribution in the US:** This presentation has been prepared for publication in Australia and may not be released or distributed in the United States. This presentation does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this presentation have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities laws.

**Monetary values:** Unless otherwise stated, all dollar values are in Australian dollars (A\$). The information in this presentation remains subject to change without notice.



## Competent Person's Statement



The information in this presentation that relates to Exploration Results for the Karouni project is based on, and fairly represents, information and supporting documentation prepared by Mr Peter J Doyle, Vice President Exploration and Business Development of Troy, a Competent Person who is a Fellow of The Australasian Institute of Mining and Metallurgy. Mr Doyle has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken 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 Doyle consents to the inclusion in the report of the matters based on his information in the form and context in which it appears. Mr Doyle is a full time employee of Troy.

The information in this presentation that relates to Mineral Resources and/or Ore Reserves for the Karouni project is based on, and fairly represents, information and supporting documentation prepared by Mr Richard Maddocks, Manager – Mineral Resources of Troy, a Competent Person who is a Fellow of The Australasian Institute of Mining and Metallurgy. Mr Maddocks has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken 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 Maddocks consents to the inclusion in the report of the matters based on his information in the form and context in which it appears. Mr Maddocks is a full time employee of Troy.

The information relating to the Karouni Mineral Resource Estimate is extracted from the announcement titled 'Mineral Resources and Ore Reserves Update' released on 2 September 2016 and available to view at [www.troyres.com.au](http://www.troyres.com.au).

The information relating to exploration results from the Karouni Gold project is extracted from the announcement titled 'Troy Operational Update' released on 13 July 2016 and from the announcement titled 'Troy Update' released on 23 August 2016, both of which are available to view at [www.troyres.com.au](http://www.troyres.com.au).

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements relating to drill results, mineral resource estimates or studies and that all material assumptions and technical parameters underpinning the drill results and estimates in the relevant market announcements continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented here have not been materially modified from the original market announcements.

Unless otherwise indicated, the Ore Reserve and Mineral Resource estimates contained in this document have been prepared in accordance with 2012 edition of the Joint Ore Reserves Committee's Australasian Code for Reporting of Mineral Resources and Ore Reserves ('JORC Code'). Investors outside Australia should note that while Troy's reserve and resource estimates comply with the JORC Code, they may not comply with the relevant guidelines in other countries and, in particular, do not comply with (i) National Instrument 43-101 (Standards of Disclosure for Mineral Projects) of the Canadian Securities Administrators and (ii) Industry Guide 7, which governs disclosures of mineral reserves in registration statements filed with the US Securities and Exchange Commission. Information contained in this presentation describing Troy's mineral deposits may not be comparable to similar information made public by companies subject to the reporting and disclosure requirements of Canadian or US securities laws. In particular, Industry Guide 7 does not recognise classifications other than proven and probable reserves and, as a result, the SEC generally does not permit mining companies to disclose their mineral resources in SEC filings. Investors should not assume that quantities reported as 'resources' will be converted to reserves under the JORC Code or any other reporting regime or that Troy will be able to legally and economically extract them. Refer to Appendix A of this presentation for further details regarding Troy's reserves and resources.

Troy Resources Limited

3

## Contents



### 1 Offer Details

### 2 Troy Overview

### 3 2016 Full Year Results

### 4 Appendix

#### A. JORC Mineral Resource and Ore Reserves

#### B. Key Risks

#### C. International Offer Restrictions

Troy Resources Limited

4

## Executive Summary



Troy is undertaking an equity raising of up to approximately A\$40.7 million

- 15% Institutional placement to raise up to approximately A\$18.4 million
- A pro-rata 1 for 5.5 accelerated non-renounceable entitlement offer to raise up to approximately A\$22.3 million

Funds raised will be applied to fund the following:

Application of funds		A\$m <sup>1</sup>
1. Accelerate exploration and future project development	<ul style="list-style-type: none"> <li>• Accelerate near mine exploration at Troy's Karouni Gold Mine in Guyana along with targeted regional exploration, capitalising on the upcoming dry season.</li> <li>• Progress and finalise work on a feasibility study for the Smart's underground (part of the Karouni Project).</li> </ul>	16
2. Strengthen balance sheet	<ul style="list-style-type: none"> <li>• Increase Troy's operational and financial flexibility while Karouni works towards steady state production</li> </ul>	10
3. Working capital	<ul style="list-style-type: none"> <li>• General working capital and corporate purposes</li> </ul>	Up to 15
<b>Total</b>		<b>41</b>

- Following successful completion of the equity raising, Troy is expected to have a pro-forma net cash position of A\$2 million<sup>2,3</sup>

1. Rounded to no decimal places
2. Assumes unaudited cash and inventories (at market value) of A\$12.5 million and debt of US\$39.2 million as at 30 June 2016. US\$ debt converted to A\$ at A\$/US\$ rate of 0.759 as at 5 September 2016.
3. Assumes the successful completion of the Placement and 100% take-up of the entitlement offer, before offer costs.

Troy Resources Limited

5

## Equity Raising Overview



Offer Size & Structure	<ul style="list-style-type: none"> <li>• Equity raising of up to approximately A\$40.7 million comprising: <ul style="list-style-type: none"> <li>– A 15% Institutional Placement to raise approximately A\$18.4 million (<b>Placement</b>)</li> <li>– A 1 for 5.5 pro-rata accelerated non-renounceable entitlement offer to existing shareholders<sup>1</sup> to raise up to approximately A\$22.3 million (<b>Entitlement Offer</b>)</li> </ul> </li> <li>• Approximately 113 million new Troy shares (<b>New Shares</b>) to be issued, representing ~33% of existing issued capital</li> <li>• The Placement shares will not be entitled to participate in the Entitlement Offer</li> <li>• Troy reserves the right to place any shortfall shares under the retail component of the Entitlement Offer</li> </ul>
Offer Pricing	<ul style="list-style-type: none"> <li>• Offer price of A\$0.36 per New Share, which as of 6 September 2016 represents a: <ul style="list-style-type: none"> <li>– 14.3% discount to TERP<sup>2</sup> of A\$0.4201</li> <li>– 18.2% discount to the last closing price of A\$0.44</li> <li>– 14.8% discount to the 5 day VWAP of A\$0.4225</li> </ul> </li> </ul>
Timing	<ul style="list-style-type: none"> <li>• Placement and the institutional component of the Entitlement Offer to be conducted 6 - 7 September 2016</li> <li>• Retail component of Entitlement Offer to open on 13 September 2016 and close on 4 October 2016</li> </ul>
Ranking	<ul style="list-style-type: none"> <li>• New Shares issued under the Equity Raising will rank equally with existing shares on issue</li> </ul>
Syndicate	<ul style="list-style-type: none"> <li>• Macquarie Capital (Australia) Limited: Global co-ordinator, Joint Lead Manager and Bookrunner:</li> <li>• Euroz Securities Limited: Joint Lead Manager and Bookrunner</li> </ul>

1. As at the record date of 9 September 2016.
2. The Theoretical Ex-Rights Price (TERP) is the theoretical price at which Troy shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equate to TERP. The TERP includes New Shares to be issued under the Placement.

Troy Resources Limited

6

## Pro-forma Market Metrics



Key Information	Pre-Placement and Entitlement Offer	Post-Placement and Entitlement Offer <sup>3</sup>
Share price (A\$)	0.440	n/a
Shares outstanding (m)	340.8	453.9 <sup>4</sup>
Share appreciation rights and options (m) <sup>1</sup>	11	11
Market capitalisation (A\$m)	150	191 <sup>5</sup>
Cash and inventories (A\$m) <sup>2</sup>	13	53 <sup>6</sup>
Debt (A\$m) <sup>2</sup>	52	52
Net Debt/(Cash) (A\$m)	39	(2)
Enterprise value (A\$m)	189	189

Note: Market data as at 6 September 2016.

- Includes 963,000 Share Appreciation Rights expiring between 20 December 2017 and 1 September 2018 and 10,000,000 options held by Investec Bank PLC with an exercise price of \$0.80 expiring 15 January 2018.
- Unaudited cash, inventories (at market value) and debt as at 30 June 2016. US\$ debt converted to A\$ at A\$/US\$ rate of 0.759 as at 5 September 2016.
- Pro forma assumes Equity Raising gross proceeds (pre raising costs) of A\$40.7m.
- Existing shares on issue plus ~51.1m new shares issued as part of the Placement and ~62.0m new shares issued as part of the Entitlement Offer.
- Theoretical pro forma market capitalisation assumes pre-Placement and Entitlement Offer market capitalisation plus gross Placement and Entitlement Offer proceeds (pre-raising costs).
- Includes 30 June 2016 unaudited cash and inventories (at market value) of \$12.5m plus assumed gross equity raising proceeds (pre raising costs).

Troy Resources Limited

7

## Timetable<sup>1</sup>



	Time / Date (Sydney time unless otherwise stated)
Trading halt and announcement of Equity Raising	Aftermarket, Tuesday, 6 September 2016
Placement and institutional Entitlement Offer bookbuild opens	Aftermarket, Tuesday, 6 September 2016
Placement and institutional Entitlement Offer bookbuild closes	Wednesday, 7 September 2016
Trading halt lifted and trading resumes on an "ex-entitlement" basis	Friday, 9 September 2016
Record Date for determining eligible shareholders under the Entitlement Offer	7:00pm, Friday, 9 September 2016
Retail Entitlement Offer opens and Retail Offer Booklets despatched	9:00am, Tuesday, 13 September 2016
Settlement of New Shares issued under the Placement and Institutional Entitlement Offer	Monday, 19 September 2016
Allotment and normal trading of New Shares issued under Placement and Institutional Entitlement offer	Tuesday, 20 September 2016
Retail Entitlement Offer closes	5:00pm, Tuesday, 4 October 2016
Allotment of New Shares issued under the Retail Entitlement Offer	Tuesday, 11 October 2016
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Wednesday, 12 October 2016
Holding statements for New Shares issued under the Retail Entitlement Offer despatched by	Thursday, 13 October 2016

1. The above timetable is indicative only and subject to variation. Troy and the Joint Lead Managers reserve the right to alter the timetable at their discretion and without notice, subject to ASX Listing Rules.

Troy Resources Limited

8

## Contents



### 1 Offer Details

### 2 Troy Overview

### 3 2016 Full Year Results

### 4 Appendix

#### A. JORC Mineral Resource and Ore Reserves

#### B. Key Risks

#### C. International Offer Restrictions

Troy Resources Limited

9

## Introduction



Troy Resources Limited

10

## Corporate Overview



### TRY vs US\$ Gold Price<sup>1</sup>



### Top shareholders

Investor	Shares (m)	% SOI
Ruffer LLP	20.7	6.1%
Paradise Investment Management	18.5	5.4%
Board and Management	15.3	4.5%

### Key information

	Pre-Offer	Post-Offer
Share price <sup>2</sup>	A\$ 0.440	n/a
Shares outstanding	M 340.8	453.9 <sup>3</sup>
Market capitalisation	A\$m 150	191 <sup>4</sup>
Cash and inventories	A\$m 13 <sup>5</sup>	53 <sup>6</sup>
Debt <sup>7</sup>	A\$m 52	52
Net Debt/(Cash)	A\$m 39	(2)
Enterprise value	A\$m 189	189

### Production, Reserves & Resources

Operating Metric	Unit
FY17 Production	85 – 95 koz
FY17 C1 Cash costs	US\$500 – 600/oz
FY17 AISC	US\$750 – \$850/oz
Reserves	330koz @ 3.4 g/t
Resources <sup>8</sup>	1,130koz @ 2.7 g/t

1. Gold price rebased to TRY share price.
2. Last traded price of TRY shares on the ASX on 6 September 2016.
3. Existing shares on issue plus ~51.1m new shares issued as part of the Placement and ~62.0m new shares issued as part of the Entitlement Offer.
4. Theoretical pro forma market capitalisation assumes pre-Placement and Entitlement Offer market capitalisation plus gross Placement and Entitlement Offer proceeds of A\$40.7m (pre-raising costs).
5. Unaudited cash and inventories (at market value) of A\$12.5m as at 30 June 2016.
6. Includes 30 June 2016 unaudited cash and inventories (at market value) of A\$12.5m plus assumed gross equity raising proceeds (pre raising costs).
7. Debt as at 30 June 2016. US\$ debt converted to A\$ at A\$/US\$ rate of 0.759 as at 5 September 2016.
8. Resources are inclusive of Reserves.
9. FY refers to Financial Year ending 30 June.

