

# Manera Capital Corp. Completes \$2,520,000 Private Placement, Announces Closing of Qualifying Transaction, and Change of Name to 'GT Gold Corp.'

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VANCOUVER, Nov. 14, 2016 - [Manera Capital Corp.](#) (the "Corporation" or "Manera") (TSX VENTURE:MEA.P), a capital pool company listed on the TSX Venture Exchange (the "Exchange"), is pleased to announce that, in connection with the previously announced private placements relating to its Qualifying Transaction (the "Transaction") within the meaning of the policies of the Exchange described in the Company's filing statement (the "Filing Statement") dated October 28, 2016, Manera issued 16,000,000 units at a price of \$0.15 per unit and 600,000 flow-through shares at a price of \$0.20 per share pursuant to non-brokered private placements, for aggregate subscription proceeds of \$2,520,000 (the "Financing"). Each unit consisted of one common share and one-half of a share purchase warrant, each whole warrant entitling the holder to purchase one additional common share at a price of \$0.20 until November 10, 2018. In conjunction with the closing of the Financing, Manera issued 53,333 common shares to Red Cloud Klondike Strike Inc. of Toronto ("Red Cloud"), and paid cash finders fees totaling \$83,905 and issued a total of 496,033 finder warrants to certain arm's-length finders, with each finder warrant entitling the holder to purchase one common share of Manera at a price of \$0.20 until November 10, 2018. All of the securities issued pursuant to these private placements, including the securities issued to Red Cloud and any shares issued pursuant to the exercise of the warrants forming part of the units or the finder warrants, are subject to a hold period until March 11, 2017.

Manera is also pleased to announce the closing of the Transaction and pursuant to the policies of the Exchange, Manera will no longer be a capital pool company and will be classified as a Tier 2 Mining Issuer. The Transaction was an arm's length transaction and therefore was not subject to approval by Manera's shareholders.

On September 30, 2016, the Exchange issued its conditional acceptance of the Transaction. The Corporation will resume trading on the Exchange after the Exchange's conditions for listing are satisfied and the Exchange issues its final exchange bulletin confirming the completion of the Transaction. The directors of the Corporation have approved a change of name to "GT Gold Corp.", with the symbol "GTT" having been reserved by the Exchange. The Corporation will submit an application to the Exchange for approval of the name change, which is expected to be effective when trading in the Corporation's shares is resumed. Manera will advise of the expected listing date once the name change has been made effective and the Exchange issues its final exchange bulletin.

The Transaction consisted of a definitive agreement dated June 30, 2016, as amended on October 18, 2016, pursuant to which Manera has acquired all of the issued and outstanding shares of New Chris Minerals Ltd. ("New Chris"), a private British Columbia mineral exploration company owned by Ashwath Mehra of Switzerland and Wildville Enterprises Pty. Ltd., a private company incorporated in Australia and which is the Trustee of the McMullen Family Trust, which was also established in Australia and remains an Australian entity. The Transaction involved the issuance of a total of 38,351,948 Manera Shares to New Chris shareholders (26,851,948 shares) and the underlying optionors of the 31,000 hectare Tatogga and 13,000 hectare New Nanik gold-copper properties in northwest British Columbia (11,500,000 shares), to which New Chris holds options to acquire 100% property interests.

The Filing Statement, which describes the terms of the underlying option agreements with respect to the Tatogga and New Nanik properties, and also includes the National Instrument 43-101 technical report with respect to the Tatogga Property, has been filed with the Exchange and applicable securities commissions and is available on SEDAR under the Corporation's profile at [www.sedar.com](http://www.sedar.com).

In connection with the Transaction, Alfredo De Lucrezia, Maurizio Grande and Gordon Kettleon stepped down from the Corporation's board of directors (the "Board"). John Pallot remains on the Board and Ashwath Mehra, Kevin M. Keough, Charles Greig and Taj Singh have been appointed to the Board. Messrs. Keough, Singh and Pallot will comprise the Corporation's Audit Committee going forward. In addition, Mr. De Lucrezia stepped down as Manera's President, Chief Executive Officer and Chief Financial Officer, and Ben Colangelo stepped down as Manera's Secretary, and the following individuals have been appointed officers

of the Corporation:

- Ashwath Mehra, Chairman
- Kevin M. Keough, President and Chief Executive Officer
- Charles Greig, Vice-President Exploration
- Tracy Albert, Chief Financial Officer
- Shaun Drake, Corporate Secretary

For further details on the Corporation's directors and officers, please see the Filing Statement, a copy of which is available at [www.sedar.com](http://www.sedar.com).

Immediately prior to the closing of the Transaction there were 7,850,000 Manera Shares outstanding. Following the closing of the Financing, the completion of the Transaction and the exercise of 525,000 previously-granted incentive stock options by Manera's directors and officers at a price of \$0.10 per share, there are 63,380,281 Manera Shares currently issued and outstanding. The 38,351,948 Manera Shares issued pursuant to the Transaction are subject to the value escrow requirements of the Exchange, with these shares to be released from escrow on the following schedule:

Release Dates	Percentage of Total Escrowed Securities to be Released
Date of Final Exchange Bulletin approving the Transaction	10% (1)
6 months following Final Approval	15%
12 months following Final Approval	15%
18 months following Final Approval	15%
24 months following Final Approval	15%
30 months following Final Approval	15%
36 months following Final Approval	15%

*(1) The shares to be issued pursuant to this initial release from escrow will be subject to a hold period until March 11, 2017.*

The Corporation has also granted incentive stock options to its directors, officers and consultants, entitling them to purchase up to 4,725,000 shares of the resulting issuer, comprised of 1,575,000 options at an exercise price of \$0.15 for a period of five years, 1,575,000 options at an exercise price of \$0.225 for a period of five years, and 1,575,000 options at an exercise price of \$0.30 for a period of five years. The options exercisable at \$0.15 vested on the date of grant, the options exercisable at \$0.225 will vest on the first anniversary of the date of grant, and the options exercisable at \$0.30 will vest on the second anniversary of the date of grant.

Pursuant to the Transaction, Ashwath Mehra acquired direct ownership of 13,425,501 Manera Shares. In addition, Mr. Mehra has been granted incentive stock options entitling him to purchase up to 500,000 Manera Shares at exercise prices of \$0.15, \$0.225 and \$0.30, as disclosed above. Collectively, these Manera Shares and stock options represent 21.80% of the issued and outstanding common shares of Manera on a partially diluted basis, assuming the exercise of the incentive stock options held by Mr. Mehra. An Early Warning Report respecting this transaction will be electronically filed with the Securities Commissions in British Columbia and Alberta, and will be available for viewing at [www.sedar.com](http://www.sedar.com).

Also pursuant to the Transaction, the McMullen Family Trust acquired direct ownership of 13,426,447 Manera Shares, which shares represent 21.18% of the currently issued and outstanding common shares of Manera. An Early Warning Report respecting this transaction will also be electronically filed with the Securities Commissions in British Columbia and Alberta, and will be available for viewing at [www.sedar.com](http://www.sedar.com).

### **Cautionary Statements**

*This press release contains "forward-looking information" within the meaning of applicable securities laws, including final approval of the TSX Venture Exchange. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements. The statements in this press release are made as of the date of this release. The Corporation undertakes no obligation to update forward-looking information, except as required by securities law.*

*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.*

*The TSX Venture Exchange Inc. has in no way passed upon the merits of the Qualifying Transaction and has neither approved nor disapproved the contents of this press release.*

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*The common shares have not been and will not be registered under the United States Securities Act of 1933, as amended and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirement. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.*

## **Contact Information**

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