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News Release
TSX-V: AUV
January 31, 2017

Augyva Announces TSXV Conditional Approval of its Proposed Change of Business to Automotive Finance Company, Filing of its Circular and Closing of the Brokered Private Placement.

TORONTO, ONTARIO, January 31, 2017 – Further to its announcements dated January 9, 2017 and January 20, 2017 concerning a proposed change of business (the **Proposed COB**) and other transactions (**Other Transactions**), as more fully described in its management information circular dated January 26, 2017 (the **Proposed COB Circular**), Augyva Mining Resources Inc. (TSX-V: [AUV](#)) (**Augyva** or the **Company**) is pleased to announce (i) that it has received conditional approval from the TSX Venture Exchange (**TSXV**) for the Proposed COB and Other Transactions; (ii) that it has filed the Proposed COB Circular on SEDAR and has mailed the Proposed COB Circular to the Company's shareholders; and (iii) that it has closed the Brokered Private Placement (as defined herein) of 108,084,376 subscription receipts for gross proceeds of \$17,293,500.

Conditional Approval of the Proposed COB and Filing of the Proposed COB Circular

As announced by press release on January 9, 2017, the Proposed COB contemplates Augyva changing its business from mining and mineral exploration to that of an investment issuer (the **Resulting Issuer**) focused on the auto retail sector. The Resulting Issuer will be engaged in providing debt financing and making other investments, which are expected to include, in some instances, royalty like features, in connection with the financing of automotive dealerships, automotive dealer groups and/or other related businesses and assets on a global basis, with an initial focus in Canada. The TSXV provided conditional approval to the Proposed COB on January 30, 2017.

The Proposed COB and Other Transactions also require approval from the Company's shareholders at a special meeting (the **Meeting**) to be held on February 23, 2017. The Company filed the Proposed COB Circular with respect to the Meeting on January 27, 2017.

Additional information with respect to the Proposed COB and Other Transactions is provided in the Proposed COB Circular available at www.sedar.com.

Closing of Brokered Private Placement

In connection with the Proposed COB and Other Transactions, Augyva is pleased to announce that on January 31, 2017, the Company issued 108,084,376 subscription receipts

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at a price of \$0.16 per subscription receipt resulting in gross proceeds of \$17,293,500 (the **Brokered Private Placement**), which are currently being held in escrow.

Upon satisfaction of certain escrow release conditions (the **Escrow Release Conditions**), each subscription receipt shall be automatically converted, without any further action by the holder of such subscription receipt, and without any additional consideration, into one common share (each, a **Resulting Issuer Share**) of the Resulting Issuer and the net proceeds of the Brokered Private Placement (the **Escrowed Funds**) will be released to the Resulting Issuer. The Escrow Release Conditions include: (i) the completion or satisfaction of all conditions precedent to the Proposed COB and Other Transactions, and (ii) the receipt of all required approvals necessary to complete the Proposed COB and Other Transactions. If such Escrow Release Conditions are not satisfied prior to March 31, 2017 (or such later date may be agreed), the proceeds of the Brokered Private Placement will be returned to the holders of the subscription receipts *pro rata*. The complete terms and conditions of the subscription receipts are set out in the Subscription Receipt Agreement dated January 31, 2017, which is available at www.sedar.com under the Company's profile.

The subscription receipts, and the Resulting Issuer Shares issuable upon the conversion thereof, will be subject to resale restrictions in accordance with applicable securities laws and the policies of the TSXV expiring June 1, 2017.

Canaccord Genuity Corp. (the **Agent**) acted as the Company's sole agent and financial advisor for the Brokered Private Placement. The Agent was entitled to a cash fee (the **Commission**) equal to 6.0% of the gross proceeds raised in the Brokered Private Placement (provided, however that a cash fee equal to 4.0% of the total gross proceeds raised was payable to the Agent in respect of proceeds received from subscribers identified by the Corporation). 50% of the Commission, being an amount equal to \$375,870, was paid upon closing of the Brokered Private Placement and the remaining 50% of the Commission will be payable directly out of the Escrowed Funds upon satisfaction of the Escrow Release Conditions.

Completion of the transactions noted above are subject to number of conditions, including but not limited to, TSXV final acceptance and, if applicable, disinterested shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. 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 Proposed COB Circular, any information released or received with respect to the transactions may not be accurate or complete and should not be relied upon. Trading in securities of Augyva should be considered highly speculative.

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

For further information please contact:

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Neither 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.

This news release contains forward-looking information and forward-looking statements within the meaning of applicable securities laws, including statements regarding the future strategy of the Company and the possible approvals of matters to be put forth for approval at the Meeting. All statements, other than statements of historical fact, constitute forward-looking statements or forward-looking information. Such forward-looking information and statements are frequently identified by words such as “may”, “will”, “should”, “anticipate”, “plan”, “expect”, “believe”, “estimate”, “intend” and similar terminology, and reflect assumptions, estimates, opinions and analysis made by management in light of its experience, current conditions, expectations of future developments and other factors which it believes to be reasonable and relevant. In particular and without limitation, this news release contains forward-looking statements pertaining to the following: completion of the Proposed COB and Other Transactions; details concerning the Resulting Issuer that assume completion of the Proposed COB and Other Transactions; statements of intention with respect to the business and operations of the Resulting Issuer; the Resulting Issuer’s growth strategy and opportunities; and the amount and use of the net proceeds of the Brokered Private Placement.

Information contained in this news release may be considered to be a financial outlook for the purposes of applicable Canadian securities laws. Financial outlook contained in this news release is based on assumptions about future events, including economic conditions and proposed courses of action, based on management’s assessment of the relevant information currently available, and to become available in the future. Prospective financial information contains forward-looking statements and is based on a number of material assumptions and factors set out above. Actual results may differ significantly from the information presented herein. Readers are cautioned that any such financial outlook contained herein should not be used for purposes other than those for which it is disclosed herein. The Company and its management believe that the prospective financial information has been prepared on a reasonable basis, reflecting management’s best estimates and judgments, and represent, to the best of management’s knowledge and opinion, the Company’s expected course of action. However, because this information is highly subjective, it should not be relied on as necessarily indicative of future results.

Forward-looking information and statements involve known and unknown risks and uncertainties that may cause actual results, performance and achievements to differ materially from those expressed or implied by the forward-looking information and statements and, accordingly, undue reliance should not be placed thereon. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause these differences include but are not limited to: the Company’s failure to complete the Change of Business and Other Transactions; the Company’s failure to obtain requisite regulatory and shareholder approvals in connection with the Proposed COB and Other Transactions; anticipated and unanticipated costs; the Company’s ability to obtain necessary capital, including the completion of the Brokered Private Placement; the failure to complete the Initial Investment (as defined in the Proposed COB Circular) and other subsequent financings; and changes to general market and economic conditions. In addition, other risks and uncertainties that may cause actual results to differ materially from forward-looking information can be found in Augyva’s disclosure documents on the SEDAR website at www.sedar.com. Augyva does not undertake to update any forward looking information except in accordance with applicable securities laws.