

# Notice of General Meeting and Explanatory Memorandum

Renascor Resources Limited ACN 135 531 341

Date of Meeting: Friday 22 June 2018

Time of Meeting: 2.00pm (Adelaide time)

Place of Meeting: The Belair Room  
BDO  
Level 7, BDO Centre  
420 King William Street  
Adelaide, South Australia 5000

Notice is given that a General Meeting of shareholders of Renascor Resources Limited ACN 135 531 341 (**Company**) will be held at the Belair Room, BDO, Level 7 BDO Centre, 420 King William St., Adelaide, South Australia 5000, on Friday 22 June 2018 at 2.00pm (Adelaide time).

## Agenda

### Ordinary business

#### 1. **Ratification of prior issue of Shares to Mastermines (or its nominee)**

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To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution of the Company, with or without amendment:

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the prior issue of 5,000,000 Shares at a deemed issue price equivalent to the closing price on the dates of issue, to Mastermines (or its nominee) on the terms and conditions set out in the accompanying Explanatory Memorandum.”*

##### **Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of such person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

#### 2. **Ratification of prior issue of securities under the May 2018 Placement**

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To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution of the Company, with or without amendment:

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the prior issue of 159,302,080 Shares at an issue price of \$0.027 (2.7 cents) each to certain professional and sophisticated investors on the terms and conditions set out in the accompanying Explanatory Memorandum.”*

##### **Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of such person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

### **3. Approval of the issue of securities under the Conditional Placement**

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To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution of the Company, with or without amendment:

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 78,512,745 Shares at an issue price of \$0.027 (2.7 cents) each to certain professional and sophisticated investors on the terms and conditions set out in the accompanying Explanatory Memorandum.”*

#### **Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by a person who participates in the proposed issue or who might obtain a benefit (other than a benefit solely in the capacity as a holder of Shares) and any associates of such person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

### **4. Participation of Stephen Bizzell or his associates in the issue of securities under the Conditional Placement**

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Subject to Resolution 3 being passed, to consider and, if thought fit, pass the following Resolution as an Ordinary Resolution of the Company, with or without amendment:

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue of 2,000,000 Shares to Stephen Bizzell or his nominee at an issue price of \$0.027 (2.7 cents) per Share on the terms and conditions set out in the accompanying Explanatory Memorandum.”*

#### **Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by Stephen Bizzell and any of his associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

## 5. Participation of David Christensen or his associates in the issue of securities under the Conditional Placement

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Subject to Resolution 3 being passed, to consider and, if thought fit, pass the following Resolution as an Ordinary Resolution of the Company, with or without amendment:

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue of 185,185 Shares to David Christensen or his nominee at an issue price of \$0.027 (2.7 cents) per Share on the terms and conditions set out in the accompanying Explanatory Memorandum.”*

### **Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by David Christensen and any of his associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

## 6. Participation of Andrew Martin or his associates in the issue of securities under the Conditional Placement

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Subject to Resolution 3 being passed, to consider and, if thought fit, pass the following Resolution as an Ordinary Resolution of the Company, with or without amendment:

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue of 740,740 Shares to Andrew Martin or his nominee at an issue price of \$0.027 (2.7 cents) per Share on the terms and conditions set out in the accompanying Explanatory Memorandum.”*

### **Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by Andrew Martin and any of his associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

## General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

## By order of the board



Angelo Gaudio  
Company Secretary  
22 May 2018

# Explanatory Memorandum

## 1. Introduction

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This Explanatory Memorandum is provided to Shareholders of Renascor Resources Limited ACN 135 531 341 (**Company**) to explain the Resolutions to be put to Shareholders at the General Meeting to be held at BDO, Level 7 BDO Centre, 420 King William St, Adelaide, South Australia 5000, in The Belair Room on Friday, 22 June 2018 commencing at 2.00pm (Adelaide time).

This Explanatory Memorandum forms part of the Notice of Meeting and has been prepared to assist Shareholders in considering the Resolutions set out in the Notice of Meeting. It is an important document and should be read carefully in its entirety by all Shareholders in conjunction with the Notice of Meeting. Each Director has approved this Explanatory Memorandum and the dispatch of this document to Shareholders.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in Section 6.

