

Delrand Resources Announces Proposed Change of Business and Concurrent Private Placement

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TORONTO, Sept. 15, 2014 - [Delrand Resources Limited](#) (Delrand) (TSX:DRN) (JSE:DRN) announced today it has entered into a share exchange agreement (the Exchange Agreement) pursuant to which Delrand has agreed to acquire all of the outstanding shares of VoiceTrust Holding Inc. (VoiceTrust), a privately-held global provider of voice biometrics solutions based in Toronto, from VoiceTrust Holding B.V., an indirect subsidiary of Ramphastos Participaties Coöperatief U.A. ("Ramphastos Investments"). Delrand will acquire VoiceTrust for aggregate consideration of CDN\$27,000,000 to be paid by the issuance of 36,000,000 common shares in the capital of Delrand subject to adjustment in certain circumstances (the Acquisition). Concurrently with the closing of the Acquisition, Delrand proposes to complete a private placement of common shares in the capital of Delrand for net subscription proceeds of no less than CDN\$15,000,000 (the Private Placement and, together with the Acquisition, the Transactions).

The Acquisition constitutes a "change of business" within the meaning of the policies of the Toronto Stock Exchange (the Exchange) and, accordingly, Delrand will apply to the Exchange for acceptance of the Acquisition. Delrand will also apply to the Exchange for acceptance of the Private Placement. The net proceeds of the Private Placement are intended to be used to fund the operations of VoiceTrust following closing.

Additionally, subject to approval by Delrand's shareholders, Delrand proposes to dispose of its existing assets to an arm's length purchaser (the Asset Disposition) concurrently with the completion of the Transactions.

Contemporaneously with the completion of the Transactions, Alan Brousseau will be appointed as Chief Executive Officer of Delrand, and Edward F. Escubedo will be appointed as Chief Operations Officer of Delrand. Delrand anticipates that its current officers and directors, with the exception of Arnold Kondrat who will continue as a director, will resign upon completion of the Transactions and Alan Brousseau, Bernard Crotty, Ronald Meersschaert and Renier Lemmens will be appointed as directors of Delrand. Biographies for Messrs. Brousseau, Escubedo, Crotty, Meersschaert and Lemmens are provided below.

Completion of the Transactions is subject to a number of conditions, including contemporaneous closing of the Acquisition and the Private Placement, Exchange acceptance, the approval of Delrand's shareholders of the Transactions in accordance with the policies of the Exchange and other customary conditions. The Acquisition is also conditional upon Delrand's shareholders approving the Asset Disposition and Delrand completing the Asset Disposition in accordance with applicable laws and the rules of the Exchange. Subject to the satisfaction or waiver (where permitted) of all applicable conditions, it is anticipated that the closing of the Transactions and the Asset Disposition will occur in late 2014. At the shareholder meeting to be called to consider the Transactions, Delrand also intends to seek shareholder approval of a reduction of its stated capital and of a change of its name to "VoiceTrust Inc." or such other name as may be approved by the applicable regulatory authorities. Delrand intends to seek an exemption from the Exchange's sponsorship requirements in connection with the Acquisition. If the Exchange does not grant an exemption, completion of the Transactions will also be conditional upon Delrand obtaining a sponsorship report from a qualified brokerage firm satisfactory to the Exchange.

The common shares issued pursuant to the Private Placement will be subject to a hold period expiring four months and one day after closing of the Private Placement. The common shares issued as consideration for the Acquisition will be subject to a voluntary lock-up for 12 months after the closing, and such shares may be subject to additional escrow in accordance with the policies of the Exchange.

All of the terms and conditions of the Acquisition are set forth in the Exchange Agreement, a copy of which will be available under Delrand's profile at www.sedar.com. Additional information regarding the Transactions and the businesses of Delrand and VoiceTrust will be included in an information circular to be prepared by Delrand in accordance with the policies of the Exchange and applicable securities laws, a copy of which will also be available under Delrand's profile at www.sedar.com when issued.

