

ASX Announcement

16 September 2016

RENAISSANCE TAKEOVER OFFER UNCONDITIONAL

Emerald Resources NL (ACN 009 795 046) (**Emerald**) has today made its off-market takeover bid **UNCONDITIONAL** for all of the fully paid ordinary shares in Renaissance Minerals Limited (ACN 141 196 545) (**Renaissance**) (which it does not already own) (**Offer**), freeing the Offer of all of the remaining defeating conditions.

Details of the Offer are set out in the bidder's statement dated 19 August 2016 (**Bidder's Statement**).

The Offer remains open until **5pm (WST) on 26 September 2016** (unless extended), and Emerald urges Renaissance shareholders to accept the Offer to convert their shareholding in Renaissance to a shareholding in Emerald at the ratio of 1.55 Emerald shares for every 1 Renaissance share.

Attached is a notice under section 650F of the *Corporations Act 2001* (Cth) which provides that all defeating conditions have now been waived.

Emerald's voting power in Renaissance is 79.21% as at the date of this announcement.

This includes the acceptances of each of the independent Renaissance Directors who unanimously recommended that Renaissance shareholders accept the Offer, in the absence of a Superior Proposal.

Subject to Annexure A of the Bidder's Statement, Emerald will issue Emerald shares as soon as possible to Renaissance shareholders who have accepted the Offer.

For and on behalf of the EMR Board.

MORGAN HART
Managing Director

EMERALD RESOURCES NL (ACN 009 795 046)
NOTICE TO FREE OFFER FROM CONDITIONS UNDER SECTION 650F

To: 1. Renaissance Minerals Limited (ACN 141 196 545) (**Renaissance**)
78 Churchill Avenue
SUBIACO WA 6008

2. ASX Limited
Level 40, Central Park
152-158 St Georges Terrace
PERTH WA 6000

NOTICE THAT DEFEATING CONDITIONS TO TAKEOVER BID WAIVED

This is a notice dated 16 September 2016 given by Emerald Resources NL (ACN 009 795 046) (**Emerald**) in relation to the offer dated 24 August 2016 made under its off-market takeover bid to acquire all of the issued shares of Renaissance (which it does not already own) (**Offer**) pursuant to its bidder's statement dated 19 August 2016 (**Bidder's Statement**).

Capitalised terms which are not defined in this notice have the meaning given to them in the Bidder's Statement.

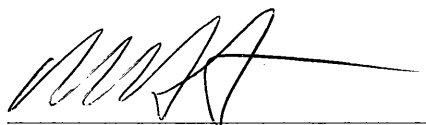
Pursuant to Section 650F of the Corporations Act 2001 (Cth) (**Corporations Act**), Emerald gives notice that all defeating conditions set out in Section 1.9 of Annexure A of the Bidder's Statement have been waived (so the Offer has become free of those conditions) as follows:

- (a) section 1.9(a) – 90% minimum acceptance condition;
- (b) section 1.9(b) – No Renaissance Material Adverse Changes;
- (c) section 1.9(c) – No material acquisitions, disposals or new commitments;
- (d) section 1.9(d) – No material litigation; and
- (e) section 1.9(e) – No Renaissance Prescribed Occurrences.

Accordingly, the Offer is now unconditional.

For the purposes of Section 650F(2)(b) of the Corporations Act, at the time of giving this notice, Emerald's voting power in Renaissance is 79.21%.

Signed on behalf of Emerald Resources NL



Morgan Hart
EMERALD RESOURCES NL

EMERALD RESOURCES NL (ACN 009 795 046)

NOTICE REGARDING THE STATUS OF CONDITIONS PURSUANT TO SECTION 630(3) OF THE CORPORATIONS ACT

- To:
1. Renaissance Minerals Limited (ACN 141 196 545) (**Renaissance**)
78 Churchill Avenue
SUBIACO WA 6008
 2. ASX Limited
Level 40, Central Park
152-158 St Georges Terrace
PERTH WA 6000

Emerald Resources NL (ACN 009 795 046) (**Emerald**) gives notice for the purposes of Section 630(3) of the Corporations Act that:

- (a) on 16 September 2016, Emerald declared its off-market takeover offer (**Offer**) for all the fully paid, ordinary shares of Renaissance (which it does not already own) made in its bidder's statement dated 19 August 2016 (**Bidder's Statement**) to be free from all the defeating conditions set out in Section 1.9 of Annexure A of the Bidder's Statement; and
- (b) as at the date of this notice, so far as Emerald knows, the conditions set out in Section 1.9(a) – (e) of Annexure A of the Bidder's Statement have not been fulfilled but, at the time of lodging this notice, none of the events referred to in those conditions has occurred.

Emerald confirms that, at the time of this notice, the voting power of Emerald in Renaissance is approximately 79.21%.

Capitalised terms which are not defined in this notice have the meaning given to them in the Bidder's Statement.

Dated: 16 September 2016.

Signed on behalf of Emerald Resources NL



MORGAN HART
EMERALD RESOURCES NL