

ASX Announcement

7 October 2016

RENAISSANCE TAKEOVER – COMPLETION AND COMPULSORY ACQUISITION

Emerald Resources NL (ASX:EMR) (“**Emerald**” or “the Company”) is pleased to announce that, in accordance with the terms of its off-market takeover offer for all of the shares in Renaissance Minerals Limited (ASX:RNS) (“RNS”) that it does not already own:

- it has become the registered holder of 96.00% of the fully paid ordinary shares of RNS (“RNS Shares”);
- it has instructed its share registry to issue a total of 765,653,760 Emerald shares to RNS shareholders who accepted the takeover offer and 15,190,000 unlisted \$0.0645 options expiring 15 October 2017 and 22,552,500 unlisted \$0.0323 options expiring 30 September 2020 to RNS option holders who transferred their RNS options to EMR and 93,000 Emerald shares to Euroz Securities Limited as sale nominee to sell and remit the net sale proceeds to ineligible foreign RNS shareholders who accepted the takeover offer; and
- it has lodged with ASIC the compulsory acquisition notice attached to this announcement and will now post the notice together with the attached covering letter to RNS shareholders who did not accept the takeover offer by the closing date. Emerald anticipates completing its compulsory acquisition of all remaining RNS Shares by 18 November 2016. The compulsory acquisition will be on the same terms as Emerald’s off-market takeover offer, being 1.55 Emerald shares for every 1 RNS Share held.

For and on behalf of the Board.

MORGAN HART
Managing Director

5 October 2016

Dear Renaissance Minerals Shareholder,

COMPULSORY ACQUISITION NOTICE

On 30 September 2016, Emerald Resources NL (ACN 009 795 046) ("Emerald" or the "Company") closed its off-market takeover offer for all of the fully paid ordinary shares of Renaissance Minerals Limited (ACN 141 196 545) ("Renaissance") that it did not already own ("Takeover Offer").

The terms of the Takeover Offer are contained in Emerald's bidder's statement dated 19 August 2016 ("Bidder's Statement").

As at the date of this letter, Emerald has a relevant interest in 96.00% of the fully paid ordinary shares in Renaissance ("Renaissance Shares").

Emerald now proposes to acquire the remaining Renaissance Shares it did not acquire under the Takeover Offer in accordance with the compulsory acquisition provisions in the Corporations Act 2001 (Cth) ("Corporations Act").

You are being sent this letter because you are currently registered as a holder of Renaissance Shares and you either did not accept the Takeover Offer before the closing date of the Takeover Offer or your acceptance was invalid. Renaissance shareholders who attempted to accept the Offer, but failed to do so validly (including due to acceptance being received after the closing date), are treated as Renaissance shareholders whose Renaissance Shares may be compulsorily acquired under the Corporations Act.

Enclosed is an ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) ("Notice") which Emerald is required to give you under the Corporations Act to exercise its right to compulsorily acquire your Renaissance Shares.

The compulsory acquisition process, which is subject to the Corporations Act, is likely to take approximately 4 to 6 weeks to complete but may take longer in some circumstances. The compulsory acquisition will be on the same terms as those that applied under the Takeover Offer, as set out in the Bidder's Statement, which offered 1.55 Emerald Shares for every 1 Renaissance Share held.

On completion of the compulsory acquisition procedure, Emerald will issue the Emerald Shares to which you are entitled to Renaissance as your trustee. Renaissance will send you a letter which will set out details for the method to claim your Emerald Shares.

Please note that you do not need to sign or return the enclosed Notice.

For and on behalf of the Emerald Board.



Simon Lee AO
Chairman

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates

To each holder of:

Fully paid ordinary shares

('Bid Class Securities')

in

Name of target company or body

Name ('the Company')

Renaissance Minerals Limited

ACN/ARBN/ARSN

141 196 545

Tick applicable box(es)

- ☐ and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- ☐ and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

Emerald Resources NL ACN 009 795 046

in respect of the acquisition of Bid Class Securities in the company.

Tick one box

The offers

- ☒ closed
- ☐ are scheduled to close

Date offers closed or are scheduled to close

on

Date

3 0 / 0 9 / 1 6
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).

(See subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

- ☒ securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- ☐ securities to which the bid related issued after the end of the offer period and before the date of this notice
- ☐ securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- ☐ securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

☐ the following securities in the bid class in which the bidder has a relevant interest

Description of securities

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

- ☒ 661A(1)
- ☐ 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

05 / 10 / 16
[D D] [M M] [Y Y]

Date of lodgement

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

N/A

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

N/A

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.
6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before
7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.
8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Tick one box

- ☐ this notice was given.
- ☒ the end of the offer period.

Signature


Name of person signing

Morgan Hart

Capacity

Managing Director

Signature



Date signed

05 / 10 / 16
[D D] [M M] [Y Y]