

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 | 1) Fully paid Ordinary Shares
2) Unlisted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1) 44,668,684 Ordinary Shares
2) 15,000,000 Unlisted Options@\$0.05 expiring on 5 December 2019 |
| 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) | 1) Ordinary Shares fully paid, rank equally with existing ordinary shares
2) Unlisted Options@\$0.05 expiring on 5 December 2019 |

+ 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	Yes.
5	Issue price or consideration	1) 42,068,684 Ord Shares value of \$2,040,000 and 15,000,000 unlisted options@\$0.05 expiring 5Dec2019 as consideration for completion of acquisition of remaining 51% of EPM. 2) 2,600,000 Ord Shares @ \$0.03 per Share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	1) Consideration for completion of acquisition of remaining 51% of EPM approved by shareholders at AGM held on 25Nov2016. 2) Placement to Bizzell Capital Partners Pty Ltd approved by shareholders at AGM held on 25Nov2016.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	25 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A

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Appendix 3B
New issue announcement

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	44,668,864 Ordinary Shares 15,000,000 Unlisted Options@\$0.05 expiring 5Dec2019 Approved by shareholders at AGM held on 25Nov2016.																	
6f	Number of +securities issued under an exception in rule 7.2	N/A																	
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	120,698,465																	
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.	5 December 2016																	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 482,793,861	+Class Ordinary Shares																
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><td>Number</td><td colspan="2">+Class</td></tr><tr><td></td><td colspan="2">Ordinary Shares</td></tr><tr><td rowspan="3">15,000,000</td><td colspan="2">Unlisted Options</td></tr><tr><td>Exercise Price</td><td>Expiry</td></tr><tr><td>\$0.05</td><td>5 Dec 2019</td></tr><tr><td></td><td colspan="2"></td></tr></table>		Number	+Class			Ordinary Shares		15,000,000	Unlisted Options		Exercise Price	Expiry	\$0.05	5 Dec 2019			
Number	+Class																		
	Ordinary Shares																		
15,000,000	Unlisted Options																		
	Exercise Price	Expiry																	
	\$0.05	5 Dec 2019																	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A																	

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
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.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A

⁺ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
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	N/A

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

⁺ See chapter 19 for defined terms.

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
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 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

Entities that have ticked box 34(b)

- | | |
|---|---|
| 38 Number of +securities for which +quotation is sought | N/A |
| 39 +Class of +securities for which quotation is sought | N/A |
| 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? | <div style="text-align: center; padding-top: 10px;">N/A</div> |
- 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

+ See chapter 19 for defined terms.

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)	N/A					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>N/A</td><td></td></tr></table>	Number	+Class	N/A		
Number	+Class						
N/A							

⁺ 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.

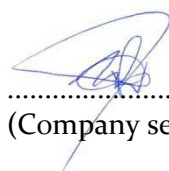
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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: 5 December 2016

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	216,725,610
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 - Number of partly paid +ordinary securities that became fully paid in that 12 month period	18,000,000 Ordinary Shares issued on 26 February 2016 as consideration for the acquisition of Sol Jar Property Pty Ltd approved by Shareholders. 2,340,914 NEDSP Shares issued pursuant to Non-Executive Directors Share Plan(for Non-Executive Directors to sacrifice 50% of their directors' fees to acquire Shares (NEDSP Shares), as approved by shareholder at AGM held on 26 November 2015 47,400,003 Placement Shares issued on 17 May 2016 as approved by Shareholders at EGM held on 30 June 2016. 600,001 Ordinary Shares on exercise of 600,001 performance rights issued under the Performance Rights Plan approved by shareholders at AGM on 30 November 2012. 38,666,667 Consideration Shares issued to EPM Shareholders for the acquisition of 29% of the issued shares of EPM, as approved by shareholders at GM held on 30 June 2016. 39,266,668 Ordinary Shares and 9,816,668 free attaching listed Options as part of a placement as approved by shareholders at GM held on 30 June 2016. 32,500 Exercise of Listed Options expiring 30 September 2016. 46,487,767 Exercise of Listed Options expiring 30 September 2016. 17,871,714 Shortfall of Underwritten Exercise of Listed Options expiring 30Sep2016. 10,733,333 Placement Shares issued on 21 October 2016 and subsequently approved by shareholders at AGM held on 25 November 2016.

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Appendix 3B
New issue announcement

Note: • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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>	42,068,684 Ord Shares issued on 5Dec2016 as consideration for completion of acquisition of remaining 51% of EPM as approved by shareholders at AGM held on 25 November 2016. 2,600,000 Placement to Bizzell Capital Partners Pty Ltd approved by shareholders at AGM held on 25Nov2016.
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	482,793,861
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	72,419,079
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 Nil Nil
“C”	Nil
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>	72,419,079

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Subtract “C” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.15] – “C”	72,419,079 <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>	482,793,861
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	48,279,386
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> <i>This applies to equity securities – 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>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</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i>	Nil
“E”	Nil
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>	48,279,386
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	48,279,386 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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