



## Appointment of New Chairman and Director

Perth, Australia, 5 November 2014 – Elemental Minerals Ltd. (ASX: ELM) ('Elemental' or 'the Company') is pleased to announce the appointment of Mr Tom Borman as the new Chairman of the Board and Mr Mike Golding as a Non-Executive Director. Tom Borman will replace Sam Middlemas who will remain on the Board as a Non-Executive Director.

Tom (47) has an honours degree in accounting, and over 20 years' experience in the mining and minerals industry. He served in excess of 11 years with the BHP Billiton Group ("BHP") in various senior managerial roles including strategy and business development and served as the project manager for the integration of the BHP and Billiton merger. He has extensive global business experience, having worked in several countries including South Africa, Kenya, the Netherlands, the United Kingdom and Australia. Tom was part of the executive management team that established and consolidated the Optimum group of companies, a Johannesburg Stock Exchange ("JSE") listed company that was acquired by a Glencore led consortium in March 2012. Tom also serves as a Non-Executive Director of the TSX listed minerals exploration and development company Alphamin Resources Corp, is a Non-Executive Director of the South African based JSE listed company Metmar, a commodities trading company, and is also a director of Beacon Rock Corporate Services, a company which provides advisory services to the mining industry. More recently, Tom became a director of the Univeg group of companies. Univeg is a fresh fruit and vegetable provider in Europe and the USA, with a turnover in excess of €3 billion with farms in Turkey, South Africa and South America.

Mike (48) is a Chartered Accountant and holds a Masters Degree in Business Leadership. He has over 20 years experience in corporate and project finance and private equity, and has held senior positions in Billiton Plc (Head of South African Corporate Finance), HSBC (Director: Corporate Finance and Advisory), Actis Plc (Director: Africa Business) and Imara Holdings Ltd (Executive Director and Head of Corporate Finance). He left formal employment in 2007 to establish his own corporate and project finance advisory firm, where he provides advisory services to companies active in the mining, oil and gas sectors in Sub-Saharan Africa.

Elemental's CEO John Sanders stated: *"We are extremely pleased that both Tom and Mike have agreed to join the Elemental Board. It has been our stated intention to significantly strengthen the Board with a broad set of skills and experience that are integral to developing the world class Kola and Dougou assets in the Republic of Congo and to further augment the strategic direction of the company. The Company would like to thank Sam Middlemas for the service he has provided as Chairman of the Board and are delighted that he has agreed to stay on in a non-executive role"*

In addition to a salary of US\$75,000/annum, the Board of ELM has agreed to grant Mr Borman the following Performance Rights, subject to ELM Shareholder approval:

- (a) 1,500,000 Class 'A' Performance Rights subject to the following performance criteria:
  - (i) the Company's market capitalisation averaging over a period of 30 consecutive days of trading a daily average of not less than \$80M; and
  - (ii) completing 12 months of continuous service with the Company.

- (b) 1,500,000 Class 'B' Performance Rights subject to the following performance criteria:
  - (i) the Company's market capitalisation averaging over a period of 30 consecutive days of trading a daily average of not less than \$100M; and
  - (ii) completing 24 months of continuous service with the Company.
- (c) 1,500,000 Class 'C' Performance Rights subject to the following performance criteria:
  - (i) the Company's market capitalisation averaging over a period of 30 consecutive days of trading a daily average of not less than \$120M; and
  - (ii) completing 36 months continuous service with the Company.

The Performance Rights are subject to:

- (1) a pro rata adjustment to the market capitalisation targets for any adverse market capitalisation impact that may arise from any share buy-back or capital return undertaken by the Company, and
- (2) acceleration provisions if there is a change of control event which results in more than 50% of the shares in the Company being controlled by one person or more than one person acting as a group.

In addition to the a salary of US\$75,000/annum, the Board of ELM has agreed to grant Mr Golding the following Performance Rights, subject to ELM Shareholder approval:

- (a) 1,000,000 Class 'A' Performance Rights subject to the following performance criteria:
  - (i) the Company's market capitalisation averaging over a period of 30 consecutive days of trading a daily average of not less than \$80M; and
  - (ii) completing 12 months of continuous service with the Company.
- (b) 1,000,000 Class 'B' Performance Rights subject to the following performance criteria:
  - (i) the Company's market capitalisation averaging over a period of 30 consecutive days of trading a daily average of not less than \$100M; and
  - (ii) completing 24 months of continuous service with the Company.
- (c) 1,000,000 Class 'C' Performance Rights subject to the following performance criteria:
  - (i) the Company's market capitalisation averaging over a period of 30 consecutive days of trading a daily average of not less than \$120M; and
  - (ii) completing 36 months continuous service with the Company.

