



Central Timmins Exploration Corp. Announces Proposed Share Consolidation and Commencement of Strategic Review

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TORONTO, Nov. 21, 2019 /CNW/ - **Central Timmins Exploration Corp.** ("CTEC" or the "Corporation") (TSXV: CTEC) announces its intention to consolidate the Corporation's common shares (the "**Common Shares**") on an up to 1:6 basis, subject to shareholder and regulatory approval. In addition, the board of directors of the Corporation (the "**Board**") has determined that it is in the best interests of the Corporation and its stakeholders to initiate a formal process to explore and review strategic and financing alternatives.

PROPOSED SHARE CONSOLIDATION

CTEC announces that a special meeting of shareholders of the Corporation will be held on January 9, 2020 (the "**Meeting**"). At the Meeting, shareholders will be asked to consider, and, if thought appropriate, pass with or without variation, a special resolution (the "**Share Consolidation Resolution**") authorizing and approving an amendment to the Corporation's articles to effect a consolidation (the "**Share Consolidation**") of the issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for up to six (6) pre-consolidation Common Shares, as determined by the Board in its sole discretion, and as to be more particularly described in the management information circular of the Corporation to be mailed to shareholders prior to the Meeting (the "**Information Circular**").

The Board recommends shareholders vote **FOR** the special resolution relating to the Share Consolidation, as to be disclosed in the Information Circular.

Required Approvals and Effective Date

The ability of the Board to effect the Share Consolidation is subject to the approval of shareholders at the Meeting and the acceptance of the TSX Venture Exchange (the "**TSXV**"). Assuming approval of the Share Consolidation is obtained from the shareholders and the TSXV, the Board expects to proceed with the Share Consolidation shortly after the date of the Meeting. In such case, when implemented, the Share Consolidation will take effect on a date to be coordinated with the TSXV and will be announced by press release on such effective date by the Corporation.

Notwithstanding the foregoing, even if the Share Consolidation Resolution is approved by shareholders at the Meeting, the Board may elect not to proceed with the Share Consolidation, in its sole discretion. The Board will continue to assess market conditions and the interests of the Corporation and shareholders before proceeding to effect the Share Consolidation, if at all.

Principal Reasons for the Share Consolidation

The Board's primary objective in seeking authority to effect the Share Consolidation is to provide the Corporation with a mechanism to increase: (i) the per-share trading price of the Common Shares; (ii) the trading liquidity of the Common Shares; and (iii) the ability of the Corporation to raise additional capital through equity and debt financings. Additionally, an increase in per-share trading price of the Common Shares following the Share Consolidation may reduce certain transaction costs for investors when trading in the Common Shares.

In determining whether to seek approval to effect the Share Consolidation, the Board also considered a number of other market and business factors deemed relevant by the Board, as well as general stock market and economic conditions.

Principal Effects of the Share Consolidation

As at the date hereof, the Corporation has 51,350,000 Common Shares issued and outstanding. Upon completion of the Share Consolidation, and assuming that no further Common Shares are issued prior to the Share Consolidation and the maximum allowable Share Consolidation on the basis of one (1) post-consolidation Common Share for six (6) pre-consolidation Common Shares, the number of post-consolidation Common Shares issued and outstanding will be approximately 8,558,333 (on a non-diluted basis).

The implementation of the Share Consolidation would not affect the total shareholders' equity of the Corporation or any components of shareholders' equity as reflected on the Corporation's financial statements except: (i) to change the number of issued and outstanding Common Shares; and (ii) to change the number of outstanding stock options and common share purchase warrants of the Corporation, as well as their relative exercise prices, to reflect the Share Consolidation.

The Share Consolidation will not materially change any shareholder's proportion of votes to total votes; however, if the Share Consolidation is effected by the Board, the total number of votes that a shareholder may cast at any future shareholder meeting of the Corporation will be reduced.

Any fractional Common Share resulting from the Share Consolidation will be rounded down to the nearest whole number and any such fractional interest will be cancelled without consideration.

The Corporation's name will not be changed in connection with the Share Consolidation.

Risk Factors

Certain risks and uncertainties related to the Corporation and the Share Consolidation are further discussed in the Information Circular under the heading "*Particulars of Matters to be Acted Upon at the Meeting – Share Consolidation – Risk Factors*".

Other Information

Enclosed with the Information Circular circulated to shareholders will be a letter of transmittal (the "**Letter of Transmittal**"). Prior to an announcement of an effective date of the Share Consolidation (if any), shareholders should not destroy any Common Share certificates and should not deliver their Common Share certificates or the Letter of Transmittal to the Corporation or TSX Trust Company.

STRATEGIC REVIEW

The strategic review process is intended to evaluate the Corporation's strategic and financing options to maximize shareholder value. Such strategic alternatives may include, but are not limited to, a corporate sale, merger or other business combination, a disposition of all or a portion of the Corporation's assets, a recapitalization, refinancing of its capital structure, or any combination of the foregoing. The outcome of the strategic review process will depend on the opportunities which arise within such process and there can be no assurance that the strategic process will result in the realization of any specific transaction or agreement. The Board will undertake a broad review of the potential alternatives to enhance stakeholder value. Given the nature of the strategic alternatives process, the Corporation does not intend to provide updates until such time as the Board approves a definitive transaction or strategic alternative, or otherwise determines that further disclosure is necessary or appropriate.

About Central Timmins Exploration Corp.

CTEC is an early-stage Canadian junior exploration company with property exclusively within the city limits of Timmins in the Porcupine Mining District in the northeastern region of Ontario. The

Corporation's assets are prospective for gold as well as a suite of base metals. See the company website at www.centraltimmins.com.

Forward Looking Information

This press release contains "forward-looking information" within the meaning of applicable securities laws that is intended to be covered by the safe harbours created by those laws. "Forward-looking information" includes statements that use forward-looking terminology such as "may", "will", "expect", "anticipate", "believe", "continue", "potential" or the negative thereof or other variations thereof or comparable terminology and includes statements relating to, among other things, the timing of the implementation of the Share Consolidation, the principal reasons for the Share Consolidation, and the principal effects of the Share Consolidation, and the strategic review process of the Board.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management at the date the statements are made. Furthermore, such forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Corporation to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking information. See "Particulars of Matters to be Acted Upon at the Meeting – Share Consolidation – Risk Factors" in the Information Circular and "Risk Factors" in the Corporation's final prospectus dated October 4, 2018 filed on SEDAR at www.sedar.com for a discussion of these risks.

CTEC cautions that 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 anticipated in such information. Accordingly, investors should not place undue reliance on forward-looking information.

Except as required by law, CTEC does not assume any obligation to release publicly any revisions to forward-looking information contained in this press release to reflect events or circumstances after the date hereof.

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

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