



EXECUTION OF SHARE PURCHASE AGREEMENT

ASX ANNOUNCEMENT
26 October 2015

HIGHLIGHTS

- **Crest Minerals Limited (ASX: CTT) ("Crest") progresses towards completion of the transaction with LangTech International Pty Ltd ("LangTech"), a functional food processing company with operations in Mill Park, Victoria and New Zealand (to be renamed The Food Revolution Group Limited ("FRG")).**
- **Crest and LangTech successfully execute the Sale and Purchase Agreement**

Crest advises that further to the reverse takeover ("**RTO**") of Crest by LangTech (announced 28 July 2015) and completion of the mutual due diligence process (announced on 28 September 2015), the two companies have executed a formal Share Purchase Agreement to progress the RTO (**SPA**). The agreement is a key condition precedent to completion of the RTO transaction.

The next key step in the process is the approval of the RTO by Crest shareholders. The shareholder meeting to seek approval for the transaction will be held shortly after the Company's 2015 AGM. Crest shareholders will be provided notice of such meeting shortly.

Share Purchase Agreement

Under the SPA, Crest will acquire 100% of the securities on issue in LangTech in consideration for issuing the LangTech vendors the following scrip consideration on a post consolidation basis:

- a) 120 million fully paid ordinary shares in the capital of Crest (105 million issued to LangTech Initial Shareholder Group and 15 million issued in satisfaction a loan payable to Santino Pty Ltd); and
- b) Performance shares and rights in the capital of Crest, upon the satisfaction of the following milestones:
 - i) A Class Performance Shares and Performance Rights (80 million) vest once the vendors have demonstrated that it has Supply Agreements to stock in stores sufficient product that will generate, pursuant to the Supply Agreements, at least AU\$1,000,000 of Revenue each month for a period of three consecutive months (3 Months' Sales) at an average Gross Margin of 35% without spending more than AU\$2,000,000 on marketing the products pursuant to the Supply Agreements.
 - ii) B Class Performance Shares and Performance Rights (60 million) vest if the Langtech Group's consolidated audited financial performance demonstrates an annualised EBITDA Run Rate of AU\$5,000,000 or more over any given 6 month period by 30 June 2017. No B Class Performance Shares or Performance Rights will convert into a Crest Share before the release of the Company's consolidated audited financial statements for the financial year ending 30 June 2016.
 - iii) C Class Performance Shares and Performance Rights (80 million) vest if the Langtech Group's consolidated audited financial performance demonstrates an annualised EBITDA Run Rate of AU\$10,000,000 or more over any given 6 month period by 30 June 2018. No C Class Performance Shares or Performance Rights will convert into a Crest Share before the release of the Company's consolidated audited financial statements for the financial year ending 30 June 2017.

Key steps in the RTO transaction

The RTO transaction has seen the following key steps satisfied:

- Crest completing a placement of A\$245,000 (30,625,000 shares pre-consolidation) at \$0.008 per Crest share in conjunction with executing the Binding Terms Sheet;
- LangTech completing an interim capital raising of A\$2.7 million from existing and new investors, through the issue of Notes. The Notes will automatically convert to ordinary shares in Crest on listing at \$0.008 per Crest share (pre-consolidation) (i.e. a 20% discount to the expected the Capital Raising issue price). If the RTO does not complete, the Notes will be treated as per the Convertible Note agreement which will be a note as between LangTech and the noteholders (not involving Crest);
- Completion of legal and financial due diligence to Crest's and LangTech's satisfaction within 45 days; and
- Crest entering into binding full form sale and purchase documentation with the shareholders of LangTech.

The acquisition is conditional upon satisfaction or waiver of the following remaining conditions precedent:

- Crest Shareholder approval;
- Crest completing a consolidation of its capital on a 1:10 basis;
- Crest completing a capital raising of at least A\$10 million and up to A\$12 million at price not less than A\$0.10 per share (post consolidation);
- ASX confirming re-compliance with Chapters 1 and 2 of the ASX Listing Rules (if required) and allowing recommencement of trade; and
- Crest Minerals Ltd changing its name to The Food Revolution Group Limited

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