



10 May 2018

Dear Shareholder,

On behalf of your Directors, I am pleased to invite you, as a valued Shareholder of Renascor Resources Limited ("Renascor" or "Company"), to participate in a Share Purchase Plan to raise up to \$2 million ("SPP") announced to the ASX on 30 April 2018. Under the SPP, you have the opportunity to apply for up to \$15,000 worth of shares in Renascor at a discounted price, and free of any brokerage, commissions or other transaction costs, at a very exciting time in our development as a Company.

The SPP is being undertaken in conjunction with the recently completed \$6.5 million placement ("Placement") to raise a combined amount of up to \$8.5 million.

The funds raised will be used primarily to advance our world class Siviour Graphite Project to a Decision to Mine. We believe Siviour will be one of the lowest operating cost graphite concentrate producers globally. When you consider the low cost profile in conjunction with the long mine life and high quality of product Siviour is capable of producing, we consider our project to be a tier-1 development asset, with significant appeal to both concentrate offtakers, end-users of graphite concentrate.

In recent weeks the Company has made great strides, delivering the Siviour Prefeasibility Study, highly encouraging spherical and expandable graphite test work, and an initial non-binding MOU for graphite off-take, and we intend to build on this momentum by accelerating the development of Siviour with a goal of commencing production in 2020.

We are now entering a busy phase for the Company and the funds raised will be put to good use to complete the Graphite concentrate operation Definitive Feasibility Study, submit the Siviour Mining Lease Application, complete further technical assessments of the downstream processing options which may be available to enhance the financial returns available from the Siviour Project, advancing marketing and off take discussions, and general working capital purposes and costs of the issues.

In addition, given the continuing strength in the cobalt price, and based on the strength of prior high-grade cobalt drill results at our Olary Project, we intend to undertake a focused drilling programme and geophysical studies at Olary to better understand the cobalt potential.

The purchase price offered to shareholders under the SPP will be \$0.027, the same price at which shares were offered under the Placement. This price represents a 17.02% discount to the volume weighted average price (VWAP) of Renascor shares during the 5 trading days immediately prior to the announcement of the SPP on 30 April 2018 and 25.0% discount to the last traded price of Renascor shares prior to announcement of the SPP.



The Company proposes a maximum raising of approximately \$2.0 million under the SPP, comprising the issue of up to approximately 74.1 million new shares. If total demand for the SPP exceeds \$2.0 million, the Company reserves the right to close the SPP early and will scale back applications in its absolute and sole discretion. When determining the amount (if any) by which to scale back an application, the Company will take into account a number of factors, including the size of an applicant's shareholding, the extent to which eligible shareholders have sold or bought additional shares after the record date and the date an application was made.

The SPP will open on 11 May 2018 and is scheduled to close on 28 May 2018.

Key information in respect of the SPP is set out in the enclosed SPP Documents. Please read the enclosed SPP Documents before deciding whether or not to invest.

If there is any matter on which you require further information, you should consult your stockbroker, accountant or professional advisor.

On behalf of the Directors, I encourage you to consider this investment opportunity carefully and I also encourage you to review ASX Announcement released on 10 May 2018 with an investor presentation which provides the latest update. This investor presentation can be viewed by clicking on the following link <https://renascor.com.au/wp-content/uploads/2018/05/RNU-investor-presentation-SPP.pdf>. I thank you for your ongoing support of Renascor.

Yours sincerely,

Richard Keevers
Non-Executive Chairman



Renascor Resources Limited - Share Purchase Plan

Important Dates[†]

27 April 2018 at 7.00 pm (AEST)	Record Date
10 May 2018	Documents mailed to Eligible Shareholders
11 May 2018	Opening Date
28 May 2018 at 5.00 pm (AEST)	Closing Date
1 June 2018	Allotment Date

Important Information

Foreign Jurisdictions

The documents contained in this SPP Booklet (including the SPP Terms and Conditions, Application Form and accompanying documentation) ('**SPP Documents**') have been prepared for publication in Australia and New Zealand only and may not be released in other countries.

The SPP Documents do not constitute an offer of shares in any country in which such an offer would be illegal.

No Investment Advice Given

The offer to purchase shares under the SPP is not a recommendation to purchase shares. If you are in any doubt about whether to participate in this SPP, you should seek independent financial and taxation advice which should take into account your specific financial situation and your financial needs and objectives. The SPP documents do not constitute financial product advice, nor are they intended to influence your decision whether or not to participate in the SPP.

