

# Marlin Gold Mining Ltd. Announces Marketed Public Offering of Common Shares

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VANCOUVER, BRITISH COLUMBIA -- (Marketwired - April 2, 2014) - [Marlin Gold Mining Ltd.](#) (TSX VENTURE:MLN) (OTCQX:MLNGF) ("Marlin" or the "Company") announces that the Company has filed a preliminary prospectus in connection with a marketed public offering of common shares (the "Common Shares") (the "Offering"). The Offering will be led by Cormark Securities Inc. and shall include a syndicate of underwriters including Dundee Securities Ltd., M Partners Inc., PI Financial Corporation, Tempest Capital Corp. and Jacobs Securities Inc. (the "Underwriters"). The Common Shares will be priced in the context of the market. The Underwriters will be granted an option to purchase up to an additional 15% of the Common Shares (the "Over-Allotment Shares" and, together with the Common Shares, the "Offered Shares") sold under and on the same terms as the Offering for a period of 30 days from the closing date of the Offering (the "Over-Allotment Option").

The Offered Shares will be offered by way of a short form prospectus which has been filed in all of the provinces of Canada (other than Québec) pursuant to National Instrument 44-101 Short Form Prospectus Distributions and in the United States on a private placement basis pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended. Closing of the Offering is anticipated to occur on or about April 23, 2014 and is subject to receipt of applicable regulatory approvals including approval of the TSX Venture Exchange.

The net proceeds of the Offering will be used to fund the acquisition payment to Golden Reign Resources Ltd. ("Golden Reign") in connection with the acquisition of the San Albino Gold Deposit stream, to fund the Company's proposed equity investment in Golden Reign, and for general corporate purposes, or as otherwise described in the prospectus. There may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary in the Company's sole discretion.

The securities offered have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

## **Credit Facility**

The Company also announces that it has signed a term sheet with Sprott Resource Lending Partnership (the "Lender") in respect of a \$5,000,000 credit facility bearing interest at a rate of 10% per annum (the "Loan"). The Loan will be secured against all of the assets of the Company and the majority of its subsidiaries, although the security package will allow for the shares of Sailfish Royalty Corp. to be distributed by Marlin to its shareholders as is currently intended by management of the Company. The Loan will be payable in full on or before October 31, 2015, subject to prepayment in accordance with the terms of a facility agreement to be negotiated by the Company and the Lender (the "Facility Agreement"). In consideration for the advance of the Loan, the Company has agreed to make a bonus payment to the Lender in the amount of \$250,000 (the "Bonus"), payable in cash. The Company has also agreed to pay the Lender a structuring fee comprised of (i) a cash payment in the amount of \$50,000, and (ii) an amount equal to the Bonus if the Company fails to satisfy the conditions to closing and cannot draw down on the Loan as will be contemplated in the Facility Agreement, where the Lender is prepared to complete the closing and advance the Loan (noting that in such case, the Bonus would not also be payable to the Lender).

## **About Marlin Gold**

Marlin Gold is a publicly-listed company on the TSX Venture Exchange with properties located in Sinaloa and Zacatecas, Mexico. Marlin's priority is to advance its properties toward commercial production and

enhance shareholder value through financial optimization, namely through the growth of its wholly-owned subsidiary, Sailfish Royalty Corp. The La Trinidad property, which hosts the Taunus gold deposit, had a first gold pour on February 28, 2014. A NI 43-101 resource estimate and preliminary economic assessment for the Taunus gold deposit can be found at [www.sedar.com](http://www.sedar.com) or at [www.marlingold.com](http://www.marlingold.com).

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

### **Cautionary statement regarding forward-looking information**

*This news release contains 'forward-looking statements' within the meaning of applicable securities laws. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by words such as the following: expects, plans, anticipates, believes, intends, estimates, projects, assumes, potential and similar expressions. Forward-looking statements also include reference to events or conditions that will, would, may, could or should occur, including in relation to statements regarding the satisfaction of conditions to closing of the Offering, the intended use of proceeds of the Offering, the timing of reprocess of material and production from La Trinidad. These forward-looking statements are necessarily based upon a number of estimates and assumptions that, while based on management's expectations and considered reasonable at the time they are made, are inherently subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements, including, without limitation: uncertainties related to raising sufficient financing to fund the planned work in a timely manner and on acceptable terms; changes in planned work resulting from logistical, technical or other factors; the possibility that results of work will not fulfill projections/expectations and realize the perceived potential of the Company's projects; uncertainties involved in the interpretation of drilling results and other tests and the estimation of gold resources; risk of accidents, equipment breakdowns and labour disputes or other unanticipated difficulties or interruptions; the possibility of environmental issues at the Company's projects; the possibility of cost overruns or unanticipated expenses in work programs; the need to obtain permits and comply with environmental laws and regulations and other government requirements; fluctuations in the price of gold and other risks and uncertainties, including those described in the Company's current Annual Information Form filed on SEDAR at [www.sedar.com](http://www.sedar.com). As a result, readers are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements contained in this news release are made as of the date of this release. Unless required by law, Marlin has no intention to and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

### **Contact**

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