

/NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN THE UNITED STATES./

TORONTO, Nov. 2, 2016 /CNW/ - Toachi Mining Inc. ("Toachi" or the "Company") (TSXV-TIM) is pleased to announce that in conjunction with the previously announced bought deal offering (the "Bought Deal Offering") of common shares (the "Bought Deal Shares") conducted by a syndicate of underwriters (the "Underwriters") led by Beacon Securities Limited ("Beacon"), it intends to complete a concurrent private placement financing arranged by Primary Capital Inc. to sell up to an additional 3,250,000 common shares in the capital of the Company (the "Concurrent Shares", and together with the Bought Deal Shares, the "Offered Shares") conducted on the same terms as the Bought Deal Offering to eligible placees for additional aggregate gross proceeds to the Company of up to \$1,300,000 (the "Concurrent Offering", and together with the Bought Deal Offering, the "Offering").

In addition, the Company and Beacon, on behalf of the Underwriters, have amended the terms of the Bought Deal Offering. Under the amended terms, the Company has granted the Underwriters an option (the "Underwriters' Option"), exercisable, in whole or in part by Beacon, on behalf of the Underwriters, by giving notice to the Company at any time up to 48 hours prior to the Closing Date (as defined below) to sell up to an additional number of Bought Deal Shares at \$0.40 per Bought Deal Share for additional gross proceeds of up to \$700,000.

In the event the Underwriters' Option is exercised in full, the aggregate gross proceeds to the Company under the Offering shall be up to \$6,000,000.

The net proceeds from the Offering are intended to be used to advance the Company's La Plata property in Ecuador and for working capital and general corporate purposes.

The closing of the Offering is expected to occur on or about November 22, 2016 (the "Closing Date") and is subject to the completion of formal documentation and receipt of applicable regulatory approvals, including the approval of the TSX Venture Exchange. All securities issued in connection with the Offering will be subject to a four month hold period plus one day in accordance with applicable Canadian securities laws, commencing on the Closing Date. No new insiders are anticipated to be created, nor will there be any change of control as a result of the Offering.

The Offered Shares will be offered on a private placement basis in all of the provinces of Canada and may be offered in the United States on a private placement basis pursuant to an exemption from registration requirements of the United States Securities Act of 1933, as amended, and such other jurisdictions as may be agreed upon by the Company and the Underwriters.

The securities offered have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Toachi Mining Inc.

Toachi brings a disciplined and veteran team of project managers together with a high grade gold-copper-silver-zinc project at La Plata in Ecuador. Toachi is focused on and committed to the development of advanced stage mineral projects throughout the Americas using industry best practices combined with a strong social license from local communities. Toachi Mining has 40,933,270 shares issued and outstanding.

Forward Looking Statements

Certain statements contained in this news release may constitute "forward-looking information" as such term is used in applicable Canadian and other applicable securities laws. Forward-looking information is based on plans, expectations and estimates of management at the date the information is provided and is subject to certain factors and assumptions, including, (i) that the Company's financial condition and development plans do not change as a result of unforeseen events, (ii) that the Company and the Underwriters complete any formal documentation, and (iii) that the Company obtains regulatory approval. Forward-looking information is subject to a variety of risks and uncertainties and other factors that could cause plans, estimates and actual results to vary materially from those projected in such forward-looking information. Factors that could cause the forward-looking information in this news release to change or to be inaccurate include, but are not limited to, the risk that any of the assumptions referred to prove not to be valid or reliable, that occurrences such as those referred to above are realized and result in delays, or cessation in planned work, that the Company's financial condition and development plans change, and delays in regulatory approval, as well as the other risks and uncertainties applicable to the Company as set forth in the Company's continuous disclosure filings filed under the Company's profile at www.sedar.com. The Company undertakes no obligation to update these forward-looking statements, other than as required by applicable law.

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.

SOURCE [Toachi Mining Inc.](#)

Contact

Nick Tintor, President and CEO, Telephone: 416 987 0855, Email: ntintor@rgmi.ca