

Notice of General Meeting and Explanatory Memorandum

Renascor Resources Limited ACN 135 531 341

Date of Meeting: Thursday 30 June 2016

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 Thursday 30 June 2016 at 2.00pm (Adelaide time).

Agenda

Ordinary business

1. **Approval to issue 38,666,667 Shares as consideration to acquire 29% of the issued shares of Eyre Peninsula Minerals Pty Ltd**

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 38,666,667 Shares in the Company, at a deemed issue price equivalent to the closing price of the Company’s Shares on the date of issue, to the shareholders of Eyre Peninsula Minerals Pty Ltd as consideration for the acquisition of 29% of the issued shares of Eyre Peninsula Minerals Pty Ltd and on such other terms and conditions as set out in the accompanying Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- any person who may participate in the issue or who might obtain a benefit from the issue (other than a benefit solely in the capacity as a holder of Shares); and
- any associate of those persons.

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 2016 Placement**

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 47,400,003 Shares at an issue price of \$0.015 (1.5 cents) each and 11,850,003 free attaching listed Options exercisable at \$0.03 expiring on 30 September 2016 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

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 31,600,000 Shares at an issue price of \$0.015 (1.5 cents) each and 7,900,000 free attaching listed Options exercisable at \$0.03 expiring on 30 September 2016, 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

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 2,666,667 Shares to Stephen Bizzell or his nominee at an issue price of \$0.015 (1.5 cents) per Share and 666,667 free attaching listed Options exercisable at \$0.03 expiring on 30 September 2016 and 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 Andrew Martin or his associates in the issue of securities under the Conditional Placement

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 666,667 Shares to Andrew Martin or his nominee at an issue price of \$0.015 (1.5 cents) per Share and 166,667 free attaching listed Options exercisable at \$0.03 expiring on 30 September 2016 and 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.

6. Participation of Chris Anderson or his associates in the issue of securities under the Conditional Placement

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 Chris Anderson or his nominee at an issue price of \$0.015 (1.5 cents) per Share and 500,000 free attaching listed Options exercisable at \$0.03 expiring on 30 September 2016 and 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 Chris Anderson 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.

7. Participation of Geoffrey McConachy or his associates in the issue of securities under the Conditional Placement

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 666,667 Shares to Geoffrey McConachy or his nominee at an issue price of \$0.015 (1.5 cents) per Share and 166,667 free attaching listed Options exercisable at \$0.03 expiring on 30 September 2016 and 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 Geoffrey McConachy 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.

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

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 1,666,667 Shares to David Christensen or his nominee at an issue price of \$0.015 (1.5 cents) per Share and 416,667 free attaching listed Options exercisable at \$0.03 expiring on 30 September 2016 and 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.

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
30 May 2016

Explanatory Memorandum

1. Introduction

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 30 June 2016 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 – Approval to issue 38,666,667 Shares as consideration to acquire 29% of the issued shares of Eyre Peninsula Minerals Pty Ltd

Background:

Resolution 1 seeks the approval from Shareholders for the issue of 38,666,667 Shares (**Consideration Shares**) in the Company at the issue price equivalent to the closing price of the Company's Shares on the date of issue to shareholders of Eyre Peninsula Minerals Pty Ltd (**EPM**). The Consideration Shares are being issued in consideration for the acquisition of 29% of the total issued shares of EPM.

During December 2015, the Company entered into a binding agreement with EPM and EPM's shareholders (**EPM JV Agreement**) that granted Renascor an option to acquire up to 100% of EPM in exchange for exploration expenditure and shares and options in Renascor. EPM, in turn, has an option to acquire Ausmin Development Pty Ltd (**Ausmin**), an unlisted company that holds the underlying rights to the Arno graphite project. Pursuant to the EPM JV Agreement, Renascor committed to completing \$400,000 in exploration expenditure by 21 June 2016 in exchange for shares representing 20% of the issued shares of EPM. With the work completed to date and the further exploration planned for this month, Renascor is on-track to meet this initial earn-in requirement and be issued 20% of the issued shares of EPM.

The EPM JV Agreement grants Renascor two additional options pursuant to which Renascor can increase its ownership in EPM to 100%. The first option permits Renascor to acquire an additional 29% of the issued shares of EPM in exchange for the issue of 38,666,667 ordinary shares in Renascor. Renascor can exercise this option at any time prior to 21 June 2016. Subject to obtaining shareholder approval, Renascor expects to exercise this option next month which will take its ownership interest in EPM to 49%.

