

Vancouver, British Columbia (FSCwire) - [Alliance Mining Corp.](#) (TSX-v: ALM) (the "Company") is pleased to announce that it has received conditional approval from the TSX Venture Exchange ("TSXV") in respect of ALM's proposed Fundamental Acquisition (previously announced on January 27, 2017).

Completion of the Fundamental Acquisition is subject to a number of conditions, including a financing for minimum gross proceeds of \$300,000.

There can be no assurance that the proposed transaction will be completed as proposed or at all.

The Company also announces it has arranged a non-brokered private placement of up to 6 million units at a price of five cents per unit in capital stock for total gross proceeds of up to \$300,000. Each unit consists of one common share and one transferable common share purchase warrant. Each whole warrant will entitle the holder to purchase, for a period of 60 months from the date of issue (the "Expiry Time"), one additional common share of the Issuer at an exercise price of Cdn\$0.075 per share. The term of the Warrants may be accelerated in the event that the Issuer's shares trade at or above a price of \$0.15 per share for a period of 10 consecutive trading days. In such case, the Issuer may give notice, in writing and by way of news release, to the Subscribers that the Warrants will expire 30 days from the date of providing such notice. Directors, officers or other insiders of the company may participate in the foregoing offerings, and such parties may sell securities of the company owned or controlled by them personally through the facilities of the TSX Venture Exchange to finance participation in such offerings. The Company will make available a portion of the offering to existing shareholders using provisions of the Canadian existing security holder exemption pursuant to Multilateral CSA Notice 45-313 and the corresponding blanket orders and rules implementing CSA 45-313 in the participating jurisdictions in respect thereof. As at the date hereof, the existing security holder exemption is available in each of the provinces of Canada, with the exception of Newfoundland and Labrador. Subject to applicable securities laws, the Company will permit each person or company who, as of January 22, 2017 (being the record date set by the company pursuant to CSA 45-313), who holds common shares as of that date to subscribe for the units that will be distributed pursuant to the offering, provided that the existing security holder exemption is available to such person or company. Pursuant to CSA 45-313, each subscriber relying on the existing security holder exemption may subscribe for no more than \$15,000 value of securities, unless a subscriber is resident in a jurisdiction of Canada and has obtained advice regarding the suitability of the investment from a registered investment dealer (in which case such maximum subscription amount will not apply). In addition to conducting the offering pursuant to the existing security holder exemption, the company will also accept subscriptions for units where other prospectus exemptions are available, including the investment dealer exemption (as defined below). Any current shareholder subscribing for units pursuant to a prospectus exemption other than the existing security holder exemption will not be limited to a maximum of \$15,000 value of securities. In addition to the existing security holder exemption and other available prospectus exemptions, a portion of the offering may be completed pursuant to Multilateral CSA Notice 45-318 and the corresponding blanket orders and rules implementing CSA 45-318 in the participating jurisdictions in respect thereof. As at the date hereof, the investment dealer exemption is available in each of Alberta, British Columbia, Saskatchewan, Manitoba and New Brunswick. Pursuant to CSA 45-318, each subscriber relying on the investment dealer exemption must obtain advice regarding the suitability of the investment from a registered investment dealer. There is no material fact or material change of the Company that has not been generally disclosed. A finder's fee may be paid to eligible finders in accordance to the TSX Venture Exchange policies. All securities issued pursuant to the offering will be subject to a hold period of four months and one day from the date of closing. The offering and payment of finders' fees are both subject to approval by the TSX-V.

The proceeds from the private placement will be used, to finance the company's initial obligations under its option agreements with respect to the Bissett gold mine camp in Manitoba announced on January 27, 2017, and for general working capital.

ON BEHALF OF THE BOARD

Al Beaton

FOR FURTHER INFORMATION PLEASE CONTACT:

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This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any state in the United States in which such offer, solicitation or sale would be unlawful. The securities referred to herein 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 registration requirements.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of them TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Certain of the statements made and information contained herein is "forward-looking information" within the

meaning of the Ontario Securities Act. This includes statements concerning the Company's plans at its mineral properties, which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, the availability of financing for activities, risks and uncertainties relating to the interpretation of drill results and the estimation of mineral resources and reserves, the geology, grade and continuity of mineral deposits, the possibility that future exploration, development or mining results will not be consistent with the Company's expectations, metal price fluctuations, environmental and regulatory requirements, availability of permits, escalating costs of remediation and mitigation, risk of title loss, the effects of accidents, equipment breakdowns, labour disputes or other unanticipated difficulties with or interruptions in exploration or development, the potential for delays in exploration or development activities, the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, expectations and beliefs of management and other risks and uncertainties. In addition, forward-looking information is based on various assumptions. 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. Accordingly, readers are advised not to place undue reliance on forward-looking information. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.

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Source: [Alliance Mining Corp.](#) (TSX Venture:ALM)

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