

# GB Minerals Ltd. Receives Securityholder Approval for Plan of Arrangement with Itafos

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[GB Minerals Ltd.](#) (the "Company") (TSXV: GBL) is pleased to announce that it has received securityholder approval at the special meeting (the "Meeting") held today to approve the previously announced plan of arrangement (the "Arrangement") with [Itafos](#).

At the Meeting of shareholders (the "GBL Shareholders") and optionholders of the Company (collectively with the GBL Shareholders, the "GBL Securityholders"), a special resolution approving the Arrangement was approved by:

- 100% of the votes cast by GBL Shareholders, voting together as a single class
- 100% of the votes cast by GBL Securityholders, voting together as a single class

In addition, the Arrangement was approved by a simple majority of the votes cast at the Meeting in person or by proxy by GBL Shareholders, excluding the votes cast in respect of shares of the Company held by certain related parties (as defined by Multilateral Instrument 61-101 &#8212; Protection of Minority Security Holders in Special Transactions ("MI 61-101")) or joint actors (as defined by MI 61-101).

On closing of the Arrangement, GBL Shareholders, other than [Itafos](#) and its affiliates, will receive, at the election of each such shareholder, either (i) 0.035714 of an ordinary share of Itafos (an "Itafos Share") for each share of the Company held (the "Share Consideration"); or (ii) a combination of C\$0.05 in cash and 0.011905 of an Itafos Share for each share of the Company held (the "Cash and Share Consideration" and, together with the Share Consideration, the "Consideration"). Outstanding options to purchase shares of the Company will be cancelled in accordance with the terms of the Arrangement.

The Arrangement is subject to final approval by the TSX Venture Exchange (the "TSX-V") and the Supreme Court of British Columbia (the "Court"). The Court hearing for the final order to approve the Arrangement is scheduled to take place on February 23, 2018, and the completion of the Arrangement is expected to occur on or about February 27, 2018. Following completion of the Arrangement, the shares of the Company will be delisted from the TSX-V and an application will also be made for the Company to cease to be a reporting issuer in the applicable jurisdictions.

The Company would like to remind GBL Shareholders that the deadline for submitting a valid election with respect to the Consideration to be received under the Arrangement is 5:00 p.m. (Toronto time) on February 22, 2018 (the "Election Deadline"). If no election is made by the Election Deadline, GBL Shareholders will be deemed to have elected to receive the Share Consideration.

The elections available to GB Shareholders in respect of the Consideration they wish to receive under the Arrangement involve investment decisions and tax consequences. GB Shareholders should consult their investment and tax advisors prior to making their decisions.

Additional information regarding the terms of the Arrangement is set out in the Company's management information circular dated January 18, 2018, which is available under the Company's profile at [www.sedar.com](http://www.sedar.com).

ON BEHALF OF THE BOARD

Luis da Silva  
President and Chief Executive Officer

**For further information please contact:**

Luis da Silva, President and Chief Executive Officer  
Telephone: + 1 (604) 569-0721

Angel Law, Chief Financial Officer and Corporate Secretary  
Telephone: +1 (604) 569-0721

## **ABOUT GB MINERALS LTD.**

On September 14, 2015, the Company announced the results of, and filing on SEDAR, of a new feasibility study on its Farim phosphate project entitled "NI 43-101 Technical Report On the Farim Phosphate Project" (the "2015 Feasibility Study").

The Farim phosphate project is located in the northern part of central Guinea-Bissau, West Africa, approximately 25 kilometres south of the Senegal border, approximately 5 kilometres west of the town of Farim and some 120 kilometres northeast of Bissau, the capital of Guinea-Bissau, on a 30.6 km<sup>2</sup> mining lease license granted by the Government of Guinea-Bissau to the Company's wholly owned subsidiary, GB Minerals AG, in May 2009. The Company also holds a mining license in relation to the Farim phosphate project.

