

Concept Capital Management Enters Subscription Agreement for the Acquisition of Units of Tembo Gold Corp.

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TORONTO, ON--(Marketwired - February 18, 2014) - This news release is issued by Concept Capital Management Limited ("**CCM**"), pursuant to the early warning requirements of National Instrument 62-103 with respect to units ("**Units**") of [Tembo Gold Corp.](#) (the "**Company**"), a reporting issuer in certain jurisdictions in Canada. In accordance with such early warning requirements, CCM is required to report certain information in respect of its expected holdings of securities of [Tembo Gold Corp.](#) (the "**Company**").

Pursuant to a subscription agreement between CCM and the Company dated February 14, 2014, CCM agreed to subscribe for an aggregate of 10,000,000 Units of the Company at a price of \$0.10 per Unit (the "**Financing**"). Each Unit consists of one common share ("**Common Share**") and one common share purchase warrant of the Company ("**Warrant**"). Each Warrant is exercisable to acquire one Common Share at a price of \$0.12 per Share until January 9, 2017. Please refer to the press release of the Company dated February 18, 2014 for additional details with respect to the Financing.

Following the completion of the Financing, the Company currently has outstanding 135,757,634 Common Shares on a non-diluted basis. CCM purchased 10,000,000 Common Shares or approximately 7.4% of the outstanding Common Shares on a non-diluted basis. If CCM exercised the Warrants issued pursuant to the Financing, CCM would have purchased an aggregate of 20,000,000 Common Shares or approximately 13.7% of the outstanding Common Shares on a partially-diluted basis.

CCM now owns 22,500,000 Common Shares or approximately 16.6% of the outstanding Common Shares on a non-diluted basis. CCM also own 20,000,000 Warrants and if exercised an aggregate of 42,500,000 Common Shares or approximately 27.3% of the outstanding Common Shares on a partially-diluted basis.

The securities were acquired for investment purposes. CCM will evaluate the investment in the Company from time to time and may, based on such evaluation of market conditions and other circumstances, increase or decrease security holdings in the Company as circumstances require.

CCM is currently an insider of the Company and as a result the Financing is considered a "related party transaction" for the purposes of Multilateral Instrument 61-101 ("**MI 61-101**"). However, the Financing is not subject to the minority approval and valuation requirements under MI 61-101 as there is an applicable exemption from these requirements as neither the fair market value of the subject matter, nor the fair market value of the consideration, for the Financing, insofar as it involves the interested parties, exceeds 25% of the Company's market capitalization.

The private voting arrangement with NAMF II South Africa Partnership, NAMF II (Mauritius) Limited and Stratex Gold AG indicated in the previous report filed by CCM dated November 25, 2013 was never finalized.

For further information and to obtain a copy of the early warning report filed under applicable Canadian provincial securities legislation in connection with the proposed transactions hereunder, please go to the Company's profile on the SEDAR website www.sedar.com or contact CCM at: f.hoegel@ccm-ag.com.

Note on Forward-Looking Information

This press release includes certain forward-looking information, including statements relating to CCM's proposed interests in the Company and its future intentions in respect thereof, using words including

"anticipate", "believe", "could", "expect", "intend", "may", "plan", "potential", "project", "seek", "should", "will", "would" and similar expressions, which are intended to identify a number of these forward-looking statements. This forward-looking information reflects current views with respect to current and future events and circumstances and is not a guarantee of future performance and is subject to risks, uncertainties and assumptions, including those relating to changes in business, performance and markets. Actual results may differ materially from information contained in the forward-looking information as a result of a number of those factors. Forward-looking information is provided for the purpose of providing information about CCM's current expectations and plans relating to the future. Readers are cautioned that such information may not be appropriate for other purposes. CCM undertakes no obligation to publicly update or revise any forward-looking information contained in this press release, except as required by applicable laws.

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