

# Portage Distributes Circular on Proposed Amalgamation With Tri-Star Resources Plc and Amends Amalgamation Agreement

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TORONTO, ONTARIO -- (Marketwired - Aug 20, 2013) - [Portage Minerals Inc.](#) (CNSX:RKX) ("Portage" or the "Company") today announced that, further to its August 6th, 2013 announcement it has filed the information circular ("Circular") for the annual and special meeting (the "Meeting") of Portage shareholders to be held on September 12th, 2013, to approve, among other things, the proposed amalgamation with [Tri-Star Resources Plc](#) ("Tri-Star Resources") and its wholly owned subsidiary, Tri-Star Antimony Canada Inc. ("Tri-Star Canada"), for the acquisition of Portage by Tri-Star Resources (the "Acquisition").

The Meeting will be held at Suite 400 - 365 Bay Street, Toronto, Ontario at 10:00 a.m. (EST) on Thursday, September 12th, 2013.

Prior to the date of the Meeting, Portage is required to file on SEDAR an addendum to the Circular containing: (i) the unaudited interim results of Tri-Star Resources as at and for the six month period ended June 30, 2013 (the "Tri-Star Half-Year Report"); (ii) the MD&A in respect of the Tri-Star Half-Year Report; and (iii) pro forma financial statements of Tri-Star giving effect to the Acquisition as if it had occurred as at June 30, 2013 and for the period ended June 30, 2013.

Further, Portage announces that they have entered into an amending agreement dated August 20, 2013 (the "Amending Agreement") to the definitive amalgamation agreement dated August 5th, 2013 (the "Amalgamation Agreement") in respect of the Acquisition. The Amending Agreement amends the Amalgamation Agreement to: (i) remove the obligation of Portage to pay a break fee of CDN\$500,000 in the event the Portage shareholders do not approve the Acquisition and replace it with the obligation of Portage to pay the transaction costs of Tri-Star Resources and Tri-Star Canada to a maximum of CDN\$300,000, and (ii) correct the number of Portage common shares disclosed as being issuable under a prospecting agreement with William Carter. A copy of the Amending Agreement will be available on Portage's SEDAR profile.

The Acquisition is conditional on the approval of the Amalgamation Agreement by a two thirds majority of Portage shareholders voting at the Meeting. Completion of the Acquisition and admission of the new Tri-Star new ordinary shares to trading on AIM is expected to take place on September 18, 2013.

In connection with the Acquisition, an independent report has been prepared on Tri-Star Resources' Goynuk mine in Turkey in accordance with National Instrument 43-101 - Standards of Disclosure for Mineral Projects by Allan P. Juhas, entitled "Technical report on the Goynuk Mine and Vicinity, Gedezi Municipality, Kütahya Province, Turkey" (the "Goynuk Report"). The Goynuk Report has also been filed under Portage's profile on SEDAR. As summarized in the Circular, the Goynuk Report states that there is insufficient geological and lateral grade continuity of mineralization apparent in the drillhole assay data and insufficient confidence in the representativeness of the old mine workings to classify the mineralization as a NI 43-101 compliant mineral resource estimate. The Goynuk deposit is therefore categorized as an exploration target.

## About Portage

[Portage Minerals Inc.](#) is a mineral exploration corporation exploring for gold in Eastern Canada. Further information about Portage can be accessed on the Company's website at [www.portagemineralsinc.com](http://www.portagemineralsinc.com) and on the SEDAR website at [www.sedar.com](http://www.sedar.com). The common shares of Portage trade on the Canadian National Stock Exchange ("CNSX") as a mining issuer under the trading symbol "RKX".

The Canadian National Stock Exchange has not reviewed this press release and does not accept responsibility for the adequacy or accuracy of this news release.

