

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Renascor Resources Limited

ABN

90 135 531 341

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Fully paid Ordinary Shares and Listed Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p><u>Entitlement Offer – Retail Component</u></p> <ul style="list-style-type: none"> 14,200,612 Ordinary Shares to be issued on 9 July 2015 7,100,310 Listed Options to be issued on 9 July 2015 <p><u>Entitlement Offer – Shortfall sub-underwriting</u></p> <ul style="list-style-type: none"> 6,750,000 Ordinary Shares expected to be issued on or about 9 July 2015 3,375,000 Listed Options expected to be issued on or about 9 July 2015 <p><u>Placement – Free attaching listed options</u></p> <ul style="list-style-type: none"> 12,500,000 Listed Options to be issued on 9 July 2015 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <p>Ordinary Shares fully paid, rank equally with existing ordinary shares.</p> <p>Listed Options will be granted with an exercise price of \$0.03 and an expiry date of 30 September 2016. (See full terms of the Listed Options set out in the Offer Document announced on 2 June 2015)</p> |

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	<u>Ordinary Shares:</u> Yes – the Ordinary Shares will rank equally with existing ordinary shares from the date of issue. <u>Listed Options:</u> Not Applicable. New class of option.
5	Issue price or consideration	Ordinary Shares - \$0.02 per ordinary share Listed Options – Nil, free attaching listed option
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The Company intends that the funds raised pursuant to the Entitlement Offer, together with existing cash, will be used for exploration and evaluation at Extension Tank prospect at Eastern Eyre project, fundraising costs and for general working capital.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i	Yes.
6b	The date the security holder resolution under rule 7.1A was passed	27 November 2014.
6c	Number of +securities issued without security holder approval under rule 7.1	Placement – Free attaching listed options 12,500,000 Listed Options to be issued on 9 July 2015 in relation to Placement announced on 2 June 2015 and as part of capital raising
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil.
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil.

6f	Number of +securities issued under an exception in rule 7.2	<table><tr><td colspan="2">Entitlement Offer – Retail Component</td></tr><tr><td colspan="2"> • 14,200,612 Ordinary Shares • 7,100,310 Listed Options @ \$0.03 expiring on 30 Sep 2016. </td></tr><tr><td colspan="2">Entitlement Offer – Shortfall sub-underwriting</td></tr><tr><td colspan="2"> • 6,750,000 Ordinary Shares • 3,375,000 Listed Options @ \$0.03 expiring on 30 Sep 2016. </td></tr></table>	Entitlement Offer – Retail Component		• 14,200,612 Ordinary Shares • 7,100,310 Listed Options @ \$0.03 expiring on 30 Sep 2016.		Entitlement Offer – Shortfall sub-underwriting		• 6,750,000 Ordinary Shares • 3,375,000 Listed Options @ \$0.03 expiring on 30 Sep 2016.					
Entitlement Offer – Retail Component														
• 14,200,612 Ordinary Shares • 7,100,310 Listed Options @ \$0.03 expiring on 30 Sep 2016.														
Entitlement Offer – Shortfall sub-underwriting														
• 6,750,000 Ordinary Shares • 3,375,000 Listed Options @ \$0.03 expiring on 30 Sep 2016.														
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A												
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A												
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	10,197,525												
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A Cross reference: item 33 of Appendix 3B.	<table><tr><td colspan="2">Retail Offer component:</td></tr><tr><td colspan="2">Expected issue 9 July 2015 pursuant to the Retail Entitlement Offer.</td></tr><tr><td colspan="2">Entitlement Offer – Shortfall sub-underwriting:</td></tr><tr><td colspan="2">Expected issue on or about 9 July 2015 pursuant to the Retail Entitlement Offer</td></tr><tr><td colspan="2">Placement – Free attaching listed options</td></tr><tr><td colspan="2">Expected issue on 9 July 2015 in relation to Placement announced on 2 June 2015 and as part of capital raising</td></tr></table>	Retail Offer component:		Expected issue 9 July 2015 pursuant to the Retail Entitlement Offer.		Entitlement Offer – Shortfall sub-underwriting:		Expected issue on or about 9 July 2015 pursuant to the Retail Entitlement Offer		Placement – Free attaching listed options		Expected issue on 9 July 2015 in relation to Placement announced on 2 June 2015 and as part of capital raising	
Retail Offer component:														
Expected issue 9 July 2015 pursuant to the Retail Entitlement Offer.														
Entitlement Offer – Shortfall sub-underwriting:														
Expected issue on or about 9 July 2015 pursuant to the Retail Entitlement Offer														
Placement – Free attaching listed options														
Expected issue on 9 July 2015 in relation to Placement announced on 2 June 2015 and as part of capital raising														
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>215,790,100</td><td>Ordinary Shares</td></tr><tr><td>38,725,310</td><td>Listed Options @ \$0.03 expiring on 30 Sep 2016</td></tr></table>	Number	+Class	215,790,100	Ordinary Shares	38,725,310	Listed Options @ \$0.03 expiring on 30 Sep 2016						
Number	+Class													
215,790,100	Ordinary Shares													
38,725,310	Listed Options @ \$0.03 expiring on 30 Sep 2016													

