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## NEWS RELEASE

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### **GB MINERALS LTD. ANNOUNCES CLOSING OF US\$11,185,000 PRIVATE PLACEMENT AND APPROVAL IN PRINCIPLE OF RIGHTS OFFERING**

**July 14, 2016 – Vancouver, British Columbia:** GB Minerals Ltd. (the “**Company**”) (TSX-V: **GBL**) is pleased to announce that further to its news release of April 4, 2016, it has closed a private placement of 265,328,536 new common shares (the “**Placement Shares**”) in the share capital of the Company (the “**Share Capital**”), at a price of C\$0.055 per Placement Share for gross proceeds of US\$11,185,000 (the “**Placement**”).

Zaff LP (“**Zaff**”), an existing significant shareholder of the Company and an insider within the meaning of the rules of the TSX Venture Exchange (the “**TSXV**”), subscribed for the Placement Shares and, upon completion of the Placement, owns an aggregate of 387,551,929 common shares of the Company representing 51.6% of the Share Capital. The sole limited partner of Zaff is Zaff LLC, which is controlled by funds managed by Castlake L.P. (“**Castlake**”). As a result of the Placement, Zaff will become a new Control Person (as such term is defined in the rules of the TSXV) of the Company. Mr. Brent de Jong, who is a director of the Company, holds an interest in Zaff LLC through De Jong Capital LLC and is a partner of Castlake.

Pursuant to the rules of the TSXV, the Company was required to obtain majority of the minority shareholders’ approval for the creation of a new Control Person (as such term is defined in the rules of the TSXV) and the Company obtained the requisite shareholder approval by way of written consent.

The Placement Shares represent an increase of approximately 35.3% in the enlarged Share Capital and approximately 34.1% of the fully diluted enlarged Share Capital. The Placement Shares are subject to a four-month hold period from the date of issuance.

The Company intends to use the net proceeds from the Placement for expenses and development of the Company’s Farim phosphate mineral property, to meet the Company’s financial obligations and operational commitments, and to fund the settlement of the litigation involving GBM Minerals Engineering Consultants Limited.

Zaff is a “related party” to the Company under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) by virtue of its existing shareholding being in excess of 10% of the Share Capital, and Mr. de Jong is a “related party” to the Company under MI 61-101 by virtue of being a director of the Company. Accordingly, the Placement is a “related party transaction” under MI 61-101. The Placement is 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 Subsection 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 Placement is designed to improve the Company’s financial position and that the terms of the Placement are reasonable in the Company’s circumstances.

The Company anticipates it will file a material change report less than 21 days before the closing of the Placement. This shorter period is reasonable and necessary in the circumstances as the Company required the proceeds of the Placement immediately.

The Company is also pleased to announce that, in order to allow all shareholders to further invest in the Company, the board of directors of the Company (“**Board**”) has approved in principle a rights offering (the “**Rights Offering**”) pursuant to which existing shareholders of the Company will be

issued one right (a “**Right**”) to acquire, at a subscription price of \$0.055 per common share, one additional common share for every common share held. The Rights Offering will consist of a “basic subscription privilege” (as such term is defined in National Instrument 45-106 – *Prospectus Exemptions* of the Canadian Securities Administrators (“**NI 45-106**”)) only. Zaff has agreed that it will not exercise the Rights granted to it pursuant to the Rights Offering. The definitive terms and mechanics of the Rights Offering will be described in the rights offering notice and rights offering circular to be filed and/or sent to shareholders as required under section 2.1 of NI 45-106. The rights offering notice and rights offering circular are subject to pre-clearance by the TSXV. The Company expects that the proceeds of the Rights Offering will be used for expenses and development of the Company’s Farim phosphate mineral property, and to meet the Company’s financial obligations and operational commitments.

## **ON BEHALF OF THE BOARD**

Luis da Silva  
President and Chief Executive Officer

### **For further information please contact:**

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## **ABOUT GB MINERALS LTD.**

On September 14, 2015, the Company announced the results of, and filing on SEDAR, of a new feasibility study on its Farim phosphate project entitled “NI 43-101 Technical Report On the Farim Phosphate Project” (the “**2015 Feasibility Study**”).