A second option grants Renascor the right to acquire the remaining 51% of the issued shares of EPM (thereby taking Renascor's total interest in EPM to 100%) by issuing (i) shares in Renascor to the value of \$2,040,000 as determined by the 20-day volume-weighted average price of Renascor shares at the time of exercise, and (ii) 15,000,000 Options exercisable at \$0.05 per option and expiring three years from the date of grant. This second option is exercisable at any time prior to 21 December 2016. Renascor intends to complete additional work on the project tenements prior to committing to exercise the second option.

The option agreement between EPM and Ausmin grants EPM the option to acquire 100% of the issued shares of Ausmin. The option can be exercised at any time prior to 30 September 2018, and can be extended to December 2019 and to December 2020 by payment of \$150,000 and \$250,000, respectively. To exercise the option, EPM must complete a bankable feasibility study in relation to the commercial development of graphite on the project tenements and issue the owners of Ausmin a 22% equity interest in a listed vehicle holding the project. After exercise of the option, the Ausmin shareholders are also entitled to an overriding 1% gross royalty on minerals produced from the project tenements. During the option period, EPM has the exclusive right to explore for and develop graphite in the project area, with Ausmin retaining rights to iron ore.

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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 its 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 the Consideration Shares to the shareholders of EPM. The effect of Resolution 1 will be to allow the Company to issue the Consideration Shares to acquire an additional 29% of the issued shares of EPM during the 3 month period after the General Meeting, without using the Company's 15% annual placement capacity, pursuant to Listing Rule 7.1.

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 38,666,667 Shares which are expected to be issued within 3 months after the date of the General Meeting.

b) Issue price

The Consideration Shares will have a deemed issue price equivalent to the closing price of the Shares on the date of issue to EPM shareholders.

c) Terms of issue

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

d) Recipients of Shares to be issued

The Consideration Shares will be issued to the shareholders of EPM.

e) Use of funds

No funds will be raised by the issue of the Consideration Shares as they will be issued as consideration for the acquisition of an additional 29% of the issued shares of EPM, pursuant to the EPM JV Agreement.

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

3. **Resolution 2 - Ratification of prior issue of securities under the May 2016 Placement**

On 11 May 2016, the Company announced that it had received firm commitments for a placement of 47,400,003 Shares to professional and sophisticated investors at an issue price of \$0.015 per Share together with 11,850,003 free attaching listed Options exercisable at \$0.03 on or before 30 September 2016, on the basis of one (1) free attaching Option for every four (4) Shares acquired to raise a total of \$711,000 (**May 2016 Placement**).

Proceeds from the May 2016 Placement will be used to fund resource expansion drilling on the Siviour deposit and to commence comprehensive metallurgical test work at Siviour as well as to provide working capital and to cover the costs of the capital raising. Drilling at Siviour commenced on 16th May 2016.

The Company is seeking the approval of Shareholders to ratify the issues already made to professional and sophisticated investors under the May 2016 Placement pursuant to Resolution 2.

The aggregate amount of the securities already issued under the May 2016 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 59,266,630 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.

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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 2 the Company seeks to obtain Shareholder approval for the purposes of Listing Rule 7.4 to ratify the issue of the above mentioned 47,400,003 Shares and 11,850,003 free attaching listed Options to sophisticated and professional investors as part of the May 2016 Placement.

The effect of Resolution 2 will be to allow the Company to exclude the issue of the securities under the May 2016 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

47,400,003 Shares and 11,850,003 listed Options were issued on 13 May 2016.

b) Issue price

The Shares were issued at a price of \$0.015 per Share and the listed Options were issued for nil consideration on the basis of one (1) free attaching Option for every four (4) Shares acquired

c) Terms of issue

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

The listed Options have the same terms as the existing listed (ASX:RNUO) Options, the key terms being an exercise price of \$0.03 and an expiry date of 30 September 2016.

d) Recipients of the securities issued

The securities 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 securities will be used for the purposes set out in section 3 above.

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

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

Background

In conjunction with the May 2016 Placement, the Company also announced on 13 May 2016 that it had received firm commitments for an additional placement, subject to Shareholder approval, to issue Shares at a price of \$0.015 per Share together with free attaching listed Options exercisable at \$0.03 on or before 30 September 2016, on the basis of one (1) free attaching Option for every four (4) Shares acquired to raise up to \$589,000 (**Conditional Placement**). Resolution 3 relates to the issue of securities to sophisticated and professional investors (who are not 'related parties' of the Company) to raise \$474,000, being a portion of the Conditional Placement, subject to Shareholder approval.