Share Price Movements

The market price of Renascor ordinary shares may rise or fall between the date of this offer and the date that the shares are issued to you under the SPP. The effect of these potential price movements is that the price that you pay for ordinary shares under the SPP may be higher or lower than the market price of Renascor ordinary shares at the time that the shares are issued to you under the SPP.

Payment Options

BPAY® facility

You may pay by BPAY®. Payment must be received on or before 5:00pm (AEST) on the Closing Date. You are not required to complete and return an Application Form if you pay by BPAY® (but you will be deemed to have made the representations in paragraph 3 of the Terms and Conditions).

Cheque, bank draft or money order

You may pay by cheque, bank draft or money order. You must complete and return an Application Form if you pay by cheque, bank draft or money order. Your Application Form must be accompanied by your cheque, bank draft or money order and it must be received on or before 5:00pm (AEST) on the Closing Date.

Send the Application Form and your cheque, bank draft or money order using the reply paid envelope provided. Alternatively, mail or deliver to the mailing address, or hand delivery address, shown on the Application Form.

[†] This Timetable is indicative only. Other than the Record Date, all other Dates may change.



Frequently asked questions

Q. What is the Share Purchase Plan (SPP) Offer?

A. The SPP offer provides eligible shareholders the opportunity to buy up to A\$15,000 worth of new fully paid ordinary shares in Renascor free of brokerage or other transaction costs.

Q. Am I eligible to participate?

A. Eligible shareholders are Australian and New Zealand registered shareholders who held shares on the Record Date of 27 April 2018 at 7.00pm (AEST).

Q. How do I apply?

A. To apply for new Renascor shares under the SPP, you can use one, or a combination of the following methods:

- **BPAY®**: make a BPAY® payment as outlined on the Application Form at Option 1, provided that your financial institution supports BPAY®. If you make a BPAY® payment you are not required to return the Application Form (but see paragraph 3 of the Terms and Conditions); or
- **Cheque, bank draft, money order**: complete the Application Form and return it with your cheque, bank draft or money order made payable to “Renascor Resources Limited” as outlined on the Application Form at Option 2.

Special rules apply if you are a custodian (as defined in ASIC Class Order 09/425) and are applying for Shares under the SPP on behalf of one or more beneficiaries. See paragraphs 1(f) and 4 of the Terms and Conditions for further details.

Q. What if I do nothing?

A. Participation in the SPP offer is optional. If you choose to do nothing, you will not participate in the SPP offer to acquire new shares.

Q. How many shares will I receive if I participate in the SPP Offer?

A. You can apply to buy new Renascor shares under the SPP in parcels of A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000 as follows:

Amount (A\$)	Number of Shares
\$2,500	92,592
\$5,000	185,185
\$7,500	277,777
\$10,000	370,370
\$12,500	462,962
\$15,000	555,555

Q. What is the issue price of the shares under the Offer?

A. The purchase price offered to shareholders under the SPP will be \$0.027, the same price at which shares were offered under the Placement. This price represents a 17.02% discount to the VWAP of Renascor shares during the 5 trading days immediately prior to the announcement of the SPP on 30 April 2018 and 25.0% discount to the last traded price of Renascor shares prior to announcement of the SPP.

The number of new shares to be issued to each applicant will be calculated by dividing the amount subscribed by you by the issue price of \$0.027 per Share, subject to any scaleback.

Q. When does the Offer close?

A. The SPP offer closes at 5.00pm (AEST) on 28 May 2018[†].

Q. When will I receive my shares?

A. Renascor expects that new shares issued under the SPP will be allotted on or about 1 June 2018[†] and that holding statements for new shares issued under the SPP will be dispatched on or about 30 June 2018[†].

Q. When can I trade allocated shares?

A. Renascor expects that new shares issued will be available for trading on or about 4 June 2018[†] but you should confirm your shareholding after the Allotment Date, before trading any new shares you believe you have acquired under the SPP offer.

Q. Why is there a maximum amount of A\$15,000 per shareholder?

A. The offer of shares under the SPP must comply with the conditions of Australian Securities and Investments Commission (ASIC) Class Order 09/425 which permits Renascor shareholders to buy up to A\$15,000 of new shares under this SPP, provided that eligible shareholders may only buy a maximum of A\$15,000 of new Renascor shares under a share purchase plan within 12 months. See paragraphs 1(d) to (f) of the Terms and Conditions for further details.

