

VANCOUVER, BRITISH COLUMBIA--(Marketwired - May 30, 2017) - [Northern Empire Resources Corp.](#) (TSX VENTURE:NM) (the "Company" or "Northern Empire") announces that the Company has completed its acquisition (the "Acquisition") of the Sterling Gold Project, the Hoodoo Canyon Property and various royalty rights on mineral properties located in Nevada and California pursuant to a purchase and sale agreement with Sterling Gold Mining Corporation ("Sterling"), a wholly owned subsidiary of [Imperial Metals Corp.](#) as previously announced by the Company on February 15, 2017.

The consideration for the Acquisition included: cash consideration of US\$10,100,000, including US\$1,500,000 that has already been paid and also including the posting of certain permitting bonds for the property, and the issuance of 5,000,000 pre-Consolidation (as defined below) or 1,666,666 post-Consolidation common shares of Northern Empire ("Shares") to Sterling. The Company entered into an equity participation agreement with Sterling pursuant to which Sterling may be issued up to an additional 5,000,000 pre-Consolidation or 1,666,666 post-Consolidation Shares so that Sterling can maintain its equity ownership of the Company. The Company also granted a 2% net smelter returns royalty on certain portions of the Sterling Property to Sterling.

Michael G. Allen, President, CEO and Director of Northern Empire stated, "The acquisition of the Sterling Property is a transformational event for Northern Empire. The property features significant gold mineralization, existing mine infrastructure and permits, and exploration upside. At this point I wish to thank everyone who has assisted in completing the transaction. In the coming weeks, we will be launching an aggressive exploration program to unlock the value of Sterling."

Northern Empire also announces the completion of the previously announced private placement (the "Offering") of subscription receipts. The Company issued 78,230,095 subscription receipts at a price of \$0.25 per subscription receipt (the "Offering Price") for aggregate gross proceeds of \$19,557,523.75. The offering was led by Cormark Securities Inc. on behalf of a syndicate of agents which included GMP Securities L.P., Haywood Securities Inc. and PI Financial Corporation (the "Agents"). The gross proceeds have been released to the Company in connection with the closing of the Acquisition.

[Coeur Mining Inc.](#) (NYSE:CDE) ("Coeur") acquired an aggregate of 16,000,000 subscription receipts. Assuming the automatic conversion of the subscription receipts into Shares at the Qualification Time (defined below), Coeur would hold 16,000,000 pre-Consolidation Shares or 5,333,333 post-Consolidation Shares, representing approximately 11.7 per cent of the then issued and outstanding shares of the Company.

Each subscription receipt will automatically convert into one pre-Consolidation Share or 0.333 post-Consolidation Shares without any further payment or action on the part of the holder thereof, at the time that is the earlier of: (i) 12:01 am (Toronto time) on October 1, 2017; and (ii) 12:01 a.m. (Toronto time) on the third business day after the issuance of a final receipt for the prospectus qualifying the issuance of the shares underlying the subscription receipts (the "Qualification Time").

Pursuant to the terms of an agency agreement dated May 30, 2017, the Agents were entitled to a cash commission equal to 6 per cent of the gross proceeds of the offering, which is reduced to 3 per cent on subscriptions received in respect of certain investors on the president's list. In addition to the cash commission, the Company issued to the agents 2,100,543 compensation warrants to acquire, for no additional consideration, 2,100,543 compensation options (the "Compensation Options") of the Company. Each Compensation Option is exercisable into one pre-Consolidation Common Share or 0.333 post-Consolidation Shares (each a "Broker Share") at 133 and 1/3% of the Offering Price (such exercise price and number of Broker Shares to be issued shall be adjusted to give effect to the Consolidation such that each post-Consolidation Broker Share shall have been issued for an equivalent of \$1.00 per Broker Share until May 30, 2019. At the Qualification Time, the Compensation Warrants will be automatically converted into Compensation Options on behalf of, and without any required action of, the agents.

All securities issued in the Offering are subject to a Canadian securities law resale restriction period expiring October 1, 2017. The Company has agreed to use its reasonable commercial efforts to file a prospectus qualifying the Shares to be issued upon the automatic conversion of the subscription receipts in each of the qualifying provinces by July 29, 2017. If a final receipt for the prospectus is not issued by such date, each subscription receipt will automatically entitle the holder thereof to acquire 1.1 Shares without further payment or action on the part of the holder.

The offering is subject to the final approval of the TSX Venture Exchange.

Insiders of the Company have subscribed for subscription receipts under the Offering. The issuance of subscription receipts to insiders pursuant to the Offering (the "Insider Participation") will be considered to be a related party transaction within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 ("MI 61-101"). The Company intends to rely on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(b) and 5.7(1)(b) of MI 61-101 in respect of any Insider Participation.

