



29 July 2013

Dear Shareholder,

### **Invitation to Participate in Share Purchase Plan**

On 23 July 2013, Renaissance Minerals Limited (**Renaissance** or **Company**) announced a placement of up to 44.0 million fully paid ordinary shares in the capital of the Company (**Shares**) at \$0.05 per Share to professional and sophisticated investors to raise approximately \$2.2 million before costs of the issue (**Placement**).

The Board of Directors of Renaissance are now pleased to offer eligible shareholders the opportunity to participate in a Share Purchase Plan (**Plan**) to acquire additional Shares at the same issue price of \$0.05 per Share as that paid by investors under the Placement on the terms and conditions (**Terms and Conditions**) enclosed with this letter.

### **Shareholders Eligible to Participate in the Plan**

The right to participate in the offer under the Plan is optional and is available exclusively to shareholders who are registered as holders of Shares at 5pm (WST) on the Record Date of 22 July 2013 and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

### **Share Purchase Plan**

The Plan is intended to raise a maximum of \$500,000 and entitles Eligible Shareholders, irrespective of the size of their shareholding, to purchase up to \$15,000 worth of Shares at a price of \$0.05 per Share (**Offer**).

The issue price of \$0.05 represents a 9% **discount** to the volume weighted average price (**VWAP**) of the Company's Shares on the Australian Securities Exchange (**ASX**) during the 5 trading days immediately prior to the announcement date of the Offer (being 23 July 2013). The issue price of the Offer also represents a 8% discount to the VWAP of the Shares on the ASX during the 10 trading days immediately prior to the announcement date of the Offer.

The VWAP of Shares traded on the ASX during the 5 trading days immediately prior to the announcement date of the Offer was \$0.055 and the VWAP of Shares traded on the ASX during the 10 trading days immediately prior to the announcement date of the Offer was \$0.054.

An outline of the Plan is set out in this letter and the enclosed Terms and Conditions. An application form for the Plan (**Application Form**) and reply paid envelope are included in this package.

### **Current Projects**

Details of the Company's current activities are set out in the announcements made by Renaissance to the ASX and are available from the ASX, or Renaissance's website at [www.renaissanceminerals.com.au](http://www.renaissanceminerals.com.au).

The funds raised under the Plan will be used by the Company in conjunction with funds raised from the Placement (at the same price as the Plan) for its 100% owned Cambodian Gold Project, exploration on other Company projects and working capital.

### How much can you invest?

Eligible Shareholders may only acquire a maximum of \$15,000 worth of Shares under the Plan.

### Subscription and Application Procedure

If you would like to participate in the Offer, you can either:

- complete the enclosed Application Form and send it together with your payment by cheque made payable to “Renaissance Minerals Limited” and drawn in Australian currency for the correct amount, to Renaissance’s share registry, Security Transfer Registrars Pty Ltd, at 770 Canning Highway, Applecross, WA 6153, Australia, to be received by the share registry no later than **5pm (WST) on the Closing Date of 21 August 2013**. No late applications will be accepted.
- Or, make a BPAY<sup>®1</sup> payment from your cheque or savings account by using the Biller Code and Reference Number shown on your Application Form which is required to identify your holding. If you have multiple holdings you will have multiple BPAY Reference Numbers. To ensure you receive your Shares under the Offer in respect of that holding you must use the specific Biller Code and Reference Number shown on each personalised Application Form when paying for any Shares that you may wish to apply for in respect of that holding. If you inadvertently use the same Reference Number for more than one of your applications, you will be deemed to have applied only for that application to which that Reference Number applies and any excess amount will be refunded. **If you make your payment using BPAY<sup>®</sup> you do not need to return your Application Form.** New Zealand holders will not be able to make a payment using BPAY<sup>®</sup>. Payments made by BPAY<sup>®</sup> received after **5pm (WST) on 21 August 2013** will not be accepted. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

Applicants should not forward cash and direct bank transfers are not permitted.

