



Trevali Mining Corporation  
2300 – 1177 West Hastings Street  
Vancouver, British Columbia, CANADA V6E 2K3  
Telephone: (604) 488-1661  
www.trevali.com

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## NEWS RELEASE

### **Trevali Announces Closing of C\$264,546,000 Bought Deal Financing and Amendment to Agreement to Purchase Glencore's Producing Rosh Pinah and Perkoa Zinc Mines**

TV-NR-17-07

March 29, 2017

**Vancouver, British Columbia: Trevali Mining Corporation** ("Trevali" or the "**Company**") (TSX: TV; BVL: TV; OTCQX: TREVF; Frankfurt: 4TI) announces the closing of its previously announced bought deal private placement of subscription receipts (the "**Subscription Receipts**") at a price of C\$1.20 per Subscription Receipt (the "**Offering**") for gross proceeds of C\$264,546,000. The Offering was conducted by a syndicate of underwriters led by BMO Capital Markets and including Scotia Capital Inc., TD Securities Inc., Eight Capital, National Bank Financial Inc., Paradigm Capital Inc., Cormark Securities Inc., GMP Securities L.P., Haywood Securities Inc., and Raymond James Ltd. (collectively, the "**Underwriters**").

A total of 220,455,000 Subscription Receipts were sold pursuant to the Offering, including 28,755,000 Subscription Receipts as a result of the Underwriters' full exercise of an underwriters' option. The Subscription Receipts were distributed by way of a private placement in each of the provinces and territories of Canada, in the United States pursuant to applicable exemptions, and in certain international jurisdictions.

The net proceeds of the Offering will be used to fund a portion of the cash consideration payable to certain subsidiaries of Glencore PLC ("**Glencore**") whereby Trevali will acquire (the "**Transaction**") a portfolio of zinc assets from Glencore, including an effective 80% interest in the Rosh Pinah Mine in Namibia, an effective 90% interest in the Perkoa Mine in Burkina Faso, an effective 39% interest in the Gergarub project in Namibia, an option to acquire a 100% interest in the Heath Steele property in Canada and certain related exploration properties and assets for an aggregate purchase price of approximately US\$400 million (the "**Consideration**"), and for general working capital purposes.

The gross proceeds of C\$264,546,000, less 50% of the commission payable to the Underwriters and the Underwriters' expenses incurred to date, has been deposited into escrow and shall be released immediately prior to the completion of the Transaction upon the satisfaction of certain conditions (the "**Release Conditions**") in order to partially fund the Consideration. Each Subscription Receipt entitles the holder thereof to receive one underlying common share in the capital of Trevali (a "**Common Share**") for no additional consideration or further action on the part of the holder thereof upon satisfaction of the Release Conditions.

If the Release Conditions are not satisfied prior to August 31, 2017, or the definitive agreements relating to the Transaction are terminated pursuant to their terms, the escrow agent will return to the holders of the Subscription Receipts an amount equal to the aggregate purchase price paid for the Subscription Receipts held by them, together with a pro rata portion of interest earned on the escrowed proceeds and the Subscription Receipts will be cancelled and be of no further force or effect.

The TSX has conditionally approved the listing of the Common Shares underlying the Subscription Receipts subject to certain conditions, including receipt of approval of shareholders.

### **Amendment to Definitive Agreements**

As announced by Trevali on March 13, 2017, a portion of the Consideration will be paid to Glencore on closing of the Transaction in cash (the “**Cash Consideration**”) and the remainder by issuing Glencore Common Shares at a deemed price of C\$1.20 per Common Share (the “**Share Consideration**”).

The parties have entered into agreements on the date hereof adjusting the breakdown of the Cash Consideration and Share Consideration to be paid to Glencore on closing of the Transaction to allow a greater portion of the Consideration to be paid in Common Shares (the “**Amending Agreements**”). Specifically, the parties have agreed that the Cash Consideration will now consist of US\$227.4 million, subject to customary adjustments, and that the Share Consideration will consist of an aggregate of 193,432,310 Common Shares at a deemed price of C\$1.20 per Common Share, representing US\$172.6 million in the aggregate. A copy of the Amending Agreements will be available for viewing on Trevali’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

The Transaction is subject to obtaining requisite regulatory approvals (including in respect of antitrust matters), Trevali shareholder approval and other customary closing conditions. The effective date of the Transaction is April 1, 2017 and the closing of the Transaction is expected to occur on or before July 31, 2017.

Further information regarding the Transaction will be contained in a management information circular that Trevali will prepare and file in due course in connection with the special meeting of Trevali shareholders to be held to approve: (i) the issuance of the Share Consideration to Glencore as set forth in the Amending Agreements; (ii) the termination of Trevali’s shareholder rights plan; (iii) the issuance of the Common Shares issuable on conversion of the Subscription Receipts; and (iv) a change to the articles of Trevali. All shareholders are urged to read the management information circular once it becomes available as it will contain additional important information concerning the Transaction.

### **TREVALI SHAREHOLDERS’ MEETING**

As required by the TSX, Trevali will seek shareholder approval to issue the Common Shares in connection with the Transaction and the Offering. The special meeting of Trevali shareholders is currently scheduled to be held on May 17, 2017 in Vancouver, British Columbia, Canada.