The Performance Rights are subject to:

- (1) a pro rata adjustment to the market capitalisation targets for any adverse market capitalisation impact that may arise from any share buy-back or capital return undertaken by the Company, and
- (2) acceleration provisions if there is a change of control event which results in more than 50% of the shares in the Company being controlled by one person or more than one person acting as a group.

In addition to the above, subject to shareholders approval, Mr John Sanders, CEO of ELM has been granted the following Performance Rights:

- (a) 1,000,000 Class 'A' Performance Rights subject to the following performance criteria:
  - (i) the Company's market capitalisation averaging over a period of 30 consecutive days of trading a daily average of not less than \$80M; and
  - (ii) completing 12 months of continuous service with the Company.
- (b) 1,000,000 Class 'B' Performance Rights subject to the following performance criteria:
  - (i) the Company's market capitalisation averaging over a period of 30 consecutive days of trading a daily average of not less than \$100M; and
  - (ii) completing 24 months of continuous service with the Company.

- (c) 1,000,000 Class 'C' Performance Rights subject to the following performance criteria:
- (i) the Company's market capitalisation averaging over a period of 30 consecutive days of trading a daily average of not less than \$120M; and
  - (ii) completing 36 months continuous service with the Company.

The Performance Rights are subject to:

- (1) a pro rata adjustment to the market capitalisation targets for any adverse market capitalisation impact that may arise from any share buy-back or capital return undertaken by the Company, and
- (2) acceleration provisions if there is a change of control event which results in more than 50% of the shares in the Company being controlled by one person or more than one person acting as a group.

## About Elemental Minerals

Elemental Minerals Limited (ASX: ELM) is an advanced stage mineral exploration and development company whose primary asset is the 97%-owned Sintoukola Potash Project in the Republic of Congo. ELM completed an advanced Pre-Feasibility Study (PFS) on its Kola Project in September 2012, which defined Proven and Probable Reserves of 152 Mt of sylvinitic ore with an average grade of 31.7% KCl<sup>\*1</sup>. A Mining License and ESIA approval for Kola were granted in August 2013<sup>\*2</sup>. The PFS has recently been updated by The Phased Implementation Study which has reduced the initial capital requirement for the project significantly while maintaining low operating costs<sup>\*3</sup>. The Company plans to commence its Definitive Feasibility Study (DFS) during 2015.

The Sintoukola Exploration licence (1408 square kilometres) includes the recently announced Dougou carnallite Deposit (1.29 billion tonnes grading 21.72 % KCl) <sup>\*4</sup> situated 15 kilometres southwest of Kola, and the Yangala sylvinitic Prospect to the west of Dougou. At Yangala the Company has drilled two boreholes, both intersecting a seam of over 4m grading between 57 and 60% KCl<sup>\*5</sup>. In addition, 40km of strike to the northern boundary of the exploration licence is equally prospective based on interpretation of oil-industry seismic data.

<sup>\*1</sup> SRK Pre-Feasibility Study, 17 September 2012 <sup>\*2</sup> ELM Announcement dated 15 August 2012 <sup>\*3</sup> ELM Announcement dated 23 October 2014 <sup>\*4</sup> ELM Announcement dated 9 July 2014 <sup>\*5</sup> ELM Announcement dated 23 October 2014

The Sintoukola Project has the potential to be among the world's lowest-cost potash producers and its strategic location near the Congolese coast of Central West Africa offers a transport cost advantage to key Brazilian and Asian fertilizer markets. Elemental's management team has a record of bringing quality African mineral projects to production. For more information, visit [www.elementalminerals.com](http://www.elementalminerals.com)

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## Forward-Looking Statements

This news release contains statements that are "forward-looking". Generally, the words "expect," "potential", "intend," "estimate," "will" and similar expressions identify forward-looking statements. By their very nature, forward-looking statements are subject to known and unknown risks and uncertainties that may cause our actual results, performance or achievements, to differ materially from those expressed or implied in any of our forward-looking statements, which are not guarantees of future performance. Statements in this news release regarding the Company's business or proposed business, which are not historical facts, are "forward looking" statements that involve risks and uncertainties, such as resource estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements.

Investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date they are made.