

GB Minerals Ltd. Announces Proposed Private Placement of up to C\$11,000,000

19.08.2014 | [Newsfile](#)

Vancouver, British Columbia -- (Newsfile Corp. - August 19, 2014) - [GB Minerals Ltd.](#) (TSXV: GBL) (the "Company") is pleased to announce that it has conditionally placed up to 136,367,945 new common shares (the "Placement Shares") of nil par value in the issued and outstanding share capital of the Company (the "Share Capital"), at a price of C\$0.075 per Placement Share, to raise gross proceeds of up to C\$11,000,000 (the "Placement").

The Placement is non-brokered. Aterra Investments Limited ("Aterra"), an existing significant shareholder of the Company, is proposing to subscribe for 88,947,214 Placement Shares, and will, upon completion of the Placement, own an aggregate of 56.72% of the Share Capital. Concurrent to the Placement, it is expected Aterra will sell approximately 6,666,667 common shares from its current shareholding in the Company to a third party at a price of C\$0.075 per common share and use the proceeds to subscribe for Placement Shares.

Alpha Infrastructure LLC ("Alpha"), also an existing significant shareholder of the Company, is proposing to subscribe for 30,608,676 Placement Shares, and will, upon completion of the Placement, own an aggregate of 22.54% of the Share Capital.

The Placement Shares represent an increase of approximately 205% of the Share Capital and approximately 67% of the enlarged Share Capital.

Application will be made for listing of the Placement Shares on the TSX Venture Exchange ("TSXV"). Closing of the Placement is subject to receipt of applicable regulatory approvals, including the approval of the TSXV.

The Placement Shares will be subject to a four-month hold period from the date of issuance.

The net proceeds of the Placement will be for expenses and development of the Company's Farim phosphate mineral property, to meet the Company's financial obligations and operational commitments, funding litigation as against GBM Minerals Engineering Consultants Limited and for additional working capital.

Alpha and Aterra are each a "related party" to the Company under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101") by virtue of their respective shareholdings being in excess of 10% of the Share Capital. Aterra currently owns 26,067,450 common shares of the Company which represent approximately 39.24% of the Share Capital. Aterra also owns convertible debentures which are convertible into 15,500,000 common shares of the Company, and which combined with Aterra's current shareholding represent 50.74% of the Share Capital on a diluted basis, assuming Aterra exercises its convertible debentures. Alpha currently owns 15,096,946 common shares of the Company, representing approximately 22.73% of the Share Capital. Alpha also owns convertible debentures which are convertible into 5,000,000 common shares of the Company, and which combined with Alpha's current shareholding represent 28.14% of the Share Capital on a diluted basis, assuming Alpha exercises its convertible debentures. Accordingly, the closing of the Private Placement is a "related party transaction" under MI 61-101.

The Private Placement is a transaction that is exempt from (i) the formal valuation requirements under Section 5.4 of MI 61-101 pursuant to Subsections 5.5(g) of MI 61-101 and (ii) from the minority approval requirements under Section 5.6 of MI 61-101 pursuant to Subsection 5.7(1)(e) of MI 61-101 because the board of directors of the Company, acting in good faith, has determined, and at least two-thirds of the Company's independent directors, acting in good faith, have determined, that the Company is in serious financial difficulty, that the Private Placement is designed to improve the Company's financial position and that the terms of the Private Placement are reasonable in the Company's circumstances.

In connection with the Placement and subject to the approval of the TSXV, a finder's fee of C\$29,480 will be paid to an arms-length third party.

Luis da Silva, President and Chief Executive Officer of the Company, comments:

"This round of financing provides a stepping stone for the growth of the Company and represents significant

progress made possible by our existing shareholders. This placement allows us to add value to the Farim project by optimizing the existing feasibility study and move the project closer to the production stage."

ON BEHALF OF THE BOARD

Luis da Silva
President and Chief Executive Officer

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ABOUT GB MINERALS LTD.

GB Minerals Ltd. is a Canadian mining exploration and development company focused on advancing its world class, high quality, development Farim phosphate project in Guinea Bissau, West Africa (the "Farim Project").

Based upon the information in the NI 43-101 study entitled "Feasibility of the Beneficiated Rock Concentrate of the Farim Phosphate Project, Guinea-Bissau an NI 43-101 Report" dated December 19, 2012, the Farim Project is estimated to contain measured resources of 64.6 million tonnes at an average grade of 29.11% P₂O₅, indicated resources of 28.1 million tonnes at an average grade of 27.68 P₂O₅ and inferred resources of 18.3 million tonnes at an average grade of 28.66% P₂O₅. The Farim Project has a 25 year mining plan for a run of mine of 32.5 million tonnes at 30.4% P₂O₅ @ 4.5% Fe₂O₃ and 2.5% Al₂O₃ producing 25 million tonnes at a rate of 1 million tonnes per year beneficiated phosphate rock concentrate having an average grade of 33.1% P₂O₅ @ 1.6% Fe₂O₃ and 1.4% Al₂O₃, and total proven and probable reserves of 33.0 million tonnes (dry) with an average ROM P₂O₅ grade of 30.4%.

The Company has already been granted a production license in relation to the Farim Project which is the subject of the feasibility study referred to above and filed under the Company's profile on SEDAR at www.sedar.com on January 17, 2013.

The Company's shares are listed on the TSX Venture Exchange under the trading symbol "GBL". For additional information, please visit us at www.gbminerals.com.

FORWARD LOOKING STATEMENTS

Certain information in this news release relating to the Company is forward-looking and related to anticipated events and strategies. When used in this context, words such as "will", "anticipate", "believe", "plan", "intend", "target" and "expect" or similar words suggest future outcomes. Forward-looking information contained in this press release includes, but may not be limited to, mineral reserve and mineral resource estimates, the expected mine life and production of the Farim Project, the anticipated exploration and development activities of the Company, the Placement and the closing of the Placement, the use of proceeds and business plans. By their nature, such statements are subject to significant risks and uncertainties that may cause actual results or events to differ materially from current expectations. Readers are cautioned not to place undue reliance on forward-looking information as actual results could differ materially from the plans, expectations, estimates or intentions expressed in the forward-looking information. Forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable law, the Company disclaims any obligation to update or modify such forward-looking information, either as a result of new information, future events or for any other reason.

Any mineral resource and mineral reserve figures referred to in this press release are estimates and no assurances can be given that the indicated levels of minerals will be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes

available. While the Company believes that the mineral resource and mineral reserve estimates in respect of its Farim Project are well established, by their nature mineral resource and mineral reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such mineral resource and mineral reserve estimates are inaccurate or are reduced in the future, this could have a material adverse impact on the Company. Due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

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