

VANCOUVER, BRITISH COLUMBIA--(Marketwired - Sep 12, 2016) - Dynasty Metals & Mining Inc. ("Dynasty" or the "Company") (TSX:DMM)(OTCQX:DMMIF) is pleased to announce the successful completion of its previously announced non-brokered private placement of common shares of the Company (each, a "Share") at a subscription price of C\$0.15 per Share, for aggregate gross proceeds of US\$4,000,000 (the "Private Placement") and settlement of US\$700,000 in debt owing to companies managed by Robert Washer (the "Debt Settlement"), the former chief executive officer of the Company, in exchange for Shares at a subscription price of C\$0.15 per Share.

A total of 34,997,331 Shares were issued under the Private Placement and a total of 6,124,533 Shares were issued in connection with the Debt Settlement. The Shares issued under the Private Placement and Debt Settlement are subject to a hold period expiring on January 10, 2017 in accordance with the rules and policies of the Toronto Stock Exchange (the "TSX") and applicable Canadian securities laws and such other further restrictions as may apply under foreign securities laws.

The Company intends to use the net proceeds from the Private Placement to settle certain amounts payable to the Ecuadorian government, creditors and employees and to provide additional working capital necessary to advance its mining projects in Ecuador.

In conjunction with the completion of the Private Placement (the "Closing"), Dynasty has received resignations from the following individuals:

- Robert Washer, as chief executive officer
- Hernán Moreno, as interim chief financial officer
- Edison Lopez Viteri, as a director
- Brian Speechly, as a director

Dynasty would like to thank the foregoing individuals for their years of service to the Company.

The size of the board of directors of the Company (the "Board") has also been increased to six (6) directors, and is now comprised of the following individuals:

- Robert Washer, Chairman
- Gregg Sedun, Lead Director
- Keith Piggott
- Javier Reyes
- Leonard Clough
- Mark Bailey

In addition, Keith Piggott has been appointed President and Chief Executive Officer and Sam Wong has been appointed Chief Financial Officer.

The Board has also amended the by-laws of the Company to provide that the Lead Director shall be the chairman of any meeting of the Board and that the chairman shall have a casting vote in the event of a split decision of the Board. In accordance with the *Business Corporations Act* (Yukon), such amendments shall be submitted for confirmation to the shareholders of the Company at the next meeting of shareholders.

As part of the Private Placement, Keith Piggott, c/o Suite 1502, 1166 Alberni Street, Vancouver, British Columbia V6E 3Z3, acquired ownership and control over 9,186,799 Shares for gross proceeds of US\$1,050,000, representing approximately 10.5% of the issued and outstanding Shares on Closing. Immediately prior to Closing, Mr. Piggott did not own any securities of the Company.

Mr. Piggott's acquisition of Shares was primarily made for investment purposes, and he may increase or decrease his investment in the Company according to market conditions or other relevant factors. As disclosed above, on Closing Mr. Piggott was appointed the new chief executive officer of the Company and to the Board. Additional director and management changes and other transactions which occurred in conjunction with the Private Placement are disclosed in this news release and the Company's news release dated September 7, 2016.

A copy of the early warning report being filed by Mr. Piggott may be obtained by contacting Mr. Piggott at 604-687-7810. The report will be available under the Company's profile at [www.sedar.com](http://www.sedar.com).

The Company is also pleased to announce that it has closed, in escrow, the restructuring agreement previously entered into among the Company, Vertex Managed Value Portfolio and Vertex Enhanced Income Fund (together, "Vertex") dated September 7, 2016 (the "Restructuring Agreement"), pursuant to which the parties have agreed to restructure the indebtedness owing by the Company to Vertex in the aggregate principal amount of US\$4,000,000 and defer principal payments thereon, subject to the condition of receipt of conditional approval from the TSX, which is anticipated to be obtained on or about September 15, 2016, at which time all closing conditions to the Restructuring Agreement will have been satisfied. The effective date of closing of the

Restructuring Agreement, which shall include the issuance of securities previously announced by the Company in its press release of September 7, 2016, shall be the date such conditional approval is received.

Keith Piggott commented: "Dynasty has amassed many significant assets in Ecuador, which is becoming recognized as an underdeveloped region with world class orebodies and stable government. The Company has loyal workers with good Governmental and social relations. We believe that this restructuring of the Company will allow the new management, which has a significant track record in asset utilisation, to focus on developing its true potential for all of its stakeholders."

About Dynasty Metals & Mining Inc.

Dynasty Metals & Mining Inc. is a Canadian-based mining company involved in the mining, exploration and development of mineral properties in Ecuador. The Company is currently focused on gold production and continued development at its Zaruma Gold Project. The Company also owns the Dynasty Goldfield Project, a permitted property 180km southwest of the Zaruma project, and the Jerusalem Project, an exploration property immediately south of the Fruta del Norte project.

For further information please visit the Company's website at [www.dynastymining.com](http://www.dynastymining.com).

#### Forward-Looking Information

*This news release contains statements which are, or may be deemed to be, "forward-looking information" which are prospective in nature. Often, but not always, forward-looking information can be identified by the use of forward-looking words such as "plans", "expects" or "does not expect", "is expected", "scheduled", "estimates", "forecasts", "projects", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Such information in this news release includes, without limitation, statements regarding the use of proceeds from the Private Placement and plans for completion of the Restructuring Agreement. Forward-looking information is based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the business and the industry and markets in which the Company operates, including assumptions relating to the ability of the Company and the other parties thereto to satisfy the conditions required in order to complete the Restructuring Agreement and all related arrangements; the Company's ability to successfully implement its business plan in respect of its Ecuador projects; and the expected benefits of the Private Placement, Restructuring Agreement and new management on the business of the Company. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause Dynasty's actual results, revenues, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Important risks that could cause Dynasty's actual results, revenues, performance or achievements to differ materially from Dynasty's expectations include, among other things, that the conditions to closing the Restructuring Agreement will not be satisfied and that the Company will be unable to complete the Restructuring Agreement; the Company will not be able to successfully implement its business plan in respect of its Ecuador projects under new management and a reconstituted board; and risks found in Dynasty's Annual Information Form for the year ended December 31, 2015, which is available on SEDAR at [www.sedar.com](http://www.sedar.com). Other than in accordance with regulatory obligations, Dynasty is not under any obligation and Dynasty expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

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