

Vancouver, British Columbia--(Newsfile Corp. - August 30, 2016) - [GB Minerals Ltd.](#) (TSXV: GBL) (the "Company") is pleased to announce that it has filed a rights offering notice and a rights offering circular in respect of a rights offering (the "Rights Offering"), pursuant to which each eligible shareholder of the Company ("Shareholder") will receive, for each common share held as at 5:00 p.m. (Toronto time) on September 8, 2016 (the "Record Date"), one right (each, a "Right") to subscribe for a common share of the Company (each, a "Common Share") at a subscription price of C\$0.055 per Common Share (the "Subscription Price").

Details of the Rights Offering

Under the Rights Offering, eligible Shareholders of record as at 5:00 p.m. (Toronto time) on the Record Date will receive one Right for each Common Share held. Each Right entitles the holder thereof to subscribe for one Common Share at the Subscription Price, which represents a discount to the closing price of the Common Shares on August 29, 2016 on the TSX Venture Exchange (the "TSX-V").

The Rights will be transferable, but will not be listed on the TSX-V or any other exchange. Holders of Rights who wish to exercise or transfer their Rights must do so in the manner described in the rights offering circular dated August 30, 2016 (the "Rights Offering Circular").

The Rights Offering does not include an "additional subscription privilege" (as such term is defined in National Instrument 45-106 - Prospectus Exemptions of the Canadian Securities Administrators).

The completion of the Rights Offering is not conditional upon any minimum subscription amount. The Company intends to use the funds available from the Rights Offering for the purposes set out in the Rights Offering Circular. Zaff LP ("Zaff"), a significant shareholder of the Company, which completed a US\$11.2 million investment in the Company at the Subscription Price in July 2016, has previously agreed that it will not exercise its Rights during the Rights Offering. If all the Rights other than those granted to Zaff are exercised, the Company will receive gross proceeds of approximately C\$19.5 million.

The Rights will expire at 5:00 (Toronto time) on October 4, 2016 (the "Expiry Time"). Rights not exercised prior to the Expiry Time will have no value. If a Shareholder does not exercise its Rights and the Rights Offering is completed, such Shareholder's percentage interest in the Company will be diluted upon the exercise of Rights by other holders of Rights.

The rights offering notice and the Rights Offering Circular setting out important details of the Rights Offering will be filed on SEDAR and available under the Company's SEDAR profile at www.sedar.com.

Use of Proceeds

The Company has set out its expected use of the proceeds of the Rights Offering in the Rights Offering Circular, and the Company intends to spend the funds as disclosed in the Rights Offering Circular. The Company will reallocate funds only for sound business reasons.

Participation of Insiders

A.B. Aterra Investments Limited and A.B. Aterra Resources Ltd. (together, the "Aterra Entities"), existing significant shareholders of the Company and insiders of the Company, have indicated that they intend to exercise their Rights to acquire additional Common Shares.

Owen Ryan, the chairman and a director of the Company, Luis da Silva, the president and chief executive officer and a director of the Company, and Angel Law, the chief financial officer of the Company, have also indicated that they intend to exercise their Rights to acquire additional Common Shares.

Zaff, an existing significant shareholder of the Company and an insider of the Company, has agreed that it will not exercise its Rights and has indicated that it may or may not transfer to the Aterra Entities the Rights issued to it.

No Offering in the United States

The Rights have not been, and will not be, registered under the United States Securities Act of 1933 (the "U.S. Securities Act"), as amended and may not be offered, sold or delivered, directly or indirectly, in the United States, or to or for the account or benefit to, "U.S. Persons" (as defined under Regulation S under the U.S. Securities Act), except pursuant to an exemption from the registration requirements of the U.S. Securities Act.

On September 14, 2015, the Company announced the results of, and filing on SEDAR, of a new feasibility study on its Farim phosphate project entitled "NI 43-101 Technical Report On the Farim Phosphate Project" (the "2015 Feasibility Study").