The Farim phosphate project is located in the northern part of central Guinea-Bissau, West Africa, approximately 25 kilometres south of the Senegal border, approximately 5 kilometres west of the town of Farim and some 120 kilometres northeast of Bissau, the capital of Guinea-Bissau, on a 30.6 km<sup>2</sup> mining lease license granted by the Government of Guinea-Bissau to the Company’s wholly owned subsidiary, GB Minerals AG, in May 2009. The Company also holds a production license in relation to the Farim phosphate project.

The Farim phosphate project consists of a high grade sedimentary phosphate deposit of one continuous phosphate bed which extends over a known surface area of approximately 40 km<sup>2</sup>. It is estimated to contain measured and indicated resources of 105.6 million dry tonnes at a grade of 28.4% P<sub>2</sub>O<sub>5</sub> and additional inferred resources of 37.6 million dry tonnes at 27.7% P<sub>2</sub>O<sub>5</sub>. The measured and indicated resources include 44.0 million dry tonnes of reserves based on a 25 year mine plan at 1.75 million tonnes per annum (“**mtpa**”) of mine production at the following run of mine grades: 30.0% P<sub>2</sub>O<sub>5</sub>, 2.6% Al<sub>2</sub>O<sub>3</sub>, 41.0% CaO, 4.7% Fe<sub>2</sub>O<sub>3</sub>, and 10.6% SiO<sub>2</sub>. The phosphate ore will be beneficiated for a final phosphate rock concentrate production of 1.32 mtpa at a 34.0% P<sub>2</sub>O<sub>5</sub> grade at 3% moisture.

The 25 year mine plan also assumes a beneficiation process that involves scrubbing (both drum and attrition) followed by particle sizing to remove the fraction under 20 µm. This new beneficiation process will result in a 34.0% P<sub>2</sub>O<sub>5</sub> product grade, mass recovery of 75.5% and 78.4% P<sub>2</sub>O<sub>5</sub> recovery confirmed by a pilot scale test on a one tonne sample that took place in May 2015. After passing through the process plant, the final production of phosphate concentrate, based on 1.75 mtpa of run of mine feed, will be 1.32 mtpa. The life of mine operating costs are approximately US\$52.13 per tonne of final concentrate. The initial capital cost for the project is estimated at US\$193.8 million and does not include owner’s costs which amount to US\$11 million and include items such as project insurance, resettlement and owner’s team costs. Owner’s costs have been included in the financial analysis.

For additional information, please visit us at [www.gbminerals.com](http://www.gbminerals.com).

## **QUALIFIED PERSON**

The Company's Qualified Person is Dan Markovic, P. Eng., Project/Study Manager at Lycopodium Minerals Canada Ltd., who has reviewed and approves this press release. Mr. Markovic is independent from the Company.

## **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 the Placement, the Rights Offering, the use of proceeds of the Placement and the Rights Offering, the business plans, statements or information relating to the anticipated development activities of the Company, the Farim Project (including the quantity and quality of mineral resource and mineral reserve estimates), the potential to upgrade inferred mineral resources, the ability of the Company to develop the Farim Project into a commercially viable mine and the proposed new plans relating thereto regarding operations and mine design, estimates relating to tonnage, grades, recovery rates, future phosphate production, future cash flows, life of mine estimates, expectations regarding production and estimates of capital and operating costs. 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.

Disclosure herein of exploration information and of mineral resources and mineral reserves is derived from the 2015 Feasibility Study. Information relating to "mineral resources" and "mineral reserves" is deemed to be forward-looking information as it involves the implied assessment based on certain estimates and assumptions that the mineral resources and mineral reserves can be profitable in the future. 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. 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 estimates are inaccurate or are reduced in the future, this could have a material adverse impact on the Company. Accordingly, readers should not place undue reliance on forward-looking information. Mineral resources that are not mineral reserves do not have demonstrated economic viability. 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.

*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*