VANCOUVER, BC--(Marketwired - September 09, 2015) - CB Gold Inc. (TSX VENTURE: CBJ) ("CB Gold" or the "Company") is pleased to announce that its board of directors (the "Board") unanimously supports Batero Gold Corp.'s ("Batero") significantly increased offer (the "Amended Batero Offer"). As announced by Batero on September 4, 2015, CB Gold has entered into an amended support agreement (the "Amended Support Agreement") to reflect the Amended Batero Offer of $0.06 per CB Gold common share (a "CBJ Common Share"), which is payable at the election of CB Gold shareholders in either $0.06 in cash (the "Cash Alternative") or 0.80 of a Batero share (the "Share Alternative"), in each case subject to pro ration. The maximum amount of cash payable by Batero under the Amended Batero Offer will be equal to one half (approximately $5.4 million) of the total consideration.

The Amended Batero Offer represents a substantial 23% premium to the hostile Red Eagle Mining Corp. ("Red Eagle") offer based on September 4, 2015 closing prices. The value of the Amended Batero Offer represents a 71% premium to the closing price of CBJ Common Shares on July 23, 2015, the day before the announcement of Batero's initial offer.

The Amended Support Agreement increases the consideration to be paid to CB Gold shareholders to reflect the Amended Batero Offer, allows Batero to decrease or waive the minimum tender condition without consent from CB Gold only if the CB Gold shareholder rights plan has been cease traded AND another offer is outstanding with a minimum tender condition of less than 50%, and amends the termination fee to US$420,000. The Amended Support Agreement will be filed on the Company's profile on www.sedar.com.

The Board has determined that the terms of the Amended Batero Offer are in the best interests of CB Gold shareholders and recommends that CB Gold shareholders TENDER IN FAVOUR of the Amended Batero Offer, REJECT Red Eagle's hostile take-over bid and that any CB Gold shareholders who have previously tendered their shares into Red Eagle's hostile take-over bid WITHDRAW them immediately and in any event prior to the September 14, 2015 expiry date of Red Eagle Offer.

In connection with the Amended Batero Offer, a revised letter of transmittal and a revised notice of guaranteed delivery accompany Batero's Notice of Variation and Extension dated September 8, 2015 (the "Notice") which will be delivered to CB Gold shareholders, replacing the original letter of transmittal and the original notice of guaranteed delivery. Shareholders who: (i) have validly deposited and not withdrawn their CBJ Common Shares; and (ii) wish to elect the Cash Alternative do not need to take any further action to accept the Amended Batero Offer. CB Gold shareholders who: (i) have validly deposited and not withdrawn their CBJ Common Shares using the appropriate original letter of transmittal and, if applicable, an original notice of guaranteed delivery; and (ii) wish to elect the Share Alternative must follow the procedures set out in the Notice and submit either a revised letter of transmittal or a revised notice of guaranteed delivery. The Notice, revised letter of transmittal and revised notice of guaranteed delivery have been filed with the Canadian securities regulatory authorities and are available for review on SEDAR at www.sedar.com. For further assistance, please contact Kingsdale via the contact details at the end of this press release.

Further to the Batero press releases dated September 4 and September 8, 2015, the following is a summary of the principal terms of the Amended Batero Offer, its benefits for CB Gold shareholders and the reasons why the Board recommends that CB Gold Shareholders TENDER to the Amended Batero Offer and REJECT Red Eagle's hostile take-over bid.

Active Colombian Consolidation Opportunity. As announced by Batero on September 8, 2015 (the "Consolidation Announcement"), Batero is actively in pursuit of value-adding consolidation opportunities not only in Colombia, but in the same region as CB Gold's Vetas Gold Project. While the properties discussed in the Consolidation Announcement remain subject to conditions precedent, the Company is keen to be active in consolidating this prospective gold district.

Amended Batero Offer and value recognition by CB Gold Shareholders. CB Gold shareholders who tender to the Amended Batero Offer will be entitled to receive, at their option, for each CBJ Common Share either $0.06 in cash or 0.80 of a Batero share, in each case subject to pro ration. The maximum amount of cash payable by Batero under the Amended Batero Offer will be equal to one half (approximately $5.4 million) of the total consideration. The maximum number of shares issuable by Batero under the Amended Batero Offer will be approximately 72.3 million (based on the number of CBJ Common Shares outstanding on September 4, 2015).

The Company has noted that a large CB Gold shareholder, Silvercorp Metals Inc., has entered into a lock-up agreement with Batero, pursuant to which Silvercorp has agreed to tender to the Amended Batero Offer all of the CBJ Common Shares held by it. The lock-up of Silvercorp, a sophisticated party, is a signal of strong support for the Amended Batero Offer.

Higher premium and ability to choose between value certainty or more upside versus the Red Eagle Offer. Based on September 4, 2015 closing prices, the implied value of Batero's Amended Offer, $0.06 per CBJ Common Share, is more than 23% higher than the value of the Red Eagle Offer of $0.0486. Batero has increased the premium paid to CB Gold shareholders from 44% to 71%, based on the closing prices on July 23, 2015, the day before the announcement of Batero's initial offer.

