

Crescent Resources Corp. (ARBN 161 615 783)  
**(incorporated in British Columbia, Canada)**

## **Information Memorandum**

**in relation to the application for admission to the official list of the ASX  
Limited**

**20 December 2012**

## 1. Purpose of Information Memorandum

This Information Memorandum is dated 17 December 2012 and has been prepared by Crescent Resources Corp (**Crescent**) in connection with its application for:

- (a) admission to the Official List of ASX Limited (**ASX**); and
- (b) quotation of CHESS Depository Interests in respect of its common shares on the stock market conducted by ASX (**CDIs**).

The CDIs are to be issued in accordance with the proposed scheme of arrangement between Coventry Resources Limited (**Coventry**) and its members under Part 5.1 of the Corporations Act 2001 (Cth) (**Corporations Act**) (**Share Scheme**) and also in connection with the scheme of arrangement between Coventry and its optionholders under part 5.1 of the Corporations Act (**Option Scheme**).

This document is not a prospectus complying with the Corporations Act and will not be lodged with the Australian Securities and Investments Commission (**ASIC**) under the Corporations Act.

This document does not constitute or contain any offer of Crescent common shares (**Crescent Shares**) or CDIs for subscription or purchase or any invitation to subscribe for or purchase Crescent Shares or CDIs. Any language offering Crescent Shares or CDIs in Annexure A to this document is to be disregarded for the purposes of this Information Memorandum.

A number of words and terms used in this Information Memorandum have defined meanings which appear in Section 7.

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## 2. Incorporation of documents by reference

The Scheme Booklet is incorporated into this Information Memorandum by reference, subject to the exceptions specified in Section 6 below.

A copy of the Scheme Booklet is attached to this Information Memorandum as Annexure A and is available free of charge to any person who asks for one. To request a copy, call Coventry on +61 8 9324 1266 (within Australia) or +1 416 364 3700 (within Canada). A copy of the Scheme Booklet can also be viewed on the ASX website: [www.asx.com](http://www.asx.com) referenced under Coventry (ASX: CVY).

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## 3. Application to be admitted to the Official List of ASX

An application will be made to ASX on or about the date of this Information Memorandum for Crescent to be admitted to the Official List of ASX and for CDIs in respect of Crescent Shares to be granted official quotation on the stock market conducted by ASX.

The fact that ASX may admit Crescent to the official list of ASX and permit CDIs to be quoted on the stock market conducted by ASX is not to be taken, in any way, as an indication of the merits of Crescent.

ASX accepts no responsibility for any statement in this Information Memorandum.

In relation to the rights, privileges and restrictions attaching to Crescent Shares and Crescent CDIs, refer to section 11 and 12.4 of the Scheme Booklet.

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## **4. Current capital structure**

The current capital structure of Crescent is described in sections 7.7 the Scheme Booklet.

Crescent considers that it has sufficient working capital to carry out its objectives as described in the Scheme Booklet following its listing on ASX. For risk factors in relation to the capital requirements of Crescent, refer to section 8 of the Scheme Booklet.

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## **5. Disclosure of interests**

### **5.1 Directors' interests**

Details of each of the Directors' interests in Crescent Shares is set out in section 15.7 of the Scheme Booklet.

Over the past 2 years, each of the Directors have been reimbursed by Crescent in respect of any out-of-pocket expenses incurred in connection with the provision of their services to Crescent in their capacity as Director.

None of the Directors have an interest in Crescent or the proposed merger other than as a shareholder of the merged entity.

Other than as set out in this Information Memorandum including the Scheme Booklet, no Director, and no firm of which a Director is a partner,

has at the date of this Information Memorandum, or has within the 2 years prior to the date of this Information Memorandum, any interest in the promotion of Crescent or in any property acquired or proposed to be acquired by Crescent, and no amounts (whether cash or shares or otherwise) have been paid or agreed to be paid by any person to any Director, or to any firm in which a Director is a partner, either to induce him to become a Director, or otherwise for services rendered by him or by the firm in connection with the promotion and formation of Crescent.

## 5.2 Experts

Except for the fees and amounts paid or agreed to be paid and the interests set out in the Scheme Booklet, no expert named in the Scheme Booklet, or firm in which such an expert is a partner or principal, has any interest in the promotion of Crescent or in any property acquired or proposed to be acquired by Crescent, and no amounts (whether in cash or shares or otherwise) have been paid or agreed to be paid by any person to any such expert or to any firm in connection with the listing of Crescent on ASX or the quotation of its CDIs on ASX.

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## 6. Consents

The Independent Expert's Report and the Investigating Accountant's Report contained in the Scheme Booklet:

- (a) are not incorporated by reference into this Information Memorandum; and
- (b) have been prepared for and given in the context of the Scheme Booklet and not for the purposes of this Information Memorandum.

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## 7. Definitions

Unless otherwise defined herein, words defined in the Scheme Booklet have the same meaning and interpretation when used in this Information Memorandum, unless the context otherwise requires. Otherwise:

**Crescent** means Crescent Resources Corp, a company organised under the laws of the Province of British Columbia.

**Director** means a director of Crescent.

**Scheme Booklet** means the scheme booklet announced to ASX on 13 November 2012 and issued by Coventry in respect of the proposed Share Scheme and Option Scheme, a copy of which is set out in Annexure A of this Information Memorandum.

**Section** means a section of this Information Memorandum.

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**8. Directors' statement**

The Directors, including the proposed Directors, have unanimously given (and not withdrawn) their consent to lodgement of this Information Memorandum with ASX.

Signed for and on behalf of the directors and the proposed directors of  
Crescent Resources Corp

A handwritten signature in black ink that reads "Don Halliday". The signature is written in a cursive, flowing style.

Don Halliday  
Director