Alan Brousseau

Mr. Brousseau is a senior executive with over 14 years' experience growing biometric businesses in Canada and the US. From February 2007 until June 2013, Mr. Brousseau served as Executive Vice President, Business Services of L-1 Identity Solutions, Inc. (Enrollment Services) after fulfilling various other executive roles in international business development, managing Canadian operations, acquisition transition and strategy. From March 2001 until its acquisition by L-1 Identity Solutions in February 2007, Mr. Brousseau served as VP Business Development for Comnetix Inc., where he assisted in raising capital and bringing the company public. Mr. Brousseau served as the Vice President of Corporate Affairs and Investor Relations for Zconnexx Corporation from 1999 until 2001. Mr. Brousseau received his B.Comm (Hons) from Concordia University in Montreal, Canada, his LL.B from Osgoode Hall Law School in Toronto, Ontario, and is a Member of the Law Society of Upper Canada.

Edward F. Escubedo

Mr. Escubedo brings over 30 years of experience in business systems automation with specialization in the design, development and application of advanced technologies, including biometric technologies. In 1980, Mr. Escubedo founded Comnetix, a private, advanced technology company providing software solutions to law enforcement. He continued as owner and President of Comnetix, guiding it through self-funded growth while designing and implementing Criminal Intelligence solutions for the Canadian marketplace that were later presented to Interpol. Mr. Escubedo participated in the development of international standards for the acquisition, compression and exchange of biometric data. Under his leadership, Comnetix implemented the first transmission of a digital fingerprint to the FBI as an element of arrest processing and later in the civil setting for civilian background checks. Comnetix went public on the Exchange in 2004 and was sold in 2007 to L-1 Identity Solutions, Inc. After assisting with the transition to L-1, Mr. Escubedo founded Certec Inc., a private advanced technology consulting practice based in Toronto, Canada.

Bernard Crotty

Mr. Crotty is a principal of Silver and White Management Inc., a private investment firm. Mr. Crotty is also the President and a Trustee of NorthWest International Healthcare Properties REIT, a trustee of NorthWest Healthcare Properties REIT and a Director of New Zealand based Vital Healthcare Property Trust. From September 2001 to February 2008, Mr. Crotty acted as Chairman and/or Chief Executive Officer of Certicom Corp, a provider of cryptographic software and services that was acquired by Research in Motion Ltd. From January 2004 to February 2007, Mr. Crotty acted as Chairman and/or Chief Executive Officer of Comnetix Inc., a provider of biometric identification and authorization solutions that was acquired by L-1 Identity Solutions, Inc. Mr. Crotty was counsel to the law firm Gibson, Dunn & Crutcher LLP in Los Angeles from April 1998 to March 2000. Prior to April 1998, Mr. Crotty was a partner at the law firm McCarthy Tétrault, LLP in Toronto and London, England. Mr. Crotty received his B.A. from the University of Alberta, LL.B. from the University of Toronto, LL.M from the London School of Economics and his M.B.A. from Duke University. He is also a graduate of the Toronto ICD-Rotman Directors Education Program.

Ronald Meersschaert

Mr. Meersschaert is a Partner at Ramphastos Investments, which he joined in 2006, and is responsible for the supervision of several of its portfolio companies. Mr. Meersschaert started his career at Deloitte where he spent eight years working as a certified public accountant. Subsequently, Mr. Meersschaert held senior finance positions with Watts Industries Europe, MoTip-Dupli Group and Doorwin. Mr. Meersschaert holds a master degree in Business Economics from Tilburg University. He is currently a supervisory board member of aap Implantate AG - Berlin (listed on the XETRA Germany exchange) and a non-executive board member of Novum Bank Ltd. (Malta).

Renier Lemmens

Mr. Lemmens is a Partner at Ramphastos Investments and is involved in the supervision of several of its portfolio companies. Before joining Ramphastos Investments, Mr. Lemmens was Chief Executive Officer of Paypal (Europe, Middle East and Asia), Chief Operating Officer of a division of Barclays Bank, and prior to that an officer of GE Capital where he served as Chairman and Chief Executive Officer of Budapest Bank and Senior Vice President Business Development for GE Consumer Finance in the Americas. Before joining GE Capital, Mr. Lemmens was a partner at McKinsey & Company in London, New Delhi, and Silicon Valley. Mr. Lemmens holds an MSc in Computer Science from Delft University (The Netherlands) and an MBA with distinction from INSEAD, France. He has worked extensively in Europe, North America, Asia and Africa.

