

Bullion Gold Resources Corp. Announces Proposed RTO Transaction with Vertical Designs Ltd.

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VANCOUVER, March 6, 2018 - [Bullion Gold Resources Corp.](#) (TSX-V: BGD) (the "Company") is pleased to announce that it has entered into a letter of intent (the "LOI") effective March 6, 2018, which sets out the basic terms and conditions for the acquisition by the Company of all of the issued and outstanding common shares in the capital of Vertical Designs Ltd. ("Vertical") and its wholly owned subsidiaries Vertical Designs Alberta Ltd. ("Vertical Alberta") and Vertical Designs Aruba Inc. ("Vertical Aruba" and, together with Vertical and Vertical Alberta, "Vertical Group") in exchange for common shares in the capital of the Company (the "Acquisition"). The Acquisition is expected to be structured as a reverse takeover ("RTO") under the rules and policies of the TSX Venture Exchange (the "Exchange"). Upon successful completion of the RTO, the Company will cease operations as a mineral exploration company and will begin operating in the agriculture industry, as further detailed below.

Vertical Designs Ltd.

Vertical is an arm's-length British Columbia-based private company that holds a license to use certain proprietary farming technology. Vertical is the sole shareholder of Vertical Aruba.

Vertical Designs Alberta Ltd.

Vertical Alberta is an arm's length Alberta-based private company and the wholly owned subsidiary of Vertical. Vertical Alberta has a license to build a mass food growing facility in Alberta.

Vertical Designs Aruba Inc.

Vertical Aruba is an arms-length Aruba-based private company and the wholly owned subsidiary of Vertical. Vertical Aruba holds land interests in Aruba and expects to receive a license to produce and sell food in Aruba and other countries in the Carribean.

Bullion Gold Resources Corp.

The Company exists under the laws of British Columbia, is a reporting issuer in British Columbia and Alberta and its shares are listed on the Exchange. The Company was previously involved in the identification, exploration and development of viable mineral properties in British Columbia but has since elected to undergo a change of business due to current market conditions. If the Acquisition is completed, the resulting issuer will be a Tier 2 issuer on the Exchange.

Proposed Acquisition

The Company, Vertical Group and the shareholders of Vertical have entered into the LOI, which sets out certain terms and conditions pursuant to which the proposed Acquisition will be completed. The transaction terms outlined in the LOI are non-binding, and the Acquisition is subject to the parties successfully entering into a definitive agreement (the "Definitive Agreement") in respect of the Acquisition on or before April 30, 2018 or such other date as the Company and Vertical Group may mutually agree.

The LOI also contemplates other material conditions precedent to the closing of the Acquisition (the "Closing"), including the completion of a concurrent financing to raise aggregate gross proceeds of at least CDN\$10,000,000 (the "Concurrent Financing"), customary due diligence, compliance with all applicable regulatory requirements and receipt of all necessary regulatory, corporate, third-party, board and shareholder approvals being obtained.

It is anticipated that the Closing will involve, among other things, the following steps, which may be amended

if the parties mutually agree that such form would better satisfy their objective (including but not limited to, tax efficiency to the parties):

- the shareholders of Vertical will receive common shares in the capital of the Company (the "Bullion Shares") in exchange for their common shares in the capital of Vertical (the "Vertical Shares") on the basis of one (1) Bullion Share for each Vertical Share, for up to a total of 30,000,000 Bullion Shares;

- on Closing, finders' fees of up to CDN\$450,000 will be payable to eligible finders through the issuance of Bullion Shares;

- completion of the Concurrent Financing of units of Bullion (the "Units") at a price of not less than CDN\$0.30 per Unit, with each Unit consisting of one Bullion Share and one common share purchase warrant (a "Warrant"), and each Warrant entitling the holder thereof to purchase one additional Bullion Share (a "Warrant Share") at a price of CDN\$0.45 per Warrant Share for a period of 24 months from Closing;

- receipt of all director, shareholder and regulatory approvals relating to the Acquisition and the Concurrent Financing, including, without limitation, the approval of the Exchange;

- each of the parties shall have executed, delivered and performed their respective covenants as outlined in the Definitive Agreement, and all representations and warranties of each party contained in the Definitive Agreement shall be true and correct at the time of Closing; and

The parties will be seeking a waiver from the Exchange of any requirement for a sponsor, but in the event a waiver is not available, will seek a sponsorship relationship for this Acquisition with an Exchange member firm.

Certain of the Bullion Shares issuable pursuant to the Acquisition may be subject to the escrow requirements of the Exchange and to hold periods as required by applicable securities laws.

The Resulting Issuer - Summary of Proposed Directors

It is currently anticipated that all of the current officers and directors of the Company, except Chris Cooper and Peter Ball, will resign from their respective positions with the Company. Following the Closing, the officers and directors of the Company are expected to consist of Chris Cooper, Peter Ball, Jeff Sopatyk and Ron Adolph. Further details concerning the management and directors of the Company will be provided in a comprehensive press release when the parties enter into a Definitive Agreement and in the disclosure document to be prepared and filed in respect of the Acquisition.

Trading in Bullion Shares

Trading in the Company's shares has been halted in compliance with the policies of the Exchange. Trading in the Company's shares will remain halted pending the review of the proposed Acquisition by the Exchange and satisfaction of the conditions of the Exchange for resumption of trading. It is likely that trading in the shares of the Company will not resume prior to Closing.

Disclosure and Caution

Further details about the proposed Acquisition, the Concurrent Financing and the resulting issuer will be provided in a comprehensive press release when the parties enter into a Definitive Agreement and in the disclosure document to be prepared and filed in respect of the Acquisition. Investors are cautioned that, except as disclosed in the disclosure document, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon.

All information provided in this press release relating to Vertical Group has been provided by management of Vertical Group and has not been independently verified by management of the Company. As the date of this press release, the Company has not completed a Definitive Agreement with Vertical Group and readers are cautioned that there can be no assurances that a Definitive Agreement will be executed, or that the Acquisition will be completed.

For further information, please contact the Company at (604) 307-8290.

ON BEHALF OF THE BOARD OF DIRECTORS

"Chris Cooper"
Chris Cooper, President and CEO

Completion of the proposed transaction is subject to a number of conditions, including TSX-V acceptance and disinterested shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the disclosure document to be prepared in connection with the transaction, any information released or received with respect to the Acquisition may not be accurate or complete and should not be relied upon. Trading in securities of the Company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

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.

This news release contains forward-looking information, which involves known and unknown risks, uncertainties and other factors that may cause actual events to differ materially from current expectation. Important factors - including the availability of funds, the results of financing efforts and the parties' due diligence reviews and general market conditions; the parties being able to obtain the necessary corporate, regulatory and other third parties approvals; and licensing and other risks associated with regulated cannabis entities -- that could cause actual results to differ materially from the Company's expectations are disclosed in the Company's documents filed from time to time on SEDAR (see www.sedar.com). Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The Company disclaims any intention or obligation, except to the extent required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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