Proceeds from the Conditional Placement will be used to fund resource expansion drilling on the Siviour deposit and to commence comprehensive metallurgical test work at Siviour as well as to provide working capital and to cover the costs of the capital raising.

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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 31,600,000 Shares and 7,900,000 listed Options under the Conditional Placement to raise up to an additional \$474,000. The effect of Resolution 3 will be to allow the Company to issue the securities 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 securities to be issued

The maximum number of securities to be issued is 31,600,000 Shares and 7,900,000 listed Options which are expected to be issued within three days following the General Meeting to be held on 30 June 2016, subject to the approval of Shareholders pursuant to Resolution 3.

b) Issue price

The Shares will be issued at a price of \$0.015 per Share and the listed Options will be issued for nil consideration on the basis of one (1) free attaching Option for every four (4) Shares acquired.

c) Terms of issue

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

The listed Options will have the same terms as the existing listed (ASX: RNUO) Options, the key terms being an exercise price of \$0.03 and an expiry date of 30 September 2016.

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 securities will be used for the purposes set out in section 4 above.

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

5. Resolutions 4, 5, 6, 7 and 8 – Participation of Stephen Bizzell, Andrew Martin, Chris Anderson, Geoffrey McConachy and David Christensen or their respective nominees in the issue of securities under the Conditional Placement

Background

On 11 May 2016, each of the Directors entered into binding commitments with the Company to subscribe for a total \$115,000 under the Conditional Placement, subject to Shareholder approval.

Resolutions 4, 5, 6, 7 and 8 seek the approval of Shareholders for the issue and allotment of a total of 7,666,668 Shares (in aggregate) and 1,916,668 listed Options (in aggregate) under the Conditional Placement to the Directors of the Company or their nominees as follows:

- a) 2,666,667 Shares and 666,667 listed Options to Stephen Bizzell or his nominee as part of the Conditional Placement.
- b) 666,667 Shares and 166,667 listed Options to Andrew Martin or his nominee as part of the Conditional Placement.
- c) 2,000,000 Shares and 500,000 listed Options to Chris Anderson or his nominee as part of the Conditional Placement.

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- d) 666,667 Director and 166,667 listed Options to Geoffrey McConachy or his nominee as part of the Conditional Placement.
- e) 1,666,667 Shares and 416,667 listed Options to David Christensen or his nominee as part of the Conditional Placement.

Listing Rule 10.11

Listing Rule 10.11 requires the approval of Shareholders before securities in the Company can be issued to any of the Directors or a related party of any Director. This is subject to limited exceptions.

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 - 8, as the securities issued to the Directors (or their nominees) are on the same terms as the securities issued to non-related party participants in the May 2016 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:

Related Party	Stephen Bizzell or his nominee, being an entity or person associated with him.
Maximum number of securities to be issued	2,666,667 Shares and 666,667 listed Options.
Issue date	The Company will issue the securities to Stephen Bizzell or his nominee within one month after the date of the General Meeting.
Issue price of the securities	The Shares will have an issue price of \$0.015 per Share and the listed Options will be issued for nil consideration on the basis of one (1) free attaching Option for every four (4) Shares acquired
Intended use of funds	The funds raised from the issue of the securities will be used to fund resource expansion drilling on the Siviour deposit and to commence comprehensive metallurgical test work at Siviour as well as to provide working capital and to cover the costs of the capital raising.

The following information is given under Listing Rule 10.13 in relation to the securities that are proposed to be issued to Andrew Martin, his associates or his nominees, pursuant to Resolution 5.

Related Party	Andrew Martin or his nominee, being an entity or person associated with him.
Maximum number of securities to be issued	666,667 Shares and 166,667 listed Options.
Date the Company will issue the securities	The Company will issue the securities to Andrew Martin or his nominee within one month after the date of the General Meeting.
Issue price of the securities	The Shares will have an issue price of \$0.015 per Share and the listed Options will be issued for nil consideration on the basis of one (1) free attaching Option for every four (4) Shares acquired
Intended use of funds	The funds raised from the issue of the securities will be used to fund resource expansion drilling on the Siviour deposit and to commence comprehensive metallurgical test work at Siviour as well as to provide working capital and to cover the costs of the capital raising.

