

VANCOUVER, BC--(Marketwired - February 06, 2017) - [Golden Dawn Minerals Inc.](#) (TSX VENTURE: GOM) (FRANKFURT: 3G8A) (OTC PINK: GDMRF) (the "Company" or "Golden Dawn") announces it has received a First Convertible Security Increase Notice from Lind Asset Management VI, LLC ("Lind") under Section 2.1(c) of the Funding Agreement (see news release Aug 29<sup>th</sup>, 2016), pursuant to which it will advance the Company further funding in the amount of US\$1,000,000 (the "Financing"), subject to agreed set-offs under the existing funding arrangements.

The Financing is in the form of an increase to the existing secured convertible security (the "Debentures") with a maturity of 36 months and a fixed conversion price per share of CDN\$0.29, being the last closing price of the Company's common shares on the Exchange prior to this news release. The funded amount of the Financing is US\$1,000,000. The Face Value of the Debentures repayable by the Company to Lind is US\$1,200,000 which amount includes US\$200,000 of pre-paid interest. The Company is required to repay US\$100,000 monthly after the first four months, subject to reduction under certain circumstances.

Pre-paid interest will accrue monthly with Investor's option to convert accrued interest quarterly in common shares up to the then maximum allowable discount by the Exchange at that time.

Lind will also receive 4,202,258 share purchase warrants (the "Warrants") and each Warrant is exercisable into a common share of the Company at a price of CDN \$ 0.29 per share until the close of business on the third anniversary of issuance of the Warrants. The Warrants, and any shares issued on exercise thereof within four months of issuance of the Warrants, will be subject to a hold period expiring on that day that is four months and one day after issuance of the Warrants.

The Company has the right to buy-back the Investment at any time for a 5% premium, or for no premium during the initial lock-up period. The Investment contains strict no shorting clauses and the Investor will notify the Company in the event of a change in its prime broker.

The closing of the Financing remains subject final TSXV approval.

On behalf of the Board of Directors:  
GOLDEN DAWN MINERALS INC.

*"Wolf Wiese"*

Wolf Wiese  
Chief Executive Officer

*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.*

Contact

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