## 2. Resolution 1 - Ratification of prior issue of Shares to Mastermines (or its nominee)

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### **Background:**

During November 2017, the Company announced the appointment of China-specialist Mastermines to assist in the development of strategic commercial relationships with potential offtake partners in China and other Asian countries where graphite demand is strong.

Pursuant to the agreement held with Mastermines, 2,500,000 Shares were issued on 22 December 2017 and a further 2,500,000 Shares were issued on 28 February 2018. The Consideration Shares were issued in reliance of the Company's available capacity under Listing Rule 7.1.

The Company is seeking the approval of Shareholders to ratify these issues already made to Mastermines' nominee pursuant to Resolution 1.

The aggregate amount of the securities already issued to Mastermines did not exceed the Company's placement capacity pursuant to Listing Rule 7.1 and Listing Rule 7.1A as prior to the issue of such securities, the Company had the capacity to issue up to 166,802,088 securities on 22 December 2017 and 164,302,088 on 28 February 2018 pursuant to Listing Rule 7.1 and Listing Rule 7.1A.

### **Listing Rule 7.4**

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the issued share capital at the commencement of that 12 month period. Equity Securities issued with shareholder approval under Listing Rule 7.4 do not count towards the 15% limit under Listing Rule 7.1 or the 10% limit under Listing Rule 7.1A.

Listing Rule 7.4 provides that an issue of Equity Securities made without prior approval under Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it and the issue did not breach Listing Rule 7.1.

Accordingly, by Resolution 1 the Company seeks to obtain Shareholder approval for the purposes of Listing Rule 7.4 to ratify the issue of the above mentioned 5,000,000 Shares to a Mastermines' nominee.

The effect of Resolution 1 will be to allow the Company to exclude the issue of the above mentioned 5,000,000 Shares made pursuant to the agreement held with Mastermines from the 15% limit under Listing Rule 7.1 and the 10% limit under Listing Rule 7.1A.

# Explanatory Memorandum

For the purposes of Listing Rule 7.5 the Company provides the following information:

**a) Number of securities issued**

2,500,000 Shares were issued on 22 December 2017 and a further 2,500,000 Shares were issued on 28 February 2018.

**b) Issue price**

The Shares were issued at the closing price of \$0.032 per Share on 22 December 2017 and the closing price of \$0.034 per Share on 28 February 2018.

**c) Terms of issue**

The Shares issued are fully paid ordinary shares and rank equally with other Shares on issue.

**d) Recipients of the Shares issued**

2,500,000 Shares were issued to Z International (HKG) Ltd, a nominee of Mastermines, on 22 December 2017 and 2,500,000 Shares were issued to Mastermines (Australia) Pty Ltd, a nominee of Mastermines, on 28 February 2018. .

**e) Use of funds**

The Shares were issued as consideration for marketing services provided by Mastermines and no funds were raised from the issue of the Shares.

The Directors recommend that you vote in favour of Resolution 1.

### 3. **Resolution 2 - Ratification of prior issue of securities under the May 2018 Placement**

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On 30 April 2017, the Company announced that it had received firm commitments for a placement of 159,302,080 Shares to professional and sophisticated investors at an issue price of \$0.027 per Share to raise a total of approximately \$4,301,156 (**May 2018 Placement**).

Proceeds from the May 2018 Placement will be used to fund:

- 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;
- Marketing and off take discussions;
- Exploration activities at the Olary Cobalt Project, including geophysical studies and drilling of priority targets; and
- Working capital and to cover the costs of the capital raising.

The Company is seeking the approval of Shareholders to ratify the issues already made to professional and sophisticated investors under the May 2018 Placement pursuant to Resolution 2.

The aggregate amount of the securities already issued under the May 2018 Placement did not exceed the Company's placement capacity pursuant to Listing Rule 7.1 and Listing Rule 7.1A as prior to the issue of such securities, the Company had the capacity to issue up to 161,802,088 securities pursuant to Listing Rule 7.1 and Listing Rule 7.1A.

