

## **PINECREST RESOURCES LTD.**

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### **PINECREST COMPLETES ACQUISITION OF 100% INTEREST IN THE ENCHI GOLD PROJECT, GHANA AND COMPLETES \$3.6 MILLION FINANCING Sandstorm Gold Purchases 18.2% Equity Interest in Pinecrest**

**December 5, 2014**

**TSX-V: PCR**

Vancouver, British Columbia: Pinecrest Resources Ltd. (“Pinecrest” or the “Company”) (TSX-V: PCR) is pleased to announce that, subject to final government approvals, the Company has completed the acquisition of a 100% interest in the Enchi gold project located in Ghana (the “Project”) from Edgewater Exploration Ltd. (“Edgewater”) and Red Back Mining Ghana Limited (“Red Back”), an indirect wholly-owned subsidiary of Kinross Gold Corporation (“Kinross”), collectively, the “Transaction”). Details of the Transaction can be found in the May 22, 2014 Pinecrest news release.

Immediately prior to the completion of the Transaction, the Company completed a consolidation (the “Consolidation”) of its share capital on a 4:1 basis meaning four pre-consolidated shares for one post-consolidated share, as previously approved by its shareholders.

The Company has also completed its previously announced non-brokered private placement (the “Private Placement”) of 18,000,000 units (the “Units”) issued on a post-consolidated basis at a price of \$0.20 per Unit for gross proceeds of \$3.6 million. Each Unit consists of one common share and one common transferable share purchase warrant (the “Warrants”). Each Warrant is exercisable for a period of two years at an exercise price of \$0.30. The Company paid finder’s fees in the aggregate of \$81,246 and issued 406,230 warrants exercisable for two years at an exercise price of \$0.20, to finders at arm’s length to the Company in connection with the Private Placement. All securities issued in the Private Placement are subject to a statutory hold period expiring on April 5, 2015. The Company intends to use the proceeds of the Private Placement to advance the Project and for general working capital purposes. Sandstorm Gold Ltd. (“Sandstorm”) acquired 10,000,000 Units for investment purposes. Sandstorm does not have any present intention to acquire ownership of, or control over, additional securities of Pinecrest. It is the intention of Sandstorm to evaluate its investment in Pinecrest on a continuing basis and such holdings may be increased or decreased in the future.

The offer and sale of the securities offered in the Private Placement has not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any state securities laws, and such securities may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities in the United States or in any jurisdiction in which such offer, sale or solicitation would be unlawful.

In connection with the Transaction, the Company issued 10,200,000 post-consolidated common shares to Red Back and a warrant to purchase up to 5,000,000 common shares of the Company at an exercise price of \$0.30 per share for a period of five years. The Company issued 20,938,887 post-consolidated common

shares and made a payment of \$150,000 in cash to Edgewater. The common shares issued to Red Back will be placed in escrow and will be released upon receipt of the Consent.

On completion of the Consolidation, the Private Placement and the closing of the Transaction, Pinecrest has approximately 54,888,887 common shares issued and outstanding and a working capital position of approximately \$3,175,000. The current equity ownership of the Company is as outlined below:

<b>Holder</b>	<b>Percentage Ownership</b>
Red Back	19.90%*
Edgewater	36.83%**
Pinecrest shareholders	25.05%
Sandstorm Gold	18.22%
	100.0%

\* These common shares will be placed in escrow and will be released upon receipt of the Consent

\*\* These Shares are to be distributed by Edgewater to its shareholders on a pro-rata basis as soon as reasonably practicable after the closing of the Transaction.

The Company has granted 3,050,000 stock options to directors, officers and consultants of the Company. The stock options are exercisable for a period of five years at an exercise price of \$0.22 per share.

On completion of the Transaction, Mr. George Salamis was appointed as a director and as Chief Executive Officer and Ryan King was appointed President of the Company. The board of directors of the Company is now comprised of George Salamis, Douglas Forster, Blayne Johnson, Ryan King, Edward Farrauto and Kimberly Williams.

### **Summary of the Enchi Gold Project**

The Enchi Gold Project located in south-west Ghana, West Africa covers a 50 kilometre strike length of the Bibiani Shear Zone a regional scale structure that hosts a number of major gold mines and deposits including Kinross' Chirano Gold Mine located 70 km north-east of the Project and the Bibiani Gold Deposit located 90 km north-east of the Project. The Enchi Gold Project is comprised of ten licenses totalling 696 km<sup>2</sup> located 290 km west of the capital city of Accra. Access to the Project is on sealed roads via the regional port city of Takoradi or the mining centre of Tarkwa and then on gravel roads to Enchi (population 9,270). Good road access exists throughout the project licenses.