Troy Resources Limited

11

## Board & Senior Management



As announced on 5 September 2016, recruitment process for a General Manager – Operations in Guyana is underway to reflect transition of the mine from project development to full-scale operations. Troy is also looking to add a further Independent Director (technical skill set) as part of ongoing board renewal process



**Martin Purvis**  
CEO &  
Managing Director



**Fred Grimwade**  
Chairman



**John Jones**  
Non-Executive  
Director



**David Southam**  
Non-Executive  
Director



**Ken Nilsson**  
Executive Director  
Transitioning from Executive Director  
at 2017 AGM<sup>1</sup>



**TBA**  
Non-Executive  
Director



**David Sadgrove**  
Chief Financial  
Officer



**Stacey Apostolou**  
Company Secretary



**Peter Doyle**  
VP Exploration &  
Business Development



**TBA**  
General Manager –  
Operations  
(Guyana)  
New operations role reporting to CEO

Search process has commenced

1. As announced to ASX on 5 September 2016, Mr Nilsson has indicated that he will not stand for re-election as a Director at the 2017 AGM. After almost 3 years in Guyana where he successfully led development of the Karouni project, Mr Nilsson will step back from active management and transition to an oversight role for Troy's broader interests in South America, focusing on Government relations, new business opportunities and overseeing Troy's remaining interests in Argentina and Brazil.

Troy Resources Limited

12



## Investment Highlights



### High grade, low-cost producer

- Guidance for FY2017 of 85,000 – 95,000oz at an AISC<sup>1</sup> of US\$750 – 850/oz from open pit operations
- High grade (Reserve grade of 3.4g/t) drives attractive costs and margins
- Positive cashflow generation and margin potential due to low cost base of Karouni
- Potential for life of mine extensions from the Smarts underground resource (a feasibility study being progressed) and other extensional targets

### Karouni ramping up & being de-risked

- Processing plant now running on a sustainable basis at close to design capacity of 114 dry tonnes per hour
- Further modifications are being made to improve flow rates
- Improved performance expected with imminent completion of the wet season

### Significant exploration potential

- "Camp scale" exploration targets identified through detailed exploration techniques - ready to drill, weather permitting
- Exciting exploration portfolio in Guyana's highly prospective and underexplored greenstone belt
- Prospective targets include Mirror, Singh Link, NW Block, Dominica Shear, Norby-Gibbs and Hicks SE

### Enhanced balance sheet to fund growth

- Strengthened balance sheet enhances operational and financial flexibility to fund future growth / exploration
- Properly capitalises Troy since development activities began at Karouni
- First mover advantage in a country with a prolific gold production history, but very little modern exploration

### Management succession underway

- Implementing organisational changes in Guyana in order to transition the mine from project development to full-scale operations
- Management team will be strengthened by the appointment of a General Manager – Operations (direct report to CEO)
- After a transitional period, Ken Nilsson will step back from active management and transition to Government relations and Business Development in Guyana, Argentina and Brazil

1. All-in Sustaining Cost (AISC) as per the World Gold Council Standard.  
2. FY refers to Financial Year ended 30 June.

Troy Resources Limited

13

## Investment Risks



There are various risks associated with an investment in Troy Resources and many of these are outside the control of the Company. Please refer to Appendix B - Key Risks for further details.

### Key Risks<sup>1</sup>

- |  |  |
|--|--|
| • Gold Price                                 | • Performance of the orebody                   |
| • Production and cost estimates              | • Government policy and permits                |
| • Operational risk                           | • Government regulation of the Mining Industry |
| • Exploration risk                           | • Effectiveness of Troy's gold price hedging   |
| • Mineral Resource and Ore Reserve Estimates | • Environmental regulations and risk           |
| • Title risk                                 | • General risks associated with mining         |
| • Weather                                    | • Uninsured or uninsurable risks               |

1. Refer to Appendix B for a more comprehensive list and description of risks facing the company

Troy Resources Limited

14

## Milestones and Objectives



### Drill, Drill, Drill..!

- Continue to consolidate and optimise Karouni Performance.
- Revise and modify operating plans and systems following experience gained during the first 6 months of operation.
- Use of proceeds from equity raising to assist to mobilise additional RC and diamond rigs to increase LOM from Extension Programme.
- Switch to Framework Programme in order to expedite Regional Exploration Targeting.
- Offer proceeds will also be used to progress and finalise work on a feasibility study for the Smart's underground (part of the Karouni Project).
- “Periscope up” for growth opportunities (Troy maintains an active focus on organic growth opportunities and also considers M&A opportunities as they arise).

Troy Resources Limited

15

## Karouni Production



“The ability of Karouni to maintain a relatively low cash cost despite all the setbacks in the operation, is a positive sign for future margins”

	Units	June 2016 Quarter	March 2016 Quarter	YTD (FY2016) <sup>1</sup>
<b>Production Summary</b>				
Processed	t	161,764	195,008	356,772
Head grade (gold)	g/t	3.04	3.64	3.37
Recovery (gold)	%	92.0	88.5	90.1
Gold produced	oz	14,545	20,195	34,740
Gold sold	oz	12,703	20,029	32,723
Gold price realised <sup>2</sup>	US\$/oz	1,261	1,199	1,223
<b>Cost Summary</b>				
<b>C1 Cash Cost</b>	<b>US\$/oz</b>	<b>658</b>	<b>412</b>	<b>515</b>
Refining and transport costs	US\$/oz	7	5	6
Reclamation and remediation - amortisation	US\$/oz	7	7	7
Royalties	US\$/oz	97	115	107
Insurance	US\$/oz	13	3	7
Exploration	US\$/oz	91	50	67
Corporate general and administration costs	US\$/oz	64	46	54
Capital equipment	US\$/oz	127	-	53
<b>All-in Sustaining Cost (AISC)</b>	<b>US\$/oz</b>	<b>1,064</b>	<b>638</b>	<b>816</b>

1. Production information and costs for Karouni prior to commercial production being achieved are not included in the operating data before 1 January 2016. Karouni produced 4,984oz of gold in the December quarter.  
2. Before impact of hedging.  
3. FY refers to Financial Year ended 30 June.

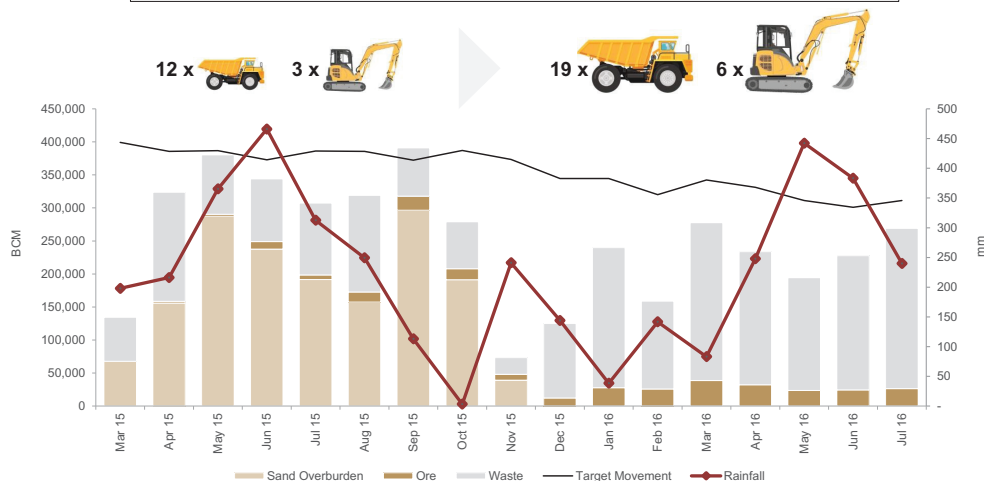
Troy Resources Limited

16

## Production Performance

### Karouni Mining and Rainfall

Mining fleet expanded Q2 CY16 ~ to counter effects of wet season and clay material in pits.



1. CY refers to Calendar Year ended 31 December.

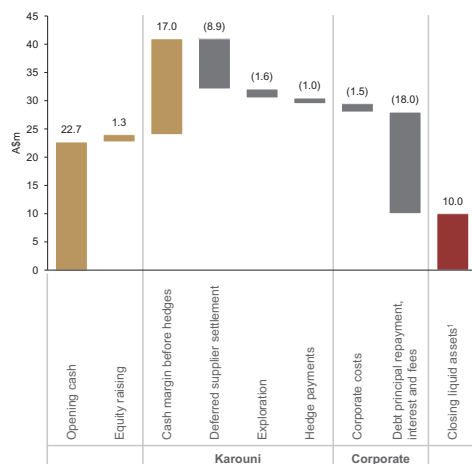
Troy Resources Limited

17

## Cash Flow

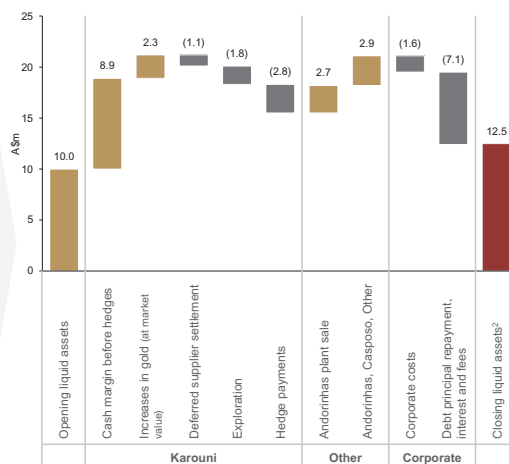
### FY16 Q3 Cash Waterfall

A\$18 million of debt and interest repaid to Investec from cash flow in the first quarter of operations



### FY16 Q4 Cash Waterfall

Positive cash flow generation in Q4 despite adverse operating conditions



Note: Key cash movements shown only; movements are unaudited.

1. Closing liquid assets includes cash and gold bullion awaiting settlement. 2. Closing liquid assets includes cash, gold bullion awaiting settlement and GIC at market value.

2. FY refers to Financial Year ended 30 June.

Troy Resources Limited

18



## FY17 Outlook



Troy is expecting 85-95Koz at an attractive AISC<sup>1</sup> of US\$750-850/oz in FY2017

### Progress to date

Experience gained in the first 6 months of operation leads to a modified operating plan and revised guidance

- Increased pumping capacity and water management systems;
- Increased focus on training ~ especially safety procedures;
- Grade control by a combination of in-pit RC and blast hole drilling;
- Campaign management of saprolite clays and fresh rock through the plant;
- Diversified excavator fleet to manage recovery of high grade north-south veins.

### The road ahead

Run rate projected to improve in H2 2016 due to:

- Declining rainfall intensity;
- Increased fresh rock inventory;
- Increased mining fleet and expanded pit room;
- Better grade control and mining efficiencies through combined RC and blast hole drilling information;
- Technical upgrades in the plant and productivity improvements.

### Guidance – CY2016 and FY2017

	Units	6 months to 30 June 2016 (Actual)	6 months to 31 December 2016 (Forecast)	CY 2016 (Forecast)	FY 2017 (Forecast)
<b>Gold production</b>	oz	34,740	35,000 - 45,000	70,000 - 80,000	85,000 - 95,000
<b>C1 Cash cost</b>	US\$/oz	515	550 – 750	550 – 650	500 - 600
<b>AISC<sup>1</sup></b>	US\$/oz	816	800 - 1,000	700 - 900	750 – 850

1. All-in Sustaining Cost (AISC) as per the World Gold Council Standard
2. CY refers to Calendar Year ended 31 December.
3. FY refers to Financial Year ended 30 June.

