

IRVING, TX--(Marketwired - Jul 9, 2015) - [DynaResource Inc.](#) (OTCQB: DYNR) ("the Company"), a minerals investment, management, and exploration company based in Irving, Texas, with a current focus on the San Jose de Gracia high grade gold project in northern Sinaloa State, Mexico ("SJG"), is pleased to announce that on June 30, 2015, the Company closed a financing agreement with Golden Post Rail, LLC, a Texas limited liability company ("Golden Post"). And, on July 2, 2015, the Company filed on Form 8-K, a disclosure of the transaction with Golden Post, and related events. A summary of the transaction with Golden Post, and related events is set forth below:

1. Pursuant to the May 6, 2015 Securities Purchase Agreement (the "SPA") among the Company, Golden Post Rail, LLC, a Texas limited liability company ("Golden Post") and Mr. Koy W. ("K.D.") Diepholz, Chairman-CEO of the Company, Golden Post acquired the following securities:

- a) 1,600,000 shares of Series C Senior Convertible Preferred Stock (the "Series C Preferred") at a purchase price of \$2.50 per share (\$4M USD), plus an additional 133,221 shares of Series C Preferred pursuant to anti-dilution provisions. The Series C Preferred is entitled to receive dividends at the per share rate of four percent (4%) per annum, ranks senior (in priority) to the Common Stock, the Series A Preferred Stock, and each other class or series of equity security of the Company. The Series C Preferred is convertible into Common Stock of the Company at the price of \$2.50 per share, and is entitled to anti-dilution protection for (i) subsequent equity issuances by the Company and (ii) changes in the Company's ownership of DynaResource de México SA de CV ("DynaMéxico"). The Series C Preferred is also entitled to preemptive rights, and the holder has the right to designate one person to the Company's Board of Directors as a Class III director.
- b) A Common Stock Purchase Warrant (the "Warrant") for the purchase of 2,166,527 shares of the Company's Common Stock, at an exercise price of \$2.50 per share, and expiring June 30, 2020. The anti-dilution protections contained in the terms of the Series C Preferred are essentially replicated in the Warrant.

2. On May 6, 2015, the Company executed a Promissory Note (the "Golden Post Note") payable to Golden Post in the principal amount of \$500,000, and bearing interest at 8%. The principal amount of the Golden Post Note and accrued interest to June 30, 2015 in the amount of \$6,000 were credited against amounts payable to the Company pursuant to the Securities Purchase Agreement described above.

3. Pursuant to the SPA, the Company executed a Registration Rights Agreement pursuant to which Golden Post may require the Company to register the shares of Common Stock which may be issued upon the conversion of the Series C Preferred and the shares of Common Stock issuable upon the exercise of the Warrant, including any additional shares of Common Stock issuable pursuant to anti-dilution provisions.

The SPA was filed as Exhibit 10.1 to the Form 8-K filed on May 8, 2015.

The terms of the Series C Preferred are contained in the Certificate of Designation attached as Exhibit 3.2 to the Form 8-K filed on July 2, 2015.

The Form of Warrant was attached as Exhibit 4.1 to the Form 8-K filed on July 2, 2015.

The Registration Rights Agreement was attached as Exhibit 4.2 to the Form 8-K filed on July 2, 2015.

Appointment of Class III Director

On June 29, 2015, the holder of the Series C Preferred (Golden Post) designated one person to the Company's Board of Directors; accordingly, the Board of Directors of the Company ratified Mr. Phillip Andrew Rose as a Class III director of the Company.

Management Comments

Mr. K.D. Diepholz, Chairman/CEO of [DynaResource Inc.](#) said: "I am pleased to receive the confidence and support from Golden Post. And, I welcome Mr. Phillip A. Rose to the Company's Board of Directors. The addition of Golden Post as a significant equity holder of the Company continues our Company tradition of financing activities through the support of private equity. The proceeds from the Golden Post Transaction will allow Mineras de DynaResource, SA de CV., the exclusive Operator at San Jose de Gracia ("DynaMineras") to improve and expand its current underground test mining and pilot production operations at SJG. I will look forward to reporting the results of operations by DynaMineras at SJG."

Mr. Robert "Chip" Allender, Exec. V.P.-Director of Mining Operations said: "I would like to publicly thank Golden Post for its confidence and support. I am proud to have Golden Post join the DynaResource team of supporters, and I'm anxious to utilize the capital support from Golden Post in order to inject new energies into the test operations at SJG. I believe we can accomplish significant results at SJG, and I'm looking forward to leading a team of operators at SJG towards our target of building a world class asset."

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This News release contains forward-looking statements within the meaning of Section 27 A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934.

Certain information contained in this news release, including any information relating to future financial or operating performance may be deemed "forward-looking". All statements in this news release, other than statements of historical fact, that address events or developments that DynaResource expects to occur, are "forward-looking information". These statements relate to future events or future performance and reflect the Company's expectations regarding the future growth, results of operations, business prospects and opportunities of DynaResource. These forward-looking statements reflect the Company's current internal projections, expectations or beliefs and are based on information currently available to DynaResource. In some cases forward-looking information can be identified by terminology such as "may", "will", "should", "expect", "intend", "plan", "anticipate", "believe", "estimate", "projects", "potential", "scheduled", "forecast", "budget" or the negative of those terms or other comparable terminology. Certain assumptions have been made regarding the Company's plans at the San Jose de Gracia property. Many of these assumptions are based on factors and events that are not within the control of DynaResource and there is no assurance they will prove to be correct. Such factors include, without limitation: capital requirements, fluctuations in the international currency markets and in the rates of exchange of the currencies of the United States and México; price volatility in the spot and forward markets for commodities; discrepancies between actual and estimated production, between actual and estimated reserves and resources and between actual and estimated metallurgical recoveries; changes in national and local governments in any country which DynaResource currently or may in the future carry on business; taxation; controls; regulations and political or economic developments in the countries in which DynaResource does or may carry on business; the speculative nature of mineral exploration and development, including the risks of obtaining necessary licenses and permits, diminishing quantities or grades of reserves; competition; loss of key employees; additional funding requirements; actual results of current exploration or reclamation activities; changes in project parameters as plans continue to be refined; accidents; labor disputes; defective title to mineral claims or property or contests over claims to mineral properties. In addition, there are risks and hazards associated with the business of mineral exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and gold bullion losses (and the risk of inadequate insurance or inability to obtain insurance, to cover these risks) as well as those risks referenced in the Annual Report for DynaResource available at www.sec.gov. Forward-looking information is not a guarantee of future performance and actual results and future events could differ materially from those discussed in the forward-looking information. All of the forward-looking information contained in this news release is qualified by these cautionary statements. Although DynaResource believes that the forward-looking information contained in this news release is based on reasonable assumptions, readers cannot be assured that actual results will be consistent with such statements. Accordingly, readers are cautioned against placing undue reliance on forward-looking information. DynaResource expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, events or otherwise.

Contact

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Chairman / CEO

Mineras de DynaResource-Presidente