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	Number	⁺ Class	
		Nil	Ordinary Shares	
		750,000	Unlisted Options	
			Exercise Price	Expiry
			\$0.054	30-Apr-16
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	2,000,000	Unlisted Performance Rights expiring 30 June 2016.	
		N/A		

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	Ordinary Shares - 1 New Share for every 2 shares held. Listed Option – 1 free attaching Listed Option for every two (2) New Shares.
14	+Class of +securities to which the offer relates	Fully paid Ordinary Shares Listed Options @ \$0.03 expiry 30-Sep-2016
15	+Record date to determine entitlements	5 June 2015
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries except Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	3 July 2015
20	Names of any underwriters	Bizzell Capital Partners Pty Ltd and PAC Partners Pty Ltd
21	Amount of any underwriting fee or commission	A management fee of an amount equal to 2.0% of the funds raised under the Rights Issue; and an underwriting fee of amount equal to 4.0% of the amount underwritten by the underwriters
22	Names of any brokers to the issue	Bizzell Capital Partners Pty Ltd and PAC Partners Pty Ltd
23	Fee or commission payable to the broker to the issue	As per item 21

+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	1% of accepted application value
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	10 June 2015
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	3 June 2015
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	• Institutional Component: Issued on 18 June 2015. • Retail Component: Expected issue on 9 July 2015.

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☒ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders (See Appendix 3B - Annexure 2)

36 ☒ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories (See Annexure 2)

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	38,725,310 listed options						
39	+Class of +securities for which quotation is sought	Listed Option exercisable @ \$0.03 expiring on 30 Sep 2016.						
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	No, if the listed options are exercised then the resulting shares will rank pari passu with existing fully paid ordinary shares						
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	Pursuant to the capital raising as announced on 2 June 2015 including a non-renounceable Entitlement Offer to existing shareholders of the Company and a \$500,000 Placement						
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>215,790,100</td><td>Fully paid Ordinary shares</td></tr><tr><td>38,725,310</td><td>Options over fully paid Ordinary shares expiring on 30 Sep 2016 @ exercise price \$0.03</td></tr></table>	Number	+Class	215,790,100	Fully paid Ordinary shares	38,725,310	Options over fully paid Ordinary shares expiring on 30 Sep 2016 @ exercise price \$0.03
Number	+Class							
215,790,100	Fully paid Ordinary shares							
38,725,310	Options over fully paid Ordinary shares expiring on 30 Sep 2016 @ exercise price \$0.03							

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:
(Company secretary)

Date: 9 July 2015

Print name: Angelo Gaudio

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	136,400,000
Add the following: - Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval	500,000 Shares issued as consideration for option to acquire 2 tenements - issued on 3 September 2014 (Approved by Shareholders at EGM held on 10 June 2014). 1,439,488 NEDSP shares issued on 7 May 2015 (Approved by Shareholders at AGM held on 27 November 2014). 31,500,000 Institutional component of Accelerated Non-Renounceable Entitlement Offer shares to be issued on 15 June 2015.
Number of partly paid +ordinary securities that became fully paid in that 12 month period	Nil
Note: - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	14,200,612 Retail component of Accelerated Non-Renounceable Entitlement Offer shares to be issued on 9 July 2015. 6,750,000 Entitlement Offer – Shortfall sub-underwriting shares to be issued on 9 July 2015.
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	190,790,100

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	28,618,515
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: - Under an exception in rule 7.2 - Under rule 7.1A - With security holder approval under rule 7.1 or rule 7.4 Note: <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i>	Nil Nil 11,166,051 Shares issued on 9 June 2015 pursuant to Placement announced on 2 June 2015. 12,500,000 Listed Options to be issued on 9 July 2015 as part of capital raising announced on 2 June 2015 and in relation to Placement.
“C”	23,666,051
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	28,618,515
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	23,666,051
Total [“A” x 0.15] – “C”	4,952,464 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	190,790,100
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	19,079,010
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items	13,833,949 Shares issued on 9 June 2015 pursuant to Placement announced on 2 June 2015.
“E”	13,833,949
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	19,079,010
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	13,833,949
Total [“A” x 0.10] – “E”	5,245,061 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 2