Upon completion of the Acquisition, the Company consolidated its capital on a 3 to 1 basis the "Consolidation"). One new post Consolidation common share will be issued for every three pre-Consolidation Shares issued to any shareholder of the Company. The Company's name and trading symbol will remain unchanged.

Effective at the opening on May 31, 2017, the common shares of the Company will be listed for trading on the TSX Venture Exchange on a consolidated basis. The Company's common shares will resume trading on June 1, 2017.

## Sterling Property Highlights

- High Grade Gold in Nevada. Northern Empire filed an NI 43-101 resource estimate on the Sterling Property on May 2, 2017. Total inferred resources on the Sterling Property were estimated at 709,000 oz Au with an average grade of 2.23 g/t Au. Included in this estimate is the Sterling Deposit where a pit constrained resource of 231,000 oz Au in 1,958,000 tonnes with an average grade of 3.67 g/t Au was determined. Further information on the Sterling Project Resources, please refer to the Company's news releases dated April 3 and May 2, 2017, and the Technical Report titled "Sterling Property, Nye County, Nevada, USA: A Property Under Option to Purchase by Northern Empire" that was posted May 2 on SEDAR.
- Permitted to begin operations. The Bureau of Land Management has issued a Finding of No Significant Impact ("FONSI") and approved the next phase of mining at Sterling. This permit was issued on May 12, 2016, is transferable, and has an indefinite term.
- Location. The Sterling Property is located approximately 185 kilometers NW of Las Vegas on the eastern flank of the Bare Mountains. The property is accessed via highway I-95 and gravel roads.
- Significant Engineering Completed by Imperial Metals. To achieve the FONSI, Imperial Metals created designs for the new pits and heap leach facilities that Northern Empire will be able to use as a basis for development going forward.
- Significant infrastructure in place. Imperial Metals ceased underground mining in 2015. Processing facilities, mine offices and generators are on site and are currently being used to rinse heaps from prior operations.

## About Northern Empire

Northern Empire is an aggressive, Vancouver based, gold explorer working to take advantage of the current improving market conditions by assembling a value driven portfolio of properties. In addition to the Sterling Gold Project, Northern Empire holds the Richardson Gold Project, one of the most attractive exploration targets in the Tintina Trench.

## About Coeur

Coeur Mining is a well-diversified, growing precious metals producer with five precious metals mines in the Americas employing approximately 2,000 people. Coeur produces from its wholly-owned operations: the Palmarejo silver-gold complex in Mexico, the Rochester silver-gold mine in Nevada, the Kensington gold mine in Alaska, the Wharf gold mine in South Dakota, and the San Bartolomé silver mine in Bolivia. The Company also has a non-operating interest in the Endeavor mine in Australia. In addition, the Company owns the La Preciosa project in Mexico, a silver-gold exploration stage project. Coeur conducts exploration activities throughout North and South America.

## Qualified Persons

The 2017 resource estimate was prepared by Norwest Corporation in accordance with requirements of National Instrument 43-101 Standards of Disclosure for Mineral Projects (NI 43-101). Technical work, analysis and findings were completed by Derek Loveday, P.Geo., Allan Turner, P.Geo., and Sean Ennis, P.Eng. Each person is an independent "Qualified Person" as defined by NI 43-101 and has reviewed and approved the information in this news release.

Michael G. Allen, P. Geo., President of Northern Empire, and a Qualified Person as defined by NI 43-101, has reviewed the technical information contained in this news release. He is the non-independent qualified person for this new release and has verified the data.

ON BEHALF OF THE BOARD OF [Northern Empire Resources Corp.](#)

Michael G. Allen, President, CEO and Director

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*Certain information set forth in this news release contains "forward-looking statement", and "forward-looking information" under applicable securities laws. Except for statements of historical fact, certain information contained herein constitutes forward-looking statements, which include the Company's expectations about the future performance based on current results and expected cash costs and are based on the Company's current internal expectations, estimates, projections, assumptions and beliefs, which may prove to be incorrect. Some of the forward-looking statements may be identified by words such as "will", "expects", "anticipates", "believes", "projects", "plans", and similar expressions. These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and*

*unknown risks and uncertainties, which, may cause the Company's actual performance and financial results in future periods to differ materially from any projects of future performance or results expressed or implied by such forward-looking statement. These risks and uncertainties include, but are not limited to: liabilities inherent in mine development and production; geological risks, the financial markets generally, the results of the due diligence investigations to be conducted by the Company. There can be no assurance that forward-looking statement will prove to be accurate, and actual results and future events could differ materially from those anticipate in such statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements.*

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