Troy Resources Limited

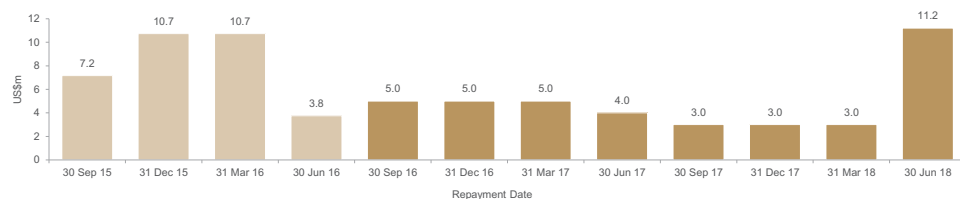
19

## Debt and Hedging Schedules

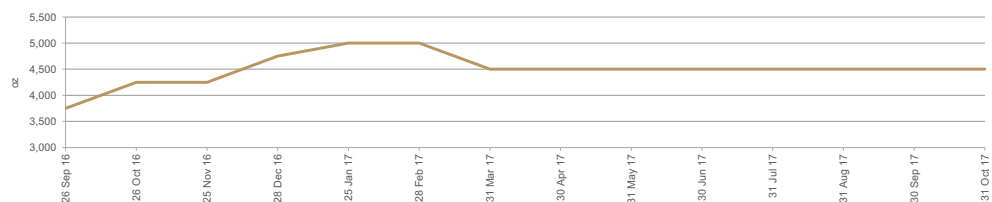


Troy has repaid US\$32 million (A\$45 million) of debt to 30 June, with balance forecast to be repaid over next two years

### Restructured Investec repayment schedule<sup>1</sup>



### Restructured hedging profile

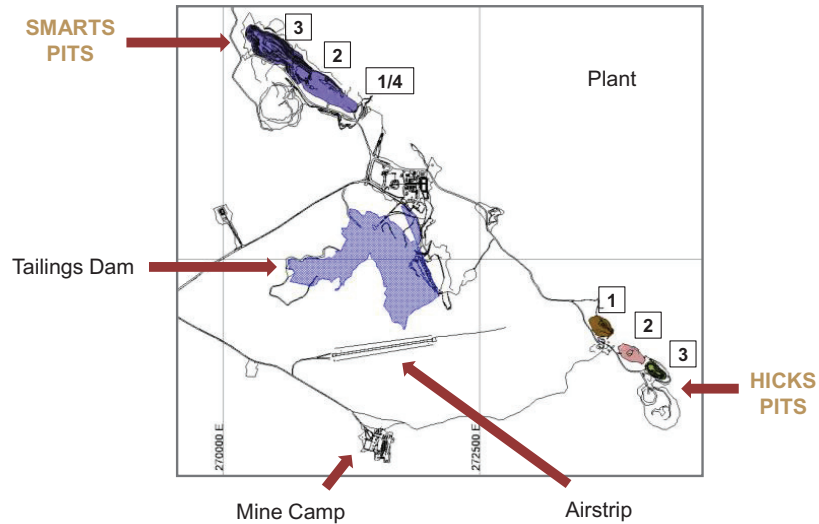


1. Repayments converted to US\$ for comparative purposes against the restructured US\$ Facility assuming the same A\$/US\$ conversion rate.

Troy Resources Limited

20

## Overview – Site Layout



Troy Resources Limited

21

## Smarts Pits



Smarts 1



Smarts 3



Smarts 2

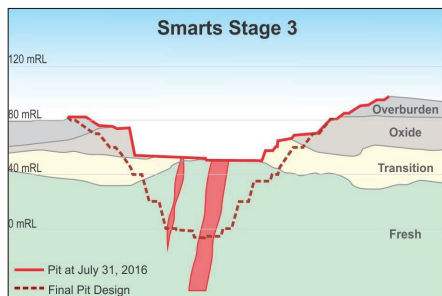


Smarts 4

Troy Resources Limited

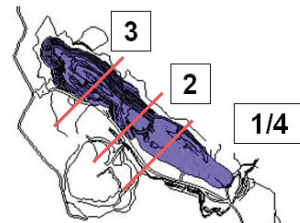
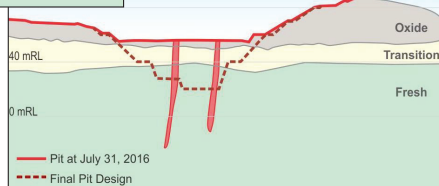
22

## Smarts Pit Transitions

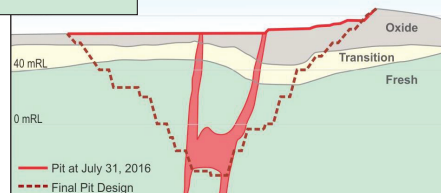


Scale: 40m

### Smarts Stage 2



### Smarts Stage 4

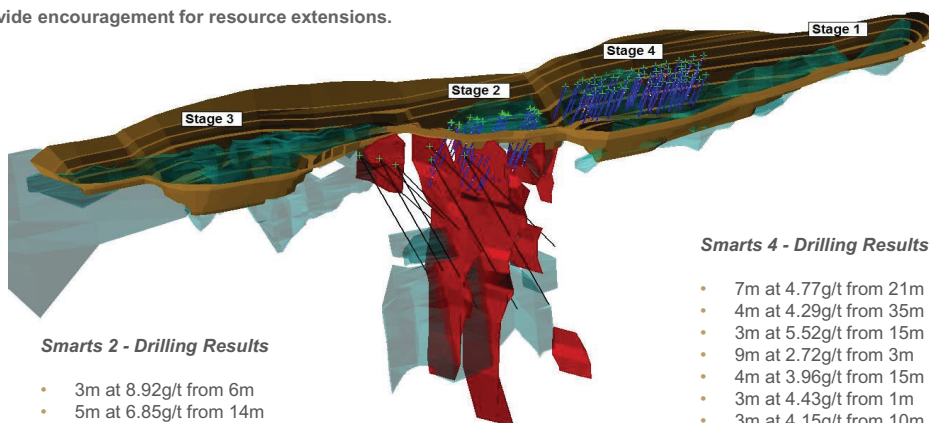


**Smarts Pit transitioning from oxide to fresh rock.**

Troy Resources Limited

## Smarts North-South vein RC Drilling Program

High grade north-south veins intersected with recent drilling in and below the pit, provide encouragement for resource extensions.



### Smarts 2 - Drilling Results

- 3m at 8.92g/t from 6m
- 5m at 6.85g/t from 14m
- 2m at 18.26g/t from 15m
- 4m at 7.06g/t from 40m
- 1m at 132.54g/t from 21m
- 9m at 6.55g/t from 3m
- 7m at 18.24g/t from 33m
- 2m at 53.01g/t from 3m
- 10m at 3.54g/t from 69m

### Smarts 4 - Drilling Results

- 7m at 4.77g/t from 21m
- 4m at 4.29g/t from 35m
- 3m at 5.52g/t from 15m
- 9m at 2.72g/t from 3m
- 4m at 3.96g/t from 15m
- 3m at 4.43g/t from 1m
- 3m at 4.15g/t from 10m

Underground mining studies commenced as part of a Feasibility Study for the Smarts underground project

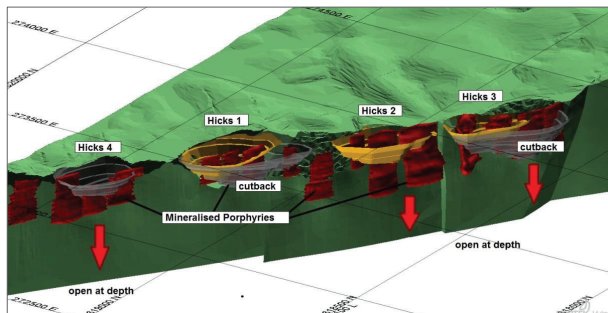
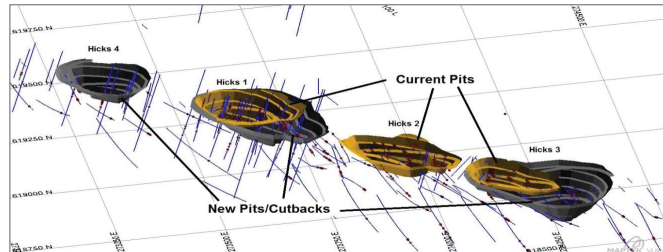
Troy Resources Limited

24



## Hicks

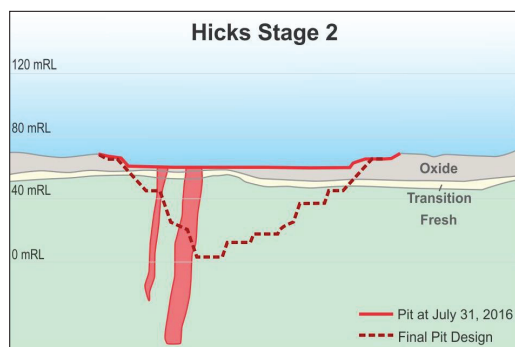
Opportunities to open up a much larger pit through infill drilling and improved geological knowledge.



Troy Resources Limited

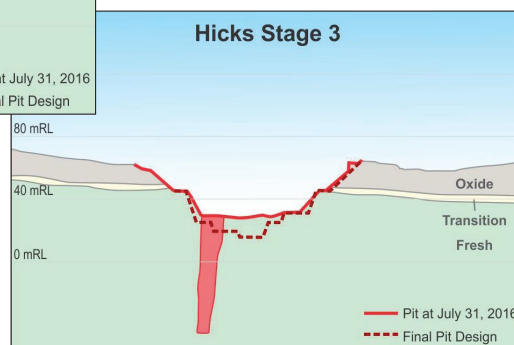
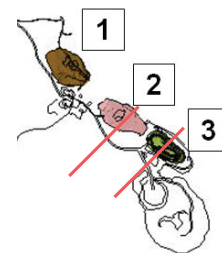
25

## Hicks Pit Transitions



Scale: 40m

**Hicks Pit transitioning from oxide to fresh rock.**



Troy Resources Limited

26

## Exploration Overview



### 1 Potential mine-life extensions focussed on:

#### **Hicks Pit:** Pit cutbacks along strike and at depth

- Additional drilling increasing geological knowledge of position and geometry of mineralised porphyry intrusives → drive future pit designs.

#### **Smarts Pit:** Extensions of high grade mineralisation

- North-south veins delineated in mining can be followed down to significant depth below the pit ~400m. Potential for veins to be mined individually as narrow vein targets or, bulked out as larger mining targets.
- Pit and/or underground along strike to the north of Smarts pit (14 mile). Initial drilling intersected high grade → follow up with more drilling.

Ore Reserves (30 June 2016) 330 koz @ 3.4g/t  
Mineral Resources<sup>1</sup> (30 June 2016) 1,130 koz @ 2.7 g/t

### 2 Brownfields exploration targets identified

- Since mid 2013, only 28% of Troy funded drilling focussed outside Resource wireframes (19,481m of 68km drilling) and 25% over project life (56,603m of 222Km).
- Looking to re-commence brownfields regional exploration as the weather improves.
- Extensive inventory of early stage targets within 854km<sup>2</sup> of exploration tenements.
- Evaluating targets using a mix of Empirical and Conceptual approaches – our targeting will evolve as the program progresses.
- Prospective targets identified for further testing: Mirror, Goldstar, Singh Link, NW Block, Dominica Shear, Norby-Gibbs and Hicks SE.
- We believe there remains significant untapped potential of our regional exploration tenure.

