



# Crescent receives A\$120m support for growth

26 March 2007

By Electronic Lodgement

Company Announcements Office  
Australian Stock Exchange Limited  
2 The Esplanade  
PERTH WA 6000

ASX Code: *CRE*  
TSX Code: *CRA*  
FFT Code: *CRE5*

## SHARE INFORMATION

ASX Share Price: *A\$0.38*  
Issued Shares: *249.2m*  
Market Cap: *A\$94.7m*  
Options unlisted: *56.7m*

## FULLY DILUTED BASIS

Shares: *305.9m*  
Cash on dilution: *A\$12.7m*

## RESOURCES

Indicated: *0.95m ozs*  
*20.1mt*  
*1.5g/t*  
Inferred: *0.48m ozs*  
*10.4mt*  
*1.4g/t*

## RESERVES

Probable: *0.40m ozs*  
*7.6mt*  
*1.7g/t*

## RESOURCE

Market Cap/oz: *A\$66/oz*

## RESERVE

Market Cap/oz: *A\$237/oz*

## CONTACT DETAILS

L5 89 St Georges Terrace  
Perth WA 6000  
Phone: +61 8 9322 5833  
Fax: +61 8 9322 5866  
info@crescentgold.com  
www.crescentgold.com  
ABN 49 087 360 996

Crescent Gold Limited ("Crescent") is pleased to announce that its future growth strategy is to be backed by a strategic alliance with Deutsche Bank AG (acting through its London branch) ("DB"). The strategic alliance, arranged by Capstone Capital, is via a private placement to DB (or a member of its group) of 315,789,474 ordinary shares in Crescent at A\$0.38 cents per share for A\$120m cash. Following the placement, DB will have a voting interest in Crescent of 51.75% on a fully diluted basis.

The proceeds of the placement will be used to advance exploration and development activities on Crescent's Laverton Gold Project and to accelerate broader growth strategies. The alliance will enable Crescent to benefit from DB's broad global platform, access to capital and further growth opportunities.

The placement is subject, amongst other conditions, to DB's satisfactory completion of due diligence and both parties obtaining various regulatory and other approvals, including the approval of Crescent's shareholders, OSC, TSX, ASIC and ASX.

The Board of Directors recommend that shareholders accept the offer by or on behalf of DB to invest A\$120M for the issue of 315,789,474 ordinary shares at \$0.38 cents per share. The conditions to the offer which need to be satisfied are as set out in the copy of Crescent's invitation to DB to participate in the placement annexed to this announcement.

Crescent anticipates distributing shareholder documentation in relation to the placement, including the timing of the extraordinary general meeting which will be required for approval of the placement, in April.

Information on Crescent Gold Limited and technical reports on the Laverton Gold Project can be found on the company's website [www.crescentgold.com](http://www.crescentgold.com).

For further information please contact Hayley Patton on +61 8 9322 5833 in Australia or Renee Brickner in Canada +1.604.687.0072, fax +1.604.687.4770.

Regards

## CRESCENT GOLD LIMITED

**Andrew Haythorpe**  
Managing Director

**Julian Tambyrajah**  
CFO & Company Secretary



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 Level 5, 89 St Georges Terrace  
 Perth WA 6000, Australia  
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 Website: [www.crescentgold.com](http://www.crescentgold.com)  
 ABN: 49 087 360 996

23 March 2007

Deutsche Bank AG, London Branch  
 Attn: Mr. Renato Barbieri  
 Floor 2, Winchester House  
 1 Great Winchester Street  
 London UK EC2N 2DB

Dear Sirs,

Crescent Gold Limited ("Crescent") is pleased to offer Deutsche Bank AG ("the Subscriber") the opportunity to (either directly or through a related entity) subscribe for 315,789,474 listed ordinary shares in Crescent at \$0.38 per share, on the basis that the capital structure of Crescent at the time of subscription will be as set out in the following table:

Class of security	Number of securities currently outstanding	Number of Ordinary Shares subscribed for	Expanded capital	Subscriber's post-subscription voting interest	Subscription Price per share	Total Subscription Price
Ordinary shares	248,180,712	315,789,474	563,970,186	55.99% (Undiluted)	A\$0.38	A\$120,000,000
Options	46,200,000	-	46,200,000	n/a	n/a	n/a
Diluted shares	294,380,712	315,789,474	610,170,186	51.75% (diluted)	n/a	n/a

**Key Terms of the invitation are as follows:**

- (a) The proposal set out in the invitation in this Letter Agreement has been approved by the directors of Crescent and, if accepted, directors will unanimously recommend that shareholders vote in favour of the proposal. The invitation is open for a limited time and will close on Sunday 25 March 2007 at 5pm Perth time.
- (b) Upon signing of this Letter Agreement by both parties, this Letter Agreement remains in place until a Placement Agreement can be executed to document in detail the key terms and conditions as outlined below. If a Placement Agreement is not signed by 13 April 2007, this Letter Agreement automatically terminates.

