

Vancouver, British Columbia--(Newsfile Corp. - June 28, 2016) - Wolf Wiese, CEO of [Golden Dawn Minerals Inc.](#) (TSXV: GOM) (FRANKFURT: 3G8A) (the "Company" or "Golden Dawn") announces that the conditional approval of the transaction to exercise its option to acquire 100% of the Greenwood Project, consisting of a state of the art floatation Mill, the Lexington Mine, the Golden Crown Mine and all ancillary equipment and rolling stock, has been granted by the TSX.V. These assets are situated 10k.m. south of the city of Greenwood B.C. and 15k.m. from the Company's 100% owned May-Mac Mine. The City of Greenwood is 500k.m. east of Vancouver on Trans-Canada Highway 3. For further details see news release of April 12th and February 24th 2016 on the Company website www.goldendawnminerals.com.

Golden Dawn conducted a multi-disciplinary due-diligence process, which led to the company's decision to move forward on the exercising of the option. To accommodate the successful solicitation of the financing required, initially CAD \$3,350,000 to transfer 100 % title of the aforementioned assets, [Huakan International Mining Inc.](#) and [Golden Dawn Minerals Inc.](#) have signed an amendment to the option agreement where the exercise of the option must be on or before August 6th. 2016.

The Company has agreed to fund the Care and Maintenance costs of the mines and mill starting July 1st. 2016, of CAD \$30,000 in advance, as a part of this agreement. Currently the company is evaluating a gold streaming deal, a bridge loan and actively soliciting a debenture financing for the project.

Terms of the debenture financing are below. All financings are subject to TSX.V and board approval.

To finance the acquisition and capital cost for the Project the company is offering a Debenture with the following terms.

TERM SHEET SECURED DEBENTURE WITH GOLD CONVERSION OPTION

Issuer: [Golden Dawn Minerals Inc.](#) (the "Company")

Offering: Special Warrants at a price of USD \$100.00 per Special Warrant (with a minimum of 75 subscribers each holding at \$1,000 in Debentures) up to a maximum of USD \$10,000,000.00 of Special Warrants.

Spc. Warrants: Each Special Warrant is comprised of one Debenture with a face value of USD \$100 and 100 Units (at a deemed price of CDN. \$0.15 per Unit).

Units: Each Unit is comprised of 1 Common Share and 1 share purchase Warrant with each Warrant exercisable at any time for one Common Share of the Company at a price of CDN \$0.40 per Common Share for a period of 2 years after the date of issuance.

Security: The Debentures shall be secured by all of the Greenwood assets which will be 100% owned by the Company, post-closing. The security consists of the Lexington and Golden Crown Mines and mineral claims, processing mill, all ancillary equipment, real estate and all claims of the Greenwood Gold Project.

Maturity: 5 years from the date of issuance of the Debentures.

Coupon: 8% per annum, paid semi-annually from the date of issuance of the Debentures.

Price: USD \$100.00 per Special Warrant.

Listing: The Company will use its best efforts to list the Debentures on the TSX.V within 6 months of the date of issuance of the Debentures.

Closing: Closing of the Offering is subject to receipt into trust of a minimum of USD\$3,000,000.00.

Pre-Closing Funds:

All proceeds from the Offering will be held in trust by a Vancouver law firm pending closing (the "Closing") of the Offering. If a minimum of USD\$3,000,000.00 is not received all of the proceeds held in trust shall be immediately returned to the Subscribers.

Post-Closing Funds:

All of the proceeds from the Offering will be held in trust by a Vancouver law firm. The funds will only be released from trust upon presentation of appropriate invoices as proof of expenditures on the Greenwood properties including the development of the mineral claims, equipment purchases, operating expenditures, and administrative and regulatory expenditures.

Gold Repayment Option:

Debenture holders will have a right to require repayment of their principal amount of the debentures in gold. After 20 months from Closing, Debenture holders holding at least USD\$80,000 in Debentures have the option to sell up to ½ of their Debentures to the Company for gold delivery. And, after 27 months, those Debenture holders have the option to sell up to 100% of their Debentures to the Company for gold delivery. Any Debentures purchased by the Company under this option shall be purchased with gold at a price equal to USD \$1,295.00 per ounce or USD \$41,774.20 per kilogram of 99.9% registered purity gold. Debenture holders wishing to exercise this option will need to provide the Company with a minimum of 90 days' notice.

On behalf of the Board of Directors:

"Wolf Wiese"

Wolf Wiese

Chief Executive Officer

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