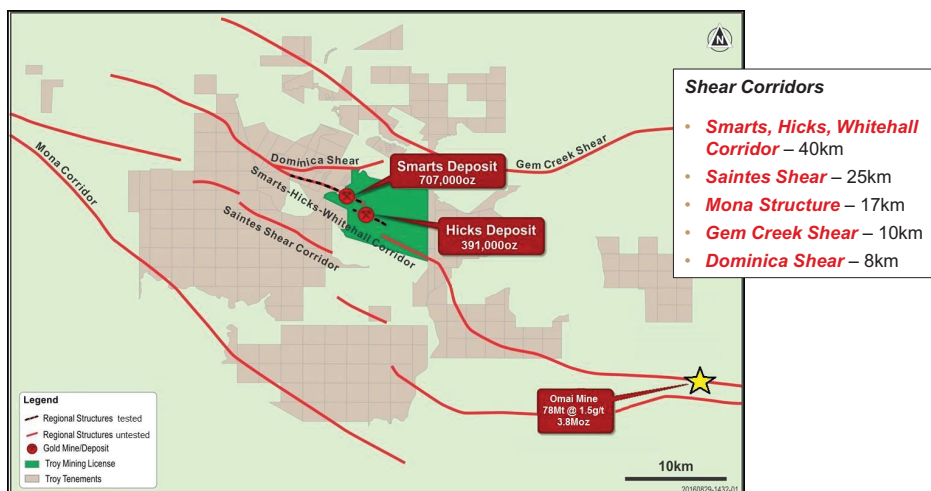
Regional exploration a key focus over the next 12 months

1. Resources are inclusive of Reserves

Troy Resources Limited

27

## Untested Structures



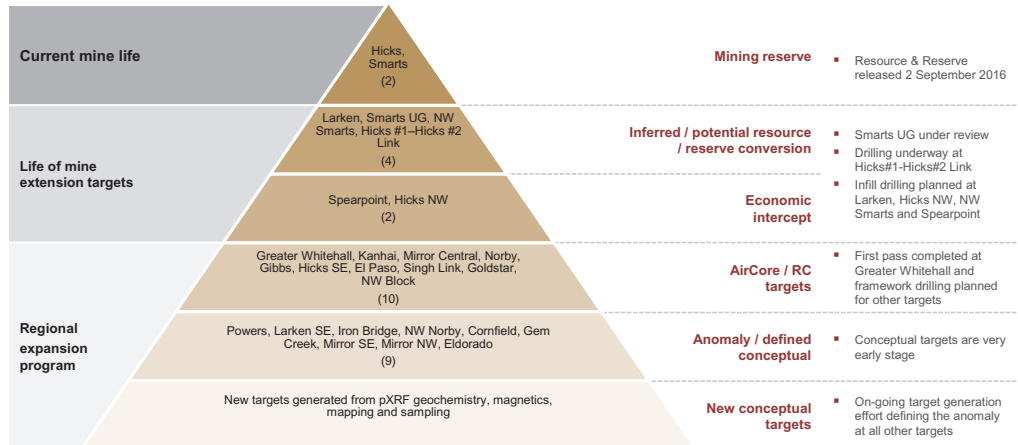
- Exploration work has identified approximately 100km of crustal structural corridors within the Karouni property.
- 87km of crustal structural corridors with no drilling.
- 75% of total metres drilled to-date focussed on Resource wireframes.

28

## Exploration Pipeline



Significant exploration targets exist both within and beyond the current mine area, potential to extend the mine life considerably.



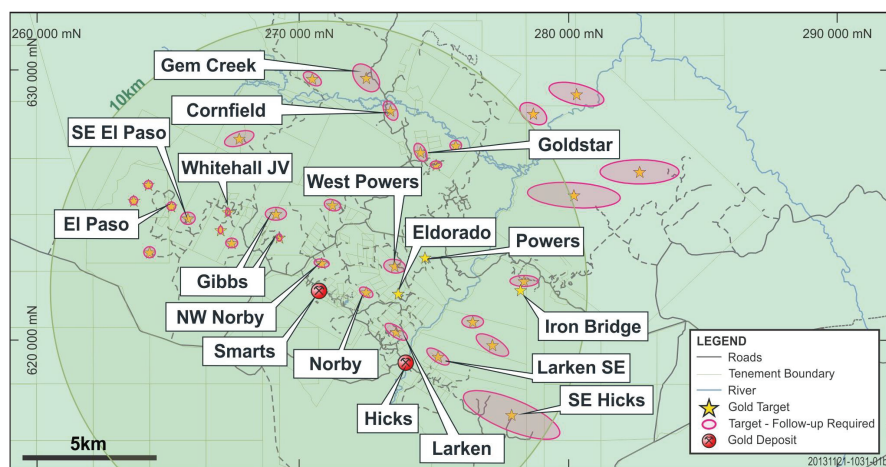
Troy Resources Limited

29

## Brownfields Targets



Within 10km Radius of Plant Site



Extensive inventory of early stage targets within 854km<sup>2</sup> of exploration tenements.

Troy Resources Limited

30



## Andorinhas & Casposo



### Andorinhas

- Processing of remaining stockpiles ceased during April and plant cleaning finished at the end of May.
- Following court approval, Anfield Gold acquired all of the shares of Magellan Minerals in May 2016 and Anfield completed the acquisition of the Andorinhas plant in mid-May, by making payment of US\$1,995,000 in cash.
- A further US\$1,000,000 is due to be paid following production of 20,000oz of gold or 26 February 2017, whichever comes soonest.



*"After 15 years in Brazil, Troy leaves behind a legacy that reflects all the positive elements and opportunities that mining can deliver to local communities."*

Troy Resources Limited

### Casposo

- Reached agreement with ASX listed Austral Gold Limited whereby they have acquired a 51% interest in Casposo and been appointed as manager of the project.
- A new mine operational model is being developed in preparation for the recommencement of operations.
- Austral entitled to acquire a further 19% economic interest by paying US\$1 million in 12 months and have the option to acquire the remaining 30% over 3yrs for a total consideration of US\$7 million (which is increased should the silver price be in excess of US\$16/oz);
- Troy is free carried for an initial (up to) US\$10 million capital investment plan design. If funding required for any other purpose, Troy can elect to contribute or dilute.



31

## Environment, Safety & Community



**International Best Practice Standards applied to all reporting and monitoring systems.**

### Environment

- Troy has made a concerted effort to operate its business from the beginning, to be in conformance with the Equator Principle, IFC Performance Standards, International Cyanide Management Code as well as, the International Environment Standard ISO 14001.
- In March 2016, the EPA conducted a compliance inspection of operations at Karouni. The final report in August 2016, recorded full compliance with the conditions of the Environmental Permit, and commended efforts.

### Safety

- Strong focus on safety training and induction programs commensurate with a relatively inexperienced workforce.
- Interaction with Government agencies to provide training and practical industry awareness.
- There have been no reportable environmental incidents since commencement of operations.
- LTIFR rates in line with International Performance Levels despite remote site challenges.

### Community

- Progressive efforts to include Amerindians into the workforce. To date almost 10% of site employees have Amerindian backgrounds.
- 93% local labour.
- Community engagement and support initiated at the start of Project Development.



## Contents



### 1 Offer Details

### 2 Troy Overview

### 3 2016 Full Year Results

### 4 Appendix

#### A. JORC Mineral Resource and Ore Reserves

#### B. Key Risks

#### C. International Offer Restrictions

## Financial Update



Preliminary Results for FY16 (Unaudited)		FY2016
Revenue	A\$m	145.4
Underlying EBITDA <sup>1</sup>	A\$m	28.6
Depreciation and Amortisation	A\$m	(33.2)
Underlying loss after tax <sup>2</sup>	A\$m	(6.3)
Non-cash write off of cumulative translation differences	A\$m	(87.4)
Profit (Loss) After Tax	A\$m	(93.7)
Operating cash flow	A\$m	28.3
Total assets	A\$m	263.6

- Result for FY16 impacted by cumulative translation differences of \$87.4 million relating to the sale of the Company's interest in Casposo and the closure and winding up of operations at Andorinhas.
- Karouni generated strong margin of \$26 million<sup>3</sup> during its first six months of operation.
- Company paid down \$55 million in debt repayments and financing costs.
- Andorinhas plant sold for US\$4.5 million.
- Casposo restructured and agreement reached for a staged divestment of the Company's interest.

1. Underlying EBITDA is 'Earnings before interest, income taxes, depreciation and amortisation and non-cash write-offs.'  
2. Underlying loss after tax is 'loss after tax before non-cash write-offs.'  
3. Cash margin is before the application of any hedging gains or losses.  
4. FY refers to Financial Year ended 30 June.



## Contents



### 1 Offer Details

### 2 Troy Overview

### 3 2016 Full Year Results

### 4 Appendix

#### A. JORC Mineral Resource and Ore Reserves

#### B. Key Risks

#### C. International Offer Restrictions

## A. JORC Mineral Resource and Ore Reserves



### Karouni – JORC Mineral Resource and Ore Reserves (30 June 2016)

Reserves				
Deposit	Category	Tonnes	Gold grade (g/t)	Gold ounces
Smarts pit	Proven	1,607,000	4.6	237,100
	Probable	36,000	3.5	4,000
Hicks pit	Probable	1,232,000	2.1	84,100
Stocks	Proven	140,000	1.0	5,000
<b>Total</b>	<b>Proven</b>	<b>1,747,000</b>	<b>4.3</b>	<b>242,100</b>
	<b>Probable</b>	<b>1,268,000</b>	<b>2.2</b>	<b>88,100</b>
<b>Total Mineral Reserves</b>		<b>3,015,000</b>	<b>3.4</b>	<b>330,200</b>
Resources (inclusive of reserves)				
Deposit	Category	Tonnes	Gold Grade (g/t)	Gold ounces
Smarts	Measured	2,291,000	4.3	320,300
	Indicated	1,050,000	3.4	114,500
	Inferred	3,279,000	2.6	272,700
Hicks	Indicated	2,970,000	2.0	191,400
	Inferred	3,293,000	1.9	199,700
Larken	Inferred	309,000	3.2	31,500
<b>Total</b>	<b>Measured</b>	<b>2,291,000</b>	<b>4.3</b>	<b>320,300</b>
	<b>Indicated</b>	<b>4,020,000</b>	<b>2.4</b>	<b>305,900</b>
	<b>Inferred</b>	<b>6,881,000</b>	<b>2.3</b>	<b>503,900</b>
<b>Total Mineral Resource</b>		<b>13,192,000</b>	<b>2.7</b>	<b>1,130,100</b>

The information relating to the Karouni Mineral Resources and Ore Reserves is extracted from the announcement entitled 'Mineral Resources and Ore Reserves Statement' released to ASX on 2 September 2016 and is available to view on [www.troyres.com.au](http://www.troyres.com.au)

- Mining operations at Andorinhas have ceased and remediation works are underway
- In March 2016, Troy sold a 51% controlling interest in the Casposo Project to Austral Gold. The Casposo Mineral Resources and Ore Reserves statement will be prepared by Austral Gold and Troy will report a 49% attributable interest when available.

## B. Key Risks



There are a number of risks, both specific to the Company and of a general nature, which may, either individually or in combination, affect the future operational and financial performance of the Company and the value of its securities. These include risks that are widespread and associated with any form of business and specific risks associated with the Company's business and its involvement in the mining and exploration industry generally and in Guyana in particular. Whilst most risk factors are largely beyond the control of the Company and its directors, the Company will seek to mitigate risks where possible.

The Company has identified the following non-exhaustive list of some of the major risk factors which investors need to be aware of in evaluating the Company's business and investing in securities. There is no guarantee that other factors will not affect the Company in the future. Investors should carefully consider the following factors in addition to the other information presented in this Offer.

Risks	
<b>Gold price</b>	Troy's future profitability depends upon the world market price of gold. If the market price for gold falls below Troy's production costs and remain at such levels for any sustained period of time, it may not be economically feasible to continue production. Future production, if any, from Troy's mineral properties will be dependent upon the price of gold being adequate to make these properties economic.
<b>Production and cost estimates</b>	<p>The ability of Troy to achieve production targets, or meet operating and capital expenditure estimates on a timely basis cannot be assured. The assets of Troy, as any others, are subject to uncertainty with ore tonnes, grade, metallurgical recovery, ground conditions, operational environment, funding for exploration, regulatory changes, weather, accidents, difficulties in operating plant and equipment and other unforeseen circumstances such as unplanned mechanical failure of plant or equipment.</p> <p>Troy prepares estimates of future production, cash costs and capital costs of production for its operation. No assurance can be given that such estimates will be achieved. Failure to achieve production or cost estimates or material increases in costs could have an adverse impact on Troy's future cash flows, profitability, results of operations and financial condition.</p> <p>Costs of production may also be affected by a variety of factors, including: ore grade, metallurgy, labour costs and the price of input consumables, such as fuel and chemicals.</p> <p>Unforeseen production cost increases could result in Troy not realising its operational plans or in such plans costing more than expected or taking longer to realise than expected. Any of these outcomes could have an adverse effect on Troy's financial and operational performance.</p>
<b>Operational risk</b>	<p>Drilling, mining and processing activities carry risk and as such, activities may be curtailed, delayed or cancelled as a result of a number of factors outside Troy's control. These include geological conditions, technical difficulties, securing and maintaining tenements, weather and construction of efficient processing facilities. The operation may be affected by force majeure, changes in geology, fires, labour disruptions, landslides, the inability to obtain adequate machinery, engineering difficulties and other unforeseen events.</p> <p>As with most mines, reserves, resources and stockpiles are based on estimates of grade, volume and tonnage. The accuracy and precision of these estimates will depend upon drill spacing and other information such as continuity, geology, rock density, metallurgical characteristics, mining dilution, costs, etc. which evolve as the mine moves through different parts of the ore body.</p> <p>The Company will endeavour to take appropriate action to mitigate these operational risks (including by properly documenting arrangements with counterparties, and adopting industry best practice policies and procedures) or to insure against them, but the occurrence of any one or a combination of these events may have a material adverse effect on the Company's performance and the value of its assets.</p>
<b>Exploration risks</b>	The exploration for and development of mineral deposits is speculative and involves significant risks. Whether a mineral deposit will be commercially viable depends on a number of factors, including: the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, government regulation, land tenure, land use, and environmental protection. There is no certainty that the expenditures made by the Company towards the search for, and evaluation of mineral deposits, will result in discoveries of commercial quantities of ore.