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REPORT DATE : 09/07/2015
REPORT TIME : 10.29.06

RENASCOR RESOURCES LIMITED

FIRST 20 INVESTORS REPORT THURSDAY 9 JULY 2015

Rank	Investor	Current Balance	% Issued Capital
Security: RNUO - EXERCISABLE AT \$0.03 EXP 30 SEPTEMBER 2016			
1	CITICORP NOMINEES PTY LIMITED	5,201,416	13.43%
2	INTERSUISSE NOMINEES PTY LTD <PLACEMENT A/C>	5,000,000	12.91%
3	J P MORGAN NOMINEES AUSTRALIA LIMITED	4,767,352	12.31%
4	NATIONAL NOMINEES LIMITED	2,531,232	6.54%
5	MELBOURNE CAPITAL LIMITED	2,500,000	6.46%
6	MR JOHN COLIN LOOSEMORE + MRS SUSAN MARJORY LOOSEMORE <LOOSEMORE SUPER FUND A/C>	2,000,000	5.16%
7	CASALAMADA PTY LTD <CASALAMADA SUPER FUND A/C>	1,000,000	2.58%
8	MARTIN PLACE SECURITIES STAFF SUPERANNUATION FUND PTY LTD <MPSSF INVESTMENT A/C>	875,000	2.26%
9	ALCARDO INVESTMENTS LIMITED <STYLED 102501 A/C>	700,000	1.81%
10	ANDREW ROBERT JOSEPH MARTIN	625,000	1.61%
11	MR NEIL FRANCIS STUART	625,000	1.61%
12	BIZZELL NOMINEES PTY LTD <THE BIZZELL FAMILY A/C>	500,000	1.29%
13	CLASM PTY LTD <TIR NAN OG FUND A/C>	500,000	1.29%
14	MR GARRY PETER CROLE	500,000	1.29%
15	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	500,000	1.29%

Link Market Services Limited

+ See chapter 19 for defined terms.

RENASCOR RESOURCES LIMITED

**FIRST 20 INVESTORS REPORT
 THURSDAY 9 JULY 2015**

Rank	Investor	Current Balance	% Issued Capital
16	LOCANTRO SPECULATIVE INVESTMENTS PTY LTD	500,000	1.29%
17	MOONAH CAPITAL PTY LTD	500,000	1.29%
18	RAVEN INVESTMENT HOLDINGS PTY LTD <RAVEN INVESTMENT A/C>	500,000	1.29%
19	SANBERG PTY LTD <CLARENCE SUPER FUND A/C>	500,000	1.29%
20	UNRANDOM PTY LTD <UNRANDOM A/C>	500,000	1.29%
TOTAL FOR TOP 20:		30,325,000	Investors 20 78.31%
TOTAL IN THIS REPORT:		30,325,000	Investors 20 78.31%
TOTAL OTHER INVESTORS:		8,400,310	110 21.69%
GRAND TOTAL:		38,725,310	130 100.00%

end of report

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RENASCOR RESOURCES LIMITED

**INVESTOR RANGES
THURSDAY 9 JULY 2015**

<u>Ranges</u>	<u>Investors</u>	<u>Securities</u>	<u>% Issued Capital</u>
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Security Code : RNU ORDINARY FULLY PAID

Totals for Security Code RNU

1 to 1000	5	97	.00
1001 to 5000	21	72,963	.03
5001 to 10000	66	624,933	.29
10001 to 100000	248	11,902,647	5.53
100001 and Over	197	202,689,460	94.15
Total	537	215,290,100	100.00

The number of security investors holding less than a marketable parcel of 21740 securities (\$.023 on 07/07/2015) is 145 and they hold 1571148 securities.

Security Code : RNUO EXERCISABLE AT \$0.03 EXP 30 SEPTEMBER 2016

Totals for Security Code RNUO

1 to 1000	1	500	.00
1001 to 5000	14	46,092	.12
5001 to 10000	7	55,919	.14
10001 to 100000	60	2,289,666	5.91
100001 and Over	48	36,333,133	93.82
Total	130	38,725,310	100.00

end of report

Link Market Services Limited