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**新礦資源有限公司**  
**NEWTON RESOURCES LTD**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1231)**

## **VOLUNTARY ANNOUNCEMENT**

### **MEMORANDUM OF UNDERSTANDING IN RELATION TO A GOLD MINE IN SURINAME**

This voluntary announcement is made by Newton Resources Ltd (the “**Company**”) to inform the shareholders and potential investors of the Company the latest development of the business of the Company and its subsidiaries (collectively, the “**Group**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that, on 24 July 2017, the Group entered into a memorandum of understanding (the “**Suriname MOU**”) with a mining company in Suriname (the “**Suriname Mining Co**”) and its beneficial owner (the “**Suriname Mine Shareholder**”). Based on information currently available to the Group, the Suriname Mining Co is the registered holder of the mine exploitation right for a gold mine (the “**Gold Mine**”) located in Suriname. Under the Suriname MOU, it is intended, among others, that the Group and the parties will further discuss on the proposed investment and/or development of the whole or a part of the Gold Mine, and may enter into a formal agreement on or before the expiry of the Exclusivity Period (as define below).

Pursuant to the Suriname MOU, each of the Suriname Mining Co and the Suriname Mine Shareholder has agreed, among others, that it will not, from the date of the Suriname MOU up to 31 December 2017 (or such later date as mutually agreed by the parties) (the “**Exclusivity Period**”), approach, enter into negotiation or discussion, or enter into any agreement or make any offer, for the sale, transfer, pledge, investment or other cooperation with any third parties in respect of the transactions contemplated under the Suriname MOU, the Gold Mine (or any part thereof), the related exploitation right, any shares, major business and/or assets of the Suriname Mining Co and/or its holding companies.

The Suriname MOU does not constitute a legally binding agreement among the parties in respect of the proposed investment and/or development of the Gold Mine. Save as aforesaid, other provisions in the Suriname MOU (such as the Exclusivity Period, right of due diligence exercise, confidentiality and other costs provisions) are legally binding on the parties thereto.

**The Board wishes to emphasize that no binding agreement in relation to the proposed investment and/or development of the Gold Mine or any part thereof has been entered into as at the date of this announcement. Accordingly the proposed investment and/or development in respect thereof may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

By order of the Board  
**Newton Resources Ltd**  
**Wu Wai Leung, Danny**  
*Non-executive Director*

Hong Kong, 24 July 2017

*As at the date of this announcement, the executive Directors are Mr. Li Changfa and Mr. Luk Yue Kan; the non-executive Directors are Dr. Cheng Kar Shun and Mr. Wu Wai Leung, Danny; and the independent non-executive Directors are Mr. Tsui King Fai, Mr. Lee Kwan Hung and Mr. Shin Yick, Fabian.*