



# GOLDEN DAWN MINERALS INC.

TSX-V: GOM  
FRANKFURT EXCHANGE: 3G8A  
OTC: GDMRF

## News Release

### Golden Dawn Minerals Announces Filing of Preliminary Short-Form Prospectus

Vancouver, March 27, 2017, Golden Dawn Minerals Inc. (TSX-V: GOM; FRANKFURT: 3G8A; OTC: GDMRF) (the “**Company**” or “**Golden Dawn**”) announces that it has filed a preliminary short form prospectus, dated March 22, 2017, in the Provinces of Ontario, British Columbia and Alberta to qualify the distribution of units of Golden Dawn (the “**Units**”) and flow-through units of Golden Dawn (the “**Flow-Through Units**”) and the common shares and warrants underlying the Units and Flow-Through Units. A receipt for the preliminary prospectus was issued by the British Columbia Securities Commission on March 23, 2017. If the maximum offering (the “**Offering**”) is achieved, the Company will raise aggregate gross proceeds of \$10,000,000. Secutor Capital Management Corporation (the “**Agent**”) has agreed to act as agent in connection with the Offering. Marquest Capital Markets, a division of Marquest Asset Management Inc. has been appointed as a special adviser to the company in connection with the offering.

The Units are to be issued at a price of \$0.36 per Unit (the “**Unit Offering Price**”), with each such Unit consisting of one common share and one common share purchase warrant (the “**Unit Warrants**”), with each Unit Warrant entitling the holder to purchase one common share (a “**Common Share**”) at a price of \$0.40 per share for a period of 24 months, then at \$0.44 from 24 months to 36 months and at \$0.48 from 36 to 48 months from the closing date of the Offering.

The Flow-Through Units are to be issued at a price of \$0.40 per Flow-Through Unit (the “**Flow-Through Offering Price**”), with each Flow-Through Unit consisting of one flow through common share (the “**FT Share**”) and one-half of one common share purchase warrant (the “**FT Warrants**”), with each whole FT Warrant entitling the holder to purchase one common share at a price of \$0.425 per share for a period of 24 months, then at \$0.47 from 24 to 36 months, and at \$0.51 from 36 to 48 months from the closing date of the Offering. The FT Shares will qualify as “flow-through” shares pursuant to the *Income Tax Act* (Canada).

The proceeds from the sale of the Units will be used for development of existing or acquired mineral properties, working capital requirements, funding negative cash flow from operating activities in future periods or for other general corporate purposes. The proceeds from the sale of the Flow-Through Units will be used by Golden Dawn for “Canadian exploration expenses” that are “flow-through mining expenditures” (as such terms are defined in the *Income Tax Act* (Canada)).

Golden Dawn has granted to the Agent an option (the “**Over-Allotment Option**”), exercisable in whole or in part at the discretion of the Agent at any time up to 30 days from and including the Closing Date, to purchase additional securities (“**Over-Allotment Units**”) up to an additional 15% of the aggregate number of Units and Flow-Through Units sold under the Offering solely to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option may be exercised by the Agent to acquire any combination of additional Units at the Unit Offering Price and additional Flow-Through Units at the Flow-Through Offering Price.

In consideration for the services rendered by the Agents in connection with the Offering, the Agents will be paid a cash fee equal to 8% of the gross proceeds of the Offering, including any proceeds received pursuant to the exercise of the Over-Allotment Option. As additional compensation, the Company has also agreed to grant the Agents non-transferable common share purchase warrants exercisable to purchase such number of Common Shares as is equal to (i) 8% of the aggregate number of Units issued and sold under the Offering sourced by the Agents (the “**Unit Agent Warrants**”), and (ii) 8% of the aggregate number of FT Units issued and sold under the Offering sourced by the Agents (the “**FT Agent Warrants**” and together with the Unit Agent Warrants, the “**Agent Warrants**”), including any Over-Allotment Securities sold pursuant to the exercise of the Over-Allotment Option. Each Unit Agent Warrant will entitle the holder to purchase one Common Share at a price of \$0.40 per share for a period of 24 months, then at \$0.44 from 24 months to 36 months and at \$0.48 from 36 to 48 months from the closing date of the Offering. Each FT Agent Warrant will entitle the holder to purchase one Common Share at a price of \$0.425 per share for a period of 24 months, then at \$0.47 from 24 to 36 months, and at \$0.51 from 36 to 48 months from the closing date of the Offering. The Prospectus also qualifies the distribution of the Agent Warrants.