Eligible Shareholders may participate by selecting only one of the following offers to purchase Shares under the Plan:

	Total amount payable at \$0.05 per Share	Number of Shares which may be purchased
Offer A	\$15,000	300,000
Offer B	\$10,000	200,000
Offer C	\$5,000	100,000

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<sup>1</sup> ® Registered to BPAY Pty Ltd, ABN 69 079 137 518

Once an application has been made it cannot be revoked. All valid applications shall be deemed accepted if received before the **Closing Date of 5pm (WST) on 21 August 2013**. If the exact amount of money is not tendered with your application, Renaissance reserves the right to either:

- (i) return your Application Form and/or payment and not allot any Shares to you; or
- (ii) allot to you the number of Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund the excess application money to you by cheque as soon as possible, without interest.

The maximum investment any shareholder may apply for will remain \$15,000 even if a shareholder receives more than one Offer (whether in respect of a joint holding or because the shareholder has more than one holding under a separate account).

### **Custodians and Nominees**

Eligible Shareholders who hold Shares as Custodian or Nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiary**) may apply for up to a maximum amount of A\$15,000 worth of Shares in respect of each Beneficiary who is resident in Australia or New Zealand, subject to providing a Custodian Certificate to the Company, as described in the Terms and Conditions enclosed with this letter. Please refer to the Terms and Conditions for more details.

### **Acceptance of Risk Factors**

On the last trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on ASX was \$0.055. The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued to you as a result of your application under this Offer.

By making an application under this Offer and applying for Shares under the Plan, each Eligible Shareholder will be acknowledging that although the purchase price is at a discount to the 5 Day VWAP, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the Plan may rise or fall accordingly.

The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to making an application under this Offer.

### **Additional Information and Important Dates**

The Offer cannot be transferred and the Directors of the Company reserve the right to reject, or scale back, on an equitable basis, any application. Shares allotted under the Plan will be issued no later than 10 business days after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

The maximum amount proposed to be raised under the Offer is \$500,000. The Company, however, reserves absolute discretion regarding the final amount raised under the Plan.

In the event of oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back applications on an equitable basis. Scale-back for Shares held by Custodians will be applied at the level of the underlying Beneficiary. Directors may in their absolute discretion decide to increase acceptances in the event of oversubscriptions.

If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

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## Foreign offer restrictions

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

## New Zealand Shareholders

The Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

## Shortfall Placement

In the event that less than 10,000,000 Shares are applied for, the shortfall may be placed at the discretion of the directors.

## Indicative Timetable

Record Date (5.00pm WST)	22 July 2013
Announcement Date of Plan	23 July 2013
Opening Date of Offer	31 July 2013
Closing Date of Offer	21 August 2013
Issue of Shares under the Plan	29 August 2013
Dispatch date for holding statements	29 August 2013
Quotation of Shares on ASX	30 August 2013

These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Entitlement and Acceptance Forms as early as possible.

Should you wish to discuss any information contained in this letter further, do not hesitate to contact Renaissance's Company Secretary, Mr Brett Dunnachie, on (08) 9286 6300 or email [admin@renaissanceminerals.com.au](mailto:admin@renaissanceminerals.com.au).

Yours faithfully



**Mr Brett Dunnachie**  
**Company Secretary**  
**RENAISSANCE MINERALS LIMITED**

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**RENAISSANCE MINERALS LIMITED**  
**ACN 141 196 545**  
**Shareholder Share Purchase Plan - Terms and Conditions**

**Purpose**

The purpose of the Shareholder Share Purchase Plan (**the Plan**) is to offer shareholders of Renaissance Minerals Limited (**Renaissance** or **Company**) the opportunity to acquire additional fully paid ordinary shares in the Company (**Renaissance Shares**) up to a maximum of \$15,000 (when combined with any shares issued under any share purchase plan in the 12 months preceding the date of the Plan) at an issue price of \$0.05. The issue price under the Plan represents a 9% discount to the volume weighted average trading price of Renaissance Shares during the period 5 trading days prior to the announcement of the Offer on the financial market operated by ASX Limited (**ASX**) without the need to pay brokerage costs and without the need for Renaissance to issue a Prospectus, upon such terms and conditions as the board of directors of Renaissance, in its absolute discretion, sees fit.

**Shareholders Eligible to Participate**

Holders of Renaissance Shares that are registered with an Australian or New Zealand address at the relevant record date are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan, unless such registered shareholder holds shares on behalf of another person who resides outside Australia or New Zealand. Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the Plan.

Participation in the Plan is optional and is subject to these Terms and Conditions. Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Renaissance Shares offered under the Plan).

