

# Newstrike Enters Into C\$2,000,000 Loan Agreement

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VANCOUVER, Mar 11, 2015 - [Newstrike Capital Inc.](#) (TSX VENTURE:NES) ("Newstrike" or the "Company") announces that it has entered into a loan agreement (the "Debenture") in the principal amount of up to C\$2,000,000 (the "Principal Amount") with two shareholders of the Company, Zebra Holdings and Investments S.à.r.l. ("Zebra") and Lorito Holdings S.à.r.l. ("Lorito", collectively with Zebra, the "Lenders"). The Company intends to use the proceeds from the loan for general corporate purposes.

The Debenture will mature on the date that is the earlier of: (i) the closing of the arrangement (the "Arrangement") contemplated by the Arrangement Agreement (the "Arrangement Agreement") dated February 16, 2015 between the Company and [Timmins Gold Corp.](#) ("Timmins"); and (ii) August 31, 2015 (the "Maturity Date"). The Debenture will bear interest at a rate of 5.0% per annum commencing on the Maturity Date or upon the occurrence of an Event of Default (as defined in the Debenture). Interest at such rate shall accrue and be calculated daily and shall be payable to the Lenders semi-annually.

As consideration for the loan, the Company will issue to the Lenders, subject to TSX Venture Exchange ("TSXV") approval: (i) an aggregate of 50,000 common shares (the "Commitment Shares"), immediately upon approval of the TSXV; and (ii) 250 common shares per month for each C\$100,000 of the Principal Amount outstanding under the Debenture up to the Maturity Date (the "Additional Shares", and collectively with the Commitment Shares, the "Commission Shares"). The Commission Shares will be subject to a statutory hold period expiring four months following their issuance.

The Lenders are "insiders" (as defined in applicable securities laws) of the Company. Pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*, the issuance of the Debenture is considered a "related party transaction". The issuance of the Debenture is exempt from the requirements to obtain a formal valuation or minority shareholder approval as the fair market value of the loan represents less than 25% of the Company's market capitalization.

## About Newstrike

[Newstrike](#) is a precious metal focused explorer, targeting known and historic mining districts in Mexico. Newstrike's flagship property, the Ana Paula project, is an advanced-stage, high grade, near surface gold/silver resource with robust economics in the Guerrero Gold Belt. Key senior members of the Company's current management and directors have participated in Guerrero Gold Belt discoveries, including [Goldcorp Inc.](#)'s producing Los Filos Mine and [Torex Gold Resources](#) advanced stage Morelos Project in Guerrero State.

Newstrike holds a 100% interest in certain exploration properties in Mexico located within two established mining districts; the Au (Ag-Cu) skarn-porphry camp of the Guerrero Gold Belt, and the polymetallic Pb-Zn-Ag (Au-Cu) rich epithermal camp of the mining districts of Oaxaca State.

## Cautionary Statement on Forward-looking Informatio

*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 TSXV approval, the Company's use of the loan proceeds, issuance of the Commission Shares. 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: market conditions, uncertainties involved in the interpretation of drilling results and other tests and the estimation of mineral resources; 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 related to raising sufficient financing to fund the planned work in a timely manner and on acceptable terms; risk of accidents, equipment breakdowns and labour disputes or other unanticipated difficulties or interruptions; the possibility of environmental issues at the Ana Paula project; the use of the loan proceeds; TSXV approval; closing of the Arrangement Agreement; 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 gold, silver and other metal prices and currency exchange rates, natural disasters; adverse changes to general economic conditions or applicable laws, rules and regulations; labour disputes, flooding, ground instability, fire and other risks of the mining industry; failure of plant, equipment or processes to operate as anticipated; the risk of an undiscovered defect in title or other adverse claim; and the risk that results of exploration activities will be different than anticipated.*

*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, Newstrike 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.*

*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.*

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