The invitation is subject to the following conditions:

- (i) execution by 13 April 2007 of a Placement Agreement in a form satisfactory to the Subscriber (in its absolute discretion). An initial draft of the Placement Agreement will be provided by the Subscriber;
  - (ii) Crescent obtaining consent to this proposed placement from Investec Bank (Australia) Limited pursuant to Crescent's Facility Agreement;
  - (iii) Crescent holding a general meeting of shareholders and gaining all necessary approvals to issue the above ordinary shares, which approval must satisfy any relevant compliance requirements, including but not limited to:
    - a) requirements of and under ASIC policy statements (which may include the commissioning of an Independent Expert's Report);
    - b) requirements of the ASX Listing Rules;
    - c) requirements pursuant to the Corporations Act 2001; and
    - d) requirements of the Toronto Stock Exchange and pursuant to the Ontario Securities Legislation and the requirements of the Frankfurt Stock Exchange.
  - (iv) the Subscriber (1) completing (to its satisfaction) any further due diligence the Subscriber deems necessary and (2) obtaining all internal approvals. Crescent agrees to comply promptly with all reasonable requests from the Subscriber for information and access to undertake due diligence;
  - (v) approval being obtained where necessary in the jurisdiction of the Subscriber by any relevant stock exchange and Companies regulatory bodies and meeting any applicable legal requirements pursuant to the relevant Corporations (or Companies) Legislation;
  - (vi) the Subscriber obtaining any required offshore investment and shareholder approvals in the jurisdiction of the Subscriber; and
  - (vii) the Subscriber gaining the necessary approvals from the Australian Foreign Investment Review Board ("FIRB") of its proposed acquisition of shares in accordance with the Foreign Acquisitions and Takeovers Act.
- (d) Costs and expenses of the transaction as incurred by the Subscriber in connection with the transaction will be borne by Crescent in addition to the costs incurred directly by Crescent.
- (e) Crescent agrees that it will submit any ASX or media announcements in relation to this Letter Agreement and the placement of the shares contemplated in this invitation to the Subscriber for review and comment and agrees to incorporate the Subscriber's comments on the content and timing of any such announcements prior to release.

Full terms regarding the Subscriber's subscription for shares will be included in a Placement Agreement, to be executed by the Subscriber and Crescent by 13 April 2007.

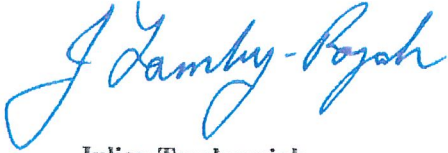
If you have any questions in relation to this letter, please contact Julian Tambyrajah of Crescent on +61 8 9322 5833.

Please return this letter to:

**Julian Tambyrajah**  
**Crescent Gold Limited**  
**GPO Box Z5292**  
**Perth WA 6831**

Return a signed copy of this letter (on the above fax) by 5pm Perth time, Sunday 25 March 2007.

Yours sincerely  
Signed for and on behalf of Crescent Gold Limited



**Julian Tambyrajah**  
Chief Financial Officer  
& Company Secretary



**Roland Hill**  
Acting Chairman  
& Non Executive Director

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*I/We agree to the terms of this Letter Agreement set out above.*

Signed for and on behalf of Deutsche Bank AG, London Branch

Name: Renatto G. Barbieri

Name: Martin E. Belvisi

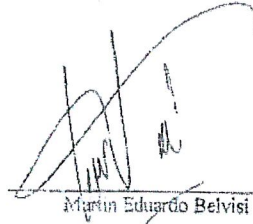
Position: Managing Director

Position: Managing Director

Signature:



Signature:

  
Martin Eduardo Belvisi

Date: 23 March 2007

Date: 23 March 2007