The Farim phosphate project consists of a high grade sedimentary phosphate deposit of one continuous phosphate bed which extends over a known surface area of approximately 40 km<sup>2</sup>. It is estimated to contain measured and indicated resources of 105.6 million dry tonnes at a grade of 28.4% P<sub>2</sub>O<sub>5</sub> and additional inferred resources of 37.6 million dry tonnes at 27.7% P<sub>2</sub>O<sub>5</sub>. The measured and indicated resources include 44.0 million dry tonnes of reserves based on a 25 year mine plan at 1.75 million tonnes per annum ("mtpa") of mine production at the following run of mine grades: 30.0% P<sub>2</sub>O<sub>5</sub>, 2.6% Al<sub>2</sub>O<sub>3</sub>, 41.0% CaO, 4.7% Fe<sub>2</sub>O<sub>3</sub>, and 10.6% SiO<sub>2</sub>. The phosphate ore will be beneficiated for a final phosphate rock concentrate production of 1.32 mtpa at a 34.0% P<sub>2</sub>O<sub>5</sub> grade at 3% moisture.

The 25 year mine plan also assumes a beneficiation process that involves scrubbing (both drum and attrition) followed by particle sizing to remove the fraction under 20 µm. This new beneficiation process will result in a 34.0% P<sub>2</sub>O<sub>5</sub> product grade, mass recovery of 75.5% and 78.4% P<sub>2</sub>O<sub>5</sub> recovery confirmed by a pilot scale test on a one tonne sample that took place in May 2015. After passing through the process plant, the final production of phosphate concentrate, based on 1.75 mtpa of run of mine feed, will be 1.32 mtpa. The life of mine operating costs are approximately US\$52.13 per tonne of final concentrate. The initial capital cost for the project is estimated at US\$193.8 million and does not include owner's costs which amount to US\$11 million and include items such as project insurance, resettlement and owner's team costs. Owner's costs have been included in the financial analysis.

For additional information, please visit us at [www.gbminerals.com](http://www.gbminerals.com).

## **QUALIFIED PERSON**

The Company's Qualified Person is Dan Markovic, P. Eng., who has reviewed and approves this press release.

## **FORWARD LOOKING STATEMENTS**

*Certain information in this news release relating to the Company is forward-looking and related to anticipated events and strategies. When used in this context, words such as "will", "anticipate", "believe", "plan", "intend", "target" and "expect" or similar words suggest future outcomes. Forward-looking information contained in this press release includes, but may not be limited to, statements concerning the timing and receipt of the final Court order and approval from the TSX-V, the Company's ability to complete the Arrangement and the timing thereof, the business plans, statements or information relating to the anticipated development activities of the Company, the Farim phosphate project (including the quantity and quality of mineral resource and mineral reserve estimates), the potential to upgrade inferred mineral resources, the ability of the Company to develop the Farim phosphate project into a commercially viable mine and the proposed new plans relating thereto regarding operations and mine design, estimates relating to tonnage, grades, recovery rates, future phosphate production, future cash flows, life of mine estimates, expectations regarding production and estimates of capital and operating costs. By their nature, such statements are subject to significant risks and uncertainties that may cause actual results or events to differ materially from current expectations. Readers are cautioned not to place undue reliance on forward-looking information as actual results could differ materially from the plans, expectations, estimates or intentions expressed in the forward-looking information. Forward-looking information speaks only as of the date on which it is made and,*

*except as may be required by applicable law, the Company disclaims any obligation to update or modify such forward-looking information, either as a result of new information, future events or for any other reason.*

*Disclosure herein of exploration information and of mineral resources and mineral reserves is derived from the 2015 Feasibility Study. Information relating to "mineral resources" and "mineral reserves" is deemed to be forward-looking information as it involves the implied assessment based on certain estimates and assumptions that the mineral resources and mineral reserves can be profitable in the future. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. By their nature, mineral resource and mineral reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such estimates are inaccurate or are reduced in the future, this could have a material adverse impact on the Company. Accordingly, readers should not place undue reliance on forward-looking information. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration.*

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