Copies of the preliminary short form prospectus and documents incorporated therein can be obtained on request from the Secretary of Golden Dawn Minerals Inc. by sending a written request to 318 – 1199 West Pender St., Vancouver, B.C., V6E 2R1 (Telephone: (604) 221-8936), and are available electronically under Golden Dawn’s issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

#### About Golden Dawn Minerals

Golden Dawn Minerals Inc. is now one of the largest land owners in the Greenwood Mining district, located in South Central B.C. In the last year, Golden Dawn Minerals has strategically acquired a permitted mine and mill complex – the Greenwood Gold project - and Kettle River Resources Ltd, which holds a large land package with numerous mineral deposits.

The key component is the modern 200 tpd (expandable to 400) gravity-flotation mill and tailings facility. This mill was constructed in 2007 and produced gold and gold-copper concentrate in 2008 from the Lexington and Golden Crown mines, also included in the acquisition. A Preliminary Economic Analysis was completed last year for this project.

The Kettle River Resource acquisition includes 11,000 ha. of mineral claims covering 32 historic mines and 46 mineral showings, all located within a radius of 15 km of the mill. Included in this

package is the historic Phoenix mine, which produced nearly 1 million ounces of gold and 235,700 tonnes of copper from 1900-1919 and 1956-1978.

Also, the Company's 100% owned May – Mac Mine, 15 km to the West of the company's mill, is currently subject to an intensive underground and surface drilling program exploring the known silver-gold veins. The company is optimistic that it will delineate a mineral resource for this Mine within the area of its 7 historic adits, subject to continuance of positive drilling results. Thus the Company now holds numerous mineral deposits close to the company's Greenwood Mill, which with continued exploration success have potential to feed the mill after the currently defined resources are exhausted.

Technical disclosure in this news release has been approved by Dr. Mathew Ball, P.Geo., a Qualified Person as defined by National Instrument 43-101, and Chief Operating Officer of the Company.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

#### ***CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION***

*This press release includes certain "forward-looking information" within the meaning of applicable Canadian securities legislation.*

*Forward-looking information is based on reasonable assumptions that have been made by Golden Dawn as at the date of such information and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Golden Dawn to be materially different from those expressed or implied by such forward-looking information, including but not limited to: the impact of general business and economic conditions; risks related to government and environmental regulation; problems inherent to the marketability of base and precious metals; industry conditions, including fluctuations in the price of base and precious metals, fluctuations in interest rates; government entities interpreting existing tax legislation or enacting new tax legislation in a way which adversely affects Golden Dawn; stock market volatility; competition; risk factors disclosed in Golden Dawn's most recent Management's Discussion and Analysis and Annual Information Form, available electronically on SEDAR; and such other factors described or referred to elsewhere herein, including unanticipated and/or unusual events. Many such factors are beyond Golden Dawn's ability to control or predict.*

*Although Golden Dawn has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate as actual results and future events could differ materially from those reliant on forward-looking information.*

*All of the forward-looking information given in this press release is qualified by these cautionary statements and readers are cautioned not to put undue reliance on forward-looking information due to its inherent uncertainty. Golden Dawn disclaims any intent or obligation to update any*

*forward-looking information, whether as a result of new information, future events or results or otherwise, except as required by law. This forward-looking information should not be relied upon as representing the Company's views as of any date subsequent to the date of this press release.*

Visit the Company's website at [www.goldendawnminerals.com](http://www.goldendawnminerals.com)

On behalf of the Board of Directors:  
**GOLDEN DAWN MINERALS INC.**

*“Wolf Wiese”*  
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Wolf Wiese  
Chief Executive Officer

For further information, please contact:

*Corporate Communications*

604-221-8936

[allinfo@goldendawnminerals.com](mailto:allinfo@goldendawnminerals.com)

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