The Board, with interested directors abstaining, based in part on the recommendation of a special committee of directors, has unanimously determined that the proposed Transaction is fair and in the best interests of the Company and will recommend that shareholders vote in favour of resolutions supporting the Transaction.

## **ABOUT TREVALI MINING CORPORATION**

Trevali is a zinc-focused, base metals mining company with two commercially producing operations.

The Company is actively producing zinc and lead-silver concentrates from its 2,000-tonne-per-day Santander mine in Peru and its 3,000-tonne-per-day Caribou mine in the Bathurst Mining Camp of northern New Brunswick. Trevali also owns the Halfmile and Stratmat base metal deposits, located in New Brunswick, that are currently undergoing a Preliminary Economic Assessment reviewing their potential development.

The common shares of Trevali are listed on the TSX (symbol TV), the OTCQX (symbol TREVF), the Lima Stock Exchange (symbol TV), and the Frankfurt Exchange (symbol 4TI). For further details on Trevali, readers are referred to the Company's website ([www.trevali.com](http://www.trevali.com)) and to Canadian regulatory filings on SEDAR at [www.sedar.com](http://www.sedar.com).

On Behalf of the Board of Directors of  
**TREVALI MINING CORPORATION**

*“Mark D. Cruise” (signed)*  
Mark D. Cruise, President

**Contact Information:** Steve Stakiw  
Vice President, Investor Relations and Corporate Communications  
Email: [sstakiw@trevali.com](mailto:sstakiw@trevali.com)  
Phone: (604) 488-1661 / Direct: (604) 638-5623

This news release contains “forward-looking statements” within the meaning of the United States private securities litigation reform act of 1995 and “forward-looking information” within the meaning of applicable Canadian securities legislation. Statements containing forward-looking information express, as at the date of this news release, the Company's plans, estimates, forecasts, projections, expectations, or beliefs as to future events or results and the Company does not intend, and does not assume any obligation to, update such statements containing the forward-looking information. Such forward-looking statements and information include, but are not limited to statements as to: the expected benefits of the proposed Transaction, the closing the Transaction,, including the anticipated timing thereof, the satisfaction of all conditions to closing the Transaction and the Offering including, without limitation, obtaining all necessary consents and approvals, the completion of the debt financing, the Company's plan to prepare a new PEA for its Halfmile and Stratmat properties, the accuracy of estimated mineral resources, anticipated results of future exploration, and forecast future metal prices, expectations that environmental, permitting, legal, title, taxation, socio-economic, political, marketing or other issues will not materially affect estimates of mineral resources. These statements reflect the Company's current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies.

These statements reflect the Company's current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements contained in this news release and the Company has made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation: fluctuations in spot and forward markets for silver, zinc, base metals and certain other commodities (such as natural gas, fuel oil and electricity); fluctuations in currency markets (such as the Canadian dollar and Peruvian sol versus the U.S. dollar); risks related to the technological and operational nature of the Company's business; changes in national and local government, legislation, taxation, controls or regulations and political or economic developments in Canada, the United States, Peru or other countries where the Company may carry on business in the future; risks and hazards associated with the business of mineral exploration, development and mining (including environmental hazards, industrial accidents, unusual or unexpected geological or structural formations, pressures, cave-ins and flooding); risks relating to the credit worthiness or financial condition of

suppliers, refiners and other parties with whom the Company does business; inadequate insurance, or inability to obtain insurance, to cover these risks and hazards; employee relations; relationships with and claims by local communities and indigenous populations; availability and increasing costs associated with mining inputs and labour; the speculative nature of mineral exploration and development, including the risks of obtaining necessary licenses and permits and the presence of laws and regulations that may impose restrictions on mining; diminishing quantities or grades of mineral resources as properties are mined; global financial conditions; business opportunities that may be presented to, or pursued by, the Company; the Company's ability to complete and successfully integrate acquisitions and to mitigate other business combination risks; challenges to, or difficulty in maintaining, the Company's title to properties and continued ownership thereof; the actual results of current exploration activities, conclusions of economic evaluations, and changes in project parameters to deal with unanticipated economic or other factors; increased competition in the mining industry for properties, equipment, qualified personnel, and their costs. Investors are cautioned against attributing undue certainty or reliance on forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, described or intended. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements or information, other than as required by applicable law.

Trevali's production plan at the Caribou Mine is based only on measured, indicated and inferred mineral resources, and not mineral reserves, and does not have demonstrated economic viability. Trevali's production plan at the Santander Mine is based only on measured, indicated and inferred mineral resources, and not mineral reserves, and does not have demonstrated economic viability. Inferred mineral resources are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is therefore no certainty that the conclusions of the production plans and Preliminary Economic Assessment (PEA) will be realized. Additionally, where Trevali discusses exploration/expansion potential, any potential quantity and grade is 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 target being delineated as a mineral resource.

We advise US investors that while the terms "measured resources", "indicated resources" and "inferred resources" are recognized and required by Canadian regulations, the US Securities and Exchange Commission does not recognize these terms. US investors are cautioned not to assume that any part or all of the material in these categories will ever be converted into reserves.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or the securities laws of any state and may not be offered or sold within the United States, absent such registration or an applicable exemption from such registration requirements.

The TSX has not approved or disapproved of the contents of this news release.