Q. How will Renascor use the funds raised through the SPP Offer?

A. Renascor intends to use the funds raised through the SPP offer and the Placement as follows:

- Completion of the Definitive Feasibility Study in respect of the Siviour Graphite concentrate operation;
- Submission of the Mining Lease Application in respect of the Siviour Project;
- Further technical assessment of the downstream options which may be available to enhance the financial returns available from the Siviour Project;
- Advancing marketing and off take discussions;
- Exploration activities at the Olary Cobalt Project, including geophysical studies and drilling of priority targets; and
- Working capital.

[†] Dates are indicative only. Other than the Record Date, all other dates may change.



Q. Are there any broker or stamping fees payable?

A. A stamping fee of 1.5% (plus GST) of the value of new shares issued under the SPP ('**Broker Stamping Fee**') will be paid by Renascor to stockbrokers (being those entities recognised as full service brokers or non-advisory brokers by ASX) who submit a valid claim for a Broker Stamping Fee on successful applications. If Renascor undertakes a scale back or otherwise issues a lesser number of new shares than applied for, the Broker Stamping Fee will only be payable on the value of the shares issued.

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RENASCOR RESOURCES LIMITED SHARE PURCHASE PLAN 2014

Terms and Conditions

WARNING

The Shares the subject of this Offer 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 Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

The contents of this document have not been reviewed by any regulatory authority in any jurisdiction. Please read this document carefully before you make a decision to invest. If you are in any doubt about the contents of this document, you should obtain independent professional advice.

1. Eligible Shareholders

(a) Subject to paragraphs 1(b) - 1(g) all persons registered as holders of fully paid ordinary shares ('Shares') of Renascor Resources Limited (ACN 135 531 341) ('Renascor' or the 'Company') as at 7:00pm (AEST) on 27 April 2018 ('Record Date'), whose address in the share register of Renascor is in Australia, New Zealand or another jurisdiction where in the opinion of the Directors, it is lawful and reasonably practical for Renascor to issue Shares under the Offer ('Eligible Shareholders') may participate in the Share Purchase Plan ('SPP').

(b) The Offer 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.

(c) Directors and Employees of Renascor, as Eligible Shareholders, may participate in the SPP on the same terms as all other Eligible Shareholders.

(d) If a shareholder is the only registered holder of a holding of Shares, but they receive more than one offer under the SPP (for example, due to multiple registered holdings), they may only apply in aggregate for a maximum of \$15,000 worth of Shares.

(e) If a shareholder is recorded on the register as holding Shares jointly with another person, the joint holding is deemed to be a single registered holding for the purpose of determining whether the shareholder is an Eligible Shareholder and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply in aggregate for a maximum of \$15,000 worth of Shares.

(f) Eligible Shareholders who are Custodians may participate in the SPP on behalf of:

- a person, who is not a Custodian, on whose behalf the Custodian is holding Shares; and
- a person that another Custodian ('Downstream Custodian') holds the beneficial interest in Shares on behalf of and that the Custodian holds the shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,

(each a 'Participating Beneficiary').

If a shareholder is a Custodian and hold Shares on behalf of one or more Participating Beneficiaries, they may apply for a maximum of \$15,000 worth of Shares for each Participating Beneficiary subject to providing the Company with a Custodian Certificate – see paragraph 4 – which must be received before 5.00pm on the Closing Date in addition to the Application Form.

If a shareholder holds Shares as a trustee or nominee for another person, but is not a Custodian, they cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holders (as above) will apply.

If you hold Shares as a Custodian for joint holders:

- the \$15,000 limit applies jointly in relation to those persons as if the Custodian holds the Shares on behalf of a single person; and
- the Custodian has received instructions of this kind in accordance with the terms on which the Shares are held or where the terms on which the Shares are held do not cover the giving of instructions of this kind - the Custodian has received such an instruction from any of those persons.

If a shareholder is a Custodian and wishes to make an application under the SPP, obtain a Custodian Certificate or would like further information on how to apply, they should contact Renascor's Share Registry, Link Market Services Limited, 1300 970 086 (toll free within Australia) or +61 1300 970 086 (outside Australia).

(g) If you are an Eligible Shareholder, your rights under this offer are personal to you and are non-renounceable, which means you cannot transfer your rights to another person.

