TORONTO, ONTARIO--(Marketwired - May 15, 2017) - Silver Bear Resources Inc. ("Silver Bear" or the "Company") (TSX:SBR) today announces that its Board of Directors (the "Board") has approved a re-domiciliation transaction by which a newly incorporated United Kingdom company, Silver Bear Resources plc ("Silver Bear UK"), will become the listed parent company of the Silver Bear group (the "UK Restructuring"). Under the transaction, among other things, each holder of Silver Bear common shares will have those common shares exchanged for Silver Bear UK ordinary shares on a one-for-one basis.

The Board has decided to proceed with the UK Restructuring for a number of reasons, primarily in order to move the company closer to its only material mineral project located in Russia. The United Kingdom provides a more geographically logical point from which to access its project, its directors and officers, as well as the majority of its shareholders. In addition, other than its Toronto Stock Exchange listing ("TSX"), the Company has few ongoing connections to Canada - it has no assets in Canada, only two directors are resident in Canada, and none of its senior management are located in Canada. Finally, this new corporate structure should allow the company to more efficiently manage its tax affairs.

The UK Restructuring will be facilitated by means of a plan of arrangement carried out under the Ontario *Business Corporations Act* ("Arrangement") and is subject to Court and shareholder approval, as well as other customary conditions. Shareholder approval will be sought at its annual and special meeting of shareholders scheduled for June 23, 2017. If approved by the Court and shareholders, the UK Restructuring is expected to be implemented on or about June 30, 2017.

Silver Bear's CEO, Graham Hill commented: "As the Company approaches commercial production and becomes revenue generative, we considered Silver Bear's tax and corporate structure and have made the determination that a move to the UK is more efficient from both perspectives. Considering our project and shareholders, there was no compelling reason to remain domiciled in Canada. However, we will maintain a listing for the Silver Bear UK shares on the TSX which will continue to give all of our Canadian and other shareholders access to one of the world's most significant stock exchanges for mining exploration and development stage companies."

Details of the UK Restructuring and the Arrangement

Pursuant to the Arrangement, among other things, each Common Share will be exchanged for one ordinary share of Silver Bear UK (each, a "Silver Bear UK Share"). Re-listing of the Silver Bear UK Shares on the TSX is subject to the approval of the TSX. Application has been made to the TSX for the re-listing.

In addition, outstanding stock options will be exchanged for an economically identical stock option issued by Silver Bear UK and exercisable for Silver Bear UK Shares, and outstanding convertible promissory notes with a principal amount of approximately $18 million held by Silver Bear's two largest shareholders, Inflection Management Corporation Limited ("Inflection") and A.B. Aterra Resources Ltd. ("Aterra"), will be assumed by Silver Bear UK.

Shareholder approval for the Arrangement will be sought at its Annual and Special Meeting of Shareholders scheduled for June 23, 2017. An Interim Order of the Ontario Superior Court of Justice will be sought on or about May 23, 2017. Following that Court approval, the Company plans to send to shareholders a notice of the annual and special meeting of shareholders (the "Meeting") to approve, among other things, the proposed UK Restructuring and Arrangement, together with an information circular (the "Circular"). The Circular will include full details of the proposed UK Restructuring background and the Arrangement process and effects on the Company and its shareholders.

The Meeting is scheduled to be held in Toronto on June 23, 2017.

The Company's two major shareholders - Aterra and Inflection - who hold 24.83% and 25.27%, respectively, of the outstanding Common Shares, have indicated to the Board that they will vote FOR the Arrangement.

If the Arrangement is approved, it is expected to be made effective on or about June 30, 2017 following which time, Silver Bear will become a wholly-owned subsidiary of Silver Bear UK, and the Silver Bear UK ordinary shares will commence trading on the TSX as soon as practicable thereafter, subject to satisfying the relevant TSX conditions.

About Silver Bear

Silver Bear (TSX:SBR) is focused on the development of its wholly-owned Mangazeisky Silver Project, covering a licence area of approximately 570 km^2 that includes the high-grade Vertikalny deposit (amongst the highest- grade silver deposits in the world), located 400 km north of Yakutsk in the Republic of Sakha within the Russian Federation. The Company was granted a 20-year mining licence for the Vertikalny deposit in September 2013 and announced an updated Feasibility Study in October 2016. Project construction and permitting is advancing with first silver production targeted for Q4 2017. Other information relating to Silver Bear is available on SEDAR at www.sedar.com as well as on the Company's website at www.silverbearresources.com.

Cautionary Notes

This release and subsequent oral statements made by and on behalf of the Company may contain forward-looking statements, which reflect management's expectations. Wherever possible, words such as "intends", "expects", "scheduled", "estimates", "anticipates", "believes" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, have been used to identify these forward-looking statements. Although the forward-looking statements contained in this release reflect management's current beliefs based upon information currently available to management and based upon what management believes to be reasonable assumptions, Silver Bear cannot be certain that actual results will be consistent with these forward-looking statements. Forward-looking statements in this press release include statements regarding the receipt of Court, shareholder and TSX approvals, and completion of the UK restructuring transaction and the plan of arrangement. A number of factors could cause events and achievements to differ materially from the results expressed or implied in the forward-looking statements. Such risk factors include, but are not limited, to the possibility that Court or shareholder approvals are not received or other conditions to completion are not satisfied, and to risk factors identified by Silver Bear in its continuous disclosure filings filed from time to time on SEDAR. These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Forward-looking statements necessarily involve significant known and unknown risks, assumptions and uncertainties that may cause Silver Bear's actual results, events, prospects and opportunities to differ materially from those expressed or implied by such forward-looking statements. Although Silver Bear has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, prospective investors should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date of this release, and Silver Bear assumes no obligation to update or revise them to reflect new events or circumstances, unless otherwise required by law.

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