

VANCOUVER, BRITISH COLUMBIA--(Marketwired - Jul 24, 2015) - [Batero Gold Corp.](#) ("Batero" or the "Company") (TSX VENTURE:BAT) is pleased to announce that the Company has entered into a support agreement (the "Support Agreement") with [CB Gold Inc.](#) ("CB Gold"), pursuant to which Batero has agreed, subject to the terms and conditions of the Support Agreement, to make an offer to acquire all of the outstanding common shares of CB Gold in exchange for 0.3056 of a Batero share and C\$0.0275 in cash for each share of CB Gold by way of a take-over bid (the "Offer").

The Offer implies a value per CB Gold share of approximately C\$0.05, which represents a 44% premium to the closing price of CB Gold on the TSX Venture Exchange (the "TSX-V") on July 23, 2015. The Offer values the CB Gold equity at approximately C\$9.0 million.

In connection with the execution of the Support Agreement, directors, officers and other significant shareholders of CB Gold collectively holding approximately 19.5% of the outstanding CB Gold common shares, have agreed to enter into lock-up agreements with Batero, pursuant to which they have agreed to tender to the Offer all of the CB Gold common shares held by them (including common shares issuable upon exercise of options).

"We are pleased CB Gold's Board has unanimously recommended support of Batero's Offer," said Felipe Ferraro, lead Director of Batero. "This transaction provides CB Gold shareholders with a significant premium, participation in a well-funded Colombian-focused gold company and a unique technical proposition to advance the Vetas project. Both Batero and CB Gold shareholders will continue to benefit from the expertise of our strategic partner, Consorcio Minero Horizonte and its relationship with the Navarro-Grau Group. The combined company will gain exposure to a portfolio of attractive gold assets in Colombia."

"Batero has been evaluating accretive acquisitions for several quarters and we are pleased to make this superior offer to CB Gold shareholders" said Roger Moss, Batero's President and CEO. "We believe the Vetas gold project is a significant opportunity for Batero with strong gold grades and excellent exploration upside. The Vetas project has near-term high grade production potential and will give Batero increased flexibility as we move forward towards production."

Transaction Highlights

Batero's Offer is attractive to CB Gold's shareholders from a financial and strategic point of view:

- **Higher Premium:** Batero's offer implies a value per CB Gold share of approximately C\$0.05, which represents a 44% premium to CB Gold's closing price on July 23, 2015 and a premium of 9% over the current implied value of Red Eagle's bid, based on July 23, 2015 closing share prices.
- **Increased Value Certainty:** The 55% cash component of Batero's offer provides CB Gold's shareholders increased certainty in the value of the transaction.
- **Creating a Well Capitalized Gold Exploration and Development Company:** Shareholders of CB Gold will continue to participate in one of the best funded exploration and development companies in Colombia. The Company will be focusing its technical and financial resources to advance the Vetas gold project. Batero had cash and cash equivalents of C\$12.5mm as of February 28, 2015.

In addition, CB Gold shareholders will gain exposure to Batero's PEA-stage Batero-Quinchia project in the Department of Risaralda. The project hosts more than 3 million ounces of gold resources with high grade exploration potential.

- **Unique Technical Expertise - Batero / Horizonte Strategic Alliance:** The combined company will continue to benefit from the technical expertise and financial strengths of the Navarro-Grau Group. The Navarro-Grau Group controls Consorcio Minero Horizonte, which has had a strategic alliance with Batero since 2012.

The Navarro-Grau Group of companies produces in excess of 230,000 ounces of gold per year and has 36 years of experience in the exploration, development and operation of underground narrow-vein deposits in Peru. The group has been expanding in Colombia over the last five years and is committed to the mining sector in the country.

Private Placement Transaction

In connection with the Offer, Batero has agreed to purchase 11,500,000 common shares of CB Gold at a price of C\$0.05 per common share, for an aggregate purchase price of C\$575,000 (the "Private Placement"). CB Gold intends to use the proceeds from the Private Placement to fund working capital including pending liabilities and for general corporate purposes. The Private Placement is subject to approval by the TSX-V.

