

Treasury Metals Adopts Shareholder Rights Plan and Advance Notice By-Law; Extends Terms of Warrants

TORONTO, May 1, 2018 – Treasury Metals Inc. (TSX: TML) (OTCQX: TSRMF) (the “Company”) has adopted a shareholder rights plan (the “Rights Plan”). The purpose of the Rights Plan is to provide the shareholders and Board of Directors with adequate time to consider and evaluate any unsolicited bid and to provide the Board of Directors with adequate time to identify, develop and negotiate value-enhancing alternatives, if considered appropriate, to any such unsolicited bid.

The Rights Plan has been conditionally accepted by the Toronto Stock Exchange (the “TSX”) and is effective as of April 30, 2018 (the “Effective Date”). At the close of business on the Effective Date, one right (a “Right”) will be issued and attached to each Common Share outstanding at that time. A Right will also be attached to each Common Share issued after the Effective Date. The issuance of the Rights will not change the manner in which shareholders trade their Common Shares. If the Rights Plan is not ratified by shareholders at the upcoming annual and special meeting of the Company on June 13, 2018, the Rights Plan and all Rights outstanding at that time will terminate. If the Rights Plan is ratified by shareholders at such meeting, the Rights Plan will be in effect until the termination of the Company’s annual meeting in 2021 unless reapproved by shareholders at that time.

The Rights Plan is similar to other rights plans adopted by many Canadian corporations. The Rights Plan is not triggered if an offer to acquire Common Shares is made as a “Permitted Bid” and thereby allows sufficient time for shareholders to consider and react to the offer. A “Permitted Bid” is a take-over bid made by way of a take-over bid circular in compliance with National Instrument 62-104 *Take-Over Bids and Issuer Bids*. The Rights Plan will be triggered by an acquisition, other than pursuant to a Permitted Bid, of 20% or more of the outstanding Common Shares or the commencement of a take-over bid that is not a Permitted Bid.

The Rights Plan was not proposed in response to, or in anticipation of, any pending, threatened or proposed acquisition or take-over bid. The directors did not adopt the Rights Plan to deter take-over proposals.

The description of the Rights Plan in this press release is qualified in its entirety by the full text of the Rights Plan, which will be made available shortly under the Company’s profile on SEDAR at www.sedar.com.

ADOPTION OF ADVANCE NOTICE BY-LAW

The Board of Directors has also adopted an advance notice by-law (the “Advance Notice By-Law”) effective on the Effective Date. The Advance Notice By-Law establishes a framework for advance notice of nominations for directors by the shareholders, in the event shareholders intend to nominate candidates for election as directors of the Company.

In the case of an annual meeting of shareholders (each, an “AGM”), the advance notice to Company must be given not less than 30 nor more than 65 days prior to an AGM, however in the event that an AGM is called for a date that is less than 50 days after the date (the “Notice Date”) on which the first public announcement of the date of the AGM was made, notice may be made not later than 10 days following the Notice Date.

In the case of a special meeting (which is not also an AGM) of shareholders called for the purpose of electing directors (whether or not called for other purposes), the advance notice must be given not later than 15 days following the day on which the first public announcement of the date of the special meeting of shareholders was made.

The Advance Notice By-Law remains subject to ratification of the shareholders at the annual and special meeting on June 13, 2018. If the Advance Notice By-Law is not ratified by shareholders at the upcoming annual and special meeting on June 13, 2018, it will terminate. The description of the Advance Notice By-Law in this press release is qualified in its entirety by the full text of the Advance Notice By-Law, which will be made available shortly under the Company’s profile on SEDAR at www.sedar.com.

EXTENSION OF TERM OF WARRANTS

The Company also announces that subject to standard conditions, it has received approval from the TSX to extend the term of 4,170,666 warrants (each, a “Warrant”) to purchase common shares of the Company (each, a “Common Share”) that are set to expire on May 18, 2018 to May 18, 2019 (the “New Warrant Expiration Date”). All other terms of the Warrants remain the same. Insiders of the Company do not hold any Warrants. The New Warrant Expiration Date will come into effect as at May 11, 2018.

The Warrants were originally issued on May 18, 2016 as part of a private placement of 8,341,333 units (each, a “Unit”) at a price of \$0.48 per Unit for gross proceeds of \$4.0 million. Each Unit was comprised of one Common Share and one half Warrant, with each full Warrant exercisable into one Common Share at an exercise price of \$0.70.

About Treasury Metals Inc.:

Treasury Metals is a gold focused exploration and development company with assets in Ontario, Canada and is listed on the TSX under the symbol “TML”. Treasury Metals Inc.'s 100% owned Goliath Gold Project in northwestern Ontario is slated to become one of Canada's next producing gold mines. With first-rate infrastructure currently in place and gold mineralization extending to surface, Treasury Metals plans on the initial development of an open pit gold mine to feed a 2,500 per day processing plant with subsequent underground operations in the latter years of the mine life. Treasury Metals currently has an active exploration program at the Goliath Gold Project.

For more information about Treasury Metals, please visit the Company’s website at: <http://www.treasuremetals.com>

Follow us on Twitter @TreasuryMetals

FOR MORE INFORMATION, PLEASE CONTACT:

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Forward-looking Statements

This release includes certain statements that may be deemed to be "forward-looking statements". All statements in this release, other than statements of historical facts, that address events or developments that management of the Company expect, including those pertaining to the New Warrant Expiration Date, shareholder ratification of the Rights Plan, and shareholder ratification of the Advance Notice By-Law are forward-looking statements. Actual results or developments may differ materially from those in forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, save and except as may be required by applicable securities laws.