

Alder Enters Into Convertible Debenture Agreement

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TORONTO, Feb 19, 2015 - [Alder Resources Ltd.](#) ("Alder" or the "Company") (TSX VENTURE:ALR) announces that it is entering into an unsecured convertible debenture agreement with a third party entity (the "Debentureholder") for the amount of \$100,000 repayable within 12 months.

Under the terms of the agreement, Alder would receive a loan of \$100,000 at an annual interest rate of 15%, payable quarterly with the first interest payment due March 15, 2015. Alder has the option to pay out the debenture by paying the outstanding balance and all accrued interest. Following a share consolidation by Alder, the Debentureholder has the right to convert at any time before the maturity, the amount outstanding and any interest accrued into shares of the corporation at a price of \$0.01 per pre-consolidated common share of Alder. The convertible debenture is subject to regulatory approvals, including the approval of the TSX Venture Exchange.

Alder intends to use the proceeds of the convertible debenture issue will be used for project specific expenditures and general and administrative expenses.

About Alder Resources Ltd.

Alder is a resource company focused on the development of gold and base metal projects throughout the Americas. Alder's current high priority Cu-Au-Ag porphyry target is the Rosita project in Nicaragua located 275 kilometres northeast of Managua. The company has current Inferred mineral stock pile resources of 7.95 million tonnes grading 0.62% Cu, 0.46 g/t Au and 9.21 g/t Ag with numerous zones that have good near term potential to add to and enhance these resources. See the technical report entitled "Rosita Cu-Au-Ag Project, RAAN, Nicaragua, NI 43-101 Technical Report on Mineral Resource Estimate of Rosita Stockpiles" effective as of May 8, 2012, which is available under the Company's profile at [www.sedar.com](#).

In August 2011, Alder entered into an option agreement to acquire a 65% interest in the Rosita D concession from [Calibre Mining Corp.](#) by issuing 1,000,000 shares and incurring expenditures of \$4,000,000 over four years. To date Alder has incurred approximately \$3.5 million of the \$4.0 million obligation and has until October 2015 to incur the remaining project expenditures.

For additional information, please visit our website at [www.alderresources.ca](#) and follow us on Facebook, Linked in and Twitter: @AlderResources.

Qualified Person

Don Dudek, P. Geo., Alder's President and CEO and a qualified person as defined by NI 43-101, has reviewed and approved the scientific and technical content of this news release.

Cautionary Note Regarding Forward-looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, statements regarding debenture and use of proceeds, the Company's mineral resource disclosure and financing plans the proposed shares for debt transaction. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Alder to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; the actual results of current exploration activities; risks associated with operations in foreign jurisdictions; ability to successfully integrate the purchased properties; and other risks

inherent in the mining industry. Although Alder has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Alder does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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