

Bonterra Closes \$36.7M Private Placement

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VAL D'OR, QC, March 18, 2019 /CNW/ - **Bonterra Resources Inc. (TSX-V: BTR, OTCQX: BONXF, FSE: 9BR1)** ("**Bonterra**" or the "**Company**") is pleased to announce that it has closed its previously announced brokered private placement for gross proceeds of \$36,741,096 (the "**Offering**"). Pursuant to the Offering, Bonterra issued 14,359,000 common shares of the Company ("**Common Shares**") at a price of \$1.95 per Common Share, and an additional 3,273,800 Common Shares of the Company on a flow-through basis ("**FT Shares**") at a price of \$2.67 per FT Share. Collectively, the FT Shares and Common Shares issued pursuant to the Offering are referred to as the "**Offered Securities**."

The gross proceeds from the issuance of the FT Shares will be used for Canadian Exploration Expenses and will qualify as "flow-through mining expenditures" (the "**Qualifying Expenditures**"), as defined in subsection 127(9) of the Income Tax Act (Canada), which will be renounced to the subscribers with an effective date no later than December 31, 2019. The net proceeds from the sale of Common Shares will be used for ongoing exploration and development work on the Company's mineral properties and for general working capital purposes.

Sprott Capital Partners LP acted as lead agent on behalf of a syndicate of agents which included RBC Dominion Securities Inc. and PI Financial Corp. (collectively, the "**Agents**"). The Agents exercised in full their option to increase the size of the Offering by 20% of the number of Offered Securities, on the same terms and conditions under the Offering. In connection with the Offering, the Agents received a cash fee in an amount equal to 6% of the gross proceeds of the Offering. All securities issued under the Offering will be subject to a four month and one day hold period from the date of issuance in accordance with applicable securities laws. The Offering is subject to final acceptance of the TSX Venture Exchange (the "**TSXV**").

Certain insiders (as such term is defined under applicable securities law) ("**Insiders**") of the Company have subscribed for 2,050,000 Common Shares under the Offering. The issuance of Common Shares to Insiders pursuant to the Offering will be considered a related party transaction within the meaning of the TSXV Policy 5.9 and Multilateral Instrument 61-101 ("**MI 61-101**"). The Company has relied on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101 in respect of such Insider Participation. The participants in the Offering and the extent of such participation were not finalized until shortly prior to the completion of the Offering. Accordingly, it was not possible to publicly disclose details of the nature and extent of related party participation in the Offering pursuant to a material change report filed at least 21 days prior to the completion of the Offering.

Prior to the closing of the Offering, the Company agreed to convert \$500,000 of indebtedness, payable to an arm's length creditor, by issuing an aggregate of 250,000 common shares (the "**Debt Settlement Shares**") at a price of \$2.00 per Debt Settlement Share. The Debt Settlement Shares will be subject to a four month and one day hold period pursuant to applicable securities laws. The issuance of the Debt Settlement Shares is subject to final acceptance of the TSXV.

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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.

Cautionary and Forward-Looking Statements

This press release contains "forward-looking information" that is based on Bonterra's current expectations, estimates, forecasts and projections. This forward-looking information includes, among other things, statements with respect to Bonterra's exploration and development plans. The words "will", "anticipated", "plans" or other similar words and phrases are intended to identify forward-looking information. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause Bonterra's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Such factors include, but are not limited to: uncertainties related exploration and development; the ability to raise sufficient capital to fund exploration and development; changes in economic conditions or financial markets; increases in input costs; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological or operational difficulties or inability to obtain permits encountered in connection with exploration activities; and labour relations matters. This list is not exhaustive of the factors that may affect our forward-looking information. These and other factors should be considered carefully and readers should not place undue reliance on such forward-looking information. Bonterra disclaims any intention or obligation to update or revise forward-looking information, whether as a result of new information, future events or otherwise.

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