



PRIVATE AND CONFIDENTIAL

Preliminary memorandum of terms

This memorandum of terms represents only the current thinking of the parties with respect to certain of the major issues relating to the proposed private offering and does not constitute a legally binding agreement.

The offering

Issuer : 3D Global Solutions Inc
Investor : Augusta Energy SA and partners
Security : Common stock

Amount of the transaction : 5 millions USD for 35% of 3 DGS. The investor has a call option for an additional 10% equity at a value to be mutually agreed within 12 months of initial closing.

Transfer of funds :

An initial deposit of 150'000.- USD to be deposited by Augusta's partner by July 18th.
An escrow account will be opened by Augusta in a format acceptable to both parties.
A first tranche of an amount agreed upon next week between Augusta and Mike Dodd during their meetings in Geneva will be deposited next in this escrow account. The final payment will be done upon closing and board's approval. The two amounts paid prior to closing form an integral part of the transaction and are fully refundable in case of non agreement during the due diligence.

Structure of the transaction :

The parties will seek the advice of a tax lawyer in order to confirm the most efficient structure which will include a new co in which Augusta and partners will own 60% and 3DGS 40 %. The commission allowable to the newco will be discussed and agreed upon next week in Geneva between Mike Dodd and Augusta. The parties have tentatively agreed to use Ernst and Young provided their fees are acceptable and will appoint a lawyer as well next week.



Additional agreement :

The revenues of 3DGS come from energy and non energy contracts. It is hereby agreed that in case the revenue generated during the fiscal year by the energy contracts exceeds the revenues of non energy contracts by 20% or more, a bonus equivalent to 10% of 3DGS revenues will be distributed to Augusta and partners prior to normal distribution of dividends.

Date : July 15 2011

Augusta Energy SA

Michael Dahl
3 D Global Solutions Inc

7/15/11

BRIAN J. SAVINO
Brian Savino



Augusta Energy & Partners

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July 14, 2011

To:
Michael Dodd
CEO
3D Global Solutions, Inc.
1185 Avenue of the Americas
New York, N.Y. USA, 10036

FROM:
Brian J. Savino

REGARDING
Subject: Good Faith Funding towards 3DGS equity purchase

Dear Mike;

This letter is to officially validate that both Augusta Energy and I are tendering and agreeing to terms and conditions of investing into your good company (3D Global Solutions, Inc), an amount of \$ 5 (five) Million US for a 35 (Thirty five) % (percent) equity stake.

In light of your request to provide a fully refundable deposit of "good faith" proceeds that will satisfy your needs to amply justify your exclusivity towards us and your good-self, and the nominated professionals mutually assigned to diligently accomplish and execute this endeavor, we both agree the sum of \$ 150,000.00 US dollars is to be rendered by us (the investors) to signify our serious intent and ambitions to earnestly proceed with our partnership.

It is also mutually agreed, that if for whatever reason the intended transaction is not accomplished, then these funds that were intended to be used as part of the funding proceeds (amounting to a total of \$5 Million US), will be returned in full within 10 (ten) business days from both parties agreeing that the intended transaction is not longer capable of being accomplished.

Hopefully, all will go in accordance to the mutually set timetable, conditions and necessary fact-finding data and validation processes of all that's presented to the "investors" by 3D Global Solutions, so that this DD (Due Diligence) period can quickly be accomplished, and we can commence our business / partnering relationship ASAP.

This agreement is validated and duly executed by both of the undersigned, and notarized as illustrated by the attached endorsements:

Michael Dodd

3D Global Solutions, Inc.

Brian J. Savino

Investor: Augusta Energy & Partners