

TORONTO, May 11, 2017 /CNW/ - [Brio Gold Inc.](#) ("Brio" or the "Company") (TSX:BRIO) announced today that it has entered into an agreement with its shareholder [Yamana Gold Inc.](#) ("Yamana") and a syndicate of underwriters co-led by Canaccord Genuity Corp., CIBC Capital Markets and National Bank Ltd.

Pursuant to the agreement, the Underwriters have agreed to purchase 26,667,000 common shares of Brio currently held by Yamana on a bought deal basis at a price of C\$3.00 per common share.

The Underwriters will have the option, but not the obligation, exercisable in whole or in part at any time until 30 days following the Closing of the Offering, to increase the size of the Offering by up to an additional 2,667,000 common shares of Brio held by Yamana to cover over-allotment, if any, at the issue price.

Yamana currently owns, as of the date hereof, 89,202,922 common shares of Brio representing in the aggregate 79.3% of the issued and outstanding common shares of Brio. After giving effect to this offering, Yamana will own 62,535,922 common shares of Brio representing in the aggregate 55.6% of the issued and outstanding common shares of Brio. If the underwriter's option is exercised, Yamana will own 59,868,922 common shares of Brio representing in the aggregate 53.2% of the issued and outstanding common shares. Brio will not receive any proceeds from this offering. All of the expenses of the offering will be paid by Yamana.

A preliminary short form prospectus relating to the offering will be filed by no later than May 17, 2017 with securities regulatory authorities in each province of Canada. Closing of the offering is expected to occur on or about June 2, 2017 and is subject to certain conditions, including the approval of Canadian securities regulatory authorities.

The securities offered have not been and will not be registered under the U.S. 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 requirements of such Act. This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities in any jurisdiction in which such offer, sale or solicitation would be unlawful.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This news release contains "forward-looking statements", within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities legislation, concerning the business and operations of [Brio Gold Inc.](#) and its consolidated subsidiaries (collectively, "Brio" or the "Company"). All statements, other than statements of historical fact, are forward-looking statements. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof. Forward-looking statements are subject to known and unknown risks, uncertainties and other important factors that may cause the actual results, performance or achievements of Brio to be materially different from those expressed or implied by such forward-looking statements. Certain of these factors are discussed in greater detail in Brio's most recent Annual Information Form on file with the Canadian provincial securities regulatory authorities and available at www.sedar.com. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. In addition, although Brio has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Forward-looking statements are made as of the date hereof and accordingly are subject to change after such date. Forward-looking statements are provided for the purpose of providing information about management's current expectations and plans and allowing investors and others to get a better understanding of our operating environment. Brio does not undertake to update any forward-looking statements that are included in this document, except in accordance with applicable securities laws.

SOURCE [Brio Gold Inc.](#)

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