About VoiceTrust

VoiceTrust (www.voicetrust.com) is a privately-held global provider of innovative voice biometrics solutions based in Toronto, with offices in Montreal, Princeton (New Jersey) and Munich (Germany), as well as contract development capabilities in Dubai (UAE). VoiceTrust is committed to bringing secure and convenient voice and other biometric identification and authentication experiences to businesses and consumers around the world. Mass password breaches, token hacking and identity theft highlight the fallibilities of the current single factor, alpha-numeric password paradigm. Voice biometrics is a strong and compelling second-factor authenticator given the wide-spread availability of voice capturing infrastructure and intuitive and convenient user experience. VoiceTrust sells innovative text dependent and independent voice recognition and authentication platform end solutions to Fortune 1000 and other enterprise clients.

VoiceTrust's solutions include a voice biometric password reset program that delivers clients rapid ROI (through reduced call times) that simultaneously strengthens security. VoiceTrust's other products and solutions assist corporate enterprises and governments to authenticate their employees and end-use customers by their voice in single-factor or multi-factor settings. VoiceTrust's voice and speech platform, VT Assure, enables VoiceTrust's partners, resellers and customer contact centres to deploy a robust set of tools that deliver real and tangible cost efficiencies together with enhanced security. VoiceTrust owns proprietary and patented voice engine algorithms, including a top-ranking matcher certified by the US National Institute of Standards and Technology (NIST). VoiceTrust's proven, proprietary voice matcher can also be delivered to operate on handheld devices, providing on-board voice verification. VoiceTrust clients and partners include IBM, Capgemini, Deutsche Post, DHL and Allianz. amongst others. VoiceTrust also counts several banking organizations as clients who value VoiceTrust as a partner for a secure authentication process.

VoiceTrust is an indirect wholly-owned subsidiary of Ramphastos Investments. Ramphastos Investments is a venture capital and private equity investment firm owned, funded and led by Dutch entrepreneur-investor Marcel Boekhoorn. The firm specializes in growth investments through buy-and-build, innovations, new markets and partnerships and currently focuses on innovation-driven companies with a unique competitive position that show worldwide growth potential by tapping into a major underlying trend such as the internet of things, security or wireless connectivity. Ramphastos Investments holds interests in more than 20 companies across a range of sectors, from fashion (McGregor Fashion Group and SuitSupply) to ultra wideband antennas for mobile networks and handheld devices (Antenna Company), high performance glass for the aviation industry (AviationGlass), voice authentication technology (VoiceTrust) to payment management and payment processing solutions (UC Group), online brokerage (TradeKing), the Netherlands' prime science park (High Tech Campus Eindhoven) and energy. Ramphastos Investments was founded in 1994 and is based in Rhenen, the Netherlands. For more information, please visit: www.ramphastosinvestments.com.

About Delrand Resources Limited

Delrand's common shares are listed on the Toronto and Johannesburg Stock Exchanges under the symbol "DRN". Delrand's website may be found at www.delrand.com.

Cautionary Statements

Completion of the Transactions is subject to a number of conditions, including Exchange acceptance and disinterested shareholder approval. There can be no assurance that the Transactions will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the information circular to be prepared in connection with the Transactions, any information released or received with respect to the Transactions may not be accurate or complete and should not be relied upon. Trading in the securities of Delrand should be considered highly speculative.

The Exchange has in no way passed upon the merits of the proposed Transactions and has neither approved nor disapproved the contents of this news release.

The information contained in this release includes forward-looking statements regarding future events and the future performance of Delrand and VoiceTrust, including the completion of the Transactions, Delrand's intended use of proceeds from the Private Placement, the completion of the Asset Disposition, the reduction in stated capital, the change of name and the identity of Delrand's proposed officers and directors that involve risks and uncertainties, including the ability of Delrand to obtain Exchange approval and shareholder approval of the Transactions and the Asset Disposition, the ability of Delrand to raise financing and the ability of Delrand to obtain shareholder approval of the reduction in stated capital, the change of name and the election of the proposed directors, that could cause actual events or results to differ materially. Assumptions

used in the preparation of such information, although considered reasonable by Delrand at the time of preparation, may prove to be incorrect. The actual events or results achieved may vary from the information provided herein and the variations may be material. Consequently, there is no representation that actual events or results achieved will be the same in whole or in part as those forecast. Forward-looking information speaks only as of the date on which it is provided and, except as may be required by applicable securities laws, Delrand disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise.

For further information, please visit Delrand's website, www.delrand.com.

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