2. Applying for Shares

(a) Participation in the SPP is entirely at the discretion of Eligible Shareholders and is subject to these Terms and Conditions. Eligible Shareholders may apply to purchase a parcel of Shares in amounts of either A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000 in response to the Offer. ('**Subscription Amounts**').

(b) Eligible Shareholders who wish to participate in the SPP must follow the instructions on the Application Form and use one or a combination of the following methods to pay for the new Renascor shares you subscribe for:

- complete the Application Form and provide a cheque, bank draft or money order made payable to "Renascor Resources Limited" as directed on the Application Form; or
- make payment by BPAY® in an amount equal to the dollar value of Shares for which you wish to apply, so that it is received on or before 5.00pm (AEST) on the Closing Date as directed on the Application Form.

(c) If you make a payment that is not equivalent to a Subscription Amount, Renascor will round down the value of Shares that you apply for to the next lowest Subscription Amount and refund any application monies (without interest) which are not used to purchase Shares, following allotment.

(d) If you make a payment that is less than A\$2,500 Renascor may reject your application and refund your application monies (without interest) following allotment of Shares under the SPP.

(e) If you apply for Shares under the SPP in a Subscription Amount, the number of Shares that you apply for will be calculated by dividing the relevant Subscription Amount by the Issue Price.

(f) Renascor may accept or reject an application for Shares under the SPP (in whole or in part) in its absolute discretion; including (without limitation) if:

- Renascor considers that the application is not made in accordance with or the applicant has not complied with these Terms and Conditions.
- an Application Form is not correctly completed;
- the applicant is not an Eligible Shareholder;
- the issue of those Shares would contravene any law or the Listing Rules;

- the exact payment for the Shares applied for is not received;
- to accept the application in full would have the effect of exceeding the maximum offer of Shares under the SPP;
- it is not reasonably satisfied that the issue of those Shares will not result in any person receiving Shares with an application price totalling more than \$15,000 as a result of:
 - Shares issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian or another Custodian to apply for Shares on their behalf) under the SPP; and
 - any other Shares issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian or another Custodian to apply for Shares on their behalf) under an arrangement similar to the SPP operated by Renascor in the 12 months prior to the Allotment Date,
 except to the extent that the person is issued with shares or interests as a Custodian under a custodian offer; or
 - the applicant is a Custodian and has failed to provide Renascor with a Custodian Certificate.

(g) The Board reserves the right at its sole discretion to allocate no shares or fewer Shares than an Eligible Shareholder applies for under the SPP, including, without limitation, in the event that the SPP is oversubscribed at its sole discretion. In such case excess Application Amounts will be returned to the relevant applicant(s) and no interest will be paid on the Application Amounts so returned.

(h) If there is a consolidation or re-organisation of the issued share capital of Renascor prior to the Closing Date, the maximum number of Shares to be issued pursuant to and in accordance with the SPP shall be consolidated in the same ratio as the issued capital of Renascor.

3. Effect of Making an Application

If you submit a BPAY® payment or complete and return an application for Shares under the SPP by way of a method outlined on the Application Form:

- you acknowledge and represent that you are an Eligible Shareholder;
- you acknowledge that you have read, understood and agree to these Terms and Conditions;
- you acknowledge that your application is irrevocable and unconditional;
- you agree to be bound by the terms of the Company's constitution in respect of any Shares which may be issued to you under this SPP;
- you represent and certify to Renascor that (if you are not applying as a Custodian) you have not applied for more than \$15,000 of Shares in aggregate as follows:
 - any Shares under the SPP the subject of the application;
 - any other Shares under the SPP or any similar arrangement in the 12 months before an application under this SPP;
 - any other Shares which you have instructed a Custodian to apply for or acquire on your behalf under the SPP; and
 - any other Shares issued to a Custodian in the 12 months before the application as a result of any instruction given by either you or another Custodian to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP which resulted in you holding a beneficial interest in the Shares;

(f) if you are a Custodian applying for Shares under the SPP on behalf of more than one beneficiary, you certify the matters contained in the 'Custodian Certificate'; and

(g) you acknowledge that the Shares have not, and will not be, registered under the securities law of any state or other jurisdiction outside Australia, New Zealand or another jurisdiction where in the opinion of the Directors, it is lawful and reasonably practical for Renascor to issue Shares under the Offer.

