

- [Montan Mining Corp.](#) (TSXv: MNY) (FSE: S5GM) executes final definitive agreement with Goldsmith Resources SAC for the acquisition of an operating gold processing facility (toll mill) and a mining operation in southern Peru.
- Marquest Capital Markets engaged as lead for C\$3 Million Brokered Private Placement.
- Capital will be used to ramp up production from 30 TPD to as-built capacity of 150 TPD.
- Peruvian small-scale gold mining industry is undergoing government supported formalization to strengthen the environmental, safety and fiscal practices of the industry, increasing demand for permitted mills.

VANCOUVER, June 11, 2015 /CNW/ - [Montan Mining Corp.](#) (TSXv: MNY) (FSE: S5GM) (the "Company" or "Montan") is pleased to announce the signing of a final definitive agreement effective June 9, 2015, with the shareholders of Goldsmith Resources SAC ("Goldsmith") for the acquisition of the producing Mollehuaca Gold Processing Plant as well as mining rights for the nearby Eladium Gold Mine and the Saulito Property in Arequipa region, southern Peru.

The Company also announces that it has engaged Marquest Capital Markets ("Marquest") to act as lead manager of an offering of up to \$3,000,000 by way of a brokered private placement.

Mr. Luis Zapata, Executive Chairman of Montan stated: "We are pleased to announce the signing of the definitive agreement for the acquisition of what will be Montan's flagship asset: the Mollehuaca Gold Processing Facility. In addition, the concurrent financing led by Marquest will ensure that Montan can immediately carry out a planned production ramp up from the current level of 30 TPD to the as-built capacity of 150 TPD. We are very pleased to have strong financial partners both in Canada and Peru and look forward to promptly delivering positive cash flow from our ongoing operations."

Goldsmith Resources SAC and Acquisition Terms:

Montan is acquiring the producing Mollehuaca Gold Processing Plant in Peru as well as mining rights for the nearby operating Eladium Gold Mine and the Saulito Property.

The Mollehuaca Plant was recently expanded and has both a 150 TPD carbon-in-pulp (CIP) circuit, as well as a flotation circuit. The operating circuits provide flexibility for processing of mixed metal ores, a feature unique among toll mills in the district.

The plant is located in the region of Arequipa, the most active region of Peru for small-scale gold mining. The mill is currently operating with a start-up throughput of 30 TPD. Montan plans to make application for commercial permits to incrementally increase capacity up to 350 TPD from the currently permitted 180 TPD.

The acquisition also includes the operating Eladium Mine as well as the Saulito Property. The two projects are located in the Nazca-Ocona metallogenic belt in close proximity to the Mollehuaca Gold Processing Plant. Mineralization at both projects is hosted by a system of quartz-sulphide veins that contain high grades of gold and accessory silver and copper. Eladium is currently built to produce 10-25 TPD of high-grade gold ore (historic production has recovered 15-30 g/t Au). Montan is undertaking a review of the Eladium operation as well as the Saulito Property.

Total consideration for the assets and operations being purchased is US\$3,300,000 plus assumption of up to US\$275,000 of payables. US\$50,000 of the consideration has been paid, with the remainder payable as follows:

- US\$750,000 in cash and 8,000,000 Montan common shares (the "Montan Shares") at a deemed price of US\$0.125 per share upon closing.
- US\$1,500,000 on the 15-month anniversary of the signing of the Definitive Agreement, or one year after closing, whichever comes first. Montan may choose that payment of US\$750,000 be in cash or in additional Montan Shares priced at the VWAP price of Montan's shares on TSXV for the 20 trading days up to and including the day prior to the payment date. The sellers will get security while this payment remains outstanding, including the right to a Montan board seat and retention of a 49.9% interest in Goldsmith.
- The Montan Shares issued will be subject to TSXV escrow requirements.

Since incorporation, Goldsmith has spent in excess of US\$4 million permitting, building, operating and developing the mill and properties.

Now that the parties have executed the Definitive Agreement, Montan is taking over operations and management of the business of Goldsmith and will provide all working capital as it deems necessary. All income and expenses from the execution date to closing will accrue to Montan.

The acquisition makes Montan the third TSX listed company in operation / production in the gold processing business in Peru alongside [Inca One Gold Corp.](#) (currently ramping to 100 TPD at its Chala operation) and [Dynacor Gold Mines Inc.](#) (currently ramping to 300 TPD at its Huanca operation).

The Financing:

In order to expand production at the Mollehuaca Gold Processing Plant and for working capital purposes, the Company has engaged the Marquest to act as lead manager of a proposed offering of up to \$3,000,000 of Units by way of a brokered private placement (the "Offering"). The Offering will be priced at \$0.18 per Unit. Each Unit consists of one common share and one-half (½) of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share at an exercise price of C\$0.25 for a period of 24 months.

The Company has agreed to pay to Marquest a cash fee equal to 8% of the gross proceeds raised in the Offering from purchasers of Securities introduced to the Company by Marquest and to issue non-transferable warrants equal to 8% of the total number of the Units sold under the Offering. For investors on the President's List introduced by the Company, Marquest will be paid 1% cash and 1% warrants. Each broker warrant will entitle the holder to purchase one common share at a price of CDN\$0.18 for a period of 24 months following Closing Date.

Closing of the Goldsmith acquisition and of the financing are each conditional upon TSX Venture Exchange acceptance.

The technical information in this news release has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43-101 and reviewed on behalf of the company by Mr. Dean Pekeski, P. Geo., of Kraven Geologic Inc., a Qualified Person.

MONTAN MINING CORP.

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About Montan Mining Corp.

[Montan Mining Corp.](#) (TSXv: MNY) (FSE: S5GM) is positioned for growth in Peru through the acquisition and development of advanced and/or cash flow mining opportunities. Montan is backed by an experienced and high-energy management team with diverse technical, market and finance strengths and expertise and is supported by committed and sophisticated investors focused on building value for the long term.

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

Forward-Looking Statements Certain statements in this press release are forward-looking statements within the meaning of applicable securities laws. Forward-looking statements in this press release include that we can acquire the Peruvian businesses from Goldsmith, that we can increase throughput at the mill to be acquired and can complete a financing. Such forward-looking statements and information are subject to risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statement. Specific risks included that we may not be able to finance our intended acquisition; we may not obtain regulatory acceptance; equipment may not work or have the capacity as anticipated; there may be discrepancies between actual and estimated mineral resources, increases in costs, exchange rate fluctuation. or regulatory impediments or changes in Peru and other risks involved in the mineral industry. There can be no assurance that a forward-looking statement will prove to be accurate. Accordingly, readers should not place undue reliance on forward-looking statements or information. We undertake no obligation to reissue or update any forward-looking statements or information except as required by law.

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