#### **Listing Rule 7.4**

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the issued share capital at the commencement of that 12 month period. Equity Securities issued with shareholder approval under Listing Rule 7.4 do not count towards the 15% limit under Listing Rule 7.1 or the 10% limit under Listing Rule 7.1A.

# Explanatory Memorandum

Listing Rule 7.4 provides that an issue of Equity Securities made without prior approval under Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it and the issue did not breach Listing Rule 7.1.

Accordingly, by Resolution 2 the Company seeks to obtain Shareholder approval for the purposes of Listing Rule 7.4 to ratify the issue of the above mentioned 159,302,080 Shares to sophisticated and professional investors as part of the May 2018 Placement.

The effect of Resolution 2 will be to allow the Company to exclude the issue of the Shares under the May 2018 Placement from the 15% limit under Listing Rule 7.1 and the 10% limit under Listing Rule 7.1A.

For the purposes of Listing Rule 7.5 the Company provides the following information:

**a) Number of securities issued**

159,302,080 Shares were issued on 08 May 2018.

**b) Issue price**

The Shares were issued at a price of \$0.027 per Share.

**c) Terms of issue**

The Shares issued are fully paid ordinary shares and rank equally with other Shares on issue.

**d) Recipients of the Shares issued**

The Shares were issued to certain sophisticated and professional investors that are not related parties of the Company.

**e) Use of funds**

The funds raised from the issue of the Shares will be used for the purposes set out in earlier in this section 3.

The Directors recommend that you vote in favour of Resolution 2.

## 4. Resolution 3 – Approval of the issue of securities under the Conditional Placement

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### Background

In conjunction with the May 2018 Placement, the Company also announced on 30 April 2018 that it had received firm commitments for a further placement, subject to Shareholder approval, to issue up to 81,438,670 Shares at a price of \$0.027 per Share expected during June 2018 to raise up to approximately \$2,198,844 (**Conditional Placement**). Resolution 3 relates to the issue of 78,512,745 Shares to sophisticated and professional investors (who are not 'related parties' of the Company) to raise approximately \$2,119,844, being a portion of the Conditional Placement, subject to Shareholder approval.

Proceeds from the Conditional Placement will be used to fund:

- 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;
- Marketing and off take discussions;
- Exploration activities at the Olary Cobalt Project, including geophysical studies and drilling of priority targets; and
- Working capital and to cover the costs of the capital raising.

# Explanatory Memorandum

## Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the issued share capital at the commencement of that 12 month period. Equity Securities issued with shareholder approval under Listing Rules 7.1 do not count towards the 15% limit under Listing Rule 7.1 or the 10% limit under Listing Rule 7.1A.

In accordance with Listing Rule 7.1, shareholder approval is sought to issue 78,512,745 Shares under the Conditional Placement to raise up to an additional \$2,119,844. The effect of Resolution 3 will be to allow the Company to issue the Shares under the Conditional Placement during the 3 month period after the General Meeting, without using the Company's 15% placement capacity under Listing Rule 7.1 or the 10% placement capacity under Listing Rule 7.1A.

For the purposes of Listing Rule 7.3 the Company provides the following information:

**a) Number of Shares to be issued**

The maximum number of Shares to be issued is 78,512,745 Shares and expected to be issued within five business days following the General Meeting to be held on 22 June 2018, subject to the approval of Shareholders pursuant to Resolution 3.

**b) Issue price**

The Shares will be issued at a price of \$0.027 per Share.

**c) Terms of issue**

The Shares that will be issued are fully paid ordinary shares and rank equally with other Shares on issue.

**d) Recipients of securities to be issued**

The securities will be issued to certain sophisticated and professional investors who are not 'related parties' of the Company.

**e) Use of funds**

The funds raised from the issue of the Shares will be used for the purposes set out earlier in this section 4.

The Directors recommend that you vote in favour of Resolution 3.

## 5. Resolutions 4, 5 and 6 – Participation of Stephen Bizzell, David Christensen and Andrew Martin or their respective nominees in the issue of Share under the Conditional Placement

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### Background

On 30 April 2018, two of the Directors and Former Director, Andrew Martin entered into binding commitments with the Company to subscribe for a total of approximately \$79,000 under the Conditional Placement, subject to Shareholder approval.

