

# Exclusive Agreement to Continue Joint Exploration of the East Balkhash 2 Licence Area in Kazakhstan and 2014 Work Programme

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LONDON, UNITED KINGDOM--(Marketwired - Mar 11, 2014) - [Orsu Metals Corp.](#) ("Orsu" or the "Company"), the dual listed (TSX:OSU)(AIM:OSU) London-based base and precious metals exploration and development company, today announces that it has entered into a new exclusivity agreement (the "Agreement") with Asem Tas-N LLC ("Asem Tas") to continue joint exploration of the Balkhash Project and has agreed a work programme in accordance with the terms of the Balkhash licence for 2014 ("2014 Contract Work Programme"). The Agreement replaces the exclusivity agreement announced on September 16, 2013 ("September 2013 Agreement"), which in turn replaced earlier exclusivity agreements announced in April 2013 and November 2012 (all previous agreements together being the "Predecessor Agreements").

The key terms of the Agreement are summarised below:

1. Orsu is granted a further exclusive right for a period of 120 days, ending in July 2014, subject to extension by mutual agreement of the parties (the "Exclusivity Period"), to explore and participate in the Balkhash Project.
2. During the Exclusivity Period:
  - a. Orsu and Asem Tas will continue to jointly explore the Balkhash Project, including geophysical works and verification drilling of exploration targets,
  - b. Orsu will initially provide funding for exploration works at the Balkhash Project in the amount of up to \$0.5 million under an initial work programme agreed between the Parties ("Initial 2014 Work Programme"), and
  - c. Asem Tas will apply to transfer the exploration licence for the Balkhash Project (the "Licence") to a newly formed Kazakh legal entity jointly owned by Orsu and Asem Tas (the "Joint Venture Company"), in which Orsu will hold an effective interest of 55%. A transfer of the Licence to the Joint Venture Company will be conditional upon obtaining a formal waiver of the Kazakh Government's pre-emptive right.
3. The Exclusivity Agreement includes the same terms as the previous agreements. In particular, Orsu has agreed to pay to Asem Tas:
  - a. up to \$1.5 million to compensate Asem Tas for historical exploration costs incurred prior to 2012 (excluding any costs funded by Orsu) on effective transfer of the Licence,
  - b. \$20 per tonne of economically extractable copper equivalent, up to a maximum of \$10 million, less any amount paid under a. above, on or before completion of a positive preliminary economic assessment study, and
  - c. \$20 per additional tonne of economically extractable copper equivalent, up to a maximum of \$15 million, less any amounts paid under a. and b. above, on completion of a positive definitive feasibility study.
4. Should Orsu decide to continue its participation in the joint exploration of the Balkhash area, the minimum expenditure required under the 2014 Contract Work Programme is \$2.165 million (including the amounts expended on the Initial Work Programme).
5. Following the effective transfer of the Licence Orsu will finance the works until completion of the definitive feasibility study, subject to any earlier termination of funding, and Orsu will be responsible for arranging project finance for any the future development of the Balkhash Project.

6. Orsu may terminate its funding at any point before the earlier of the effective transfer of the Licence or the end of the Exclusivity Period. Where the approval of the relevant authorities for the transfer of the Licence is not received due to a breach by Asem Tas, or the Kazakh Government exercises its pre-emptive right to acquire the Licence during the transfer process, Asem Tas is required to refund Orsu for its expenditure in connection with the Predecessor Agreements.
7. Under the terms of the Agreement, Orsu will have the right to buy-out all or part of the interest of Asem Tas in the Joint Venture Company, for cash or shares, at a price determined by an independent expert.

Further details on the Balkhash Project are available in the Company's announcement dated November 12, 2012.

#### **Notes to Editors:**

1. All \$ figures are United States Dollars unless otherwise indicated.

#### **FORWARD-LOOKING INFORMATION**

This press release contains forward-looking information which is not comprised of historical facts. Forward-looking information involves risks, uncertainties and other factors that could cause actual events, results, performance and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward-looking information contained in this press release includes, but may not be limited to, the expected exploration activities by the Company related to, and the general development of, the Balkhash Project, and the anticipated funding of exploration and other costs by Orsu.

Factors that could cause actual results to differ materially from those described in such forward-looking information include, but are not limited to, uncertainties in the interpretation of drill and test results, risks normally incidental to exploration and development of mineral properties, the possibility that future exploration, development and/or mining results will not be consistent with expectations, the Company's inability to raise additional finance as and when needed, the Company's inability to obtain, maintain, renew and/or extend required licences, permits, authorizations and/or approvals from the appropriate regulatory authorities (including an inability to obtain the waiver of the Kazakh Government's pre-emptive right in connection with the Licence transfer application) and other risks relating to the regulatory framework in Kazakhstan and adverse changes in the political environment and laws in Kazakhstan.

The forward-looking information in this press release reflects the current expectations, assumptions and/or beliefs of the Company based on information currently available to the Company. In connection with the forward-looking information contained in this press release, the Company has made assumptions about; the Company's business, the economy and the mineral resources development and extraction industry in general; the Company's ability to raise required additional financing; the ability to obtain, maintain, renew and/or extend required permits, licences, authorizations and/or approvals from the appropriate regulatory authorities (including in connection with the Licence transfer application); and the ability to continue to obtain qualified staff and equipment in a timely and cost-efficient manner to meet demands. The Company has also assumed that no significant events occur outside of the Company's normal course of business. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise.

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