

Goldbelt Empires Limited Announces \$5,500,000 Private Placement Led by Gravitas Securities

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TSX VENTURE: GBE

VANCOUVER, June 19, 2018 /CNW/ - [Goldbelt Empires Ltd.](#) (TSX-V: GBE) (the "Company" or "Goldbelt Empires") is pleased to announce that the Company intends to complete a brokered private placement of post-Consolidation (as defined herein) ordinary shares of the Company ("Ordinary Shares") at a price of \$0.46 per Ordinary Share (the "Issue Price") for gross proceeds of up to \$5,500,000 (the "Private Placement"). The Company intends on using the proceeds from the Private Placement to fund acquisitions by the Company and for general corporate purposes.

In addition, the Agent (as defined below) has been granted the option to sell up to an additional 1,793,478 Ordinary Shares at the Issue Price, for additional gross proceeds of approximately \$825,000, exercisable in whole or in part at any time prior to the closing of the Private Placement.

The Private Placement will be conducted on a best efforts agency basis by Gravitas Securities Inc. (the "Agent"). In consideration for the services provided in connection with the Private Placement, the Agent will receive a cash fee of 8% of the gross proceeds of the Private Placement and Ordinary Share purchase warrants ("Broker Warrants") equal to 8% of the number of Ordinary Shares issued under the Private Placement. Each Broker Warrant will entitle the holder thereof to acquire one Ordinary Share at the Issue Price for a period of 36 months from the date such Broker Warrants were issued. The Company will also pay the Agent a corporate finance fee equal to that number of Ordinary Shares which is equal to 5% of the aggregate number of Ordinary Shares issued under the Private Placement.

Among other items, the Company is seeking approval from its shareholders at its general meeting scheduled for June 26, 2018 to consolidate its ordinary shares on a 6.5 to 1 basis (the "Consolidation") and to delist (the "Delisting") its ordinary shares from the TSX Venture Exchange ("TSX-V"). It is anticipated that the Private Placement will be completed after the Company's shareholders have approved the Consolidation and the Delisting and that the ordinary shares issuable pursuant to the Private Placement will not be listed on the TSX-V. Reference is also made to the press release of the Company dated April 17, 2018 announcing the binding letter agreement between the Company and Integrated Compliance Solutions, LLC.

The closing of the Private Placement is subject to certain conditions, including the receipt of all necessary regulatory and shareholder approvals. The ordinary shares will be subject to a statutory four-month hold period, and such other restrictions as may be required by applicable securities laws.

About Goldbelt Empires

Goldbelt Empires is a gold explorer focused on the West African Goldbelt, listed on the TSX-V. For more information also go to the Company's website www.goldbeltempires.com. For more information on the business and property of the Company, readers are referred to the Company's Final Prospectus dated September 22, 2015, available at the Company's SEDAR profile at www.SEDAR.com.

Neither the 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 press release.

About Gravitas Securities Inc.

Gravitas Securities is a leading and prominent capital markets and wealth management firm comprised of tactical individuals known for their sophisticated sector expertise, commitment to excellence, and a global platform committed to integration and innovation. Gravitas provides a wide range of investment services for retail and corporate clients globally with offices in Toronto and Vancouver, and is represented in the United States through its FINRA representative, Gravitas Capital International, in New York.

Gravitas Securities Inc. is a member of IIROC and CIPF.

This news release includes certain statements that may be deemed "forward-looking statements" within the meaning of applicable Canadian securities legislation. Specifically, this news release includes, but is not limited to, forward-looking statements with respect to the completion of the Private Placement, the use of proceeds of the Private Placement and the Company's general meeting of shareholders. Generally, forward-looking statements can be identified by the forward-looking terminology such as "plans", "expects", "anticipates", "believes" and similar expressions and statements related to matters that are not historical facts. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks of not receiving all necessary regulatory and shareholder approval, risks associated with general economic conditions, loss of markets, inability to obtain regulatory approvals and other regulatory matters. Although the Company has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results to be materially different from those anticipated, described, estimated, assessed or intended. There can be no assurance that any forward-looking statements will prove 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. The Company does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and accordingly, may not be offered or sold to, or for the account or benefit of, persons in the United States or to U.S. Persons (as such term is defined in Regulation S under the U.S. Securities Act), except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation of an offer to buy ~~any of the Company's shares. Please contact the Chairman, Telephone +44 783069 2037~~ United States or U.S. Persons.

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