Resolutions 4, 5 and 6 seek the approval of Shareholders for the issue and allotment of a total of 2,925,925 Shares (in aggregate) under the Conditional Placement to the Directors and Former Director, Andrew Martin and or their nominees as follows:

- a) 2,000,000 Shares to Stephen Bizzell or his nominee as part of the Conditional Placement.
- b) 185,185 Shares to David Christensen or his nominee as part of the Conditional Placement.
- c) 740,740 Shares to Andrew Martin or his nominee as part of the Conditional Placement.

### Listing Rule 10.11

Listing Rule 10.11 requires the approval of Shareholders before Shares in the Company can be issued to any of the Directors or a related party of any Director. This is subject to limited exceptions. Andrew Martin was Former Director of the Company within the 6 month period prior to 30 April 2018 and is accordingly regarded as a related party in accordance with the definition of a related party.



# Explanatory Memorandum

In accordance with Listing Rule 7.1, as approval is being sought under Listing Rule 10.11, approval is not required to be obtained under Listing Rule 7.1.

The Directors have determined that shareholder approval pursuant to the related party rules under the Corporations Act is not required for Resolutions 4, 5 and 6, as the Shares to be issued to the Directors (or their nominees) and Former Director, Andrew Martin and or his nominees are on the same terms as the Shares issued to non-related party participants in the May 2018 Placement and the Conditional Placement and as such are on arm's length terms.

The following information is given under Listing Rule 10.13 in relation to securities that are proposed to be issued to Stephen Bizzell or his nominee, pursuant to Resolution 4:

<b>Related Party</b>	Stephen Bizzell or his nominee, being an entity or person associated with him.
<b>Maximum number of Shares to be issued</b>	2,000,000 Shares.
<b>Issue date</b>	The Company will issue the Shares to Stephen Bizzell or his nominee within one month after the date of the General Meeting.
<b>Issue price of the Shares</b>	The Shares will have an issue price of \$0.027 per Share.
<b>Intended use of funds</b>	The funds raised from the issue of the Shares will be used for the purposes set out in section 4 above.

The following information is given under Listing Rule 10.13 in relation to the securities that are proposed to be issued to David Christensen or his nominee, pursuant to Resolution 5.

<b>Related Party</b>	David Christensen or his nominee, being an entity or person associated with him.
<b>Maximum number of Shares to be issued</b>	185,185 Shares.
<b>Date the Company will issue the Shares</b>	The Company will issue the Shares to David Christensen or his nominee within one month after the date of the General Meeting.
<b>Issue price of the Shares</b>	The Shares will have an issue price of \$0.027 per Share.
<b>Intended use of funds</b>	The funds raised from the issue of the Shares will be used for the purposes set out in section 4 above.

The following information is given under Listing Rule 10.13 in relation to the securities that are proposed to be issued Andrew Martin or his nominee, pursuant to Resolution 6.

<b>Related Party</b>	Andrew Martin or his nominee, being an entity or person associated with him.
<b>Maximum number of Shares to be issued</b>	740,740 Shares.
<b>Date the Company will issue the Shares</b>	The Company will issue the Shares to Andrew Martin or his nominee within one month after the date of the General Meeting.
<b>Issue price of the Shares</b>	The Shares will have an issue price of \$0.027 per Share.
<b>Intended use of funds</b>	The funds raised from the issue of the Shares will be used for the purposes set out in section 4 above.

Mr Stephen Bizzell has an interest in the outcome of Resolution 4. Because of his interest in the outcome, Mr Bizzell does not make a recommendation in relation to Resolution 4. All Directors other than Mr Bizzell recommend that Shareholders vote in favour of Resolution 4.

Mr David Christensen has an interest in the outcome of Resolution 5. Because of his interest in the outcome, Mr Christensen does not make a recommendation in relation to Resolution 5. All Directors other than Mr Christensen recommend that Shareholders vote in favour of Resolution 5.

All Directors recommend that Shareholders vote in favour of Resolution 6.

