# GOLDEN DAWN MINERALS INC.

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

## NEWS RELEASE

### GOLDEN DAWN ANNOUNCES CONVERTIBLE DEBENTURE FINANCING

Vancouver, November 2, 2017 – Golden Dawn Minerals Inc. (TSX-V: GOM; FRANKFURT: 3G8A; OTC: GDMRF) (the "Company" or "Golden Dawn") is pleased to announce a private placement financing (the "**Offering**") of convertible debenture units (the "**Debenture Units**"). Each Debenture Unit shall be comprised of $1,000 principal amount of 5.00% secured, convertible debentures ("**Debentures**") of the Company due eight (8) months from the Closing Date (the "**Maturity Date**") and such number of common share purchase warrants ("**Warrants**") as is equal to the number of Debenture Shares issuable upon the conversion of $1,000 principal amount of Debentures. Each Debenture is convertible, at the option of the holder, at any time prior to the close of business on the last business day immediately preceding the Maturity Date, into that number of common shares (the "**Debenture Shares**") computed on the basis of the principal amount of the Debentures divided by the conversion price of $0.295 per Common Share (the "**Conversion Price**"). Each Warrant shall entitle the holder thereof to purchase one common share of the Company (each a "**Warrant Share**") for a period of 36 months after the Closing Date at a price of $0.295 per Warrant Share (subject to adjustment in certain circumstances).

The Debentures, Debenture Shares issued on conversion of the Debentures, Warrants, and any shares issued on exercise thereof within four months of issuance of the Warrants, will be subject to a hold period expiring on that day that is four months and one day after Closing.

A finder's fee of cash, common shares or broker warrants, or a combination thereof, may be paid to eligible finders with respect to any portion of the Offering. The proceeds of the offering will be utilized for exploration, dewatering of the company's Lexington Mine and general working capital.

Closing of the Offering remains subject to TSXV approval.

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

Wolf Wiese
Chief Executive Officer

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