

INTRODUCTION AND OVERVIEW

GeoCrystal Limited (“GeoCrystal” or “Company”) is poised to become Australia’s next major diamond exploration companies on the ASX via its Webb diamond project located in the Gibson Desert of Western Australia, Merlin South and Yamarra in Northern Territory.

The Webb Project is the only kimberlite field discovered in Australia in over 20 years and through spending \$4m in exploration and discovery of 51 kimberlite bodies, the Company has earned an 81.5% interest in five of the six granted exploration licenses. GeoCrystal is led by some of Australia’s most credentialed diamond explorers, including Tom Reddicliffe as Technical Director, who is credited with discovering the Merlin diamond pipes in the Northern Territory in 1993 and Consultant, Ewen Tyler who was the founding director of Ashton Mining which discovered the Argyle Diamond Mine, which was acquired by Rio Tinto in 2000 for US\$418m.

The Company will focus its efforts on the exploration program for the Webb property including a review of the airborne magnetics, implementation of ground magnetic surveys over priority airborne magnetic targets, followed by a drilling program of remaining selected targets and drill bulk-sampling with large diameter core (LD drilling).

INVESTMENT HIGHLIGHTS

- 1 **Highly prospective and advanced exploration projects with potential for significant discovery**
- 2 **Exceptional large-scale portfolio located in the heart of Australian diamond country**
- 3 **Lack of quality Australian diamond investment exposure on the ASX**
- 4 **Experienced Board & Management Team with previous Diamond Success**

WEBB PROJECT – THE NEXT DIAMOND DEVELOPER

The Company’s flagship Webb Project, covering 667 km² in area, is located in the remote West Arunta region of the Gibson Desert of Western Australia.

The Company made the initial discovery of the Webb kimberlite field in 2012, making it the first new kimberlite field discovery in Australia in the past 20 years. Of the 51 identified kimberlite bodies, 216 targets remain untested.

During an extensive loam (surface concentrate) sampling program a total of 27 microdiamonds were recovered with the majority located within a broad surface microdiamond dispersion anomaly 150 km² in size

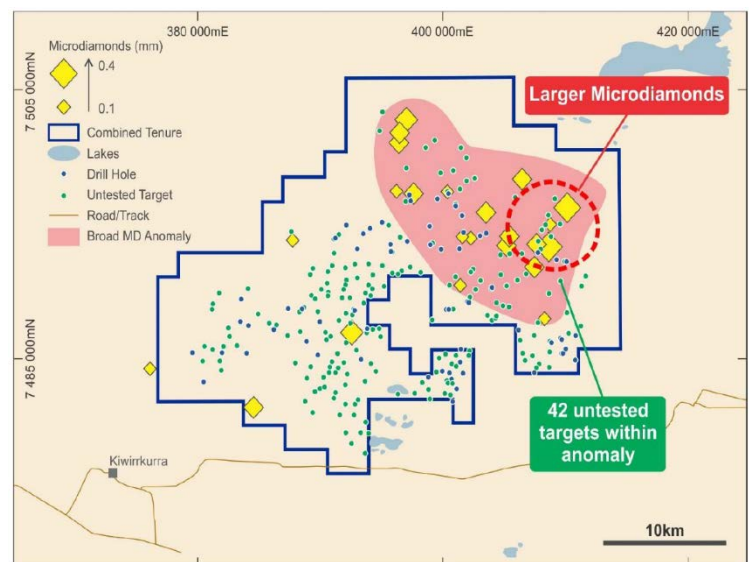
The proposed exploration program recommended for the Webb Project will include a review of the airborne magnetics, implementation of ground magnetic surveys over priority airborne magnetic targets, followed by a drilling program of the remaining selected targets and drill bulk-sampling with large diameter core when warranted.

INDICATIVE TERMS SHEET

GeoCrystal has engaged Discovery Capital Partners as Lead Manager in respect of an Initial Public Offering (IPO) via Prospectus. Under this Prospectus, the Company is offering up to 35,000,000 Shares at an issue price of \$0.20 each to raise up to \$7,000,000 before costs (“Offer”). The Offer has a minimum subscription requirement of \$5,000,000. There is no allowance for oversubscriptions. The Offer is partially underwritten by Time Strong Limited for 12,500,000 Shares at \$0.20 per Share. The Offer is open to the general public however non-Australian resident investors should consider the statements and restrictions set out in sections 1.9 and 9.17 before applying for Shares. This Indicative Terms Sheet, together with the Prospectus should all be reviewed and fully understood by all persons.

