

\$15 million bought deal flow-through share offering and fully subscribed \$10 million common share private placement

TORONTO, ONTARIO--(Marketwired - Nov 24, 2016) - [Harte Gold Corp.](#) ("Harte Gold")

(TSX:HRT)(OTC:HRTFF)(FRANKFURT:H40) is pleased to announce it has entered into strategic financing arrangements to accelerate exploration and development work at the Sugar Zone property located in White River, Ontario.

The financing consists of a \$15 million Bought Deal offering of flow-through common shares priced at \$0.39 per flow-through common share (the "Flow-Through Offering") with Cantor Fitzgerald Canada Corporation ("Cantor Fitzgerald") and a concurrent \$10 million private placement financing of common shares priced at \$0.30 per common share (the "Private Placement") with Appian Natural Resources Fund ("Appian") through its wholly owned subsidiaries, for gross proceeds of \$25 million at a blended average price of \$0.35 per common share equal to a 37% premium over the closing price of Harte Gold common shares on the Toronto Stock Exchange ("TSX") on November 23, 2016. The private placements are expected to close on or before December 14, 2016 (the "Closing") subject to TSX approval.

Appian will be entitled to nominate one director to Harte Gold's Board on Closing and to maintain its percentage shareholding interest in Harte Gold. Appian will also be entitled to nominate a second director to Harte Gold's board following certain milestone events. Harte Gold and Appian will establish a Technical Committee to collaborate on technical decisions relating to the development of the Sugar Zone property. The Technical Committee will consist of two members from Harte Gold and two members from Appian. For a period of two years from closing, the acquisition of additional outstanding common shares by Appian will be limited such that Appian will own no more than 19.9% of the outstanding common shares of Harte Gold subject to certain exceptions.

Finder's fees payable under the private placements consist of a cash payment equal to 3% of cash raised and Broker Warrants equal to 3% of the number of Flow-Through shares and common shares issued pursuant to the private placements. The Broker warrants are exercisable at \$0.44 which price is a 25% premium to the blended price of the private placements, for a period of twenty-four (24) months from closing.

Accelerating Exploration and Development of the Sugar Zone

Net proceeds received from the Flow-Through Offering and Private Placement will be used to accelerate exploration and development of the Sugar Zone property. Harte Gold and Appian have agreed to a twenty-four (24) month budget to fund exploration drilling, infill and resource definition drilling, large scale regional exploration, continued underground development and working capital.

Stephen G. Roman, Harte Gold's Chairman, President and CEO commented, "We are delighted to have Appian as a strategic investor. These financings provide Harte Gold with the funding it will need to pursue its exploration and development programs and establishes a new relationship with Appian, a leading technically-focused private equity fund. Appian brings a uniquely collaborative approach that seeks to leverage Appian's world-class operational team and financial expertise to maximize value for all stakeholders. We look forward to the mutually beneficial exploration and development of our Sugar Zone property."

Michael W. Scherb, Founder of Appian, commented, "Appian is pleased with its investment in Harte Gold due to the Sugar Zone property's high-grade, low cost nature with significant resource exploration potential. Following on the good work to date by management, we see an opportunity to work, in partnership with management as co-significant shareholders in the project, to accelerate exploration and development of the Sugar Zone property, to increase defined resources and advance the project to a near-term construction decision."

Flow-Through Offering and Private Placement

Harte Gold has entered into an agreement with Cantor Fitzgerald pursuant to which Cantor Fitzgerald has agreed to purchase 38,461,538 Flow-Through shares on a Bought Deal private placement basis. The Flow-Through Shares will be purchased at a price of \$0.39 per share for aggregate gross proceeds of \$15 million. The purchase price represents a 53% premium over the closing price of the Harte Gold's common shares on the TSX on November 23, 2016. Gross proceeds received from the sale of the Flow-Through Shares will be used solely to incur Canadian exploration expenditures that are "flow-through mining expenditures" as such terms are defined in the *Income Tax Act* (Canada), on Harte Gold's Ontario mineral properties and renounced to subscribers effective December 31, 2016. Concurrent with the Flow-Through Offering, Appian has agreed to purchase, through its wholly owned subsidiaries, 33,333,333 common shares of the Company (the "Common Shares") at a price of \$0.30 per Common Share for aggregate gross proceeds of \$10 million by way of a private placement conditional on closing of the Flow-Through Offering.

Stock Options

Harte Gold also announced that that on closing it will issue 11,600,000 stock options to acquire common shares of Harte Gold to

Officers, Directors, Employees and Consultants. The stock options will be exercisable at \$0.35 and expire five years from closing.

About Harte Gold Corp.

[Harte Gold Corp.](#) is focused on the exploration and development of its 100% owned Sugar Zone property where it has permitted a 70,000 tonne Advanced Exploration Bulk Sample for the Sugar Zone Deposit. The Sugar Zone property is located 80 kilometres east of the Hemlo Gold Camp. The Preliminary Economic Assessment dated July 12, 2012, contains an Indicated Resource of 980,900 tonnes, grading 10.13 g/t for 319,280 ounces of contained gold (uncapped) and an Inferred Resource of 580,500 tonnes, grading 8.36 g/t Au for 155,960 ounces of contained gold (uncapped). The mineral resource was prepared in compliance with NI 43-101 guidelines. George A. Flach P. Geo, Vice President Exploration, is the Qualified Person for Harte Gold and has prepared, supervised the preparation, or approved the scientific and technical disclosure in this news release. Harte Gold also holds the Stoughton-Abitibi property located on the Destor-Porcupine Fault Zone adjacent and on strike of the Holloway Gold Mine.

About Appian Natural Resources Fund

Appian Natural Resources Fund is a metals and mining private equity fund providing long-term capital to both private and public mining companies. The advisor to Appian Natural Resources Fund, Appian Capital Advisory LLP (the "Advisor"), is headquartered in London, with an international network in key mining cities. The Advisor has a senior management team that is a combination of professionals from major mining companies, private equity firms and investment banks, bringing together over 150 years of combined mining experience. In aggregate, they have managed in excess of 60 mines through to production and concluded over \$200 billion worth of mining sector transactions specializing in strategic growth advisory for small to medium sized projects. With a successful track record of value creation across the full mining life cycle, the Advisor's strong operating and corporate skills are available to support management teams to optimise assets and ramp up operations that deliver value and generate attractive returns for all investors.

Common Shares Outstanding: 354,693,033

The Toronto Stock Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

Contact

Stephen G. Roman
President and CEO
416-368-0999
sgr@hartegold.com
David Ellis
Investor Relations Consultant
416-704-0937
davidellis@hartegold.com