Batero is offering $0.06 per CBJ Common Share in cash (subject to proration such that a maximum of 50% of its total consideration is in cash) or offering 0.80 of a Batero share for each CB Gold share for those CB Gold shareholders who want to participate in the upside of Batero's projects.

A Well-Capitalized Gold Exploration and Development Company. Batero has already demonstrated its financial capacity by providing CB Gold shareholders with a cash component and by providing CB Gold with a $575,000 private placement to keep the company solvent. Meanwhile, Red Eagle has refused to support CB Gold. As of May 31, 2015, adjusting for the private placement, Batero had a cash balance of $11.5 million. Red Eagle is coping with a debt burden and has limited resources to divert towards the Vetas project. Red Eagle's outstanding debt includes a US$60 million credit facility to build its own Santa Rosa project. The facility is greater than the unlevered net present value of the Santa Rosa project of approximately US$43 million, according to its own feasibility study (at a discount rate of 8% and gold price of US$1,100/oz).

Unique Technical Expertise and a Strategic Alliance. The combined company will continue to benefit from the technical expertise and financial strength of Consorcio Minero Horizonte ("CMH"):

- CMH has been in operation for over 35 years. CMH has the know-how to help Batero advance the Vetas gold project through permitting and development. Red Eagle has stated that it is focused on developing the Santa Rosa deposit and any attention to Vetas will be subordinate to the main project. CMH produces more than 250,000 ounces of gold per year in Peru and has mined close to 3 million ounces over the last two decades. To date, Red Eagle has not produced an ounce of gold and has not operated a gold mine, whether underground or open pit.
- CMH employs more than 3,500 people. Batero and CB Gold shareholders will be able to draw on CMH's deep underground mining expertise.
- CMH has, throughout its history, developed more than 100 kilometers of underground headings and sublevels at depths in excess of 700 meters.
- CMH has demonstrated to be able to operate and create value even in depressed gold and capital markets. All of Batero's shareholders will benefit from the CMH's strategic position in the Company and will participate to the upside coming from the future development of the Vetas and Quinchia Gold Projects. Red Eagle's shares are concentrated in the hands of three mine finance groups and a mining contractor. These shareholders together control more than 60% of the shares outstanding in Red Eagle. These parties have business objectives, which may not align with the interests of all shareholders. They have taken advantage of this control position to extract dilutive royalties, production payments and provide excessive leverage.

For these, and other, reasons, the Board recommends that the CB Gold Shareholders TENDER IN FAVOUR of the Amended Batero Offer and REJECT Red Eagle's hostile take-over bid.

Obstructive Measures used by some Brokers. CB Gold representatives have been informed by some of its shareholders that certain brokers have been obstructing and in some cases refusing to let them tender their shares to the Batero offer. The Company is working with its legal advisors on the matter and will take such actions that it considers appropriate.

The Board expects to prepare the notice of change required under Canadian securities laws in respect of the Amended Batero Offer, and that document will be available to CB Gold shareholders on the Company's website and under the Company's profile on SEDAR at www.sedar.com, but will not be mailing the circular to shareholders due to the company's cash constraints and current negative working capital position. Further, any shareholder who wishes to receive a copy of the directors' circular or notice of change from the Company may request one at info@cbgoldinc.com.

How to Tender CB Gold Common Shares to the Batero Offer

All questions regarding the Batero Offer and how to tender CB Gold Common Shares to the Batero Offer should be directed to Kingsdale Shareholder Services, the information agent and depository, at 1-866-581-0506 (North American Toll-Free) or 416-867-2272 (Collect Calls) or by email at contactus@kingsdaleshareholder.com.

Shareholders should also contact Kingsdale Shareholder Services for assistance if they have tendered their shares to the Red Eagle Offer in order to WITHDRAW them immediately, and in any event prior to the September 14, 2015 expiry date of the hostile Red Eagle Offer.

About CB Gold Inc.:

CB Gold is a mineral exploration company headquartered in Vancouver, British Columbia. CB Gold, through its wholly-owned subsidiary, Leyhat Colombia Sucursal, is actively pursuing the exploration and development of mineral properties in the Republic of Colombia. The Vetas Gold Project consists of a number of existing mines and exploration concessions.

For more information on CB Gold please visit our web site at www.cbgoldinc.com or contact the Company at +1 (604) 630-5870, or info@cbgoldinc.com.

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.

Cautionary Note Regarding Forward-Looking Statements

Information set forth in this news release includes forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation; statements about the terms and completion of the proposed sale transaction are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: failure to satisfy all conditions precedent to the transaction, including disinterested shareholder approval and stock exchange regulatory approval, and the additional risks identified in the management discussion and analysis section of the Company's interim and most recent annual financial statement, the Batero Offer and Circular, or other reports and filings with Canadian securities regulators. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the respective companies undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. Investors are cautioned against attributing undue certainty to forward-looking statements.

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