Private & Confidential

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GeoCrystal Limited

**Term Sheet – an IPO Offer of up to 35,000,000 Shares
at an issue price of \$0.20 each to raise up to \$7,000,000**



OFFER SUMMARY

Offer	Placement of up to 35 million Shares to raise up to \$7,000,000 before costs ("Offer"). The Offer has a minimum subscription requirement of \$5,000,000. The Offer is partially underwritten for \$2,500,000 by Time Strong Limited.			
Offer Price	A\$0.20 per Share.			
Use of Proceeds	GeoCrystal proposes that funds raised pursuant to the Offer will be used to expand the Company's exploration efforts primarily at its flagship Webb project. The Company will also use the funds to acquire Merlin South. The expenses are broken down as follows:			
	Use of Funds	Minimum Subscription		Maximum Subscription
		Amount	%	Amount
	Expenses of the Offer	\$526,400	10.5%	\$648,400
	Acquisition costs of Merlin South	\$20,000	0.4%	\$20,000
	Director fees	\$240,000	4.8%	\$240,000
	Administration expenditure	\$1,186,300	23.7%	\$1,186,300
	Cash reserves and working capital	\$3,027,300	60.6%	\$4,905,300
	Total	\$5,000,000	100%	\$7,000,000
Disclosure Document	A Prospectus will be lodged in relation to the Offer. This document is also available at the Company's website http://www.geocrystal.com.au/ . The Offer is open only in those jurisdictions in which it is lawful for people to accept the Offer and is subject to the Prospectus.			
Capital Structure	Existing Shares on Issue			57,090,282
	Shares to be issued under the Offer			Min 25,000,000 - Max 35,000,000
	Underwriter Shares issued			4,000,000
	Executive and management Shares issued			1,000,000
	Shares issued for acquisition of Merlin South			2,000,000
	Conversion of convertible note			5,000,000
	Enterprise Value Post IPO			\$13.8m
Syndicate	Lead Manager: Discovery Capital Partners			
	Broker Fee: 4% on external broker funds raised.			
Other Information	The Company's website at http://www.geocrystal.com.au/			

INDICATIVE TIMETABLE

Important dates	
Lodgement of Typeset Prospectus	7 June 2018
Bookbuild Opens	12 June 2018
Indicative Bookbuild Closes	12 July 2018
Issue date of Securities	By 30 July 2018
Holding statements send to shareholders	By 30 July 2018
Expected date for quotation on ASX	By 20 August 2018

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** Times and dates are indicative only and are subject to change without notice.*

Information and Disclaimer

The Lead Manager has been engaged by GeoCrystal in their respective capacities and will be paid fees for those engagements accordingly.

DISCLAIMER: Discovery Capital Partners and each of their respective officers, servants or agents, make no recommendation as to whether you should participate in the new issue by the Company nor do they make any recommendation or warranty to you concerning the shares or accuracy, reliability or completeness of the information provided or the performance of the Company. This note is intended to provide background information only and does not purport to make any recommendation upon which you may reasonably rely without taking further and more specific advice. You should make your own decision whether to participate based on your own enquiries. Potential investors must make their own independent assessment and investigation of the opportunity and should not rely on any statement or the adequacy or accuracy of the information provided by either of the Lead Manager or a Co-Manager. Securities of small to mid-cap companies typically involve a higher degree of risk and more volatility than securities of more established companies. As such, an investment in the Company must be considered as speculative. The information provided does not purport to cover all relevant information about any potential investment in the Company. Accordingly potential investors are advised to read the Prospectus in full and seek appropriate independent advice, if necessary, to determine the suitability of this investment.

DISCLOSURE: The Lead Manager as principal, its directors and staff may participate in this issue detailed herein. The Directors of Discovery Capital Partners advise that they and persons associated with them may have an interest in the above securities and that they may earn brokerage, commissions, fees and other benefits and advantages, whether pecuniary or not and whether direct or indirect, in connection with the making of a recommendation or a dealing by a client in these securities, and which may reasonably be expected to be capable of having an influence in the making of any recommendation, and that some or all of our Representatives may be remunerated wholly or partly by way of commission.

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