On May 12, 2014, Edgewater announced an updated NI 43-101 Inferred Resource Estimate prepared by independent qualified person Todd McCracken, P.Geo. of WSP Canada Inc. at a cut-off grade of 0.7 g/t Gold as follows:

#### **Enchi Gold Project, Ghana 2014 Inferred Mineral Resource Summary**

Cut-off Au (g/t)	Zone	Tonnes	Grade Au (g/t)	Contained Gold (ounces)
0.7	Boin	9,551,000	1.20	368,500
0.7	Nyam	3,716,000	1.13	135,000
0.7	Sewum	7,549,000	1.09	264,500
	<b>TOTAL</b>	<b>20,816,000</b>	<b>1.15</b>	<b>768,000</b>

1. CIM definition standards were followed for the resource estimate.
2. The 2014 resource models used ordinary kriging (OK) grade estimation within a three-dimensional block model with mineralized zones defined by wireframed solids.
3. A base cut-off grade of 0.7 g/t Au was used for reporting resources with a capping of gold grades at 18 g/t.
4. A US\$1,300/ounce gold price, open pit with heap leach operation was used to determine the cut-off grade.
5. A density of 2.45 g/cm<sup>3</sup> was applied.
6. Numbers may not add exactly due to rounding.
7. Mineral Resources that are not mineral reserves do not have economic viability

The resource estimate also evaluated the Enchi Project at a range of cut off grades between 0.3 and 2.0 g/t Au. Results are as follows:

<b>Cut-off</b>	<b>Tonnes</b>	<b>Au g/t</b>	<b>Ounces</b>
0.3	72,611,000	0.65	1,526,065
0.4	53,366,000	0.76	1,304,918
0.5	37,357,000	0.90	1,078,702
0.7	20,816,000	1.15	767,988
0.9	12,993,000	1.36	569,879
1.0	10,127,000	1.49	484,388
1.2	6,446,000	1.70	352,779
1.5	3,011,000	2.11	204,549
1.7	2,041,000	2.36	154,976
1.9	1,554,000	2.54	126,727
2.0	1,174,000	2.73	102,909

The 2014 Mineral Resource estimate was based on 52,385 metres of diamond and RC drilling in 646 holes as well as data from 13,799 metres in 102 surface trenches. The drilling is generally spaced at 25 to 50 metre intervals.

As announced on December 1st, 2014, Pinecrest has engaged WSP Canada Inc. to complete a Preliminary Economic Assessment (“PEA”) to assess the potential for utilizing low cost open pit mining and heap leach gold recovery on the near surface Inferred gold resources from the Enchi Gold Project. The Enchi Gold Project PEA is scheduled to be completed in Q1/2015.

Transfer of the prospecting licenses for the Project is subject to the approval of the Minister of Lands and Natural Resources of the Republic of Ghana (the “Consent”).The Company has submitted all documentation necessary to obtain consent to the transfer of the prospecting licences to the Minerals Commission. Upon receipt of the Consent, transfer of the legal interest and title to the prospecting licences to the Company will be completed. Until the Consent is obtained, the prospecting licenses will be held in trust by Red Back for the benefit of Pinecrest.

### **About Pinecrest**

Pinecrest is a British Columbia corporation that is based in Vancouver, BC. The Company engages principally in the acquisition, advancement and development of precious mineral properties. Upon completion of the Transaction, the Company intends to explore and develop the Enchi gold project located in South West Ghana and to continue to seek potential precious and base metal projects for acquisition.

Mr. Gregory Smith, P. Geo. a Technical Consultant to Pinecrest is the qualified Person as defined by NI 43-101 and has prepared and approved the technical data and information in this news release.

On Behalf of the Board of Directors

**PINECREST RESOURCES LTD.**

*Signed "George Salamis"*

George Salamis  
CEO and Director

For further information, please contact:

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*The TSX Venture Exchange has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release.*

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

**Cautionary Note Regarding Forward Looking Statements**

*This news release contains certain forward-looking statements, including statements regarding the Project, the completion of the PEA and the use of net proceeds of the Private Placement, future plans and objectives of the Company and the business of the Company. There can be no assurance that the PEA will be completed in the estimated timeframe provided.*

*Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or does not expect", "is expected", anticipates" or "does not anticipate" "plans", "estimates" or "intends" or stating that certain actions, events or results " may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be "forward-looking statements". Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to materially differ from those reflected in the forward-looking statements.*

*Safe Harbor Statement under the United States Private Securities Litigation Reform Act of 1995: Except for the statements of historical fact contained herein, the information presented constitutes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements including but not limited to those with respect to the price of gold, potential mineralization, reserve and resource determination, exploration results, and future plans and objectives of the Company involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievement of Pinecrest to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.*