An offer may, at the discretion of the directors of Renaissance (**Directors**), be made under the Plan once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12 month period is \$15,000. The Directors may also determine in their discretion the minimum amount for participation, the multiple of Renaissance Shares to be offered under the Plan and the period the offer is available to Eligible Shareholders.

**Custodians, trustees and nominees**

If you are an Eligible Shareholder and hold the Renaissance shares as a custodian (as defined in ASIC Class Order [CO 09/425] (refer below) (**Custodian**) or in any more specific ASIC relief granted to Renaissance in relation to the Plan), you may apply for up to the maximum of new Shares for each beneficiary for whom you act as custodian provided you annexe to your Application Form a certificate to Renaissance (**Custodian Certificate**) with the following information:

- that you held Renaissance Shares on behalf of one or more other persons who are resident in Australia or New Zealand (each a **Participating**

**Beneficiary**) at 5:00pm (WST) on 22 July 2013 who have subsequently instructed you to apply for Shares under the Plan on their behalf;

- the number of Participating Beneficiaries and their names and addresses;
- the number of Shares that you hold on behalf of each Participating Beneficiary;
- the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;
- that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act plus the application price for any other Renaissance Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$15,000;
- that a copy of the written offer document was given to each beneficiary; and
- where you hold shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of ASIC Class Order [CO 09/425] you are a 'custodian' if you are a registered holder that:

- holds an Australian financial services licence that allows you to perform custodian or depositary services or operate IDPS accounts;
- is exempt from holding an Australian financial services licence by virtue of Class Order [CO 03/184] or by relying on the Australian financial services licence of your master custodian under regulation 7.1.06(k) of the Corporations Regulations 2001;
- is a trustee of a self managed superannuation fund;
- is a trustee of superannuation master trusts;
- is a responsible entity of IDPS like schemes;
- is noted on the Company's register of members as holding the shares on account of another person.

If you hold Renaissance Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request Custodian Certificate and if you would like further information on how to apply, you should contact Security Transfer Registrars Pty Ltd at any time from 8.30am to 5.00pm (WST) Monday to Friday during the Offer period.

Renaissance reserves the right to reject any application for Renaissance Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. Renaissance reserves the right to reject applications in accordance with these Terms and Conditions.

#### **Price of Renaissance Shares**

The price of Renaissance Shares to be issued under the Plan will be \$0.05 per Renaissance Share, being a 9% discount to the VWAP of Renaissance Shares during the 5 trading days immediately prior to the announcement of the Offer.

#### **Applications and Notices**

At the discretion of the Directors, Renaissance will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Renaissance Shares under the Plan, and accompanied by these Terms and Conditions of the Plan and an Application Form. Applications will not be accepted after the closing date of the offer. Over subscriptions to an offer may be refunded without interest.

Notices and statements made by Renaissance to participants may be given in any manner prescribed by its Constitution.

#### **Placement of Shortfall**

Any shortfall from the Offer may be placed at the discretion of the Directors.

#### **Issue of Renaissance Shares**

Renaissance Shares to be issued under the Plan will be issued as soon as reasonably practicable after the closing date specified by the Directors of Renaissance in the relevant offer.

Renaissance Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in Renaissance from the date of issue.

Shareholding statements or CHES notification will be issued in respect of all Renaissance Shares issued under the Plan. The Company will, promptly after the issue of Renaissance Shares under the Plan, make application for those Renaissance Shares to be listed for quotation on the official list of ASX.

#### **Modification and Termination of the Plan**

Renaissance may modify or terminate the Plan at any time. Renaissance will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, Renaissance may issue to any person fewer Renaissance Shares than the person applied for under the Plan if the issue of the Renaissance Shares applied for would contravene any applicable law or the Listing Rules of ASX.

#### **Raising Amount and Scaleback**

The number of Shares that may be issued pursuant to this Offer is approximately 10,000,000 Shares and the amount to be raised is approximately \$500,000. The Company, however, reserves absolute discretion regarding the final amount raised under the Plan.

In the event of an oversubscription by the closing date the Directors may, in their absolute discretion, scale-back all applications on a pro-rata basis. If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

#### **Dispute Resolution**

Renaissance may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or Renaissance Shares. The decision of Renaissance in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

Renaissance reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of Renaissance under these conditions may be exercised by the directors of Renaissance or any delegate of the directors of Renaissance.

