



TAYLOR COLLISON

Sharebrokers and Investment Advisers
www.taylorcollison.com.au

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The Company Announcements Platform
ASX Limited

For immediate release to the market

ON-MARKET CASH OFFER FOR ROYALCO RESOURCES LIMITED

BY

FITZROY RIVER CORPORATION LIMITED

Unconditional Cash Offer

Taylor Collison Limited (**Taylor Collison**) announces that it will, on behalf of **Fitzroy River Corporation Limited (ABN 75 075 760 655) (Fitzroy)**, pursuant to section 635 of the *Corporations Act 2001* (Cth) (**Act**), offer to acquire on-market for 18 cents per Target share (**Offer Price**) all of the fully paid ordinary shares in Royalco Resources Limited (ABN 53 096 321 532) (**Target**) which are listed for quotation on the official list of the Australian Securities Exchange (**ASX**) that exist or will exist at any time during the Offer Period (defined below) and that are not already owned by Fitzroy and its associates (**Offer**).

Key features of the Offer

The Offer is an on-market offer and therefore unconditional with payment of the consideration in cash. The key features of the Offer are:

- it is an on-market unconditional Offer of 18 cents per Target share;
- cash payment will be made on a T + 2 basis;
- Taylor Collison will accept, on behalf of Fitzroy, all Target shares offered to it at the Offer Price from today until the conclusion of the Offer Period; and
- the Offer Period may be extended in accordance with the Act.

Acquisition of Target shares before Offer Period

From the time of this announcement and ending at the close of trading on ASX on 5 December 2016 (unless the Offer is withdrawn or extended in accordance with the Act), Taylor Collison will accept, on behalf of Fitzroy, every Target share offered to it on-market at the Offer Price to a maximum of 44,840,683 Target shares.

Under the Offer Taylor Collison will purchase up to a maximum of 44,840,683 Target shares (being all of the Target shares not already owned by Fitzroy and its associates) plus any additional Target shares issued and quoted on ASX during the Offer Period.

Payment for Target Shares and Brokerage

Payment for Target shares will be made on a T+2 basis in accordance with the usual rules for settlement of transactions which occur on-market with ASX.

As the Offer will be capable of acceptance only by holders of Target shares selling through brokers who are participants of ASX, all Target shares to be purchased by Fitzroy will be purchased on-market only during official ASX trading days.

Any brokerage charged by brokers acting for holders of Target shares wishing to sell their Target shares will be the sole responsibility of the Target shareholders. Fitzroy will bear its own brokerage costs on any purchases of Target shares made on-market.

Offer Period

Taylor Collison will stand in the market on behalf of Fitzroy and accept Target shares offered to it at the Offer Price from the date and time of this announcement. However, the Offer will be made during the period commencing 3 November 2016 (being the first trading day after the end of 14 days after the date of this announcement) and ending on 5 December 2016 (**Offer Period**), unless extended by Fitzroy under the Act.

Bidder's Statement

In accordance with section 635 of the Act, a Bidder's Statement will today be served on Target. Copies of the Bidder's Statement will also be sent to ASX and lodged with the Australian Securities and Investments Commission (**ASIC**). A copy of the Bidder's Statement will be sent to holders of Target shares before the commencement of the Offer Period.

Variation of Offer

The Offer Period may be extended and the Offer Price may be increased in accordance with the Act.

At any time before the end of the Offer Period, Fitzroy reserves the right to withdraw, or to make an application to ASIC to withdraw, unaccepted Offers, to the extent permitted by the Act.

Target shares

The Target shares the subject of the Offer are fully paid ordinary shares in the capital of Target, which are currently on issue, and any other Target shares that are issued before the end of the Offer Period.

Immediately prior to the making of this announcement:

- (a) as far as Fitzroy is aware, Target had a total of 52,714,183 Target shares on issue; and
- (b) Fitzroy and its associates had a relevant interest in 7,873,500 Target shares representing approximately 14.94% of the total number of Target shares.

Signed for and on behalf of Taylor Collison



Robert Fraser

Director of Taylor Collison Limited