Troy Resources Limited

37

## B. Key Risks



### Continued

Risks	
<b>Mineral Resource and Ore Reserve Estimates</b>	<p>Mineral resource and ore reserves are estimates only and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realised or that mineral reserves could be mined or processed profitably. There are numerous uncertainties inherent in estimating mineral resources and ore reserves, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any reserve or resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgements used in engineering and geological interpretation. Short term operating factors relation to the mineral reserves, such as the need for the orderly development of ore bodies or the processing of new or different ore grades, may cause mining operations to be unprofitable in any particular accounting period. In addition, there can be no assurance that gold recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.</p> <p>Fluctuation in gold prices, results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may require the revision of such estimate. The volume and grade of reserves mined and processed and recovery rates may not be the same as currently anticipated. Any material reductions in estimate of mineral resource and ore reserves, or of the Company's ability to extract these mineral reserves, could have a material adverse effect on the Company's results of operations and financial condition.</p>
<b>Title risk - generally</b>	<p>Troy has its main operation in Guyana and a minority interest in the Casposo project in Argentina.</p> <p>Permits for its operations are for a specific term and carry with them annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, Troy could lose title to or its interest in permits and concessions if permit and concession conditions are not met or if insufficient funds are available to meet expenditure commitments. There is also no guarantee that permits will be renewed upon their termination.</p> <p>Government approvals and permits are currently, and may in the future be, required in connection with Troy's operations. To the extent such approvals are required and not obtained or maintained, Troy may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties or continuing with operations.</p>
<b>Government policy and permits</b>	<p>In the ordinary course of business, mining companies are required to seek governmental permits for exploration, expansion of existing operations or for the commencement of new operations.</p> <p>The duration and success of permitting efforts are contingent upon many variables not within the control of Troy. There can be no assurance that all necessary permits will be obtained, and, if obtained, that the costs involved will not exceed those estimated by Troy.</p>
<b>Governmental regulation of the Mining Industry</b>	Amendments to current laws, regulations and permits governing operations and activities of mining companies in the countries in which the Company operates, or a more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in the cost of production, capital expenditure or exploration costs and reduction in levels of production at producing properties.
<b>Weather and climatic conditions</b>	The current and future activities of the Company, including development of its projects, mining volumes, mining exploration and production activities, may be affected by seasonal and unexpected weather patterns, heavy rain, floods and other weather and climatic conditions.

Troy Resources Limited

38

## B. Key Risks



### Continued

Risks	
<b>Effectiveness of Troy's gold price hedging</b>	The Company currently has certain gold price hedging arrangements in place and may in the future choose to or be required to enter into further gold price hedging arrangements. Although gold price hedging activities may protect the Company in certain instances, they may also limit the price that can be realised on the proportion of recovered gold that is subject to any hedges, in the event that the market price for gold exceeds the hedged contract price.
<b>Environmental regulations and risk</b>	Troy's activities must be operated within controls and processes to ensure compliance with various regulations, licenses, standards and expectations so that these activities are undertaken in a way that does not cause unauthorised environmental harm. Troy believes it is currently in compliance with all applicable environmental laws and regulations.
<b>General risks associated with mining</b>	When compared with many industrial and commercial operations, mining and mineral processing projects are relatively high risk. This is particularly so where new technologies are employed. Each orebody is unique. The nature of mineralisation, the occurrence and grade of the ore, as well as its behaviour during mining and processing can never be wholly predicted. Estimations of the tonnes, grade and overall mineral content of a deposit are not precise calculations but are based on interpretation and samples from drilling, which, even at close drill hole spacing, represent a very small sample of the entire orebody.
<b>Uninsured or uninsurable risks</b>	Troy undertakes complex and large scale operating activities and faces operating hazards associated with these activities.  There is a risk that operating equipment, facilities and systems may not operate as intended or may not be available from time to time as a result of operator error or unanticipated failures or other events outside of Troy's control, such as fires, catastrophic breakdowns, unforeseen geological impacts, deliberate acts of destruction, interference, terrorism, natural disasters or extreme weather events, which may reduce profitability and the ability of the Company to operate in the future.  In accordance with customary industry practices, Troy will maintain insurance coverage limiting financial loss resulting from certain operating hazards and performs cost/benefit analysis to determine insurance coverage. However, not all risks inherent to Troy's operations can be insured economically or at all. Losses, liabilities and delays arising from uninsured or underinsured events could reduce Troy's revenue or increase costs or cause a decline in the value of the securities of the Company.
<b>Smarts Geology</b>	The geology of the Smarts deposit has generally been more complex than originally modelled. During the initial drilling and geological interpretation process conducted by Troy at Smarts in 2013 and 2014, it was noticed that there were many drill intersections, generally narrow, that did not fit into the accepted geological interpretation. These veins were excluded from the resource estimate. They were generally located within and below what are now the Smarts 2 and 4 pits. Subsequent mining in these pits has enabled these drill intersections to be interpreted into their correct geological context. It is now known that much of the mineralisation in Smarts is contained in north-south quartz veins. These veins are constrained within hanging wall and footwall shears and are in effect 'linking' structures between the shears. The impact of this has been additional tonnes mined from the Smarts pit, but generally at a higher dilution than previously envisaged. Overall this has resulted in more tonnes at lower grade mined from the Smarts pit to date.

## B. Key Risks



### Continued

Risks	
<b>Environmental hazards as a result of the processes and chemicals used in the extraction and production methods</b>	Mining activities are generally subject to environmental hazards as a result of the processes and chemicals used in the extraction and production methods. As part of its mining operations, the Company operates a tailings dam to remove and dispose of hazardous substances from its mine. The design of the Company's tailings dam is in accordance with all applicable laws and regulations, and engineering standards. However, the storage of tailings may present a risk to the environment on the occurrence of leakage or failure of the tailings dam. In order for the Company to meet its environmental obligations and as part of its continued operational development, it may consider raising its tailings dam to meet future requirements.
<b>Financing considerations</b>	The Company's continued ability to operate its business and effectively implement its business plan over time will depend in part on its ability to raise additional funds for future operations and to repay or refinance debts as they fall due. The Company may require additional financial resources to continue funding the future development, of the Karouni Project and any other projects. It is difficult to predict the level of funding that may be required with any accuracy at this time. No assurance can be given that any such additional financing will be available or that, if available, it will be available on terms acceptable to the Company or its Shareholders. If additional funds are raised through the issue of equity securities, the capital raising may be dilutive to Shareholders and such securities may, subject to requisite Shareholder approval, have rights, preferences or privileges senior to those of the holders of the Company's Shares then on issue. Debt finance, if available on terms acceptable to the Company, may involve restrictions on financing and operating activities. If sufficient funds are not available from either debt or equity markets to satisfy the Company's short, medium or long-term capital requirements, when required, the Company may be required to limit the scope of its anticipated operations, which could adversely impact on its business, financial condition and value of its Shares.
<b>Market conditions</b>	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: <ul style="list-style-type: none"> <li>• general economic outlook;</li> <li>• introduction of tax reform or other new legislation;</li> <li>• interest rates and inflation rates;</li> <li>• changes in investor sentiment toward particular market sectors;</li> <li>• the demand for, and supply of, capital; and</li> <li>• terrorism or other hostilities.</li> </ul> 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.
<b>Litigation and disputes</b>	The Company, like many companies in the mining industry, is subject to legal claims in the ordinary course of its corporate and operational activities, with and without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation and dispute resolution process, there can be no assurance that the resolution of any particular legal proceeding or dispute will not have an adverse effect on the Company's future cash flow, results of operations or financial condition.

## B. Key Risks



### Continued

Risks	
<b>Occupational Health and Safety</b>	Workplace accidents may occur for various reasons, including as a result of non-compliance with safety rules and regulations. The Company may be liable for personnel injuries or fatalities that occur to the Company's employees or other persons under applicable occupational health and safety laws. If the Company is liable under such laws, in whole or part, the Company may be liable for significant penalties. The Company may also be liable for compensation which may materially and adversely affect the Company's financial position and profitability.
<b>Liquidity and Realisation Risk</b>	There can be no guarantee that an active market in the Shares will develop or continue, or that the market price of the Shares will increase. If a market does not develop or is not sustained, it may be difficult for investors to sell their Shares, as there may be relative few, if any, potential buyers or sellers of the Shares on ASX at any time. Volatility in the market price for Shares may result in Shareholders receiving a price for their Shares that is less or more than the Offer Price.
<b>Political Stability and Security Concerns</b>	The Company conducts exploration and operating activities in Guyana. The Company's properties may be subject to the effects of political changes, war and civil conflict, terrorist activities, changes in government personnel and policy, nationalisation or expropriation of property, cancellation or modification of contractual rights, foreign exchange restrictions, restrictions on the repatriation of money, lack of law enforcement, unlawful occupation of mining areas and illegal gold mining, labour unrest, the creation of new laws and other risks arising out of governmental sovereignty. These changes may impact the profitability and viability of its properties.
<b>Dependence on Key Management Personnel and Executives</b>	The Company is dependent upon a number of key management personnel. The loss of the services of one or more of such key management personnel could have a material adverse effect on the Company. The Company's ability to manage its activities, and hence its success, will depend in large part on the efforts of these individuals.
<b>Labour shortages and industrial disputes</b>	There is a risk that the Company may need to pay a higher than expected costs to acquire or retain the necessary labour for operations and development projects. This could result in a material and adverse increase in costs and/or development projects being delayed or becoming uneconomic and not proceeding as planned. The Company may also be exposed to the risk that industrial disputes may arise (for example, in relation to claims for higher wages or better conditions) which might disrupt some of its operations and lead to increases in project costs and delays including to scheduled start-up dates of projects under construction.
<b>Investment Speculative</b>	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 factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered as part of the Offer. The Offer of New Shares carries no guarantee with respect to the payment of dividends, returns of capital or the market value of those New 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 new shares offered under the Offer.

Troy Resources Limited

41

## C. International Offer Restrictions



This document does not constitute an offer of new ordinary shares (**New Shares**) of the Troy Resources Limited (**the Company**) in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

### International Offer Restrictions

<b>Canada (British Columbia, Ontario and Quebec provinces)</b>	<p>This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – Prospectus and Registration Exemptions, of the Canadian Securities Administrators.</p> <p>No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence.</p> <p>No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.</p> <p>The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.</p> <p>Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.</p> <p><i>Statutory rights of action for damages and rescission</i></p> <p>Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defences contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.</p> <p><i>(Continued on next slide)</i></p>
--	--

Troy Resources Limited

42



## C. International Offer Restrictions



### Continued

#### International Offer Restrictions

##### Canada (British Columbia, Ontario and Quebec provinces) (Continued)

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the Company. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that (a) the Company will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.

Section 138 of the Securities Act (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

## C. International Offer Restrictions



### Continued

#### International Offer Restrictions

##### European Economic Area - Germany, Luxembourg and Netherlands

The information in this document has been prepared on the basis that all offers of New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to publish a prospectus for offers of securities.

