

# First Source Resources and CB Gold Announce the Completion of a C\$26.60 Million Subscription Receipt Financing

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VANCOUVER, Oct. 27, 2010 - [First Source Resources Inc.](#) (TSX VENTURE: FSR) ("First Source") and [CB Gold Inc.](#), a privately held British Columbia company ("CB Gold"), are pleased to announce the completion of a private placement of subscription receipts for total gross proceeds of C\$26.66 million (the "Offering"), after a second tranche of the private placement that closed today. The second and final tranche, which is in addition to that previously announced on October 22, 2010, is for 6,345,200 subscription receipts (the "Subscription Receipts") at a price of C\$0.45 per Subscription Receipt (the "Issue Price") for aggregate gross proceeds of C\$2.86 million. BMO Capital Markets (the "Agent") acted as the sole agent for the Offering and is entitled to a cash fee (the "Offering Fee") equal to 6.0% of the gross proceeds raised under the Offering. The Company (as defined below) intends to use the net proceeds of the Offering for exploration and development of its Norte de Santander Gold Project, the Vetas Gold Project and for general corporate purposes. The proceeds of the Offering (less the Agent's expenses in connection with such Offering) (the "Escrowed Funds"), have been delivered to the escrow agent (the "Escrow Agent") and will be held in escrow pending the satisfaction of the Escrow Release Conditions (as defined below).

Fabio Capponi, President and CEO of CB Gold, stated: "We are pleased to have successfully closed this Offering which will allow us to continue with our acquisition and development program and to commence drilling at the Vetas Gold Project. We would like to thank our shareholders as well as BMO Capital Markets for their support."

As part of the amalgamation of CB Gold and First Source (the "Amalgamation"), and upon the satisfaction of the Escrow Release Conditions, each Subscription Receipt will be automatically exchanged, without payment of any additional consideration and subject to adjustment, for one unit (a "Unit") in the amalgamated company ("Amalco" or the "Company"). Each Unit will consist of one common share of the Company and one half of one common share purchase warrant of the Company (each whole warrant, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one additional common share of the Company at an exercise price of C\$0.70 at any time prior to the date that is five years from the date of satisfaction of the Escrow Release Conditions.

The Offering Fee payable to the Agent (plus any accrued interest earned thereon) will be released to the Agent out of the cash portion of the Escrowed Funds and the balance will be released from escrow to the Company upon delivery of a notice (the "Release Notice") to the Escrow Agent from the Agent, First Source and the Company, on or before 5:00 p.m. (Toronto time) on December 31, 2010 (the "Escrow Deadline") indicating the following conditions (the "Escrow Release Conditions") have been satisfied:

- i. the completion or satisfaction of all material conditions precedent to the Amalgamation – expected to be on or about October 28, 2010;
- ii. receipt of all required shareholder and regulatory approvals (including without limitation, the conditional approval of the TSX Venture Exchange ("TSX-V")) for the Amalgamation and the listing of the common shares of the Company pursuant to the Amalgamation; and
- iii. the Common Shares and Warrants to be issued on satisfaction of the Escrow Release Conditions not being subject to any statutory or other hold period in Canada.

If the Escrow Release Conditions are not satisfied on or before the Escrow Deadline, the Escrowed Funds plus accrued interest on the cash portion thereof will be returned to the holders of the Subscription Receipts on a pro-rata basis (including interest actually earned thereon) and the Subscription Receipts will be cancelled without any further action on the part of the holders. CB Gold will be responsible and liable to the holders of the Subscription Receipts for any shortfall between the aggregate Issue Price and the cash portion of the Escrowed Funds.

On completion of the Amalgamation, and subject to final approval of the TSX-V, the common shares of the Company will be listed on the TSX-V and trade under the symbol "CBJ" and the listed company will continue under the name of "CB Gold Inc.".

## About First Source

First Source is a mineral exploration company headquartered in Vancouver, British Columbia. First Source currently holds a 100% interest in the Lac des Pics Property in the Province of Quebec. Pursuant to the terms of the agreement between CB Gold and First Source in relation to the Amalgamation, First Source has entered into an agreement to sell such property to an arm's length purchaser for nominal cash consideration and the assumption by the purchaser of all liabilities in relation to the property. The sale by First Source of the Lac des Pics Property is a condition precedent to the completion of the Amalgamation.

For further information about First Source, please refer to the Company's filings on SEDAR ([www.sedar.com](http://www.sedar.com)) or the Company's website at [www.firstsourceresources.com](http://www.firstsourceresources.com).

## **Cautionary Note Regarding Forward-Looking Statements**

*Statements contained in this news release that are not historical fact, such as management's assessment of the future plans and operations of First Source, CB Gold and Amalco and completion of the Amalgamation and all related transactions, are forward-looking information as that term is defined under the provisions of Canadian securities laws ("forward-looking statements"). Such forward-looking statements are subject to risks and uncertainties which could cause actual results to differ materially from estimated results. Such risks and uncertainties include, but are not limited to, changes in economic conditions or financial markets; the ability to raise sufficient capital; uncertainties related to exploration results; changes in industry conditions; changes in prices for mineral products or increases in costs; currency fluctuations; environmental risks; competition from other industry participants; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological or operational difficulties; inability to obtain permits encountered in connection with exploration activities; labour relations matters; the inability to complete the Offering; the inability to complete the Amalgamation; and the inability to complete planned property acquisitions. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The actual results, performance or achievement of First Source, CB Gold and Amalco could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what benefits Amalco will derive therefrom. First Source, CB Gold and Amalco disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities laws.*

*Completion of the Amalgamation is subject to a number of conditions, including TSX-V acceptance. The Amalgamation cannot close until all such conditions are satisfied. There can be no assurance that the Amalgamation will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the information circular dated June 28, 2010 prepared and filed in connection with the Amalgamation, any information released or received with respect to the Amalgamation may not be accurate or complete and should not be relied upon. Trading in the securities of First Source, CB Gold and Amalco should be considered highly speculative.*

*The TSX-V has in no way passed upon the merits of the proposed Amalgamation or the Offering and has neither approved nor disapproved the contents of this news release.*

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States. The securities of each of First Source, CB Gold and Amalco have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

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

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