

**NORTH BLUFF CAPITAL CORP.**  
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**NEWS RELEASE**

**NORTH BLUFF ENTERS INTO LETTER OF INTENT TO ACQUIRE SUN METALS CORP.**

**Vancouver, BC, Canada – January 24, 2018** – North Bluff Capital Corp. (“**North Bluff**” or the “**Company**”) (NEX: NBK.H) is pleased to announce that it has entered into a letter of intent (the “**LOI**”) dated effective January 18, 2018 outlining the general terms and conditions with respect to the acquisition (the “**Acquisition**”) by North Bluff of all the issued and outstanding share capital of Sun Metals Corp. (“**Sun Metals**”).

The Acquisition of Sun Metals will constitute a reverse takeover, and North Bluff’s Qualifying Transaction under Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”). Assuming completion of the Acquisition, it is anticipated that North Bluff will graduate to Tier 2 of the Exchange as a Mining Issuer.

Sun Metals is a private company incorporated under the laws of British Columbia. Sun Metals’ sole director is Donald McInnes of North Vancouver, British Columbia and the sole officer is Stephen Robertson as President and CEO of Roberts Creek, British Columbia. Sun Metals has a current working capital position of approximately \$400,000 and has 34,280,001 common shares issued and outstanding (the “**Sun Metal Shares**”). Its sole asset is the Option (defined below) to acquire the Property (defined below).

Sun Metals has an option (the “**Option**”) to earn a 100% interest in the Stardust Project (the “**Property**”), located in central British Columbia. The Option was granted pursuant to an option agreement (the “**Option Agreement**”) dated September 7, 2017 between Sun Metals and Lorraine Copper Corp. (“**Lorraine Copper**”), an Exchange listed issuer.

**Stardust Project Description**

The Property hosts a polymetallic, carbonate replacement system with a rich exploration history dating back to 1944. The Property lies in north-central British Columbia, approximately 150 km north of Fort St. James. It consists of 20 contiguous claims totaling 9,583 hectares and is owned 100% by Lorraine Copper, subject to the Option.

There are 393 exploration drill holes on the Property that have revealed a 2,200 metre long corridor of mineralization. Four distinct mineralization styles have been identified within the system, ranging from copper – molybdenum porphyry, copper – gold skarn, zinc – lead – silver manto and silver – gold epithermal veins. Good grades are present over a wide area as demonstrated in these drill holes:

Hole #	Style	Intercept Length (m)	Copper (%)	Gold (g/t)	Silver (g/t)	Zinc (%)
02-09	Skarn	15.0	2.20	24.0	80.7	-
00-20	Manto	4.1	0.96	1.78	357.5	16.91

03-09	Vein	5.0	-	13.27	898.0	5.70
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The Canyon Creek copper-gold skarn zone has the required drill hole density necessary for resource calculation, and in January 2018, GeoSim Services Inc. provided the following estimate.

Stardust Property - Canyon Creek zone Mineral Resource Estimate<sup>(1)</sup>:

Resource Category	Tonnes	Copper %	Zinc %	Gold g/t	Silver g/t	% Cu Eq
Indicated	985,000	1.34	0.62	1.59	36.8	2.92
Inferred	1,985,000	1.24	0.14	1.72	30.5	2.65

<sup>(1)</sup>The cut-off grade used in the resource estimate was 1.5% copper equivalent. Metal price assumptions for the copper equivalent calculation were \$3.00/lb Cu, \$1.25/lb Zn, \$1,300/oz Au and \$18/oz Ag. See press release issued by Sun Metals on January 8, 2018, for further details about the mineral resource estimate, a copy of which is available on Sun Metals website at [www.sunmetals.ca/news/2018/](http://www.sunmetals.ca/news/2018/).

A geological report in accordance with National Instrument 43-101 in respect of the Property is currently being prepared for filing with the Exchange by GeoSim Services Inc.

Pursuant to the terms of the Option, Sun Metals' has the right to earn a 100% ownership interest in the Property by making five staged annual instalments of 500,000 Sun Metals Shares, and annual cash payments of a total of \$375,000. Sun Metals must also spend \$6 million on the Property by December 31, 2021. Sun Metals is the operator of the Property during the Option and must spend \$500,000 before the end of 2017 (incurred) and \$1,000,000 annually thereafter until the earn-in is completed. Upon earn-in, Sun Metals will issue top-up Sun Metal Shares in order for Lorraine Copper to own a total 30% interest in Sun Metals. Assuming completion of the Acquisition, Lorraine Copper will hold a 30% interest in the resulting issuer. Lorraine Copper will also hold a 2% NSR on precious metals and a 1% NSR on base metals, each of which may be bought down by Sun Metals by one half, with payment of \$1.5 million per royalty.

