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27 July 2020

Richland Resources Ltd

("Richland" or the "Company")

Proposed Reverse Takeover Transaction

Proposed Acquisition of Global Asset Resources Ltd, Board Changes, Proposed Fundraising, Proposed Change of Name and Proposed Share Capital Consolidation

Richland (AIM: RLD) is pleased to announce, further to the Company's announcement of 1 July 2020, that it has entered into a binding share purchase agreement ("**SPA**") with the existing shareholders of Global Asset Resources Ltd ("**GAR**") for the conditional acquisition of GAR, which, via its wholly owned subsidiary, Global Asset Resources Holdings, Inc., holds a 51 per cent. interest in and operatorship of four gold exploration projects in North and South Carolina in the United States (the "**Proposed Transaction**" or "**Acquisition**"). The Proposed Transaction constitutes a reverse takeover transaction pursuant to Rule 14 of the AIM Rules for Companies (the "**AIM Rules**").

The consideration for the Proposed Transaction comprises an aggregate payment on completion of the Proposed Transaction ("**Completion**") to the sellers and GAR's joint venture partner, Uwharrie Resources Inc. ("**URI**"), of AU\$60,000 (approximately US\$42,500; £33,250) in cash and AU\$1.04m (approximately US\$737,500; £576,750) in new common shares in the capital of the Company ("**Common Shares**"). In addition, Richland is required to make two non-refundable cash payments to GAR of US\$29,340 on 31 July 2020 and US\$22,818 on 30 September 2020, regardless of whether or not Completion has occurred by these dates, with such payments to be utilised to cover certain project costs pending Completion. Furthermore, the Company may also be required to make two additional future conditional deferred consideration payments to the sellers and URI, in cash or new Common Shares at Richland's sole discretion, of, in aggregate, AU\$1.5m and AU\$3m, linked to the achievement of certain performance milestones or the occurrence of certain vesting events during the five year period following Completion, as detailed below.

The Board intends to fund the initial cash consideration in respect of the Proposed Transaction and the enlarged group's planned initial two year work programme and requisite working capital requirements via the issue of new equity by way of a proposed private placing to be conducted in the short term in connection with the Proposed Transaction (the "**Proposed Placing**").

In accordance with Rule 14 of the AIM Rules and the SPA, completion of the Proposed Transaction is subject, *inter alia*, to approval by the Company's shareholders at a general meeting to be convened in due course (the "**General Meeting**") and successful completion of the Proposed Placing. In order to convene the General Meeting and obtain the requisite shareholder approvals, the Company is required to publish an AIM admission document in respect of the proposed enlarged group which will detail, *inter alia*, the Proposed Transaction. It is currently intended that the requisite admission document will be published during Q3 2020.

In conjunction with the Proposed Transaction, the Company is today making certain changes to the composition of its Board. Anthony Brooke, Chief Executive Officer, and Nicholas Sibley, Non-Executive Director, are stepping down from the Board with immediate effect. Bernard Olivier and

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Melissa Sturgess are joining the Board as Chief Executive Officer and Non-Executive Director respectively, also with immediate effect, as further detailed below. Aligned with these changes, the Board also intends, subject to shareholder approval being obtained at the General Meeting, to change the Company's name to Lexington Gold Ltd, undertake a share capital consolidation to reduce the total number of Common Shares in issue and effect certain other changes to its Bye-laws to bring the Company into greater alignment with more UK market standard corporate governance practices.

The Proposed Transaction represents a transformational move for the Company away from being an AIM Rule 15 cash shell to becoming an operating company with a clear focus on exploration for gold and other precious metals in North and South Carolina. The Acquisition rationale is supported by both the Board's belief in the future potential of GAR's existing project interests and the current strong market environment in relation to gold.

Pursuant to AIM Rule 15, the Company's Common Shares will remain suspended from trading on AIM until Completion of the Proposed Transaction.

In the event that, for whatever reason, the Proposed Transaction is not completed, the Company's Common Shares will remain suspended until such time as another acquisition which constitutes a reverse takeover under AIM Rule 14 (including seeking re-admission under the AIM Rules for Companies) is completed or the Company becomes an investing company pursuant to AIM Rule 8 (in either case, a "**Re-admission Transaction**"). There can be no guarantee that the Company will be able to complete the Proposed Transaction or any alternative Re-admission Transaction within six months of the suspension date and consequently be re-admitted to trading on AIM.

Key Highlights:

- **Proposed acquisition of GAR, which via its wholly owned US subsidiary, holds a 51% interest in four gold exploration projects in North and South Carolina, being:**
 - the Jones-Keystone Loflin Project
 - the Carolina Belle Project
 - the Jennings Pioneer Project; and
 - the Argo Project,
- (together, the "**GAR Projects**").
- **Initial Consideration:** an aggregate payment on Completion to the sellers and URI of AU\$60,000 (approximately US\$42,500; £33,250) in cash and AU\$1.04m (approximately US\$737,500; £576,750) in new Common Shares to be issued at the price of the Proposed Placing (which remains to be determined). In addition, Richland is required to make two non-refundable cash payments to GAR of US\$29,340 on 31 July 2020 and US\$22,818 on 30 September 2020 if Completion has not occurred by such dates.
- **Deferred Consideration:** potential further future payments to be made to the sellers and URI, in cash or new Common Shares at Richland's sole discretion, of, in aggregate, AU\$1.5m (the "**Tranche 1 Deferred Consideration**") and AU\$3m (the "**Tranche 2 Deferred Consideration**"), subject to the achievement of certain material, value-generative performance milestones, or the occurrence of certain vesting events within five years of Completion. Subject to an earlier occurrence of a Vesting Event, the Tranche 1 Deferred Consideration will fall due upon confirmation of a prescribed minimum estimated level of JORC 2012 Compliant Resources and the Tranche 2 Deferred Consideration will fall due on completion of a pre-feasibility study confirming a pre-tax NPV of more than US\$50m in respect of any of the GAR Projects (with the Tranche 1 Deferred Consideration also falling due upon the achievement of such performance milestone if not previously triggered/paid).

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- **Proposed Placing:** the initial cash consideration and the enlarged group's planned initial two year work programme and requisite working capital requirements is intended to be funded via the issue of new equity by way of the Proposed Placing to be conducted in the short term in connection with the Proposed Transaction. Peterhouse Capital Limited, the Company's existing Broker, will act as bookrunner to the Company in connection with the Proposed Placing.
- **Board Changes and Other Proposed Corporate Changes:**
 - Realignment of the Board with the appointments of Bernard Olivier and Melissa Sturgess, with immediate effect, who together have significant experience of both the natural resources sector and certain key global capital markets.
 - Proposed name change to Lexington Gold Ltd to reflect the transformational nature of the Proposed Transaction.
 - Proposed share capital consolidation to reduce the total number of Common Shares in issue on Completion and re-admission of the enlarged group to trading on AIM, and certain other changes to the Company's Bye-laws to bring the Company into greater alignment with more UK market standard corporate governance practices. Further details of the proposed consolidation and changes to the Company's Bye-laws will be set out in the formal Notice of General Meeting in the admission document being prepared in respect of the proposed enlarged group which is expected to be published and sent to shareholders during Q3 2020.

Ed Nealon, Non-Executive Chairman, commented:

"We are delighted to have agreed this proposed transaction to acquire GAR which has majority interests in, and operatorship of, four promising gold exploration projects in North and South Carolina.

"I also welcome Bernard and Melissa to the Board and thank Tony and Nick for their service to the Company and wish them well in their future endeavours.

"We look forward to progressing this proposed transformational transaction to completion and thereafter pursuing our planned initial exploration programme to unlock the clear potential of the GAR Projects against the prevailing strong market environment for gold."

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The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014.

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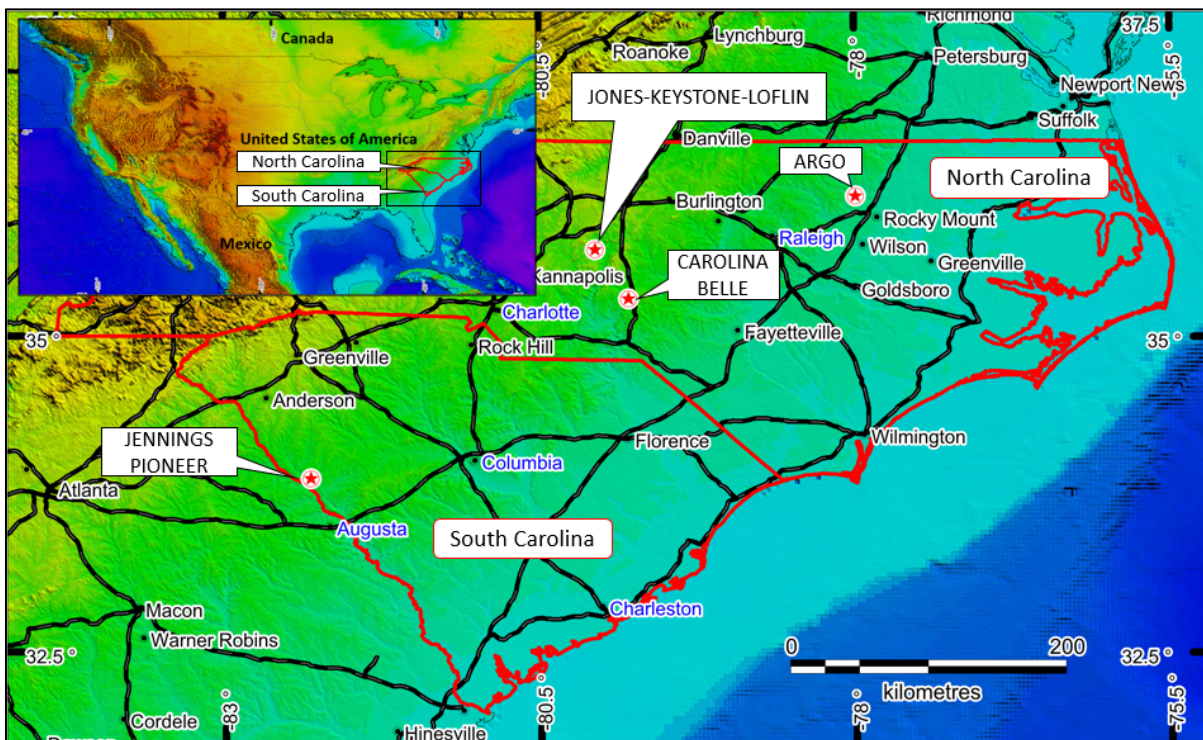
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Additional Information on the Proposed Transaction

Global Asset Resources Ltd

Pursuant to the terms of the SPA, Richland will acquire, subject to the satisfaction of the conditions precedent to completion of the Proposed Transaction, the entire issued share capital of GAR. GAR's only material interests, which are held by its wholly owned Delaware subsidiary, Global Asset Resources Holdings, Inc., are 51 per cent. membership interests in, and operatorship of, four recently incorporated project SPVs in North Carolina (the "Project SPVs"), each of which hold various mining lease agreements or option and purchase agreements with landowners relating to four prospective gold exploration projects in North and South Carolina in the United States.

The projects comprise the Jones-Keystone Loflin Project, the Carolina Belle Project, the Argo Project and the Jennings Pioneer Project, further details of which are set out below. The remaining 49 per cent. membership interest in each of the Project SPVs is held by URI which is a wholly owned subsidiary of Carolina Gold Resources Inc. ("**Carolina Gold Resources**"). The regional map showing the locations of the four projects:



GAR is currently owned by approximately 23 individual registered shareholders (the "**Sellers**").

For its financial year ended 30 June 2019, GAR incurred a loss before tax of AU\$250,626 and as at 31 December 2019 had unaudited total assets of AU\$70,589 and net assets of AU\$59,256.

Subject to successful completion of the Proposed Transaction, it is intended that Rhoderick Grivas, a current director and shareholder of GAR, will be appointed to the Company's Board of Directors (the "**Board**") as a Non-Executive Director. Mr Grivas is a professional geologist and has significant operational experience in metals exploration and mining generally and specific knowledge of the GAR Projects and the Board believes he will be a valuable addition to the Company.

Board Changes

In conjunction with the Proposed Transaction, Richland announces a number of changes to the Board. With immediate effect, Anthony Brooke, Chief Executive Officer, and Nicholas Sibley, Non-Executive Director, are stepping down from the Board. Edward Nealon will remain as Non-Executive Chairman, and the Company is pleased to announce the appointments, effective immediately, of Bernard Olivier as Chief Executive Officer and Melissa Sturgess as Non-Executive Director. Brief biographies for the newly appointed directors are provided below.

In addition, and as noted above, it is anticipated that, on Completion of the Proposed Transaction, Rhoderick Grivas will also be appointed to the Board as a further Non-Executive Director. Pursuant to the terms of his proposed appointment, Mr Grivas will be entitled to receive an annual fee for his services as a Non-Executive Director and consultant of US\$36,000 with a three month notice period from either party.

Bernard Olivier

Dr. Olivier is a qualified geologist and has been involved with the mining and exploration industry for the past 22 years. Dr. Olivier has over 13 years' experience as a public company director of ASX-listed and AIM-quoted mining and exploration companies. Dr Olivier was previously the CEO of Richland (formerly Tanzanite One Limited) and was credited with restructuring and returning the group to profitability in 2010. He also led the team which established a maiden JORC Resource estimate of 3.9 million gold ounces for Bezant Resources plc's Mankayan project and achieved an 8 pence per share return of capital to its shareholders. Dr. Olivier is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM).

Melissa Sturgess

Ms. Sturgess holds a BSc. and an MBA and has many years' experience acting as a director of AIM-quoted and ASX-listed companies, mainly involved in the acquisition, structuring and financing of natural resources transactions across Africa. Ms. Sturgess commenced her career in Australia as a member of the Executive Committee of Aquarius Platinum Limited, one of the first Australian/UK dual listed companies and a miner of platinum in South Africa and Zimbabwe. She was also founding director of Sylvania Resources Limited and a number of other companies operating in the metals and mining sector throughout Africa and quoted on AIM. Ms. Sturgess relocated from Australia to London in 2006 and during her career has raised significant amounts of capital. She was a key driver in the successful recapitalisation of Messaging International plc during 2016 which subsequently changed its name to SigmaRoc Plc, acquired a building materials business from LaFargeHolcim via a reverse takeover and raised £50 million from a range of investors in the Channel Islands and the UK. Ms. Sturgess is also a non executive director and shareholder of Imperial X plc and CEO and a major shareholder of Ananda Developments Plc, both quoted on the Aquis Stock Exchange in the UK.

Proposed Placing

The Board intends to fund the initial cash consideration and the enlarged group's planned initial two year work programme and requisite working capital requirements via the issue of new equity by way of the Proposed Placing to be conducted in the short term in connection with the Proposed Transaction. Peterhouse Capital Limited, the Company's existing Broker, will act as bookrunner to the Company in connection with the Proposed Placing.

Strand Hanson Limited is acting as nominated and financial adviser to Richland with respect to the Proposed Transaction.

Proposed Change of Company Name and Proposed Share Capital Consolidation and Other Corporate Changes

As part of the Proposed Transaction, the Company intends to change the name of the Company, subject to shareholder approval at the General Meeting, to Lexington Gold Ltd.

The Company also intends to undertake, subject to Shareholder approval at the General Meeting, a share capital consolidation to reduce the total number of Common Shares in issue on Completion and re-admission of the enlarged group to trading on AIM, and certain other changes to the Company's Bye-laws to bring the Company into greater alignment with more UK market standard corporate governance practices. Further details of the proposed consolidation and changes to the Company's Bye-laws will be set out in the formal Notice of General Meeting in the admission document being prepared in respect of the proposed enlarged group which is expected to be published and sent to shareholders during Q3 2020.

Principal Terms of the Proposed Transaction

Pursuant to the SPA entered into between the Company, the Sellers and GAR on 24 July 2020, the Company has conditionally agreed to acquire the entire issued share capital of GAR. The total consideration payable by the Company for the Acquisition comprises:

- the initial cash consideration, payable on Completion, of AU\$60,000 to URI (the “**URI Cash Consideration**”);
- the initial consideration shares, payable on Completion, comprising:
 - the issue of AU\$900,640 new Common Shares at the Proposed Placing price (to be determined) to the Sellers (the “**Sellers Consideration Shares**”); and
 - the issue of AU\$139,360 new Common Shares at the Proposed Placing price (to be determined) to URI (the “**URI Consideration Shares**”).

In addition, Richland is required to make two non-refundable cash payments to GAR of US\$29,340 on 31 July 2020 and US\$22,818 on 30 September 2020 if Completion has not occurred by such dates.

Furthermore, Richland is required to pay the Tranche 1 Deferred Consideration and the Tranche 2 Deferred Consideration to the Sellers and URI, in cash or new Common Shares at Richland's sole discretion, subject to the achievement by the enlarged group of certain material, value-generative performance milestones, or the occurrence of certain vesting events within five years of Completion.

The Tranche 1 Performance Milestone comprises confirmation by an independent geologist and announcement by the Company of JORC 2012 Compliant Resources in respect of any one of the GAR Projects (including any Additional Projects, as defined below) of at least:

- (a) 0.8 million ounces of gold at a grade of more than 1g/t; or
- (b) 0.6 million ounces of gold at a grade of more than 2.5g/t; or
- (c) 0.4 million ounces of gold at a grade of 5g/t or more.

The Tranche 1 Deferred Consideration, payable within 21 business days of the achievement of the Tranche 1 Performance Milestone or occurrence of certain Vesting Events (defined below), comprises AU\$1,299,000, payable in cash or new Common Shares (in whole or in part) at the Company's sole discretion, to the Sellers; and AU\$201,000, payable in cash or new Common Shares (in whole or in part) at the Company's sole discretion, to URI, the relevant issue price for such shares in each case being determined as the volume weighted average price of a Common Share for the 20 day period ending on the business day immediately prior to the business day upon which the milestone is satisfied or Vesting Event occurs (as applicable).

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The Tranche 2 Performance Milestone comprises the commissioning from, and completion by, an independent geologist, and announcement by the Company, in accordance with the AIM Rules, of a pre-feasibility study in respect of any one of the GAR Projects (including any Additional Projects, as defined below) confirming a pre-tax NPV of more than US\$50m at a discount rate of at least 8 per cent.

The Tranche 2 Deferred Consideration, payable within 21 business days of the achievement of the Tranche 2 Performance Milestone or occurrence of certain Vesting Events, comprises AU\$2,598,000, payable in cash or new Common Shares (in whole or in part) at the Company's sole discretion, to the Sellers; and AU\$402,000, payable in cash or new Common Shares (in whole or in part) at the Company's sole discretion, to URI, the relevant issue price for such shares in each case being determined as the volume weighted average price of a Common Share for the 20 day period ending on the business day immediately prior to the business day upon which the milestone is satisfied or Vesting Event occurs (as applicable). If the Tranche 1 Deferred Consideration has not previously been triggered/paid at the time of achievement of the Tranche 2 Performance Milestone, the Tranche 1 Deferred Consideration will also become payable in cash or new Common Shares (at the Company's sole discretion) at such time.

The documentation in respect of the Proposed Transaction also sets out certain minimum funding contributions (the "**Minimum Funding Contributions**") in respect of each of the GAR Projects to be provided by the Company during the four year period following admission in order to retain its 51 per cent. interest in the GAR Projects which are summarised below. In the event that the Minimum Funding Contributions are not satisfied by Richland, URI has the option to acquire the Company's 51 per cent. membership interest (via GAR) in the relevant Project SPV for a nominal sum of AU\$1. Similarly, the Company will have the option to sell its 51 per cent. interest in any of the GAR Projects to URI at any time during the four-year period following admission for AU\$1 should the Board determine that the Company no longer wishes to proceed with one or more of the GAR Projects.

Minimum Funding Contributions from the Company to retain 51% interest

AU\$					
Project	Total	Minimum Year 1	Minimum Year 2	Minimum Year 3	Minimum Year 4
Jones-Keystone Loflin	1,500,000	250,000	150,000	150,000	150,000
Carolina Belle	1,500,000	250,000	100,000	100,000	100,000
Jennings-Pioneer	1,000,000	100,000	100,000	100,000	100,000
Argo	1,000,000	100,000	100,000	100,000	100,000
Total:	5,000,000	700,000	450,000	450,000	450,000

At the end of the initial four year period from admission and satisfaction of the Minimum Funding Contribution for a project, if URI elects not to fund its proportionate share of future costs or fails to make an election then, in accordance with the terms of a joint venture implementation deed between GAR, Carolina Gold Resources and URI, the Company will potentially be able to increase its interest in each of the Project SPVs to 80 per cent. by meeting certain further funding commitments in Years 5 and 6 following admission (the "**Extended Period**") (the "**Extended Period Funding Contributions**").

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Extended Period Funding Contributions from the Company to acquire an additional 29% interest and increase its total interest to 80%

Project	Total	AU\$	
		Minimum Year 5	Minimum Year 6
Jones-Keystone Loflin	2,500,000	150,000	150,000
Carolina Belle	2,500,000	100,000	100,000
Jennings-Pioneer	1,500,000	100,000	100,000
Argo	1,500,000	100,000	100,000
Total:	8,000,000	450,000	450,000

If the Company does not meet the Extended Period Funding Contributions in relation to a particular project, it will retain its 51 per cent. initial interest in such Project SPV.

In the event that the Company increases its interest in any of the Project SPVs to 80 per cent. and URI elects not to fund its proportionate share of future costs in respect of its then 20 per cent. residual interest in the GAR Project concerned or fails to make an election, the Company is able to increase its interest in the relevant project to 100 per cent. by agreeing to pay a Net Smelter Royalty to URI of 0.5% for future production up to 50,000oz gold equivalent, 2% for future production from 50,000 to 400,000oz gold equivalent and 1.0% for future production in excess of 400,000oz gold equivalent.

Completion of the proposed Acquisition is conditional, *inter alia*, on the following conditions being satisfied or waived (where appropriate) on or by 31 October 2020 (the “**Long Stop Date**”):

- Richland’s shareholders passing at a duly convened General Meeting, resolutions to approve, *inter alia*, the purchase of GAR’s issued shares by Richland, the allotment and issue of the initial consideration shares and the appointment of Rhoderick Grivas to the Board as the Seller’s representative;
- the successful completion of the Proposed Placing;
- the approval of the proposed share capital consolidation; and
- Admission of the enlarged group to trading on AIM.

Further information on the terms of the SPA is set out below.

Background Information on the GAR Projects

The GAR Projects are located within a well mineralised district running northeast through the states of North and South Carolina, in the United States known as the Carolina Super Terrane (the “**CST**”) (formerly the Carolina Slate Belt). The CST has a long history of gold prospecting and production and was the site of the initial North American gold rush in the early 1800s. In more recent years, the potential of the CST to host large and often concealed gold mineralisation has seen an increase in exploration activity since the discovery and development of the large-scale Ridgeway and Haile gold mines.

The Haile Gold Mine is an open pit operation owned and operated by ASX/TSX listed OceanaGold Corporation (ASX/TSX: OGC) (“**OceanaGold**”). Following several years of exploration, feasibility studies, regulatory approvals and a corporate takeover of previous developer - Romarco Minerals Inc, OceanaGold completed construction of its 3.0Mtpa plant in 2016, with the first gold pour in January 2017. OceanaGold’s production guidance for 2019 was 145,000 to 160,000 ounces of gold at an All-In Sustaining Cost of between US\$850 to US\$900 per ounce. It is currently pursuing an expansion from open pit to underground mining.

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The GAR Projects lie within the CST that represents part of a multi-deformed mobile zone of the Appalachian Orogeny that was accreted to the Laurentia craton to the west. The eastern region of the CST is well known for its mineralisation with a number of substantial gold and base metal discoveries that have subsequently been developed into mines over the past 30 years. The GAR Projects are all well supported with local infrastructure and have access to an experienced team of geologists and support staff via URI.

As part of the preparation of an AIM admission document on the proposed enlarged group, a competent person's report in respect of the GAR Projects has been commissioned from Westoria Capital Pty Ltd ("**Westoria**").

Mining Lease/Land Agreements

The mineral exploration rights in respect of the GAR Projects are derived from certain lease or lease with option to purchase agreements between the relevant Project SPVs and the various underlying landowners, as summarised in the table below.

Project	Area (acres)	Date Executed	Term (min. years)	Agreement Type	Royalty (NSR)
Carolina Belle	15.82	31/08/2016	10	Lease with Option to Purchase	2%
	188.94	17/10/2016	10	Lease	3% Au, 2% all others
	226.75	04/04/2019	10	Lease	3%
Jennings-Pioneer	400.63	22/06/2018	10	Lease	2.25%
Argo	383.50	23/02/2017	10	Lease	3%
Jones-Keystone	163.88	27/01/2015	10	Lease with Option to Purchase	3%
	61.04	08/08/2015	10	Lease with Option to Purchase	2%
	98.57	08/08/2015	10	Lease with Option to Purchase	2%
Loflin	7.31	21/02/2015	10	Lease with Option to Purchase	2%
	13.31	04/10/2015	10	Lease with Option to Purchase	2%
	4.55	17/06/2015	6	Lease with Option to Purchase	2%
	28.00	22/06/2015	10	Lease with Option to Purchase	2%
Total Area:	1,592.30				

JKL Project

The Jones-Keystone project was initially mined by small scale prospectors from 1852 with intermittent production until the Civil War (1861) and then again up and until the mid-1930s. United States Geological Survey geologists estimated in 1948 that 30,000 to 40,000t of rock had been mined from two pits producing 5,000oz of gold. Between 1934 and the 1960s, additional mining activities were undertaken with the development of two larger pits and several shafts with remnants of a mill and mill footings, although no production records are known from that time.

Along strike to the southwest, the Loflin properties show evidence of pits, trenches, shafts, adits and glory holes at several workings within a few hundred metres on either side of Loflin Hill Road collectively called the Loflin Hill Mine area. It appears that much of the mining activity was undertaken during the Great Depression years by local farmers during the winter months, however there are no known production records from the historic Loflin workings.

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The geology of the Loflin and Jones-Keystone properties is similar to that found at the third-party Ridgeway, Haile and Russell mines and other mineralised zones within the district. These similarities were recognised by companies such as Cyprus Mines Corporation, ASARCO Exploration Co Inc., Noranda Inc. and Phelps Dodge Corporation between the late 1960s and 1990s exploring for bulk mineable style gold. Between 2010 and 2013, and then again between 2017 and 2019, the properties were explored by Revolution Resources Corporation and Orford Mining Corporation respectively.

The Jones-Keystone Loflin project areas contain evidence of widespread gold mineralisation identified from historic workings. The properties comprise greenfield to brownfield exploration targets with well-defined and potentially continuous zones of gold mineralisation delineated from previous drill programmes and supported by geophysical surveys. There is evidence of widespread gold mineralisation with grades ranging between 0.5g/t to 2.5g/t within a structurally complex setting typical of the CST. There remain a number of geophysical and geochemical anomalies that warrant further investigation to delineate disseminated sulphide-gold mineralisation.

Carolina Belle Project

The Carolina Belle project is located in Montgomery County, 4km north-northwest of Candor, North Carolina and has several greenfield to brownfield exploration prospects with well-defined and potentially continuous zones of low sulphidation epithermal gold mineralisation already identified from historic mines and surface workings.

Two adjacent historic gold mines, known as Iola and Uwarra, that mined the same gold bearing vein are located on the Carolina Belle Project. Discovered in 1901, the area was mined almost continuously until 1916 collectively producing approximately 50,000oz of gold until a dispute between the neighbouring mines of Iola and Uwarra prevented continued mining activities. Ores from the mines at Carolina Belle were reported as free-milling and successfully treated with cyanide with 95%+ recoveries. A single lode was mined down to 200m on the Iola mine side and to a depth of 100m at Uwarra along a combined strike of 650m with a reported mine grade between 10 - 15g/t Au.

There is potential to extend existing zones of gold mineralisation along the lithostratigraphic horizon and discover additional feeder veins and alteration associated with a larger system. Mineralisation might also be discovered below shallow Cretaceous sediments that are <15m thick to the south.

Argo Project

The Argo Project comprises a number of shallowly worked historic pits and trenches. The project is in the northwest corner of Nash County, 16km north of Nashville, North Carolina. Two kilometres to the north of the workings, beyond the Argo property, is the Mann-Arrington Mine that was last mined in 1894. Whilst there is some undocumented exploration work completed at the Arrington mine site in the early 1930s, there is limited modern style exploration recorded from the Argo property.

The historic small-scale workings at the Argo Project are extensive, and there is potential to undertake systematic surface prospecting and mapping to define extensions to known mineralisation. The application of modern exploration techniques for epithermal or vein style mineralisation would include surface geochemistry, ground geophysics and drilling.

Jennings-Pioneer Project

The Jennings-Pioneer project forms part of the Barite Hill Gold district in South Carolina where several old mines and prospects are located within a 25km² area. The historic mines in the region include: Dorn, Barite Hill, Jennings-Pioneer, Searles and Self gold mines, and considerable silver has also been recovered historically from Barite Hill. Gold production began in 1852 at the Dorn Mine, where the oxidized sulphide ores provided some of the richest ores in the Eastern U.S. By 1859 gold production was reduced as refractory sulphides were encountered at depth. Historically,

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the Dorn mine produced approximately 45,000 ounces of gold, most of which was recovered during 1852-1859.

Efforts to reopen the Dorn and Jennings-Pioneer mines were made in the early 1930s. The Jennings-Pioneer mine was operated under the name of Pioneer Gold Mine during 1932-34. Historic news records report that in June 1934 two shafts were sunk to 40m and 30m. The Pioneer Gold Mine operated for at least two years, but no production records have been located. The most recent mine to operate in the area was at Barite Hill that was commissioned, mined and reclaimed by former TSE listed Nevada Goldfields Inc. that was the subject of a takeover by former ASX listed gold producer Sons of Gwalia Ltd.

The Jennings-Pioneer project area has several greenfield exploration prospects with well-defined and potentially continuous zones of gold and base metal mineralisation already identified from historic mines and surface workings. There is potential to define VHMS style mineralisation and discover additional feeder veins and alteration associated with a large exhalative system along a well constrained lithostratigraphic horizon.

Exploration Strategy

The GAR Projects offer a somewhat unique opportunity to explore a gold province in a first world country with excellent infrastructure that has seen limited modern exploration. Drilling will form part of the first phase of planned exploration with two of the four projects offering walk-up drill targets. The Jones-Keystone Loflin Project properties are the most advanced and have previously returned significant drill intercepts that require systematic reverse circulation drilling to test existing mineralised zones that are open at depth and along strike. The Carolina Belle Project has existing historical underground workings that provide a well-defined target horizon virtually untested by drilling.

The Jennings Pioneer Project sits along strike from the Barite Hill deposit, which was open pit mined for gold from an oxide cap. The deposit is classified as a volcanic massive sulphide which is projected to plunge into the Jennings Pioneer Project properties, and such a target is very amenable to ground electromagnetic surveying to locate conductors that have the potential to provide an early drill target.

While the Company intends to identify and drill the more easily identifiable prospects, all four projects will benefit from more regional systematic based exploration, particularly under the shallow "coastal plain" transported cover that impeded historical prospecting. Detailed airborne geophysics over all of the GAR Projects, combined with ground mapping and shallow geochemical drilling, will form part of the first phase of exploration, which will provide a greater regional understanding of the existing mineralisation and will help to pinpoint new targets.

In general, the planned exploration activities will be similar in nature to those conducted by TSX listed junior, Romarco Minerals Inc which conducted modern exploration activities on their Haile property in South Carolina, US, which led to the establishment of a maiden formal NI43-101 compliant resource estimate of 4.5M oz @ 1.8 g/t.

Qualified Person's Statement

The technical information contained in this announcement has been compiled and reviewed by Mr Brendan Cummins who is a Member of the Australian Institute of Geoscientists and Technical Director of Westoria. Mr Cummins has sufficient experience that is relevant to the style of mineralisation and type of deposits under consideration and to the activity which he is undertaking to be regarded as a qualified person under the AIM Note for Mining and Oil & Gas Companies dated June 2009. Mr Cummins consents to the inclusion in this announcement of the matters based on his information in the form and context in which it appears.

Glossary of technical terms

All In Sustaining Costs	a mining metric that estimates all direct and recurring costs required to mine a unit of ore.
Au	chemical symbol for gold.
CST	Carolina Super Terrane (formerly the Carolina Slate Belt).
g/t	grammes per tonne.
Km²	square kilometres.
Mtpa	million tonnes per annum.
Net Smelter Royalty	a royalty payment based on net proceeds received by the operator from a smelter or refinery.
NPV	Net Present Value, being the present value of all cashflows associated with a project or venture.
Oz	ounces.
Resource	<i>in situ</i> mineral occurrence from which valuable or useful minerals may be recovered.
T	tonnes.
VHMS	volcanogenic hosted massive sulphides that host minerals including zinc, copper and lead with complimentary silver and gold.

Additional Information required pursuant to Schedule 2(g) of the AIM Rules in relation to the newly appointed Directors

Dr Bernard Olivier (age 44)

Bernard has held the following current and past directorships and/or partnerships in the past five years:

Current Directorships

Kigelia Services (Pty) Ltd
Mozsino Mining Services Limitada

Past Directorships (last 5 years)

African Lion Resources Ltd
Anglo Tanzania Gold Limited
Bezant Resources Plc
Burgundy Services Pty Ltd
Capricorn Sapphire (Pty) Limited
Emerging Market Minerals Plc
Enviroplats Limited
New Energy Minerals Ltd
Richland Resources Ltd
Serengeti Resources (Pty) Ltd
Southmill Holdings (Pty) Limited
Tanzania Gold Limited
Tranomaro Mineral Development Corporation Limited

Bernard is currently interested in 17,769,379 Common Shares representing approximately 1.60 per cent. of the Company's existing issued share capital.

Melissa Josephine Sturgess (age 53)

Melissa has held the following current and past directorships and/or partnerships in the past five years:

Current Directorships

Aristaeus Elements Limited
Ananda Developments Plc
DJT Plants Limited
DJT Group Limited
Hartford Corporate Limited
Imperial Minerals (UK) Limited
Imperial X plc
LB-Shell plc
Liberty Herbal Technologies Limited
Montana Global Limited
Tiamat Agriculture Limited

Past Directorships (last 5 years)

Haulover Investments Limited
Imperial Minerals Limited
URA Holdings plc

Melissa is a director of LB-Shell plc, which entered into a creditors voluntary liquidation on 13 May 2020. It is expected that there will be a balance of approximately £300,000 owed to unsecured creditors upon completion of the liquidation.

Melissa does not hold any interest in the Company's Common Shares.

There is no further information to be disclosed in relation to Dr. Olivier's and Ms. Sturgess' appointments pursuant to AIM Rule 17 or Schedule Two paragraph (g) of the AIM Rules for Companies.

Further Information on the terms of the SPA

Selected defined terms:

"Additional Project": any additional mineral project which is acquired by the Company or any of its subsidiaries, whether by way of acquisition agreement or joint venture, from the Sellers, Carolina Gold Resources or URI before the second anniversary of the Completion Date.

"Mineral Leases": the mining lease agreements and option and purchase agreements, entered into by URI and the relevant landowners, forming the subject matter of the GAR Projects and pursuant to which URI was entitled to undertake exploration activities on the GAR Projects and which have been assigned from URI to the relevant Project SPVs.

Conditions Precedent: pursuant to the terms of the SPA, the Proposed Transaction is conditional upon:

- Richland obtaining any regulatory clearance for the acquisition of GAR's shares as may be required under the AIM Rules.
- The despatch by Richland to its shareholders of an AIM admission document in respect of the enlarged group and the Company's shareholders passing at a duly convened general meeting resolutions to approve, *inter alia*, the Proposed Transaction, the allotment and issue of the initial consideration shares and the appointment of GAR's nominee to the board of directors of the Company.
- Richland successfully completing the requisite Proposed Placing upon admission.

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- The consolidation of Richland's Common Shares to be approved at the General Meeting.
- The Company providing satisfactory evidence to the Founder Sellers (as defined below) that admission can take place in accordance with the AIM Rules upon or immediately after Completion.
- Each of the warranties set out in the SPA having not been breached and remaining materially true and accurate immediately before Completion (save to the extent disclosed on the date of the SPA).
- Each of the warranties given by the Company having not been breached and remaining materially true and accurate immediately before Completion.

(together, the "**Conditions Precedent**").

Warranties: The founder Sellers, being the four shareholders who hold, directly or indirectly, 62 per cent. in aggregate of the current issued share capital of GAR (the "**Founder Sellers**") have granted customary warranties and indemnities to Richland, including warranties relating to the GAR Projects, taxation and covering title and capacity to sell. The other Sellers have also granted warranties with respect to, *inter alia*, title and capacity to sell and the absence of any encumbrances or interests or claims by third parties. The Company has also granted customary warranties to the Sellers in respect of, *inter alia*, its capacity to buy GAR's shares.

Lock in Agreements: The Founder Sellers have agreed to enter into a lock-in agreement not to sell their Sellers Consideration Shares for 6 months from admission.

Governing Law: The SPA is governed by the laws of England and Wales, which will be the jurisdiction for any disputes or claims in relation to the agreement.

Vesting Events: The vesting events which will trigger the payment of the Tranche 1 Deferred Consideration and the Tranche 2 Deferred Consideration are the occurrence of any of the following events:

- (a) a takeover or a change of control of the Company; or
- (b) the execution by any member of the Company's Group of an agreement for the sale of gold resources in respect of any one of the GAR Projects and the Additional Projects (if any); or
- (c) the execution by any member of the Company's Group of a tribute mining agreement, being an agreement pursuant to which a third party will acquire a right to all gold in respect of any one of the GAR Projects and the Additional Projects (if any), which will be separately accounted for, and in return for which any member of the Company's Group shall be entitled to a payment for the grant of such right, and payments determined by reference to the minerals won or the proceeds of their sale; or
- (d) the execution by any member of the Company's Group of a toll milling agreement with a third party in respect of gold resources in respect of any one of the GAR Projects and the Additional Projects (if any).

Long Stop Date: 31 October 2020 or such later date as the Founder Sellers and the Company may agree.

A further update(s) will be provided in due course as and when appropriate.