# Explanatory Memorandum

## 6. Interpretation

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In this Explanatory Memorandum:

**ASX** means the ASX Limited ABN 98 008 624 691;

**Board** means the board of directors of the Company;

**Company** means Renascor Resources Limited ACN 135 531 341;

**Conditional Placement** has the meaning as described in section 4 of the Explanatory Memorandum;

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended from time to time;

**Directors** mean directors of the Company;

**Equity Securities** has the meaning given to that term in the Listing Rules;

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting;

**Former Director** means a former director of the Company;

**Listing Rules** means the official listing rules of the ASX as amended from time to time;

**May 2018 Placement** has the meaning as described in section 3 of the Explanatory Memorandum;

**Meeting** or **General Meeting** means the General Meeting of Shareholders to be held at The Belair Room, BDO, Level 7 BDO Centre, 420 King William St, Adelaide South Australia 5000 on Friday, 22 June 2018 at 2.00pm (Adelaide time);

**Notice of Meeting** or **Notice** means the notice of meeting convening the Meeting and the accompanying Explanatory Memorandum;

**Ordinary Resolution** means a Resolution passed by more than 50% of the votes cast at a general meeting of shareholders;

**Resolution** means a resolution to be proposed at the Meeting;

**Shareholder** means a holder of Shares in the Company; and

**Shares** means ordinary fully paid shares in the issued capital of the Company;

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to:

Angelo Gaudio (Company Secretary)  
36 North Terrace,  
Kent Town, South Australia 5067  
(08) 8363 6989

## Proxy, representative and voting entitlement instructions

### Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act*.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Renascor Resources Limited

36 North Terrace, Kent Town, South Australia 5067.

Facsimile No: (08) 8363 4989

If a representative of the corporation is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

### Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on 20 June 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

### Signing instructions

You must sign the proxy form as follows in the spaces provided:

Individual: Where the holding is in one name, the holder must sign.

Joint Holding: Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.

Please indicate the office held by signing in the appropriate place.



ABN 90 135 531 341

## LODGE YOUR VOTE

### By Mail:

36 North Terrace  
Kent Town  
South Australia 5067

By Fax: +61 8 8363 4989

All telephone enquiries: +61 8 8363 6989

## Proxy Form Please mark to indicate your directions

### STEP 1 Appoint a Proxy to vote on your behalf

I/We being a member/s of Renascor Resources Limited and entitled to attend and vote hereby appoint:

the Chairman  
of the Meeting

**OR** if you are NOT  
appointing the Chairman of  
the Meeting as your proxy,  
please write the name of the  
person or body corporate you  
are appointing as your proxy.



**PLEASE NOTE:** Leave this box  
blank if you have selected the  
Chairman of the Meeting. Do  
not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit, subject to compliance with the Corporations Act and the Listing Rules) at the General Meeting of Renascor Resources Limited to be held at the Belair Room, BDO, Level 7 BDO Centre, 420 King William St, Adelaide South Australia 5000 on Friday, 22 June 2018 at 2.00pm (Adelaide time) and at any adjournment of that meeting.

### Important - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business, subject to compliance with the Corporations Act and the Listing Rules.

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting (2:00pm, Adelaide time, Wednesday 20 June 2018).**

Please read the voting instructions before marking any boxes with an .

## STEP 2 Voting Directions for Items of Business

**!** PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolution	For	Against	Abstain
1. Ratification of prior issue of Shares to Mastermines (or its nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of prior issue of Shares under the May 2018 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the issue of Shares under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Participation of Stephen Bizzell or his nominees in the issue of Shares under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Participation of David Christensen or his nominees in the issue of securities under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Participation of Andrew Martin or his nominees in the issue of securities under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business, subject to the Corporations Act and the Listing Rules.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting by marking the appropriate box above.

## STEP 3 Signature of Security holder(s) *This section must be completed.*

Security holder 1

Security holder 2

Security holder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name \_\_\_\_\_ Phone No. \_\_\_\_\_ Date \_\_\_\_\_

This form should be signed by the shareholder. If a joint holding, all shareholders should sign. If signed by the shareholder's attorney, the power of attorney must be attached to this form. If executed by a company, the form must be executed in accordance with company's constitution and the *Corporations Act 2001 (Cth)*.