4. Applications by Custodians

Custodians wishing to apply on behalf of one or more Participating Beneficiaries need to provide a Custodian Certificate which complies with the requirements of the Class Order to the Company which must be received by 5.00pm on the Closing Date in addition to the Application Form. Custodians should have received a Custodian Certificate with these Terms and Conditions. If you are a Custodian and you did not receive a Custodian Certificate or would like further information on how to apply, please contact Renascor's share registry, Link Market Services 1300 970 086 (toll free within Australia) or +61 1300 970 086 (outside Australia).

If you are a Custodian, by submitting a BPAY® payment or completing and returning an application for Shares under the SPP by way of a method outlined on the Application Form you represent and certify to Renascor that:

- you are a Custodian as defined in the Class Order;
- as at the Record Date, either:
 - you hold Shares on behalf of one or more Participating Beneficiaries directly that are not Custodians and the Participating Beneficiaries have instructed you to apply for Shares on their behalf under the SPP; or
 - a Downstream Custodian holds a beneficial interest in Shares on behalf of one or more Participating Beneficiaries and you hold the Shares to which the beneficial interest relates on behalf of the Downstream Custodian or another Custodian ('**Downstream Holding**') and the Downstream Custodian has been instructed by the Participating Beneficiary to apply for shares on their behalf under the SPP;
- there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:
 - the Shares applied for by you as Custodian on their behalf under the SPP in accordance with instructions referred to in the paragraph above; and
 - any other Shares issued to you as Custodian in the 12 months prior to the date of submission of the Application Form as a result of an instruction given by them to you as Custodian, or to the Downstream Custodian as the case may be, to apply for Shares under an arrangement similar to the SPP operated by Renascor; and
- a copy of the written Offer documents (including the Terms and Conditions) have been given to each Participating Beneficiary.

In the Custodian Certificate the Custodian must also represent and certify to Renascor:

- the number of Participating Beneficiaries;
- the name and address of each Participating Beneficiary for whom the Custodian applies for Shares;
- in respect of each Participating Beneficiary, either:
 - the number of Shares that the Custodian holds on their behalf; or
 - in the case of a Downstream Holding, the number of Shares to which the beneficial interest relates;
- in respect of each Participating Beneficiary, either:
 - the number or the dollar amount of Shares the Participating Beneficiary has instructed the Custodian to apply for on their behalf; or

- in the case of a Downstream Holdings, the number or the dollar amount of Shares the Participating Beneficiary has instructed the Downstream Custodian to apply for on their behalf; and
- in the event of a Downstream Holding, the name and address of each Custodian who holds beneficial interests in Shares in relation to each Participating Beneficiary.

5. Issue Price of the Shares

(a) The purchase price of the shares under this SPP Offer to shareholders will be \$0.027 ('Issue Price') which is the same as the Placement price. This price represents a 17.02% discount to the volume weighted average price (VWAP) of Renascor shares during the 5 trading days immediately prior to the announcement of the SPP on 30 April 2018 and 25.0% discount to the last traded price of Renascor shares prior to announcement of the SPP.

(b) You acknowledge that the Shares are a speculative investment and that the market price of Shares may rise or fall between the date of this offer and the date that the Shares are allotted to you under the SPP. Therefore, the Issue Price which you pay for Shares under the SPP may exceed the market price of Shares on the date that shares are allotted to you under the SPP. The Company does not make any assurance as to the market price of Shares and there can be no certainty that Shares in the Company will trade at or above the Issue Price following the Allotment Date. Shareholders should seek their own financial advice in relation to this Offer and participation in the SPP.

(c) Shares issued under the SPP will rank equally in all respects with existing Shares quoted on the ASX and Renascor will apply for Shares issued under the SPP to be quoted on the ASX.

6. Scaleback

(a) The Directors reserve the right to issue to Eligible Shareholders such number of Shares under the SPP as is permitted pursuant to the Listing Rules without shareholder approval. Without limitation to any other matter set out in the Terms and Conditions, if total demand for the SPP exceeds \$2.0 million, the Company reserves the right to close the SPP early and will scale back Applications in its absolute and sole discretion.

(b) When determining the amount (if any) by which to scale back an Application, the Company will take into account a number of factors, including the size of an applicant's shareholding, the extent to which eligible shareholders have sold or bought additional shares after the record date and the date an application was made and any determination by the Directors as to scale back shall be final and binding on all applicants.

