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# CANTEX ANNOUNCES AL HARIQAH OPTION AGREEMENT WITH WCP RESOURCES LTD

**Kelowna, Canada** – 16<sup>th</sup> December, 2011 – **Cantex Mine Development Corp.** (CD: TSXV) ("Cantex" or the "Company") is pleased to announce the signing of an agreement with WCP Resources Ltd ("WCP") wherein WCP can earn up to a 70% interest in the Al Hariqah gold project by funding advanced exploration and mine development to commercial production. Cantex also announces the end of the Vale option agreement.

### **Vale Option Agreement**

Pursuant to the terms of the November 2008 letter agreement entered into with Vale, the Company has received notification that Vale has decided not to pursue the Suwar Option and accordingly has elected to terminate the letter agreement effective immediately.

#### **WCP Commercial Terms**

WCP and Cantex have entered into an earn-in agreement ("Agreement") regarding the Al Hariqah Gold project ("Project") which provides the following:

- (i) WCP will have up to 2 years to exercise an option to commence the earn-in to the Project ("Earn-in Option");
- (ii) During the Earn-in Option period, Cantex will continue to manage the Project, and WCP will be responsible for all agreed or budgeted costs of the Project;
- (iii) Upon the exercise of the Earn-in Option ("Commencement Date"), WCP may earn an interest in the Project by expending:
  - five million dollars (US\$5,000,000) ("First Earn-in Expenditure") within 2 years of the Commencement Date to acquire a 40% interest in the Project;
  - ten million dollars (US\$10,000,000) ("Second Earn-in Expenditure") within the following 2 years to increase its interest in the Project to 50%; and
  - fifteen million dollars (US\$15,000,000) ("Third Earn-in Expenditure") within the following 3 years to increase its interest in the Project to 70%;
- (iv) Expenditure by WCP during the Earn-in Option period will be included in calculation of the First Earn-in Expenditure;

- (v) WCP will manage the Project during the Earn-in period and will be able to utilise Cantex's existing in-country exploration team;
- (vi) Force majeure provisions (which include sovereign risk and conflict issues) may apply to the above time frames;
- (vii) Prior to earning a 40% interest in the Project, WCP may withdraw from the Agreement at any time;
- (viii) An incorporated joint venture ("JV") will be formed upon WCP earning an interest in the Project;
- (ix) Upon formation of the JV, WCP's representation on the board of directors ("Board") of the new company will be proportional to its shareholding in that entity;
- (x) Most matters of the JV will require a simple Board majority (including decision to mine). However, some matters will require a unanimous decision of the Board (including sale of the Project and surrender of the license);
- (xi) In circumstances where WCP earn a 70% interest in the Project and a decision to mine the project is reached, WCP will carry Cantex's portion of mine construction costs to initial production via a loan at an agreed/market interest rate. The loan would be repaid from the first 80% of profits earned by Cantex;
- (xii) Once the JV is formed, each party has pre-emptive rights over the other party's interest in the JV;
- (xiii) If WCP only earns a 40% or 50% interest in the Project (i.e. does not earn a 70% interest in the Project), then each party must fund its own proportion to reach initial production. If a party does not do so, then its interest in the JV will be diluted;
- (xiv) Upon initial production by the JV (whether solely funded by WCP or not), dilution will apply to a parties' interest in the JV if it does not continue to contribute in accordance with its interest at that time;
- (xv) Should the Government of the Republic of Yemen acquire an interest in the Project, then the parties will dilute their interest in the Project on a pro rata basis;
- (xvi) The Agreement is subject to the following conditions precedent:
  - each party obtaining all necessary regulatory approvals necessary to effect to the transactions contemplated by the Agreement; and
  - WCP completing due diligence to its sole satisfaction on the Project within 60 days of execution of the Agreement.

#### **WCP Resources**

WCP Resources Limited is a gold exploration company listed on the Australian Securities Exchange (ASX ticker: WCP) and is chaired by the highly regarded mining executive Mr. Ian Middlemas, with geologist Mr. Peter Woodman as Managing Director and CEO.

Mr. Middlemas is an experienced mining executive and has been in commerce for over twenty years. A Chartered Accountant and member of the Financial Services Institute of Australasia,

Mr. Middlemas has held senior executive positions and directorships with a number of public companies:

- Senior Group Executive with the Normandy Mining Group for approximately ten years, during which time it became Australia's largest gold producer.
- Chairman of Mantra Resources Limited from its IPO until its recent takeover by JSC Atomredmetzoloto for an all-cash consideration of A\$1.02 billion.
- Chairman of Coalspur Mines Limited (TSX: CPT), which grew to a market capitalization of over A\$1 billion during his involvement.
- Currently Chairman of a number of resource companies including African Gold exploration company; Papillon Resources Limited (ASX ticker: PIR); and Philippines gold exploration Company Sierra Mining Limited (ASX ticker: SRM).

Mr. Woodman is a geologist with over 20 years' experience in exploration, development and operations in the mining industry - primarily in the gold sector. He has direct experience with gold project development in the region having held a senior operational position at the Sukari Gold Project in Egypt.

Prior to joining WCP, Mr. Woodman held a number of senior executive and operational positions where he was responsible for exploration and development programmes, including Wedgetail Mining Limited where, as CEO, he oversaw the successful completion of the bankable feasibility study and funding for the Nullagine Gold Project in Western Australia.

Prior to his role with Wedgetail Mining Ltd, he held positions with Samantha Gold NL (Western Australian Gold Projects, Ranger Minerals NL (Damang Gold Project in Ghana), Hellman & Schofield Pty Ltd (Resources Consultancy), Centamin Egypt Ltd (at the Sukari Gold Project in Egypt) and Kingsgate Consolidated Ltd (at the Chatree Gold Silver Mine in Thailand).

His background is in management, exploration planning and execution, resource development and mining operations both in Australia and overseas. He is a graduate of the Australian National University and is a corporate member of the Australian Institute of Mining and Metallurgy.

## **Summary**

Cantex looks forward to WCP's involvement in the Al Hariqah project. The addition of their technical expertise and financial backing has the potential to, not only define a substantial gold reserve, but also to take the project through to commercial production.

This press release has been prepared by Chad Ulansky P.Geol, a Qualified Person.

Signed,

Charles Fipke

Charles Fipke Chairman For further information: Cantex Mine Development Corp., 203-1634 Harvey Ave., Kelowna, BC, V1Y 6G2, Tel (250) 860 8582, Fax (250) 860 1362, Email info@cantex.ca

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