## ***Cautionary Statement Regarding Forward-Looking Information***

*This press release contains "forward-looking information" within the meaning of Canadian securities*

*legislation. Forward-looking information is based upon the Company's beliefs, estimates and opinions as at the date of this press release, which the Company believes are reasonable, but no assurance can be given that these will prove to be correct. Furthermore, the Company undertakes no obligation to update or revise forward-looking information contained herein if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law.*

*Forward-looking information relates to future events or to future conditions, performance or results of operations and reflects current expectations or beliefs regarding such matters including, but not limited to, information or statements with respect to: (i) the amount of mineral resources; (ii) exploration, development and production activities, including information regarding the potential mineralization and resources; (iii) the amount of future output over any period; (iv) net present value and internal rates of return of the mining operation; (v) assumptions relating to capital costs, operating costs and other cost metrics; (vi) assumptions relating to gross revenues, operating cash flow and other revenue metrics; (vii) assumptions relating to future price and demand for lithium and other macroeconomic metrics; (viii) exploration and development plans, including anticipated costs and timing thereof, time frames for completion, and anticipated time to production; (ix) mine potential and expected mine life; and (x) sources of and anticipated financing requirements.*

*All information other than matters of historical fact may be forward-looking information. In some cases, forward-looking information can be identified by the use of words such as "seek", "expect", "anticipate", "budget", "plan", "project", "estimate", "assume", "continue", "forecast", "intend", "believe", "predict", "potential", "target", "strategy", "goal", "may", "could", "would", "might", or "will" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook.*

*Forward-looking information is based upon certain assumptions by the Company or its consultants and other important factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements expressed or implied by such information. Such information is based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including the price of antimony, anticipated costs and ability to achieve goals. Certain important factors that could cause actual results, performances or achievements to differ materially from those in the forward-looking information include, but are not limited to: (i) required capital investment and estimated workforce requirements; (ii) estimates of net present value and internal rates of return; (iii) future demand and market prices for antimony; (iv) receipt of regulatory approvals on acceptable terms within commonly experienced time frames; (v) anticipated timelines for the commencement of production; (vi) anticipated timelines for community consultations and the impact of those consultations on the regulatory approval process; and (vii) future exploration plans and objectives.*

*By its nature, forward-looking information involves known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements, or industry results, to differ materially from those expressed or implied by such forward-looking information. Some of the risks and other factors that could cause actual results to differ materially from those expressed in the forward-looking information contained in this press release include, but are not limited to, risks and uncertainties relating to: (i) the interpretation of drill results, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations; (ii) results of feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations, (iii) the outcome of litigation in which the Company is or may in the future become involved; (iv) risks relating to possible variations in reserves, grade, planned mining dilution and ore loss, or recovery rates and changes in project parameters as plans continue to be refined; (v) mining and development risks, including risks related to accidents, equipment breakdowns, labor disputes (including work stoppages and strikes) or other unanticipated difficulties with or interruptions in exploration and development; (vi) risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; (vii) risks related to future commodity demand and price and foreign exchange rate fluctuations; (viii) the uncertainty of profitability based upon the cyclical nature of the industry in which the Company operates; (ix) risks related to failure to obtain adequate financing on a timely basis and on acceptable terms or delays in obtaining governmental approvals or in the completion of development or construction activities; (x) risks related to environmental regulation and liability; (xi) political and regulatory risks associated with mining and exploration; (xii) risks related to the uncertain global economic environment; and (xiii) other risks and uncertainties related to the Company's prospects, properties and business strategy. Although the Company has attempted to identify important factors that could cause actual results or events to differ materially from those described in the forward-looking information, investors and others are cautioned that this list is not exhaustive and there may be other factors that the Company has not identified. Readers are cautioned not to place undue reliance on forward-looking information contained in this press release. All forward-looking information contained in this press release or incorporated by reference herein is expressly qualified by this cautionary note. For more information on the risks, uncertainties and assumptions that could cause the Company's actual results to differ from current expectations, please refer to the Company's public filings available at [www.sedar.com](http://www.sedar.com).*

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