### Terms of the Acquisition

Under the terms of the Acquisition, shareholders of Sun Metals will be issued up to an aggregate of 34,780,001 common shares of North Bluff (the "**Consideration Shares**"). Certain of the Consideration Shares will be subject to escrow pursuant to the policies of the Exchange in addition to pooling restrictions to be negotiated by the parties.

### Financing

In connection with the proposed Acquisition, North Bluff intends to complete a non-brokered private placement to raise up to \$5 million through the issuance of up to 20,000,000 subscription receipts ("**Subscription Receipts**") at a price of \$0.25 per Subscription Receipt. On completion of the Acquisition, each Subscription Receipt will automatically convert into one common share of North Bluff and one half of one share purchase warrant, with each full warrant being exercisable into one common share of North Bluff at a price of \$0.35 for a period of two years from closing of the Acquisition. In the event that the Acquisition is not completed, each Subscription Receipt will be cancelled, and the subscription funds will be returned to the subscribers. The Company may pay a finder's fee to one or more arms' length parties who introduce the Company to subscribers, in accordance with the policies of the Exchange. The

securities issued will be subject to a four-month-and-one-day statutory hold period from the date of issuance.

### **Board and Management Changes**

On completion of the proposed Acquisition, the Company's Board of Directors and management team will be reconstituted as follows:

#### **Mark O'Dea** Ph.D., P.Geo. – Director

Mark O'Dea is mining industry entrepreneur. A seasoned geologist and deal maker, Dr. O'Dea has built and financed international mining companies from Canada to Africa, taking them from exploration and discovery to development and operations. His companies are built on a common foundation: high-quality, long-life mines with lasting economic opportunities, community benefits and environmental protection. Most recently, Dr. O'Dea co-founded and served as executive chairman of True Gold Mining. After building the Karma Heap Leach Gold Mine in Burkina Faso, West Africa, True Gold was sold to Endeavour Mining in 2016. As co-founder and CEO of Fronteer Gold, Dr. O'Dea grew the company from startup to its 2011 sale to Newmont Mining Corp., a deal that included the spin-out of Liberty Gold. He also co-founded and served as Chairman of True North Nickel and CEO of Aurora Energy, sold to Royal Nickel Corp. and Paladin Energy in 2014 and 2011, respectively. Founder of Oxygen Capital Corp., Dr. O'Dea is currently chairman of Liberty Gold and a director of Pure Gold Mining and Discovery Metals. His many honours include EY's Entrepreneur of the Year™ for 2014 in the Pacific mining and metals category, the Globe and Mail's Top 40 Under 40, and the Association for Mineral Exploration British Columbia's Murray Pezim Award for perseverance and success in financing mineral exploration.

#### **Donald McInnes** – Director

Since 1993, Mr. McInnes has been the founder, president and a director of a number of publicly traded mineral exploration companies. Mr. McInnes was a Director of Fronteer Gold (2001 to 2011), founder of Kutcho Copper Corp. (formerly Western Keltic Mines Inc.), True Gold Mining and True North Nickel. He was the founder and Vice Chair and CEO of Plutonic Power Corporation, that invested \$ 1 Billion in creating BC's largest independent clean power company. He is currently Vice Chairman of Alterra Power Corp. Mr. McInnes is a past Chair of the Independent Power Producers Association of British Columbia, a past Governor of the Business Council of British Columbia, past President and Director of the Association for Mineral Exploration British Columbia, and past Director of the Prospectors and Developers Association of Canada. He is a recipient of AME BC's Gold Pan Award, a lifetime Achievement Award from CEBC, an EY Entrepreneur of the Year Award and holds a Honourary Doctor of Technology Degree from BCIT.

#### **Glen Garratt** P.Geo. – Director

Mr. Garratt completed a B.Sc. in Geology from the University of British Columbia in 1972 and has pursued a career in mineral exploration since that time. After working for a number of major and junior mining companies he founded a consulting/contracting company in 1979 and continues to service the mineral exploration community as President of Mincord Exploration Consultants Ltd. In 1986 Mr. