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Company Announcements Office
ASX Limited

FITZROY RIVER CORPORATION ANNOUNCES TAKEOVER OFFER FOR ROYALCO RESOURCES

Fitzroy River Corporation Limited (**ASX: FZR**) (**Fitzroy** or the **Company**) announces it intends to make an off-market takeover offer (**Offer**) to acquire Royalco Resources Limited (**ASX: RCO**) (**Royalco**).

The Offer is 24 cents cash (**Offer Price**) for each Royalco share not currently owned by Fitzroy and values 100% of Royalco at approximately \$12.65 million.

Fitzroy already owns 47.76% of Royalco.

The shares the subject of this Offer comprise approximately 27.53m Royalco shares (**Shares**) that are currently held by:

- 3 substantial shareholders who control approximately 23.78m shares representing 45.11% of Royalco's issued share capital; and
- approximately 160 smaller shareholders who control approximately 3.75m shares representing 7.13% of Royalco's issued share capital.

The Offer Price of 24 cents values the Shares the subject of the Offer at approximately \$6.61 million.

The Offer will be subject to the following defeating conditions:

- a minimum acceptance condition of 90%;
- a market fall condition; and
- no prescribed occurrences occurring during the offer period.

The Chair of Fitzroy, Malcolm McComas said:

"Fitzroy's Offer represents a 20% premium to Royalco's 3 and 6 month VWAP and provides Royalco shareholders with a liquidity event to sell all their shares, compared to the infrequent and low volume trades of Royalco shares on ASX."

For further information:

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