An offer to the public of New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
- to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "MiFID"); or
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

##### Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

## C. International Offer Restrictions



### Continued

#### International Offer Restrictions

<b>Malaysia</b>	This document may not be distributed or made available in Malaysia. No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to any offer of New Shares. The New Shares may not be offered or sold in Malaysia except pursuant to, and to persons prescribed under, Part I of Schedule 6 of the Malaysian Capital Markets and Services Act.
<b>New Zealand</b>	<p>This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").</p> <p>The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the FMC Act and the Securities Act (Overseas Companies) Exemption Notice 2013.</p> <p>Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:</p> <ul style="list-style-type: none"> <li>— is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;</li> <li>— meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;</li> <li>— is large within the meaning of clause 39 of Schedule 1 of the FMC Act;</li> <li>— is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or</li> <li>— is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.</li> </ul>
<b>Singapore</b>	<p>This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.</p> <p>This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.</p> <p>Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.</p>

Troy Resources Limited

45

## C. International Offer Restrictions



### Continued

#### International Offer Restrictions

<b>Switzerland</b>	<p>The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations.</p> <p>Neither this document nor any other offering or marketing material relating to the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).</p> <p>This document is personal to the recipient only and not for general circulation in Switzerland.</p>
<b>United Kingdom</b>	<p>Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.</p> <p>This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.</p> <p>Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.</p> <p>In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.</p>

Troy Resources Limited

46



## C. International Offer Restrictions



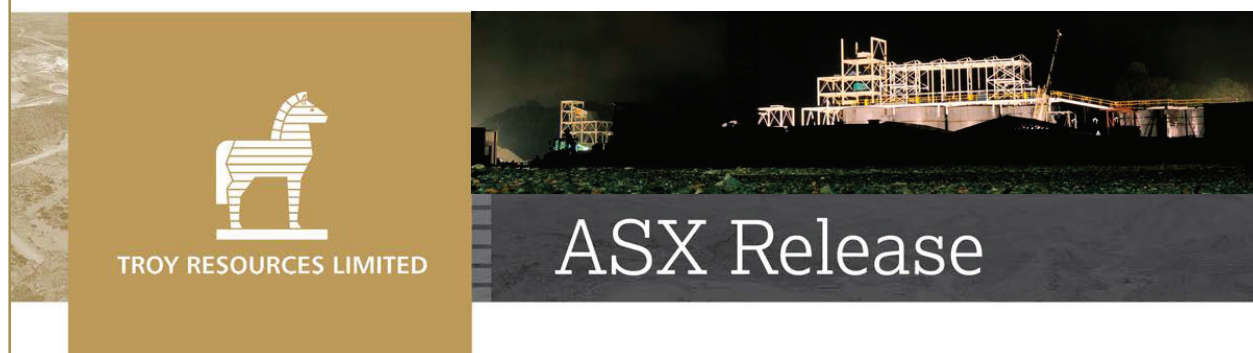
### Continued

#### International Offer Restrictions

##### United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

## Institutional Offer Completion Announcement dated Thursday, 8 September 2016



NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. NEWSWIRE SERVICES

8 September 2016

### TROY SUCCESSFULLY COMPLETES PLACEMENT AND INSTITUTIONAL ENTITLEMENT OFFER

**Perth, Western Australia:** Gold producer Troy Resources Limited (ASX:TRY) (**Troy** or the **Company**) is pleased to announce successful completion of the institutional component of its equity raising (**Equity Raising**) as announced on Tuesday, 6 September 2016, which included the placement and institutional entitlement offer (**Institutional Offer**).

The Institutional Offer was substantially oversubscribed and raised approximately \$27.9 million by way of a fixed price bookbuild at an offer price of \$0.36 (**Offer Price**) per new share (**New Share**) from a range of predominantly existing and also new shareholders. Existing institutional shareholders took up 94% of their entitlements (by value).

New Shares issued under the Institutional Offer will rank equally with existing shares on issue and are expected to settle on Monday, 19 September 2016. These shares will be allotted on Tuesday, 20 September 2016 and will commence trading on a normal settlement basis on the Australian Securities Exchange (**ASX**) on the same day.

Troy's Managing Director Martin Purvis, said: "We sincerely appreciate the strong support from our existing shareholders and we are also pleased to welcome a number of new shareholders to our register who participated in the Placement. Successful completion of the Institutional Offer provides Troy with a solid financial platform that will underpin the next phase of growth for the Company."

#### Commencement of the Retail Entitlement Offer

The retail component of the Equity Raising seeks to raise approximately \$12.9 million through a 1 for 5.5 pro-rata non-renounceable entitlement offer (**Retail Entitlement Offer**) at \$0.36 per share.

The Retail Entitlement Offer will open on Tuesday, 13 September 2016 and close at 5.00pm (Sydney time) on Tuesday, 4 October 2016.

Eligible retail shareholders with a registered address in Australia or New Zealand on the Record Date of 7.00pm (Sydney time) on Friday, 9 September 2016 (**Eligible Retail Shareholders**), have the opportunity to invest in New Shares at the Offer Price, on the terms and conditions outlined in the Retail Entitlement Offer Booklet to be sent to Eligible Retail Shareholders on or around Tuesday, 13 September 2016.

Eligible Retail Shareholders may also apply for additional New Shares in excess of their entitlement under the top up facility (**Top Up Facility**). The allocation of additional New Shares under the Top Up Facility will be subject to the availability of additional New Shares, and Troy retains the flexibility to scale back applications for additional New Shares at its discretion. In the event not all entitlements

WS:ANZ\_Active:35963600:v1

under the Retail Entitlement Offer are taken up, Troy also reserves the right to place any shortfall to select investors within three months following completion of the Equity Raising.

Please note that shareholders with a registered address outside Australia or New Zealand on the Record Date are ineligible to participate in the Retail Entitlement Offer.

It is important to note that the Retail Entitlement Offer is non-renounceable and there will be no trading of entitlements.

Troy expects its trading halt to be lifted and Troy shares to recommence trading on an ex-entitlement basis from market open on Friday, 9 September 2016.

Macquarie Capital (Australia) Limited acted as financial advisor, global co-ordinator, joint lead manager and bookrunner and Euroz Securities Limited acted as joint lead manager and bookrunner to the Equity Raising.

### Key Dates of the Equity Raising

Event	Date
Announcement of completion of the Institutional Offer	Thursday, 8 September 2016
Shares recommence trading on ASX on an "ex-entitlement" basis	Friday, 9 September 2016
Record Date for determining entitlement to subscribe for New Shares	7.00pm (Sydney time) on Friday, 9 September 2016
<b>Retail Entitlement Offer opens</b>	<b>Tuesday, 13 September 2016</b>
Retail Offer Booklet despatched	Tuesday, 13 September 2016
Settlement of New Shares issued under the Institutional Offer	Monday, 19 September 2016
<b>Allotment and normal trading of New Shares issued under the Institutional Offer</b>	<b>Tuesday, 20 September 2016</b>
<b>Retail Entitlement Offer closes</b>	<b>5.00pm (Sydney time) on Tuesday, 4 October 2016</b>
<b>Allotment of remaining New Shares issued under the Retail Entitlement Offer</b>	<b>Tuesday, 11 October 2016</b>

All dates and times referred to are based on Sydney time and are subject to change. Troy reserves the right to vary these dates at any time.

### Retail Investor Enquiries

For further information in regard to the Retail Entitlement Offer, please do not hesitate to contact the Offer Information Line on 1300 850 505 (local call cost within Australia) or +61 3 9415 4000 (from outside Australia) at any time between 9.00am and 5.00pm (Sydney time), Monday to Friday.

ENDS

**For further information please contact:**

**Martin Purvis**  
CEO  
Troy Resources Limited  
T: (61 8) 9481 1277  
E: troy@troyres.com.au

**Stacey Apostolou**  
Company Secretary  
Troy Resources Limited  
T: (61 8) 9481 1277  
E: troy@troyres.com.au

WS:ANZ\_Active:35963600:v1

#### IMPORTANT NOTICES

Nothing in this announcement constitutes an offer of securities for sale or an offer to purchase any securities, or an invitation to any person to make such an offer in any jurisdiction. This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this announcement have not been, and will not be registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US State securities laws.

This announcement contains "forward-looking statements" and "forward-looking information", including statements and forecasts which include without limitation, expectations regarding future performance, costs, production levels or rates, mineral reserves and resources, the financial position of Troy, industry growth and other trend projections. Such "forward-looking statements" and "forward-looking information" includes statements regarding the proposed Equity Raising, including the amount to be raised and timing and the use of the funds raised. Often but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "is expecting", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved. Such information is based on assumptions and judgements of management regarding future events and results. The purpose of forward-looking information is to provide the audience with information about management's expectations and plans. Readers are cautioned that forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Troy and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, changes in market conditions, future prices of gold and silver, the actual results of current production, development and/or exploration activities, changes in project parameters as plans continue to be refined, variations in grade or recovery rates, plant and/or equipment failure and the possibility of cost overruns. Forward-looking information and statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date such statements are made, but which may prove to be incorrect. Troy believes that the assumptions and expectations reflected in such forward-looking statements and information are reasonable. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Troy does not undertake to update any forward-looking information or statements, except in accordance with applicable securities laws.

WS:ANZ\_Active:35963600:v1

## 6. Additional Information

### 1. Offer Management Agreement

Troy has entered into an offer management agreement with the Joint Lead Managers who have agreed to lead manage the Entitlement Offer and the Placement on customary terms and conditions (**Offer Management Agreement**).

Customary with these types of agreements:

- a) the obligations of the Joint Lead Managers are subject to the satisfaction of certain conditions precedent documented in the Offer Management Agreement;
- b) Troy and the Joint Lead Managers have given certain representations, warranties and undertakings in connection with (amongst other things) the Entitlement Offer;
- c) Troy has agreed, subject to certain carve outs, to indemnify the Joint Lead Managers, their affiliates and related bodies corporate, and their directors, officers, partners, employees and agents (or any of their affiliates or related bodies corporate) against all claims, demands, expenses and liabilities arising out of or in connection with the Entitlement Offer;
- d) the Joint Lead Managers may (in certain circumstances, having regard to the materiality of the relevant event) terminate the Offer Management Agreement and be released from their obligations under it or on the occurrence of certain events, including but not limited to:
  - i. Troy is removed from the official list of the ASX, its shares are suspended from quotation on the ASX, or approval for quotation of the New Shares is not given by ASX;
  - ii. any of the offer documents (including this Retail Entitlement Offer Booklet and all the ASX announcements made by Troy in connection with the Entitlement Offer) is or becomes false, misleading or deceptive or the offer documents omit any information they are required to contain by the Corporations Act or other applicable law;
  - iii. the gold price in US dollars is 10% or more below the level as at the close of business on the day prior to the date of the Offer Management Agreement for two consecutive days;
  - iv. the ASX/S&P 200 Index or the S&P/ASX All Ord – Gold Index is 10% or more below the level as at the close of business on the day prior to the date of the Offer Management Agreement for two consecutive days;
  - v. there is a general moratorium on commercial banking activities in Australia and certain other jurisdictions or a suspension in trading securities on the ASX;
  - vi. there are certain delays in the timetable for the Entitlement Offer without the consent of the Joint Lead Manager;
  - vii. Troy withdraws the Entitlement Offer or indicates that it does not want to proceed with the Entitlement Offer;
  - viii. there is an adverse change in the assets, liabilities, financial position or performance, profits or prospects of Troy and its subsidiaries; and
  - ix. Troy or a material subsidiary becomes insolvent.
- e) The Joint Lead Managers will be remunerated by Troy for providing lead manager services at market rates and will also reimburse the Joint Lead Managers for certain expenses.
- f) Neither the Joint Lead Managers nor any of their respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents (each a **Limited Party**) have authorised or caused the issue of, and take no responsibility for, this Retail Entitlement Offer Booklet. To the maximum extent permitted by law, the Limited Parties exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this information being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. No Limited Party makes any recommendations as to whether you or your related parties should participate in the Entitlement Offer, nor do they make any representations or warranties to you concerning this Entitlement Offer or any such information, and you represent, warrant and agree that you have not relied on any statements made by the Limited Parties in relation to the New Shares or the Entitlement Offer generally.
- g) Further, no Limited Party accepts any fiduciary obligations owed to or relationship with any investor or potential investor in connection with the Retail Entitlement Offer or otherwise, and by accepting this Retail Entitlement Offer Booklet each recipient expressly disclaims any fiduciary relationship and agrees that it is responsible for making its own independent judgements with respect to the Retail Entitlement Offer, and any other transaction or other matter arising in connection with this Retail Entitlement Offer Booklet. The Joint Lead Managers or other Limited Parties may have interests in the shares of Troy, they may act as market maker or buy or sell those securities or associated derivatives as principal or agent.