Terms

Pursuant to the Support Agreement, CB Gold may not solicit other acquisition proposals, but it is entitled to consider unsolicited acquisition proposals made by third parties and accept superior proposals in accordance with the terms of the Support Agreement. Batero has the right to match any acquisition proposal received by CB Gold that constitutes a superior proposal.

The Support Agreement provides for the payment by CB Gold to Batero of a termination fee of US\$350,000 in certain circumstances, including in the event that CB Gold gives notice to terminate the Support Agreement in order to enter into a superior proposal.

The Offer will be subject to certain customary conditions, including there being deposited under the Offer and not withdrawn at the expiry time of the Offer such number of CB Gold common shares that represents at least 50.1% of the outstanding CB Gold common shares then outstanding, and there shall not have occurred any change, condition, event or development which has had, or which could reasonably be expected to have, a material adverse effect in respect of CB Gold. Batero may waive the conditions of the Offer in certain circumstances. The Offer is not subject to any financing condition.

Provided that at least 90% of the outstanding CB Gold common shares are deposited under the Offer, Batero intends to take steps available to it under relevant corporate and securities laws to acquire any CB Gold common shares that remain outstanding following the completion of the Offer.

Full details of the Offer will be included in Batero's take-over bid circular, which is expected to be mailed with related documents to CB Gold shareholders on or prior to August 11, 2015. It is expected that a directors' circular which will set out the unanimous recommendation by the Board of Directors of CB Gold that CB Gold shareholders accept the Offer will be mailed shortly thereafter. The Offer will be open for acceptance for a minimum of 36 days following the commencement of the Offer.

Copies of the Support Agreement, lock-up agreements, take-over bid circular, directors' circular and certain other related documents will be filed with securities regulators and will be available on SEDAR at www.sedar.com.

Advisors

Batero's financial advisor is TD Securities Inc. and its legal advisor is Bennett Jones LLP in connection with the Offer.

ABOUT BATERO

[Batero Gold Corp.](#) is a precious and base metals exploration and development company focused on two primary objectives. The first of these objectives is the advancement of the La Cumbre oxide deposit. La Cumbre is located within the Company's 100% owned Batero-Quinchia Gold Project, which sits within Colombia's emerging and prolific Mid Cauca gold and copper belt. Batero is moving the La Cumbre oxide deposit towards the goal of making a production decision, once the appropriate level of study has been completed, and intends to first target the near and at surface higher grade oxidized gold mineralization at the deposit. Batero's second objective is to pursue opportunities to acquire prospective high-grade, production focused mineral properties in Colombia and Latin America. In pursuing both these objectives, Batero plans to leverage its secure treasury position, strong regional relationships, experienced management team, and long-term financial partners. Shares of the Vancouver-based company trade on the TSX-Venture Exchange under the symbol "BAT".

FORWARD LOOKING STATEMENTS

Certain of the statements and information in this press release constitute "forward-looking statements" or "forward-looking information". Any statements or information that express or involve discussions with respect to intentions, predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects", "anticipates", "believes", "plans", "estimates", "intends", "targets", "goals", "forecasts", "objectives", "potential" or variations thereof or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements or information and are intended to identify forward-looking information.

Forward-looking statements or information may relate to, among other things: developing the most efficient and cost-effective leach processing circuit for the Cumbre gold deposit; the timing and scope of expected diamond drilling; resource estimates; grades on the Batero-Quinchia project; scope of mineralization within the Batero-Quinchia project; receipt and/or timing of required permits and regulatory approvals; the sufficiency of the Company's capital to finance the Company's operations; and geological interpretations and potential mineral recovery processes.

Forward-looking statements and information are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those reflected in the forward-looking statements or information. Such factors include, among others, risks relating to the completion of the transactions described herein; risks relating to property interests; the global economic climate; metal prices; dilution; environmental risks and non-governmental actions.

The Company's forward-looking statements and information are based on the assumptions, beliefs, expectations and opinions of management as of the date of this press release, and, other than as required by applicable securities laws, the Company does not assume any obligation to update forward-looking statements or information in the event that circumstances or management's assumptions, beliefs, expectations or opinions should change, or there should occur or develop changes in any

other events affecting such statements or information. For the reasons set forth above, investors should not place undue reliance on forward-looking statements and information.

Neither 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 release.

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