



1500 - 701 West Georgia Street, Vancouver, BC V7Y 1C6
Telephone: (604) 569-0721 Fax: (604) 801-5911

NEWS RELEASE

GB MINERALS LTD. ANNOUNCES DEBT SETTLEMENT TRANSACTIONS

August 20, 2014 – Vancouver, British Columbia: GB Minerals Ltd. (the “**Company**”) (TSX-V: **GBL**) announces that it has agreed to settle an aggregate of C\$752,058.91 in outstanding debt owed to creditors for consulting and advisory services provided to the Company and to former and current directors of the Company for their outstanding directors’ fees (the “**Creditors**”, each a “**Creditor**”), by entering into a debt settlement agreement with each of the Creditors (a “**Debt Settlement Agreement**”, together the “**Debt Settlement Agreements**”) pursuant to which the Company will issue, in the aggregate, 10,027,454 common shares of the Company (the “**Shares**”) at a deemed price of \$0.075 per Share (the “**Debt Settlement Transactions**”).

The directors of the Company with whom the Company is proposing to enter into a Debt Settlement Agreement (the “**Insiders**”) are each a “related party” to the Company under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). Accordingly, the Debt Settlement Transactions between the Company and Insiders (the “**Insider Transactions**”) are “related party transactions” under MI 61-101.

The Insider Transactions are transactions that are exempt from (i) the formal valuation requirements under Section 5.4 of MI 61-101 pursuant to Subsections 5.5(g) of MI 61-101 and (ii) the minority approval requirements under Section 5.6 of MI 61-101 pursuant to 5.7(1)(e) of MI 61-101 because the board of directors of the Company, acting in good faith, has determined, and at least two-thirds of the Company’s independent directors, acting in good faith, have determined, that the Company is in serious financial difficulty, that the Insider Transactions are designed to improve the Company’s financial position and that the terms of the Insider Transactions are reasonable in the Company’s circumstances.

Application will be made for listing of the Shares on the TSX Venture Exchange (“**TSXV**”). The completion of the Debt Settlement Transactions is also subject to receipt of applicable regulatory approvals, including the approval of the TSXV.

The Shares will be subject to a four-month hold period from the date of issuance.

ON BEHALF OF THE BOARD

Luis da Silva
President and Chief Executive Officer

For further information please contact:

Luis da Silva
President and Chief Executive Officer
Telephone: +1 (604) 569-0721

Angel Law
Chief Financial Officer and Corporate
Secretary
Telephone: +1 (604) 569-0721

ABOUT GB MINERALS LTD.

GB Minerals Ltd. is a Canadian mining exploration and development company focused on advancing its world class, high quality, development Farim phosphate project in Guinea Bissau, West Africa (the “**Farim Project**”).

Based upon the information in the NI 43-101 study entitled “*Feasibility of the Beneficiated Rock Concentrate of the Farim Phosphate Project, Guinea-Bissau an NI 43-101 Report*” dated December 19, 2012, the Farim Project is estimated to contain measured resources of 64.6 million tonnes at an average grade of 29.11% P₂O₅, indicated resources of 28.1 million tonnes at an average grade of 27.68 P₂O₅ and inferred resources of 18.3 million tonnes at an average grade of 28.66% P₂O₅. The Farim Project has a 25 year mining plan for a run of mine of 32.5 million tonnes at 30.4% P₂O₅ @ 4.5% Fe₂O₃ and 2.5% Al₂O₃ producing 25 million tonnes at a rate of 1 million tonnes per year beneficiated phosphate rock concentrate having an average grade of 33.1% P₂O₅ @ 1.6% Fe₂O₃ and 1.4% Al₂O₃, and total proven and probable reserves of 33.0 million tonnes (dry) with an average ROM P₂O₅ grade of 30.4%.

The Company has already been granted a production license in relation to the Farim Project which is the subject of the feasibility study referred to above and filed under the Company's profile on SEDAR at www.sedar.com on January 17, 2013.

The Company's shares are listed on the TSX Venture Exchange under the trading symbol “GBL”. For additional information, please visit us at www.gbminerals.com.

FORWARD LOOKING STATEMENTS

Certain information in this news release relating to the Company is forward-looking and related to anticipated events and strategies. When used in this context, words such as “will”, “anticipate”, “believe”, “plan”, “intend”, “target” and “expect” or similar words suggest future outcomes. Forward-looking information contained in this press release includes, but may not be limited to, mineral reserve and mineral resource estimates, the expected mine life and production of the Farim Project, the anticipated exploration and development activities of the Company, the Debt Settlement Transactions and the closing of the Debt Settlement Transactions and business plans. By their nature, such statements are subject to significant risks and uncertainties that may cause actual results or events to differ materially from current expectations. Readers are cautioned not to place undue reliance on forward-looking information as actual results could differ materially from the plans, expectations, estimates or intentions expressed in the forward-looking information. Forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable law, the Company disclaims any obligation to update or modify such forward-looking information, either as a result of new information, future events or for any other reason.

Any mineral resource and mineral reserve figures referred to in this press release are estimates and no assurances can be given that the indicated levels of minerals will be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While the Company believes that the mineral resource and mineral reserve estimates in respect of its Farim Project are well established, by their nature mineral resource and mineral reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such mineral resource and mineral reserve estimates are inaccurate or are reduced in the future, this could have a material adverse impact on the Company. Due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral

resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

NEITHER THE 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.