

# Bonterra Announces \$6.0 Million Bought Deal Financing With Sprott Capital Partners

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Vancouver, February 6, 2017 - [BonTerra Resources Inc.](#) (TSX-V: BTR, US: BONXF, FSE: 9BR1) (the "Company" or "BonTerra") is pleased to announce that it has entered into an agreement with Sprott Capital Partners, a division of Sprott Private Wealth LP ("Sprott") to act as lead underwriter (the "Underwriter"), in connection with a bought deal private placement to raise gross proceeds of \$6,004,600.00 (the "Offering").

The Offering will consist of a combination of (a) 8,580,000 flow-through common shares of the Company ("Flow-Through Shares") at a price of \$0.35 per Flow-Through Share and (b) 10,720,000 common shares of the Company ("Common Shares") at a price of \$0.28 per Common Share.

In connection with the Offering, the Underwriter will be entitled to a cash fee in an amount equal to 6.0% of the gross proceeds of the Offering, to be paid out of the Offering at closing. As additional consideration, the Company will grant to the Underwriter common share purchase warrants (the "Broker Warrants") entitling the Underwriter to subscribe for that number of common shares equal to 4.0% of the aggregate number of Flow-Through Shares and Common Shares sold in the Offering. Subject to regulatory approval, each Broker Warrant will be exercisable to acquire one common share at a price equal to \$0.28 for a period of 24 months after the Closing Date (hereinafter defined).

The gross proceeds received by the Company from the sale of the Flow-Through Shares will be used to incur Canadian Exploration Expenses that are "flow-through mining expenditures" (as such terms are defined in the Income Tax Act (Canada)) on the Company's properties, which expenses will be renounced to the subscribers with an effective date no later than December 31, 2017, in the aggregate amount of not less than the total amount of the gross proceeds raised from the issue of Flow-Through Shares. The net proceeds from the sale of the Common Shares will be used for general corporate and working capital purposes. All securities issued under the Offering will be subject to a four month hold period from the date of issue in accordance with applicable securities laws. The Offering is subject to acceptance of the TSX Venture Exchange.

The Offering is scheduled to close on March 2, 2017 or such other date or dates as the Company and the Underwriter may agree.

ON BEHALF OF THE BOARD OF DIRECTORS,

Nav Dhaliwal, President & CEO

[BonTerra Resources Inc.](#)

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.

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

This news release includes certain forward-looking statements concerning the use of proceeds of the

Offering, the future renunciation of Canadian Exploration Expenses that are flow-through mining expenditures, the tax treatment of the Flow-Through Shares, the future performance of our business, its operations and its financial performance and condition, as well as management's objectives, strategies, beliefs and intentions. Forward-looking statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. Forward-looking statements are based on the current opinions and expectations of management. All forward-looking information is inherently uncertain and subject to a variety of assumptions, risks and uncertainties, including the speculative nature of mineral exploration and development, fluctuating commodity prices, the future tax treatment of the Flow-Through Shares, competitive risks and the availability of financing, as described in more detail in our recent securities filings available at [www.sedar.com](http://www.sedar.com). Actual events or results may differ materially from those projected in the forward looking statements and we caution against placing undue reliance thereon. We assume no obligation to revise or update these forward looking statements except as required by applicable law.

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