## 2. Pro forma statement of financial position

The audit reviewed statement of financial position as at 31 December 2015 and the unaudited pro forma statement of financial position of Troy as at 30 June 2016 has been prepared by Troy based on the unaudited Troy consolidated statement of financial position as at 30 June 2016. The pro forma statement of financial position has been prepared on the assumption that all proposed New Shares pursuant to the Entitlement Offer are issued and in order to reflect the changes to Troy's financial position following completion of the Entitlement Offer and Placement.

The pro forma financial information is presented in an abbreviated form, in so far as it does not include all of the disclosure statements or comparative information required by Australian Accounting Standards applicable to Troy's annual financial statements.

The financial information should be read in conjunction with Troy's Preliminary Financial Report for the year ended 30 June 2016 as well as its audit reviewed Half-Year Report for the Period Ended 31 December 2015. It should also be read in conjunction with the risk factors described in the Investor Presentation in Section 5 of this Retail Entitlement Offer Booklet, as well as the policies of Troy as disclosed in its most recent financial reports.

	<b>31-Dec-15 \$'000 (Audit Review)</b>	<b>30-Jun-16 \$'000 (Unaudited)</b>	<b>30-Jun-16 \$'000 Proforma (Unaudited)</b>
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	23,165	3,436	41,909
Trade and other receivables	10,424	12,915	12,915
Inventories	12,597	8,403	8,403
Current tax assets	3,264	-	-
Hedge asset	4,239	-	-
<b>TOTAL CURRENT ASSETS</b>	<b>53,689</b>	<b>24,754</b>	<b>63,227</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	153,841	87,288	87,288
Mining properties	-	148,721	148,721
Development property	113,531	-	-
Investments in associate	-	1,074	1,074
Deferred tax assets	-	1,775	1,775
<b>TOTAL NON-CURRENT ASSETS</b>	<b>267,372</b>	<b>238,858</b>	<b>238,858</b>
<b>TOTAL ASSETS</b>	<b>321,061</b>	<b>263,612</b>	<b>302,085</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	24,059	21,395	21,395
Current tax payables	533	-	-
Provisions	11,367	4,095	4,095
Hedge liability	-	14,351	14,351
Borrowings	54,661	23,817	23,817
<b>TOTAL CURRENT LIABILITIES</b>	<b>90,620</b>	<b>63,658</b>	<b>63,658</b>
<b>NON-CURRENT LIABILITIES</b>			
Other payables	1,418	-	-
Deferred tax liabilities	14,241	12,006	12,006
Provisions	8,232	3,177	3,177
Hedge Liability	-	5,527	5,527
Borrowings	19,693	25,418	25,418
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>43,584</b>	<b>46,128</b>	<b>46,128</b>
<b>TOTAL LIABILITIES</b>	<b>134,204</b>	<b>109,786</b>	<b>109,786</b>
<b>NET ASSETS</b>	<b>186,857</b>	<b>153,826</b>	<b>192,299</b>
<b>EQUITY</b>			
Issued capital	313,251	314,576	353,049
Reserves	(37,712)	14,874	14,874
Retained earnings	(88,682)	(175,624)	(175,624)
<b>TOTAL EQUITY</b>	<b>186,857</b>	<b>153,826</b>	<b>192,299</b>



## Notes and assumptions

The key assumption on which the pro forma statement of financial position above is based are as follows:

- (a) Troy issues 51.1 million New Shares at \$0.36 per Share pursuant to the Placement. The issue under the Placement will raise approximately \$18.4 million, before costs.
- (b) Troy issues 26.3 million New Shares at \$0.36 pursuant to the Institutional Entitlement Offer will raise approximately \$9.5 million, before costs.
- (c) Troy issues 35.8 million New Shares at \$0.36 per Share pursuant to the Retail Entitlement Offer. The issue under the Retail Entitlement Offer will raise approximately \$12.9 million, before costs.
- (d) Troy incurs total transaction costs of \$2.2 million for the issue of New Shares under the Equity Raising, which have been recognised directly against the share capital, as a reduction of the proceeds of the Equity Raising. The estimated transaction costs include approximately \$1.8 million in management fees in respect to the Equity Raising.
- (e) The accounting policies adopted in the preparation of the proforma statement of financial position are consistent with the accounting policies adopted and described in Troy's financial report for the year ended 30 June 2015 and should be read in conjunction with that financial report.
- (f) Troy suffers no material adverse event.

## 7. Important Information

This Retail Entitlement Offer Booklet (including the ASX Offer Announcements) and enclosed personalised Entitlement and Acceptance Form (**Information**) have been prepared by Troy. This Information is current as of Friday, 9 September 2016 (other than the Investor Presentation and the Offer Launch Announcement published on the ASX website on Tuesday, 6 September 2016 and the Institutional Offer Completion Announcement published on the ASX website on Thursday, 8 September 2016). This Information remains subject to change without notice and Troy is not responsible for updating this Information.

There may be additional announcements made by Troy after the date of this Retail Entitlement Offer Booklet and throughout the period that the Retail Entitlement Offer is open that may be relevant to your consideration of whether to take up or do nothing in respect of your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by Troy (by visiting the ASX website at [www.asx.com.au](http://www.asx.com.au)) before submitting your application to take up your Entitlement.

No party other than Troy has authorised or caused the issue of this Information, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information.

### **This Information is important and requires your immediate attention.**

You should read this Information carefully and in its entirety before deciding how to deal with your Entitlement. In particular, you should consider the risk factors outlined in the "Key Risks" section of the Investor Presentation dated Tuesday, 6 September 2016 (a copy of which is included in this Retail Entitlement Offer Booklet) any of which could affect the operating and financial performance of Troy or the value of an investment in Troy.

You should consult your stockbroker, accountant or other independent professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

### **Trading of New Shares**

It is the responsibility of each applicant to confirm their holding before trading in New Shares. Any applicant who sells New Shares before receiving written confirmation of their holding will do so at their own risk.

Troy and the Joint Lead Managers disclaim all liability whether in negligence or otherwise (to the maximum extent permitted by law) to persons who trade New Shares before receiving their holding statement, whether on the basis of confirmation of the allocation provided by Troy, the Share Registry or the Joint Lead Managers.

If you are in any doubt as to these matters, you should first consult with your stockbroker, accountant or other independent professional adviser.

## 1. Eligible Retail Shareholders

This Information contains an offer of New Shares to Eligible Retail Shareholders in Australia or New Zealand and has been prepared in accordance with section 708AA of the Corporations Act as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). Accordingly, neither this Retail Entitlement Offer Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC and no prospectus for the Entitlement Offer will be prepared. These documents do not contain, or purport to contain, all of the information that a prospective investor may require in evaluating a possible investment in Troy. They do not and are not required to contain all of the information which would be required to be disclosed in a prospectus.

Eligible Retail Shareholders are those persons who:

- are registered as a holder of Shares as at the Record Date, being 7.00pm (Sydney time) on Friday, 9 September 2016;
- have a registered address on the Troy share register in Australia or New Zealand;
- are not in the United States, and are not acting for the account or benefit of a person in the United States (to the extent such person holds ordinary shares of Troy for the account or benefit of such person in the United States);
- were not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered,

(an **Eligible Retail Shareholder**).

If you are a retail shareholder who does not satisfy each of the criteria listed above, you are an “**Ineligible Retail Shareholder**”. Where the Retail Entitlement Offer Booklet has been despatched to Ineligible Retail Shareholders, the Retail Entitlement Offer Booklet is provided for information purposes only. Troy reserves the right to determine whether a shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

By returning a completed personalised Entitlement and Acceptance Form or making a payment by BPAY®, you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Retail Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

Troy may (in its absolute discretion) extend the Retail Entitlement Offer to any institutional shareholder that was eligible to participate in the Institutional Entitlement Offer but was not invited to participate in the Institutional Entitlement Offer (subject to compliance with relevant laws).

By receiving this Retail Entitlement Offer Booklet, you will be taken to have acknowledged and agreed that determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Troy and each of Troy and the Joint Lead Managers and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

Troy has decided that it is unreasonable to make offers under the Retail Entitlement Offer to shareholders who have registered addresses outside Australia and New Zealand, having regard to the number of such holders in those places and the number and value of the New Shares that they would be offered, and the cost of complying with the relevant legal and regulatory requirements in those places. Troy may (in its absolute discretion) extend the Retail Entitlement Offer to shareholders who have registered addresses outside Australia and New Zealand (except the United States) in accordance with applicable law.

#### **Eligible Institutional Shareholders**

Eligible institutional shareholders are institutional shareholders to whom the Joint Lead Managers made an offer on behalf of Troy under the Institutional Entitlement Offer.

Determination of eligibility of investors for the purposes of the Entitlement Offer, and in particular, the question as to whether an eligible shareholder is an eligible institutional shareholder or an Eligible Retail Shareholder, is determined by reference to a number of matters, including legal requirements and the discretion of Troy and the Joint Lead Managers. Troy and the Joint Lead Managers disclaim any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

## **2. Ranking of New Shares**

New Shares issued under the Entitlement Offer will rank equally with existing Shares. New Shares will be entitled to any dividends on ordinary shares with a record date after the date of issue. The rights and liabilities attaching to the New Shares are set out in Troy's constitution, a copy of which is available at [www.asx.com.au](http://www.asx.com.au).

## **3. Minimum Subscription**

There is no minimum subscription for the Retail Entitlement Offer.

## **4. Discretion for Top Up Facility**

To the extent any New Shares are not taken up under the Retail Entitlement Offer, the Directors reserve, in consultation with the Joint Lead Managers and subject to compliance with the Corporations Act and the ASX Listing Rules, the right to place these shortfall New Shares within three months of the Closing Date at a price not less than the Offer Price.

## **5. Reconciliation, Top-Up Shares and the rights of Troy and the Joint Lead Managers**

The Entitlement Offer is a complex process and in some instances investors may believe that they will own more Shares than they ultimately did as at the Record Date or are otherwise entitled to more New Shares than initially offered to them. In addition, where trustees of employee share plans hold Troy shares on behalf of participants in those plans, the number of New Shares that are offered may need to increase to take account of the rounding. These matters may result in a need for reconciliation. If reconciliation is required, it is possible that Troy may need to issue additional New Shares (**Top-Up Shares**) to ensure that the relevant investors receive their appropriate allocation of New Shares. The price at which these Top-Up Shares would be issued would be the Offer Price.

Troy also reserves the right to reduce the size of an Entitlement or number of New Shares allocated to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders or other applicable investors, if Troy believes in its complete discretion that their claims are overstated or if they or their nominees fail to provide information requested to substantiate their claims. In that case, Troy may, in its discretion, require the relevant shareholder to transfer excess New Shares to the Joint Lead Managers at the Offer Price per New Share. If necessary, the relevant shareholder may need to transfer existing Shares held by them or to purchase additional Shares on-market to meet this obligation. The relevant shareholder will bear any and all losses caused by subscribing for New Shares in excess of their Entitlement and any actions they are required to take in this regard.

By applying under the Entitlement Offer, those doing so irrevocably acknowledge and agree to do the above as required by Troy in its absolute discretion. Those applying acknowledge that there is no time limit on the ability of Troy or the Joint Lead Managers to require any of the actions set out above.

## **6. Taxation**

The Directors do not consider it appropriate to give shareholders advice regarding the taxation consequences of subscribing for New Shares under the Retail Entitlement Offer. The implications associated with participation in the Retail Entitlement Offer will vary depending upon the individual circumstances of individual Eligible Retail Shareholders.

Troy, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to shareholders. As a result, shareholders should consult their professional tax adviser in connection with subscribing for Shares under the Retail Entitlement Offer.

## **7. No cooling off rights**

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw an application once it has been accepted.

## **8. No Entitlements trading**

Entitlements are non-renounceable and cannot be traded on ASX or any other exchange, nor can they be privately transferred.

## **9. Risks**

The Investor Presentation details important factors and risks that could affect the financial and operating performance of Troy. Please refer to the "Key Risks" section of the Investor Presentation for details. You should consider these risks carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Retail Entitlement Offer.

