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*Dissemination of a Regulatory Announcement that contains inside information according to REGULATION (EU) No 596/2014 (MAR).*

**StratMin Global Resources Plc**  
(“StratMin” or the “Company”)  
**Proposed Acquisition of Signature Gold Ltd**  
**& Suspension of Trading in the Company’s Shares**

**Proposed Acquisition**

StratMin Global Resources Plc (AIM: STGR) is pleased to announce the execution of a binding heads of agreement (“HoA”) with Signature Gold Ltd (“Signature”) for the acquisition of the entire issued share capital of Signature by the Company (the “Transaction”). The Transaction is subject to shareholder and regulatory approvals.

The board of directors of StratMin (the “Board”) has spent considerable time and effort evaluating opportunities across a range of industries. In consultation with significant shareholders over the last 6 months, StratMin determined to pursue as a priority the acquisition of projects in gold exploration and/or mining and has identified Signature as an attractive acquisition target.

Signature is a specialist Australian gold exploration company focused on large-scale Intrusive Related Gold System (“IRGS”) assets in Queensland, Australia. In addition, Signature holds the option to acquire the Kasperske Hory gold project in the Czech Republic. This is a high grade IRGS deposit with an established initial 1.5M+ oz Au JORC compliant resource with an average 7.29g/t Au grade. It is owned by Elbrus Resources Limited (“Elbrus”), an Isle of man incorporated holding company.

StratMin engaged independent experts to produce a Competent Persons Report on Signature’s Australian portfolio, including a summary valuation. This report was completed in December 2016 and valued the Signature portfolio at AUD21m (approximately GBP12.75m).

The Signature portfolio has been carefully assembled and progressed over a number of years into a development pipeline of at least half a dozen projects. Approximately AUD\$15 million worth of exploration expenditure has been incurred to date, generating a substantial database of geochemical and geophysical testing results, structural mapping of systems and over 20,000 meters of drilling. This program has included pioneering work in the identification and delineation of large-scale intrusive related gold systems in Queensland, Australia. It has also resulted in recognition by the Australian Federal Government and accreditation of Signature’s technical program under the Australian Federal Government R&D Tax Incentive Scheme, which provides a cash rebate to the Company of 43.5% of all qualifying expenditure, giving Signature a significant cost advantage in development of the portfolio. It is StratMin’s objective for Signature to become one of the world’s lowest dollar-per-ounce of discovery cost gold exploration businesses.

**Suspension of Trading in the Shares**

The Transaction will constitute a reverse takeover (“RTO”) under the AIM Rules for Companies (the “AIM Rules”) and therefore, in accordance with rule 14 of the AIM Rules, will require the publication of an AIM admission document (“Admission Document”) and approval of shareholders of the Company at a general meeting. Also in accordance with rule 14 of the AIM Rules, trading in the

Company's ordinary shares of 0.1 pence each ("Ordinary Shares") will be suspended on AIM until the publication of the Admission Document. While the Company will seek to publish the Admission Document as soon as possible, the timing of this cannot yet be accurately forecast.

Following completion of the Transaction, the Company will no longer be classified pursuant to rule 15 of the AIM Rules as an AIM Rule 15 cash shell.

### **Additional Information on Signature and Elbrus**

The Competent Persons Report on the portfolio includes an assessment of the development budget proposed by Signature to complete additional drilling, JORC resource definition and feasibility studies on the lead project in the portfolio.

The budget, prior to consideration of tax offsets available under the R&D Tax Incentive Scheme, totals AUD5.9m (approximately GBP3.6m). It is a comprehensive budget including all corporate and administrative costs. The estimated funding support available with Signature's R&D accreditation, calculated by Signature's management, based on rebates received over the last three years, is AUD2.25m within the twenty-four-month budget period. This will leave a funding requirement of circa AUD3.65m (approximately GBP2.2m) to be met by existing cash resources and new debt or equity funding.

In addition, the estimated cost to complete option payments and Signature's portion of the bankable feasibility study on the Kasperske gold project held by Elbrus, as supplied by Elbrus management, is a combined US\$1.75m or approximately GBP1.45m. The total funding requirement for the combined portfolio to complete feasibility studies on the lead asset in the Signature portfolio and a definitive feasibility study of the Kasperske deposit, is GBP3.65m.

Signature has over 150 shareholders, including institutional investors from the UK, Australia, Singapore and Hong Kong. Signature's Board and Management team have exceptional expertise in gold from exploration and development of assets to building and operating gold mines.

Elbrus is a private company controlled by majority shareholder Gordon Toll. Mr Toll is a highly regarded resources industry executive most well known as the founding Chairman of ASX listed Fortescue Metals Group Limited, the world's fourth largest iron ore producer.

It is noted that StratMin Director and CEO, Brett Boynton, is a director and significant shareholder in Signature and the companies each appointed and empowered an Independent Transaction Committee to this transaction to ensure any related party conflict is appropriately managed. The Transaction will constitute a related party transaction under rule 13 of the AIM Rules, and further disclosures on this will be made in the Admission Document.

### **Summary Transaction Terms**

- a) An option fee of US\$250,000 (the "Option Fee") payable on signing the HoA. The Option Fee is non-refundable unless StratMin or its advisors identify an unresolvable barrier to the Transaction resulting in the Parties being unable to complete the Transaction or there is a material breach of the HoA by Signature resulting in the Parties failing to complete the Transaction.

- b) In consideration for the acquisition of Signature, StratMin will issue equity to the value of up to GBP9.5 million to be allocated pro rata to the Signature shareholders in two tranches as follows:
- (1) GBP5.5 million in Ordinary Shares at a price of 2p per share (“Tranche 1”); and
  - (2) A further GBP4.0 million in Ordinary Shares upon completion of a JORC 2012 compliant resource on Signature’s lead project, identified in the budget and reviewed and commented on by the independent expert in the Competent Persons Report (“Tranche 2”).
- ii) The Tranche 2 Ordinary Shares will be issued to Signature shareholders who were recipients of Tranche 1 shares and who remain shareholders with a minimum holding of their entire Tranche 1 allocation (“Qualifying Shareholding”). Tranche 2 shares will be issued to shareholders who have a Qualifying Shareholding, in proportion to their holdings at the date of announced completion of the Tranche 2 issuance requirements. Shareholders who cease to have a Qualifying Shareholding at such date shall forfeit their right to receive Tranche 2 shares.
  - iii) Tranche 2 shares will be issued at the greater of the 30-day volume weighted average price of the shares of StratMin prior to announcement of the Tranche 2 issuance requirements, or a 25% premium to the price of the Tranche 1 shares.
  - iv) Issuance of the Tranche 2 shares is subject to the completion of the required JORC 2012 report within 24 months of the effective date under the Scheme.
- c) For the purposes of the Transaction, the Parties agree that StratMin will be deemed to have a value of GBP3.538m, which is the equivalent of 2p per share. Accordingly, existing StratMin shareholders will represent 39.15% and Signature shareholders 60.85% of StratMin post issue of the Tranche 1 Acquisition Shares and prior to any new equity capital issued for cash if raised.

#### **Additional Features of the Transaction**

StratMin intends to acquire the entire issued share capital of Signature in return for new Ordinary Shares to be issued by StratMin to Signature shareholders by way of a “scheme of arrangement” under Australian company law. Signature has granted StratMin a period of 30 days to complete final confirmatory due diligence after which a binding Scheme Implementation Agreement will be executed as soon as practically possible. The Transaction has the unanimous support of the Signature board. The Signature board currently hold over 50% of the issued capital of the company.

#### **Post Transaction Board Changes**

The Parties have agreed to the appointment to the Board at the completion of the Transaction, two new Directors nominated by Signature and for the total number of Directors on the Board not to exceed five. Subject to any approvals required and normal due diligence procedures, the Directors nominated by Signature will be Mr. Peter Prentice and Mr. Bruce Fulton (the “Proposed Directors”), both currently Directors of Signature.

- i) Mr Bruce Fulton is a dual New Zealand and Australian national with international experience as a geologist and resource company executive with major gold and metal producers. Mr Fulton has a particular expertise in Intrusive Related Gold Systems with

operational experience in Canada, Australia and South East Asia in leadership positions with companies such as Dominion Mining, Placer Dome and Plutonic Resources. Mr. Fulton was the Chief Geologist at the Porgera gold mine, an IRGS gold deposit, which, at the time it was producing over 1 million ounces of gold per annum and was one of the largest mines in the world. Mr Fulton is the founder and Chairman of Ophir Partners, a consulting group focused on the resources industry, which he started following his successful technical career. Mr. Fulton is currently a Director of Signature and has held numerous Directorships of public and private companies.

- ii) Mr Peter Prentice is a dual British and Australian national with extensive experience as a mining engineer and resources company executive. He is currently Managing Director of the Agripower group of companies, a private equity funded group involved in mining and agriculture. Mr Prentice has held a number of senior technical, management and public company Board roles in resources companies internationally and he has a particular expertise in gold exploration and mining. Mr Prentice began his resources career at the famous Mount Morgan gold mine in Australia, which, with over 12 million ounces of gold produced, remains the largest Intrusive Related Gold System discovery in the belt in Queensland that hosts the Signature portfolio. Mr. Prentice is the co-founder of Signature and a Director of the Company.

The Proposed Directors have not yet been appointed and no service agreements are currently in place. Further information regarding the Proposed Directors will be published in the Admission Document.

The Company will make further announcements in due course. There can be no certainty that definitive documentation relating to the Transaction will be entered into or subsequently that the Transaction will complete.

For further information please visit [www.stratminglobal.com](http://www.stratminglobal.com) or contact:

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