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

Related Party	Chris Anderson or his nominee, being an entity or person associated with him.
Maximum number of securities to be issued	2,000,000 Shares and 500.000 listed Options.
Date the Company will issue the securities	The Company will issue the securities to Chris Anderson or his nominee within one month after the date of the General Meeting.
Issue price of the securities	The Shares will have an issue price of \$0.015 per Share and the listed Options will be issued for nil consideration on the basis of one (1) free attaching Option for every four (4) Shares acquired
Intended use of funds	The funds raised from the issue of the securities will be used to fund resource expansion drilling on the Siviour deposit and to commence comprehensive metallurgical test work at Siviour as well as to provide working capital and to cover the costs of the capital raising.

The following information is given under Listing Rule 10.13 in relation to the securities that are proposed to be issued to Geoffrey McConachy or his nominee, pursuant to Resolution 7.

Related Party	Geoffrey McConachy or his nominee, being an entity or person associated with him..
Maximum number of securities to be issued	666,667 Shares and 166,667 listed Options.
Date the Company will issue the securities	The Company will issue the securities to Geoffrey McConachy or his nominee within one month after the date of the General Meeting.
Issue price of the securities	The Shares will have an issue price of \$0.015 per Share and the listed Options will be issued for nil consideration on the basis of one (1) free attaching Option for every four (4) Shares acquired
Intended use of funds	The funds raised from the issue of the securities will be used to fund resource expansion drilling on the Siviour deposit and to commence comprehensive metallurgical test work at Siviour as well as to provide working capital and to cover the costs of the capital raising.

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 8.

Related Party	David Christensen or his nominee, being an entity or person associated with him.
Maximum number of securities to be issued	1,666,667 Shares and 416,667 listed Options.
Date the Company will issue the securities	The Company will issue the securities to David Christensen or his nominee within one month after the date of the General Meeting.
Issue price of the securities	The Shares will have an issue price of \$0.015 per Share and the listed Options will be issued for nil consideration on the basis of one (1) free attaching Option for every four (4) Shares acquired
Intended use of funds	The funds raised from the issue of the securities will be used to fund resource expansion drilling on the Siviour deposit and to commence comprehensive metallurgical test work at Siviour as well as to provide working capital and to cover the costs of the capital raising.

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

Mr Chris Anderson has an interest in the outcome of Resolution 6. Because of his interest in the outcome, Mr Anderson does not make a recommendation in relation to Resolution 6. All Directors other than Mr Anderson recommend that Shareholders vote in favour of Resolution 6.

Mr Geoffrey McConachy has an interest in the outcome of Resolution 7. Because of his interest in the outcome, Mr McConachy does not make a recommendation in relation to Resolution 7. All Directors other than Mr McConachy recommend that Shareholders vote in favour of Resolution 7.

Mr David Christensen has an interest in the outcome of Resolution 8. Because of his interest in the outcome, Mr Christensen does not make a recommendation in relation to Resolution 8. All Directors other than Mr Christensen recommend that Shareholders vote in favour of Resolution 8.

6. Interpretation

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;

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

May 2016 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 30 June 2016 at 2.00pm (Adelaide time);

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

Option means an option to subscribe for ordinary Shares in the capital of the Company;

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;

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 28 June 2016. 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.



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 30 June 2016 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.

Resolutions 3 and 4 (Listing Rule voting restrictions)

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default, and you do NOT wish to direct your proxy how to vote as your proxy in respect of the Resolution/s, please place a mark in the box opposite.

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 3 and 4 (Relevant Resolutions) and that votes cast by the Chair of the meeting for the Relevant Resolution other than as proxy holder will be disregarded because of that interest.

If the Chair of the meeting is your proxy and you do not mark this box or direct the Chair of the meeting how to vote above, the Chair of the meeting will not cast your votes on the Relevant Resolution and your votes will not be counted in calculating the required majority if a poll is called on the Relevant Resolution.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

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. Approval to issue 38,666,667 Shares as consideration to acquire 29% of the issued shares of Eyre Peninsula Minerals Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of prior issue of securities under the May 2016 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the issue of securities under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Participation of Stephen Bizzell or his associates in the issue of securities under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Participation of Andrew Martin or his associates in the issue of securities under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Participation of Chris Anderson or his associates in the issue of securities under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Participation of Geoffrey McConachy or his associates in the issue of securities under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of David Christensen or his associates 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)*.