M M P RESOURCES LIMITED

(Incorporated in the Republic of Singapore)
(Registration No: 200613299H)

BINDING TERM SHEET FOR THE PROPOSED ISSUE OF CONVERTIBLE NOTES DUE 2017 FOR AN AGGREGATE PRINCIPAL AMOUNT OF UP TO S$600,000

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1. INTRODUCTION

The Board of Directors (the "**Board**") of MMP Resources Limited (the "**Company**" and together with its subsidiaries, the "**Group**") is pleased to announce that the Company has signed a binding term sheet on 2 March 2016 with Maiora Asian Structured Finance Fund (the "**Lender**"). The transaction has been negotiated to provide the Company with the necessary short and longer term funding to augment its working capital requirements.

The Company proposes to issue to the Lender (or its affiliated person) convertible notes due 2017 (the "**Convertible Notes**") and the Lender proposes to subscribe for the Convertible Notes with a face value of S$600,000 (the "**Proposed Loan**"). Subject to the approval of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the shareholders of the Company (the "**Shareholders**") being obtained, the Company shall issue (a) up to 86,000,000 fully paid up shares (the "**Collateral Shares**") in the capital of the Company (the "**Shares**") as security for the redemption of the Convertible Notes on the closing date and (b) up to 25,000,000 free detachable warrants to the Lender, which may be exerciseable in full by the Lender into 25,000,000 new Shares, each warrant carrying the right to subscribe for one Share at an exercise price of S$0.007 for each new Share (the "**Warrants Issue**").

Prior to obtaining Shareholders' approval for the Proposed Loan, the Executive Director of the Company, Drew Madacsi (the "**Executive Director**"), shall transfer 86,000,000 of his Shares to the Lender for and on behalf of the Company as the Collateral Shares (the "**Executive Director's Shares**"). Upon obtaining both SGX-ST's and the Shareholders' approval for the issue of the Collateral Shares and the issuance of the Collateral Shares by the Company to the Lender, the Lender shall return the Executive Director's Shares to the Executive Director.

2. TERMS OF THE PROPOSED LOAN

The salient terms of the Proposed Loan are set out in the table below:

Company	MMP Resources Limited
Lender	Maiora Asian Structured Finance Fund
Investment	The Lender shall lend S$600,000 by way of Convertible Notes with a face value of S$600,000 to the Company. Upon the receipt of approval from SGX-ST and the Shareholders, the Company shall issue 86,000,000 Collateral Shares to the Lender.
Redemption Amount	S$600,000

Arranger and Settlement Agent	Maiora Asian Structured Finance Fund shall be the Arranger and Settlement Agent for the Investment.
Maturity	1 year from the closing date
Interest Rate	0%
Convertibility	The Convertible Notes are convertible at the discretion of the Lender, subject to SGX-ST's and Shareholders' approval having been obtained and the Proposed Loan not having been repaid.
Conversion Price	Subject to SGX-ST's and Shareholders' approval having been obtained, at any time 90 days after closing, the Lender may, in its sole discretion, convert the Convertible Notes at 99% of the volume weighted average price of the Company's shares for the last 5 trading days immediately preceding the date of conversion.
Ranking	The Convertible Notes shall rank senior to all other loans or financing that may be secured by the Company after the closing date.
Event of Default	The following events shall constitute an event of default (the "**Event of Default**"): (i) failure to comply with any listing rules of the SGX-ST; and (ii) breach of the representations, warranties, covenants, and obligations under the transaction documents to be executed in connection with the issuance of the Convertible Notes. Upon the occurrence of an Event of Default, the amount due on the Convertible Notes shall be payable immediately. Subject to all requisite approvals having been obtained, the Lender shall be entitled to convert up to the outstanding amount of the Convertible Notes. In addition, the Company shall owe the Lender a 25.0% default premium on the principal amount of the Convertible Notes, which remains outstanding.
Legal Fees	The Lender shall be responsible for all legal costs up until the execution of a binding agreement.
Shareholders' Approval	In the event that the Warrants Issue is not approved by

	Shareholders, the interest on the Convertible Notes shall accrue at the rate of 12% per annum, from the closing date to the actual date of payment.

3. INFORMATION ON THE LENDER

The Lender is a Registered Fund Management Company based in Singapore with an Asian focus. The Lender's management team has more than sixty years of experience in Asia and Japan, since 2013, have completed more than US$600 million in structured debt deals within the Asia region.

The Lender conducts financing, as well as renewable energy businesses across Asia.

The Lender and/or its related or associated companies own 135,000,000 Shares, which constitute approximately 8.00% of Shares in the Company. Accordingly, specific Shareholders' approval will be sought pursuant to Rule 812 of the Listing Manual for the Proposed Loan and the Warrants Issue.

4. DEFINITIVE AGREEMENTS

4.1. The term sheet summarising the terms of the Proposed Loan and the Warrants Issue is subject to the parties entering into a definitive agreement. There is no assurance that the parties will be able to agree on and execute the definitive agreement, or to complete the Proposed Loan and the Warrants Issue.

4.2. The Company will make an announcement to disclose further details of the Proposed Loan and the Warrants Issue upon execution of the definitive documentation and will make such other update announcement(s) from time to time.

5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for their respective shareholding interests in the Company, and as otherwise disclosed above, none of the Directors and substantial shareholders of the Company have an interest, direct or indirect in the transactions set out in this announcement.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Loan and the Warrants Issue, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

7. CAUTION IN TRADING

Shareholders are advised to exercise caution in trading their shares. The Proposed Loan and the Warrants Issue is subject to the entry into by the parties of definitive legal agreements, and to such further terms and conditions as are customary in similar

transactions. Shareholders are also advised to consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Drew Ethan Madacsi
Executive Director
2 March 2016