## **10. Notice to nominees and custodians**

If Troy believes you hold Shares as a nominee or custodian you will have received, or will shortly receive, a letter in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to, and they must not purport to accept the Retail Entitlement Offer in respect of, eligible institutional shareholders who were invited to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not) and institutional shareholders who were treated as ineligible institutional shareholders under the Institutional Entitlement Offer.

Persons acting as nominees for other persons must not take up any Entitlements on behalf of, or send any documents related to the Retail Entitlement Offer to, any person in the United States or any person that is acting for the account or benefit of a person in the United States.

Nominees and custodians may not distribute any part of this Retail Entitlement Offer Booklet in the United States or in any other country outside Australia and New Zealand except (i) Australian and New Zealand nominees may send this Retail Entitlement Offer Booklet and related offer documents to beneficial shareholders who are professional or institutional shareholders in other countries (other than the United States) listed in, and to the extent permitted under, the "International Offer Restrictions" section of the Investor Presentation included in this Retail Entitlement Offer Booklet and (ii) to beneficial shareholders in other countries (other than the United States) where Troy may determine it is lawful and practical to make the Retail Entitlement Offer.

Troy is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing Shares or Entitlements. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Entitlement Offer by the beneficiary, including following acquisition of Entitlements on ASX or otherwise, complies with applicable foreign laws. Troy is not able to advise on foreign laws.

## 11. Continuous Disclosure

Troy is a "disclosing entity" under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports.

Troy is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, Troy has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price of value of Troy shares. That information is available to the public from ASX.

## 12. Not investment advice

This Information is not a prospectus under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Troy is not licensed to provide financial product advice in respect of the New Shares. This Information does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it purport to contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with Troy's other periodic statements and continuous disclosure announcements lodged with ASX, which are available at [www.asx.com.au](http://www.asx.com.au).

Prospective investors should conduct their own independent investigation and assessment of the Retail Entitlement Offer and the information contained in, or referred to in, this Retail Entitlement Offer Booklet. An investment in Troy is subject to investment risk including possible loss of income and principal invested. Before deciding whether to apply for New Shares, you should consider all materials sent to you in relation to the Retail Entitlement Offer and any relevant materials lodged with ASX, and whether the New Shares are a suitable investment for you in light of your own investment objectives, financial circumstances and investment needs (including financial and taxation issues) and having regard to the merits or risks involved (including the "Key Risks" set out in the Investor Presentation). If, after reading the Information, you have any questions about the Retail Entitlement Offer, you should contact your stockbroker, accountant or other independent professional adviser or call the Troy Shareholder Information Line on 1300 850 505 (inside Australia) or +61 3 9415 4000 (outside Australia) at any time between 9.00am to 5.00pm during the Retail Entitlement Offer period.

## 13. Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

## 14. Quotation and trading

Troy has applied to the ASX for official quotation of the New Shares in accordance with the ASX Listing Rules requirements. Application money will be held on trust in a subscription account until allotment. No interest earned on application monies will be paid by Troy, irrespective of whether allotment takes place.

If ASX does not grant quotation of the New Shares, Troy will repay all application monies (without interest).

Subject to approval being granted, it is expected that normal trading of New Shares allotted under the Retail Entitlement Offer will commence at 10.00am (Sydney time) on Wednesday, 12 October 2016.

## 15. Information availability

Eligible Retail Shareholders in Australia and New Zealand can obtain a copy of this Information during the period of the Retail Entitlement Offer on the Troy website at [www.troyres.com.au](http://www.troyres.com.au) or by calling the Troy Shareholder Information Line. Eligible Retail Shareholders who access the electronic version of this Information should ensure that they download and read the entire Information. The electronic version of this Information on the Troy website will not include a personalised Entitlement and Acceptance Form.

A replacement Entitlement and Acceptance Form can be obtained during the period of the Retail Entitlement Offer by calling the Troy Shareholder Information Line on 1300 850 505 (inside Australia) or +61 3 9415 4000 (outside Australia) at any time between 9.00am to 5.00pm during the Retail Entitlement Offer period (Sydney time).

## 16. Governing law

This Information, the Retail Entitlement Offer and the contracts formed on acceptance of Retail Entitlement Offers pursuant to the personalised Entitlement and Acceptance Forms are governed by the laws applicable in Western Australia, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Western Australia, Australia.



## 17. Foreign jurisdictions

This Information has been prepared to comply with the requirements of the securities laws of Australia and New Zealand. Troy is not able to advise on the laws of any other foreign jurisdictions. To the extent that you hold Shares or Entitlements on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any participation (including for your own account or when you hold Shares or Entitlements beneficially for another person) complies with all applicable foreign laws and that each beneficial owner on whose behalf you are submitting the personalised Entitlement and Acceptance Form is not in the United States and not acting for the account or benefit of a person in the United States.

This Information does not constitute an offer in any jurisdiction 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 Retail Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia.

The distribution of this Information (including an electronic copy) outside Australia and New Zealand may be restricted by law. If you come into possession of this Information, you should observe such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. See the foreign selling restrictions set out in the "International Offer Restrictions" section of the Investor Presentation included in this Retail Entitlement Offer Booklet for more information.

Any non-compliance with these restrictions may contravene applicable securities laws.

### ***New Zealand***

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of Troy with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Retail Entitlement Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This Retail Entitlement Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### ***United States***

The New Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered or sold to persons in the United States or to persons that are acting for the account or benefit of a person in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction of the United States.

This Retail Entitlement Offer Booklet or any copy of it must not be taken into or distributed or released in the United States.

## 18. Privacy

As a shareholder, Troy and the Share Registry have already collected certain personal information from you. If you apply for New Shares, Troy and the Share Registry may update that personal information or collect additional personal information. Such information may be used to assess your acceptance of the New Shares, service your needs as a shareholder, provide facilities and services that you request and carry out appropriate administration.

To do that, Troy and the Share Registry may disclose your personal information for purposes related to your shareholdings to their agents, contractors or third party service providers to whom they outsource services, in order to assess your application for New Shares, the Share Registry for ongoing administration of the register, printers and mailing houses for the purposes of preparation of the distribution of shareholder information and for handing of mail, or as otherwise under the *Privacy Act 1988* (Cth).

If you do not provide us with your personal information we may not be able to process your application. In most cases you can gain access to your personal information held by (or on behalf of) Troy or the Share Registry. We aim to ensure that the personal information we retain about you is accurate, complete and up to date. To assist us with this please contact us if any of the details you have provided change. If you have concerns about the completeness or accuracy of the information we have about you, we will take steps to correct it. You can request access to your personal information by telephoning or writing to Troy through the Share Registry as follows:

Troy Resources Limited  
C/- Computershare Investor Services  
GPO BOX 505 Melbourne  
Victoria, 3001

1300 850 505  
+61 3 9415 4000

## **19. Disclaimer of representations**

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Information.

Any information or representation that is not in this Information may not be relied on as having been authorised by Troy, or its related bodies corporate in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of Troy, or any other person, warrants or guarantees the future performance of Troy or any return on any investment made pursuant to this Information or its content.

## **20. Withdrawal of the Entitlement Offer**

Troy reserves the right to withdraw all or part of the Entitlement Offer and this Information at any time, subject to applicable laws, in which case Troy will refund application monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest. In circumstances where allotment under the Institutional Entitlement Offer has occurred, Troy may only be able to withdraw the Entitlement Offer with respect to New Shares to be issued under the Retail Entitlement Offer.

To the fullest extent permitted by law, you agree that any application monies paid by you to Troy will not entitle you to receive any interest and that any interest earned in respect of application monies will belong to Troy.

# Corporate Directory

---

## **DIRECTORS**

Mr Fred Grimwade  
Mr Martin Purvis  
Mr Ken Nilsson  
Mr John Jones  
Mr David Southam

## **COMPANY SECRETARY**

Ms Stacey Apostolou

## **REGISTERED OFFICE AND HEAD OFFICE**

Suite 2, Level 1  
254 Rokeby Road  
Subiaco, Western Australia 6008

Telephone: +61 8 9481 1277

## **SHARE REGISTRY**

Computershare Investor Services Pty Limited  
GPO BOX 505  
Melbourne, Victoria 3001

1300 850 505  
+61 3 9415 4000

Website: [www.computershare.com.au](http://www.computershare.com.au)

## **JOINT LEAD MANAGERS**

Macquarie Capital (Australia) Limited  
50 Martin Place  
Sydney, New South Wales 2000

Euroz Securities Limited  
Level 18, Alluvion  
58 Mounts Bay Road  
Perth, Western Australia 6000

## **AUSTRALIAN LEGAL ADVISER**

DLA Piper Australia  
Level 31, Central Park  
152-158 St Georges Terrace  
Perth, Western Australia 6000

## **WEBSITE**

Corporate information and the Troy Annual Report can be found via the Troy's website at [www.troyres.com.au](http://www.troyres.com.au)

## **TROY SHAREHOLDER INFORMATION LINE**

Australia: 1300 850 505  
International: +61 3 9415 4000  
Hours are 9.00am to 5.00pm during the Retail Entitlement Offer period

# Entitlement and Acceptance Form



**TROY RESOURCES LIMITED**  
ABN 33 006 243 750



TRY  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

## For all enquiries:

**Phone:**  
(within Australia) 1300 850 505  
(outside Australia) 61 3 9415 4000  
**Web:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

## Make your payment:

**BPAY** See overleaf for details of the Offer and how to make your payment

## Non-Renounceable Entitlement Offer— Entitlement and Acceptance Form

### Your payment must be received by 5:00pm (Sydney time) Tuesday 4 October 2016

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

#### Important:

This Form may not be distributed or released in the United States. This Form does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or in any jurisdiction in which such an offer would be illegal. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold to persons in the United States.

#### Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf. Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect. If you have a CHESSE sponsored holding, please contact your Controlling Participant to notify a change of address.

#### Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for additional New Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares. By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Retail Offer Booklet dated Friday 9 September 2016.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**By Mail:** Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Troy Resources Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

**Turn over for details of the Offer →**

Troy Resources Limited Non-Renounceable Entitlement Offer— Entitlement and Acceptance Form  
**Payment must be received by 5:00pm (Sydney time) Tuesday 4 October 2016**

® Registered to **BPAY** Pty Limited ABN 69 079 137 518

916CR\_0\_Sample\_CA/000001/000001/1


## Entitlement and Acceptance Form with Additional Shares

X 9999999991

I ND

### STEP 1 Registration Name & Offer Details

**Registration Name:** MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

 For your security keep your SRN/  
HIN confidential.

Entitlement No: 12345678

**Offer Details:** Existing shares entitled to participate as at  
7.00pm (Sydney time) Friday 9 September 2016:

4,000

Entitlement to New Shares  
on a 1 for 5.5 basis (Your Entitlement):

1

Amount payable on full acceptance of Entitlement  
at \$0.36 per New Share:

\$0.01

**Top Up Facility:** You may apply and pay for more than your Entitlement under the Top Up Facility (Additional New Shares). Please see the Retail Entitlement Offer Booklet for more information.

### STEP 2 Make Your Payment



Billers Code: 99999  
Ref No: 1234 5678 9123 4567 89

Contact your financial institution to make your  
payment from your cheque or savings account.

#### Pay by Mail:



Make your cheque, bank draft or money order payable to "Troy Resources  
Limited" and cross "Not Negotiable".

Return your cheque with the below payment slip to:

**Computershare Investor Services Pty Limited**  
GPO BOX 505 Melbourne Victoria 3001 Australia

#### Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than **5:00pm (Sydney time) Tuesday 4 October 2016**. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Troy Resources Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (Sydney time) Tuesday 4 October 2016. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Troy Resources Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

#### Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

### Troy Resources Limited Acceptance Payment Details

Number of Entitlement New Shares taken up:

Number of Additional New  
Shares applied for:

Amount enclosed at \$0.36 per  
New Share:

A\$

**Payment must be received by 5:00pm (Sydney time) Tuesday 4 October 2016**



Entitlement No: 12345678

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

#### Contact Details

Contact Name  Daytime Telephone

#### Cheque Details

Drawer  Cheque Number  BSB Number  Account Number  Amount of Cheque  A\$

123456789123456789+0000000001-3051+14





