

CALGARY, ALBERTA--(Marketwired - Nov 10, 2016) - [GrowMax Resources Corp.](#) (TSX VENTURE:GRO) ("GrowMax" or the "Company") is pleased to announce it has accepted an offer from Energy Operations Argentina LLC (the "Purchaser"), a private American company, for the sale of all of the issued and outstanding common shares of Energicon S.A. ("Energicon"), the Company's wholly-owned Argentine subsidiary and the holder of various working interests in the Vaca Mahuida, Loma Ranqueles, Huacalera and Totoral concessions (the "Transaction"). Closing of the Transaction is scheduled to occur on or about November 17, 2016 (the "Closing").

#### Highlights of the Transaction

- Cash consideration: US\$5.0 million, of which US\$1.0 million is payable by the Purchaser on Closing and US\$1.0 million is payable six months after Closing. The remainder of US\$3.0 million is payable in equal instalments of US\$1.0 million each, on the 12<sup>th</sup>, 18<sup>th</sup> and 24<sup>th</sup> month following Closing. Should a hydrocarbon exploitation concession for Vaca Mahuida not be issued within six months of Closing, the cash consideration will be reduced to US\$2.0 million and no further payments will be due from the Purchaser.
- Purchaser responsible for commitments: The Purchaser will indirectly assume all of the future work commitments associated with Energicon's concessions and GrowMax's existing performance bonds with Gas Y Petróleo del Neuquén will be released.

#### Additional Information about the Transaction

The offer from the Purchaser to acquire all of the shares of Energicon was received in response to the Company's formal offering to sell its remaining Argentina assets. Several companies had signed confidentiality agreements and received access to all of the relevant data. Following an extensive review and analysis, the Company determined that the offer from the Purchaser was the most favourable and is in the best interests of GrowMax and its shareholders. No finder's fee has been paid in respect of the Transaction.

In September 2016, Energicon submitted to the Province of Rio Negro (the "Province") a revised plan of development (the "POD") for its gas discoveries at Vaca Mahuida. Terms of the POD have been negotiated with the Province and were favourably received by Edhipsa, the Province's operating agency. The approval of the POD by the Province is required before a hydrocarbon exploitation concession for Vaca Mahuida will be issued. While the Company is optimistic about receiving final approval of the POD, there is no assurance that such approval will be obtained or that an exploitation concession will be issued by the Province within six months of Closing.

Abby Badwi, Executive Chairman of the Company, commented: "The sale of the remainder of GrowMax's oil and gas assets in Argentina provides the Company with the ability to focus its financial resources and personnel on growing the Company's mining business at Bayovar in Peru. This transaction will strengthen the Company's balance sheet by providing it with additional cash and will release the Company from future commitments in Argentina."

#### About GrowMax Resources Corp.

[GrowMax Resources Corp.](#) is a publicly listed Canadian company (TSX VENTURE:GRO) focused on exploration and development of phosphate and potassium-rich brine resources on its Bayovar concessions, which are located in the Sechura Desert in northwestern Peru. The Company's vision is to become a leading producer of phosphate and potash fertilizer products in Peru.

GrowMax owns approximately 92% of GrowMax Agri Corp., a private company that owns 100% of the Bayovar concessions, which currently cover approximately 227,000 gross acres. The Indian Farmers Fertiliser Co-operative Limited (IFFCO) and its affiliates own approximately 8% of GrowMax Agri Corp.

#### Forward-Looking Statements

Certain statements contained in this press release may constitute "forward-looking statements" as such term is used in applicable Canadian and US securities laws. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or are not statements of historical fact should be viewed as "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. In particular, there is no assurance that the Closing of the Transaction will occur on or about November 17, 2016 or at all, that the Company will receive the future instalments of the purchase consideration at the times indicated or at all, that GrowMax performance bonds will be released, that the Purchaser will fulfill the commitments, or that an exploitation concession will be issued for Vaca Mahuida by the Province of Rio Negro within six months of Closing. Readers should not place undue reliance on any forward-looking statements contained in this press release.

Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update forward-looking statements should these beliefs, estimates and opinions or other circumstances change, except as required by applicable law.

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

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