The Farim phosphate project is located in the northern part of central Guinea-Bissau, West Africa, approximately 25 kilometres south of the Senegal border, approximately 5 kilometres west of the town of Farim and some 120 kilometres northeast of Bissau, the capital of Guinea-Bissau, on a 30.6 km² mining lease license granted by the Government of Guinea-Bissau to the Company's wholly owned subsidiary, GB Minerals AG, in May 2009. The Company also holds a production license in relation to the Farim phosphate project.

The Farim phosphate project consists of a high grade sedimentary phosphate deposit of one continuous phosphate bed which extends over a known surface area of approximately 40 km². It is estimated to contain measured and indicated resources of 105.6 million dry tonnes at a grade of 28.4% P₂O₅ and additional inferred resources of 37.6 million dry tonnes at 27.7% P₂O₅. The measured and indicated resources include 44.0 million dry tonnes of reserves based on a 25 year mine plan at 1.75 million tonnes per annum ("mtpa") of mine production at the following run of mine grades: 30.0% P₂O₅, 2.6% Al₂O₃, 41.0% CaO, 4.7% Fe₂O₃, and 10.6% SiO₂. The phosphate ore will be beneficiated for a final phosphate rock concentrate production of 1.32 mtpa at a 34.0% P₂O₅ grade at 3% moisture.

The 25 year mine plan also assumes a beneficiation process that involves scrubbing (both drum and attrition) followed by particle sizing to remove the fraction under 20 µm. This new beneficiation process will result in a 34.0% P₂O₅ product grade, mass recovery of 75.5% and 78.4% P₂O₅ recovery confirmed by a pilot scale test on a one tonne sample that took place in May 2015. After passing through the process plant, the final production of phosphate concentrate, based on 1.75 mtpa of run of mine feed, will be 1.32 mtpa. The life of mine operating costs are approximately US\$52.13 per tonne of final concentrate. The initial capital cost for the project is estimated at US\$193.8 million and does not include owner's costs which amount to US\$11 million and include items such as project insurance, resettlement and owner's team costs. Owner's costs have been included in the financial analysis.

For additional information, please visit us at www.gbminerals.com.

QUALIFIED PERSON

The Company's Qualified Person is Dan Markovic, P. Eng., Project/Study Manager at Lycopodium Minerals Canada Ltd., who has reviewed and approves this press release. Mr. Markovic is independent from the Company.

FORWARD LOOKING STATEMENTS

Certain information in this news release relating to the Company is forward-looking and related to anticipated events and strategies. When used in this context, words such as "will", "anticipate", "believe", "plan", "intend", "target" and "expect" or similar words suggest future outcomes. Forward-looking information contained in this press release includes, but may not be limited to the anticipated proceeds of the Rights Offering, the use of such proceeds, the business plans, statements or information relating to the anticipated development activities of the Company, the Farim Project (including the quantity and quality of mineral resource and mineral reserve estimates), the potential to upgrade inferred mineral resources, the ability of the Company to develop the Farim Project into a commercially viable mine and the proposed new plans relating thereto regarding operations and mine design, estimates relating to tonnage, grades, recovery rates, future phosphate production, future cash flows, life of mine estimates, expectations regarding production and estimates of capital and operating costs. By their nature, such statements are subject to significant risks and uncertainties that may cause actual results or events to differ materially from current expectations. Readers are cautioned not to place undue reliance on forward-looking information as actual results could differ materially from the plans, expectations, estimates or intentions expressed in the forward-looking information. Forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable law, the Company disclaims any obligation to update or modify such forward-looking information, either as a result of new information, future events or for any other reason.

Disclosure herein of exploration information and of mineral resources and mineral reserves is derived from the 2015 Feasibility Study. Information relating to "mineral resources" and "mineral reserves" is deemed to be forward-looking information as it involves the implied assessment based on certain estimates and assumptions that the mineral resources and mineral reserves can be profitable in the future. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. By their nature, mineral resource and mineral reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such estimates are inaccurate or are reduced in the future, this could have a material adverse impact on the Company. Accordingly, readers should not place undue reliance on forward-looking information. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration.

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 RELEASE