(c) If Renascor scales back applications in accordance with this paragraph 5, Renascor will refund any excess application monies (without interest) to Eligible Shareholder's whose applications are affected by the scaleback, as soon as practicable after allotment of Shares under the SPP.

7. Additional issue

In the event that the Offer under the SPP is not fully subscribed, the Board reserves its right to issue Shares in excess of the maximum \$15,000 worth of Shares specified in paragraphs 1(d) – (f) ('Additional Issue'), to any person (whether or not such person is an Eligible Shareholder) so long as the Additional Issue:

- satisfies section 708 of the Corporations Act; and
- any approval of Shareholders to the Additional Issue which is required under the Listing Rules or the Corporations Act is obtained.

8. Costs of Participation

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, Shares under the SPP.



9. Timetable

The timetable for the dates associated with the SPP ('**Timetable**') is outlined in the paragraphs below and Renascor reserves the right in its absolute discretion to change any of the dates outlined below without further notification:

- **Record Date:** 27 April 2018 at 7.00pm (AEST)
- **Opening Date:** 11 May 2018
- **Closing Date:** 28 May 2018 at 5.00pm (AEST)
- **Allotment Date:** 1 June 2018

10. Dispute Resolution

Renascor has the right to make a determination in respect of any disputes or difficulties that may arise in connection with the SPP. Any determination made by Renascor is final and binding on all Eligible Shareholders and any additional parties to whom the determination relates.

11. Waiver, Amendment, Suspension and Withdrawal

Renascor may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions, or suspend or withdraw this offer at any time.

12. Governing Law

These Terms and Conditions are governed by the laws in force in South Australia, Australia.

13. Non-resident Shareholders

The right to participate in this Offer under the SPP is available exclusively to persons who were registered as holders of fully paid Shares in the Company on the Record Date and whose registered address was in Australia or New Zealand or in any other jurisdiction where, in the opinion of the Directors of the Company, it is lawful and reasonably practical for the Company to offer and issue Shares under this SPP.

Eligible Shareholders who are not residents of Australia should consult their professional advisers as to whether any formalities need to be observed (either by them or the Company) to enable them to apply for Shares. It is the responsibility of such Eligible Shareholders to obtain all necessary approvals so they may legally apply for Shares. The return of a completed Application Form and accompanying Application Amount, or the forwarding of payment of the Application Amount using BPAY from a non-resident Eligible Shareholder will be taken by the Company to constitute a representation and warranty by that Eligible Shareholder that all relevant approvals have been obtained and that the Company may legally offer and issue the Shares to that Eligible Shareholder.

14. Other Terms and Conditions

By accepting the offer to acquire shares under the SPP, Shareholders will be bound by Renascor's constitution and these Terms and Conditions.

The Offer of Shares under the SPP is in accordance with the Class Order which grants relief from the requirement to prepare a disclosure document for this Offer and in accordance with the Listing Rules. The requirements of the Class Order are incorporated into this SPP.

15. Personal Information and Privacy

If you complete an Application for Shares, you will be providing personal information to Renascor (directly or by the company's share registry). Renascor collects, holds and will use that information to assess your Application, service your needs as a holder of Shares, facilitate distribution payments and corporate communications to you as a shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your Shares in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact Rensacor or its share registry if you wish to do so at the relevant contact numbers on the Company's website. Collection, maintenance and disclosure of certain personal information is governed by the Company's Corporate Governance Charter (available on the Renascor website), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

16. Definitions

In this SPP, unless the context otherwise indicates or the term is otherwise defined in the Terms and Conditions:

Allotment Date	means 1 June 2018 (subject to the Proviso).
Application Amount	means the total amount payable by an Eligible Shareholder who applies for Shares under the SPP based on the Issue Price for the total number of Shares applied for by that Eligible Shareholder.
Application Form	means the application form accompanying these Terms and Conditions.
ASIC	means the Australian Securities and Investments Commission.
Average Market Price	means the average of the market price (as defined by the Listing Rules) for Shares calculated over the last 5 days on which sales in Shares were recorded before the day on which the SPP was announced.
Board	means the board of directors of the Company from time to time.
Class Order	means ASIC Class Order 09/425 dated 15 June 2009 as amended or supplemented from time to time.
Closing Date	means 5.00pm (AEST) on 28 May 2018 (subject to the Proviso).
Corporations Act	means the Corporations Act 2001 (Cth) as amended from time to time.
Custodian	<p>means a person:</p> <ul style="list-style-type: none"> • that holds an Australian financial services licence that: <ul style="list-style-type: none"> – covers the provision of a custodial or depository service (as defined in section 766E of the Corporations Act); or – covers the operation of an IDPS (as defined in ASIC Class Order [CO 13/763]); or • is exempt under: <ul style="list-style-type: none"> – paragraphs 7.6.01(1)(k) or 7.6.01(1)(na) of the <i>Corporations Regulations 2001</i> (Cth); or – ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184]; or – ASIC Class Orders [CO 03/1099], [CO 03/1100], [CO 03/1101], [CO 03/1102], [CO 04/829] or [CO 04/1313]; or – An individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in the above paragraph; or – Paragraph 911A(2)(h) of the Corporations Act; <p>from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service; or</p> <ul style="list-style-type: none"> • that is a trustee of a: <ul style="list-style-type: none"> – self-managed superannuation fund; or – superannuation master trust; or • that is the responsible entity of an IDPS-like scheme; or

	<ul style="list-style-type: none"> • that is the registered holder of shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.
Custodian Certificate	means the certification required to be given by a Custodian to the Company pursuant to paragraph 4 of the Terms and Conditions.
Directors	means the directors of the Company from time to time.
Eligible Shareholders	means those persons registered as holders of Shares as at the Record Date, whose address in the share register of Renascor is in Australia, New Zealand or another jurisdiction where in the opinion of the Directors, it is lawful and reasonably practical for Renascor to issue Shares under the Offer.
Issue Price	means \$0.027.
Listing Rules	means the official listing rules of the ASX (as amended from time to time).
Offer	means the offer of Shares pursuant to the SPP.
Opening Date	means 11 May 2018 (subject to the Proviso).
Proviso	means the right of the Company to vary any of the dates specified in this document (other than the Record Date) at its sole discretion and without prior notice, subject to the Listing Rules and applicable laws).
Record Date	means 7.00pm (AEST) on 27 April 2018.
Renascor or Company	means Renascor Resources Limited ACN 135 531 341.
Shares	means ordinary fully paid shares in the issued capital of Renascor.
SPP	means the Renascor Resources Limited ACN 135 531 341 Share Purchase Plan approved by the Board.
Terms and Conditions	means the terms and conditions set out in this document.
US Person	means persons who are US Persons as defined in the regulations under the US Securities Act 1933.



ABN 90 135 531 341

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 1300 554 474
From outside Australia: +61 1300 554 474
ASX Code: RNU
Website: www.linkmarketservices.com.au

SRN/HIN:
Entitlement Number:
Record Date: 27 April 2018
Offer Opens: 10 May 2018
Issue Price per Share: A\$0.027

Offer Closes 5:00pm (AEST): 28 May 2018

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
Decide on the amount you wish to apply for.
Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
Option 1: Paying by BPAY®.
Option 2: Paying by Cheque, Bank Draft or Money Order.
Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do NOT need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (AEST) on 28 May 2018.

If you make a payment by BPAY® and Renascor Resources Limited receives an amount which is not equal to either A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000, Renascor Resources Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion.

BPAY logo and Biller Code: 979195, Ref: field

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au
Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- A. Tick the box beside the amount you wish to apply for, either A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000.
B. Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip.
C. Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment

SRN/HIN:
Entitlement Number:



A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

Form with checkboxes for dollar amounts: A\$2,500.00, A\$5,000.00, A\$7,500.00, A\$10,000.00, A\$12,500.00, A\$15,000.00

B Make your cheque, bank draft or money order payable to "Renascor Resources Limited" and crossed "Not Negotiable"

Form for cheque details: Drawer, Cheque Number, BSB Number, Account Number, Amount of Cheque (A\$.00)

C Telephone Number – Business Hours, Telephone Number – After Hours, Contact Name

Form for telephone numbers and contact name with input fields

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Renascor Resources Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Renascor Resources Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Renascor Resources Limited may scaleback applications in its discretion.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Renascor Resources Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

or

Hand Delivery

Renascor Resources Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEST) on 28 May 2018. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Renascor Resources Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Renascor Resources Limited SPP Offer Information Line on 1300 970 086 if calling within Australia or +61 1300 970 086 if calling from outside of Australia.