#### **Questions and Contact Details**

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser or Mr Brett Dunnachie, Company Secretary on (08) 9286 6300.

**SHARE PURCHASE PLAN APPLICATION FORM**

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**REGISTERED OFFICE:**  
 FREEMASONS BUILDING  
 181 ROBERTS ROAD  
 SUBIACO WA 6008  
 AUSTRALIA

**RENAISSANCE MINERALS LIMITED**

ABN: 90 141 196 545

**SHARE REGISTRY:**  
 Security Transfer Registrars Pty Ltd  
**All Correspondence to:**  
**PO BOX 535,**  
**APPLECROSS WA 6953 AUSTRALIA**  
 770 Canning Highway,  
 APPLECROSS WA 6153 AUSTRALIA  
 T: +61 8 9315 2333 F: +61 8 9315 2233  
 E: registrar@securitytransfer.com.au  
 W: www.securitytransfer.com.au

Code:

Holder Number:

Record Date:

**NON-RENOUNCEABLE SHARE OFFER CLOSING AT 5.00PM WST ON 21 AUGUST 2013**

(1) I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary Shares which will be issued in accordance with the Share Purchase Plan (SPP) and the Constitution of the Company as stated below: *(please mark "X" to indicate one choice only)*

		TOTAL SUBSCRIPTION AMOUNT @ \$0.05 PER SHARE	NUMBER OF SHARES
OFFER A - maximum amount	<input type="checkbox"/>	<input type="text" value="\$15,000.00"/>	<input type="text" value="300,000"/>
OFFER B	<input type="checkbox"/>	<input type="text" value="\$10,000.00"/>	<input type="text" value="200,000"/>
OFFER C	<input type="checkbox"/>	<input type="text" value="\$5,000.00"/>	<input type="text" value="100,000"/>

- (2) I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).
- (3) I/We hereby authorise you to place my/our name(s) on the register of members in respect of the New Securities allotted to me/us.
- (4) I/We agree to be bound by the Constitution of the Company and the terms of the SPP.
- (5) I/We hereby agree to accept any lesser number of new Shares applied for.
- (6) I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP (being a maximum of \$15,000.00 worth of Shares) does not exceed \$15,000.00 taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including other beneficial interests. **Limit on Participation and Custodian Certification- see overleaf for details.**
- (7) My/Our contact details in case of enquiries are:

**NAME**

**TELEPHONE NUMBER**  
 (   )

**EMAIL ADDRESS**

**BPAY PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.**

<p><b>PAYMENT INFORMATION - Please also refer to payment instructions overleaf.</b></p>		<p><b>REGISTRY DATE STAMP</b></p>
	<p>Billers Code: 159483                  Ref: <input type="text"/></p>	<p><b>CHEQUE/MONEY ORDER</b>                  All cheques (expressed in Australian currency) are to be made payable to <b>RENAISSANCE MINERALS LIMITED</b> and crossed "Not Negotiable".</p>
<p><b>BPAY®</b> this payment via internet or phone banking.                  Your <b>BPAY®</b> reference number is unique to this offer and is not to be used for any other offer.</p>		
		<p>E &amp; O.E.</p>

**PAYMENT INSTRUCTIONS**



Bill Code: 159483

**BPAY®** this payment via internet or phone banking. Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

**You do not need to return this form if you have made payment via BPAY.**

**Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.**



**CHEQUE/MONEY ORDER**

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd  
PO Box 535, APPLECROSS WA 6953.

**Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on the closing date.**

**CERTIFICATION**

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

**LIMITATION ON PARTICIPATION**

The maximum subscription limitation of \$15,000.00 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

**CUSTODIAN CERTIFICATION**

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to RENAISSANCE MINERALS LIMITED. If you did not receive a custodian certificate, contact Security Transfer Registrars Pty Limited. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Security Transfer Registrars Pty Limited.

**ENQUIRIES**

All enquiries should be directed to the Company's share registry:

**Security Transfer Registrars Pty Ltd**

**PO Box 535, Applecross WA 6953 AUSTRALIA**

**770 Canning Highway, Applecross WA 6153 AUSTRALIA**

**Telephone +61 8 9315 2333**

**Facsimile +61 8 9315 2233**

**Email [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)**

**PRIVACY STATEMENT**

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them at the address on this form.