



16th October 2018

HAITI – Revised Terms of Acquisition

- **3D Resources Ltd executes new acquisition agreements to acquire 100% ownership of Haitian gold projects**
- **Acquisition still subject to conditions precedent yet to be fulfilled**
- **Haitian partners to receive a net profit interest**

3D Resources Limited (**The Company**) is pleased to announce that Haiti Gold Aust Pty. Ltd. (a wholly owned subsidiary of the Company) (**HGA**) has executed a new acquisition agreement that subject to completion of conditions precedent secures the Company's gold projects in Haiti. Completion of the acquisition will provide the Company with the control it needs to manage the technical and commercial aspects of project development. Under the agreement, Sono Global Holdings Inc (**SGH**) and Resource General Corporation Inc (**RGC**) (the vendors under the new acquisition agreement and also the Company's former Haitian partners) will receive a 25% Net Profit Interest, thereby providing much the same level of financial return to the Haitian partners and the Company, but leaving the Company with effective control of the projects.

The new acquisition agreement is subject to conditions precedent including approval by the Bureau des Mines Et L'Energie in Haiti and restructuring of a debt facility relating to the projects, with conditions presently requiring satisfaction by 31 October 2019.

BACKGROUND

As previously announced, the Company had experienced difficulties under the former agreements to acquire an interest in these projects that lead to termination of the original agreements. Notwithstanding these problems, the Company recognised that the Haitian projects held the potential for a commercially attractive investment.

Work done by the Company since the original acquisition which was announced in April 2017 has demonstrated the potential of these two projects. The Company facilitated a preliminary economic assessment being completed by independent engineering groups with a view to confirming that potential viability and setting the parameters for the work to be carried out in the Feasibility Study. These studies satisfied the Company that its views of the project merits were correct.

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NEW ACQUISITION AGREEMENT

The Company's subsidiary, HGA, has executed a new acquisition agreement retaining largely similar financial terms with its Haitian partners as the Company's former agreements but with an amended management and ownership structure. Once the conditions precedent are met, and the agreement completes, the Company will obtain effective ownership and control of these projects. The agreement also sets milestones and performance hurdles tied to the government approval process which is therefore more achievable.

The key terms of the agreement include:

- On completion, HGA acquires 100% ownership of the two Haitian Companies: Ayiti Gold Company S.A, which holds the Grand Bois project, and Delta Societe Miniere S.A, which holds Morne Bossa project. It will also acquire a British Virgin Island holding company Haiti Gold (BVI) Inc.
- The Company has agreed to grant a 25% Net Profit Interest to RGC and SGH and has agreed to issue, subject to completion occurring, 25,000,000 shares in the Company.
- HGA and RGC will jointly negotiate a release of a liability owed by RGC to a third party of approximately US\$1,338,000 on terms acceptable to HGA and RGC.
- HGA has committed to the following timeframes to evaluate and develop the projects:
 - Completion of a feasibility study for each project within 12 months of government approval to resume mining activities at the projects
 - Commencement of construction of the first mine within 2 years grant of exploitation permits for both projects
 - Targeted production within 18 months of construction
- In the event of termination for any reason, HGA is to be refunded its investment and HGA will transfer ownership of the projects to RGC and SGH.

The key consideration provided to RGC and SGH can be summarised as follows:

Consideration to RGC and SGH and Related	Comments
On Completion, the Company will issue:	Ordinary Shares in 3D Resources
- 12,500,000 3D Resources Shares to RGC - 12,500,000 3D Resources Shares to SGH.	The SGH Shares are to be subject to a holding lock
Renegotiation of RGC's Liability of US\$1,338,000 to a third party	
US\$100,000 on the renegotiation of an Agreement of Third Party Agreements	
US\$200,000 the Grant of an Exploitation License for the Grand Bois Project	
US\$10,000 Service Fee	For a period of 3 years with potential extension for 2 years
Payment of a 25% Net Profit Interest in the Project	This is generally consistent with RGC and SGH Equity interest under former agreements.

As previously announced, the Morne Bossa and Grand Bois projects were subject to certain pre-existing agreements with third parties. There is scope to renegotiate some of these and the Company has started that process. These pre-existing agreements included:

PRE-EXISTING AGREEMENTS	Note : Subject to possible renegotiation
(Subject to the possibility these will be renegotiated or bought out under pre-existing terms)	
Morne Bossa	
a) 1% Net Smelter Return and	
b) A payment of \$6.75Million out of Production	
Grand Bois	
a) 0.5% Net Smelter Return	
b) A 20% Net Profit Interest payable after capital and development costs are recovered.	
c) An existing obligation to pay \$3Million on completion of a positive Feasibility Study but include a deductible payment of \$100,000 per annum for as long as this feasibility study is incomplete. May be renegotiated.	

CONDITIONS PRECEDENT TO ACQUISITION

The new acquisition agreement is subject to fulfilment of certain conditions precedent including:

1. Approval of the transactions by the Bureau des Mines Et L'Energie;
2. The Bureau des Mines Et L'Energie not exercising its pre-emptive rights under the Mining Agreement to acquire the shares in the Haitian companies who own the projects; and
3. The parties successfully restructuring US\$1.338M debt owed by RGC in respect to the Morne Bossa project under a promissory note on terms which secure a release of liability to RGC.

These conditions have not yet been satisfied but discussions are advanced.

PROGRESS WITH THE NEW MINING LAW

A key reason for delays experienced by the Company under the former agreements was the suspension of mining activity imposed in Haiti due to its consideration of new Mining legislation. Recently (within the last month) Haiti appointed a new Prime Minister who has expressed his support for the mining industry and placed the new Mining legislation on the agenda for implementation by his government.

The Company is therefore optimistic that it will be able to resume mining activity at its Haitian gold projects in the near term, should the remaining conditions be satisfied, and the acquisition be completed.

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