

Bonterra Resources Inc. Announces \$10 Million Private Placement

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Val-d'Or, Nov. 23, 2020 - [Bonterra Resources Inc.](#) (TSXV: BTR) (OTCQX: BONXF) (FSE: 9BR2) ("Bonterra" or the "Company") is pleased to announce a non-brokered private placement of up to \$10 million from the sale of common shares of the Company (the "Common Shares") at a price of \$1.15 per Common Share (the "Offering"). The Company may elect to increase the size of the Offering by issuing additional Common Shares. In addition, the Company may pay finders' fees in connection with the Offering.

Certain insiders of the Company may participate in the Offering. The participation of Insiders in the Offering will constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company anticipates relying on the exemptions from the formal valuation and minority approval requirements in Sections 5.5.(a) and 5.7(1)(a) of MI 61-101, on the basis that the fair market value of the related party transactions does not exceed 25% of the Company's market capitalization.

The net proceeds of the Offering will be used to fund drilling campaigns at Bonterra's Moroy, Gladiator and Barry projects in to prepare a resource estimate update and a Preliminary Economic Assessment ("PEA") on these three projects and for general working capital purposes. The PEA is expected to be completed in the fall of 2021. Along with a total of 124,000 m drilled since the 2019 resource estimates on the Moroy, Gladiator and Barry projects as well as the bulk sample at Moroy, the Company expects these initiatives to help demonstrate the value of the Company's assets.

The Common Shares to be issued under the Offering will be subject to a hold period of four months and one day from the date of issue in accordance with applicable securities laws. The Offering is subject to approval of the TSX Venture Exchange.

Corporate Change

Bonterra's board of directors are pleased to announce that Pascal Hamelin has been promoted to the position of President and Chief Executive Officer, effective immediately. Mr. Hamelin has been acting as interim Chief Executive Officer since June 2020. Cesar Gonzalez, Chairman of Bonterra commented: "Our unanimous support for Pascal comes after the completion of a search process that started in April 2020. Pascal has worked within the Company and its predecessors in many capacities for over 10 years, has invaluable knowledge of the Company's assets. He has longstanding relationships with employees, stakeholders, first nations groups and the Quebec Government. He has recently demonstrated his leadership abilities in advancing the Company through its exploration program, bulk sample and day-to-day operations. We look forward to Bonterra's future under Pascal's continued leadership as the Company moves toward a PEA in 2021, which is a major milestone in demonstrating the production potential of the Company's assets."

FOR ADDITIONAL INFORMATION:

Pascal Hamelin, President and Chief Executive Officer
Peter O'Malley, Director, Chair of the Special Committee
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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.

Cautionary and Forward-Looking Statements

The common shares offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the common shares in any State in which such offer, solicitation or sale would be unlawful.

This news release contains "forward-looking information" that is based on Bonterra's current expectations, estimates, forecasts and projections. This forward-looking information includes, among other things, statements with respect to Bonterra's exploration and development plans, the execution of its strategy, the terms and timing of the proposed financing, and potential strategic alternatives and transactions that the Company may pursue. There can be no assurance that the Company will complete its proposed financing. Any financing may be subject to applicable regulatory approvals, including of the TSX Venture Exchange. In addition, the PEA may not be completed as planned or at all and the results of such PEA are unknown at this time and may indicate that the projects may have economic values below the Company's expectations. The words "will", "anticipated", "plans" or other similar words and phrases are intended to identify forward-looking information. This forward-looking information includes namely, information with respect to the planned exploration programs and the potential growth in mineral resources. Exploration results that include drill results on wide spacings may not be indicative of the occurrence of a mineral deposit and such results do not provide assurance that further work will establish sufficient grade, continuity, metallurgical characteristics and economic potential to be classed as a category of mineral resource. The potential quantities and grades of drilling targets are conceptual in nature and, there has been insufficient exploration to define a mineral resource, and it is uncertain if further exploration will result in the targets being delineated as mineral resources. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause Bonterra's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Such factors include but are not limited to: uncertainties related exploration and development; the ability to raise sufficient capital to fund exploration and development; changes in economic conditions or financial markets, environmental and other judicial, regulatory, political and competitive developments; technological or operational difficulties or inability to obtain permits encountered in connection with exploration activities; and labour relations matters. This list is not exhaustive of the factors that may affect our forward-looking information. These and other factors should be considered carefully and readers should not place undue reliance on such forward-looking information.

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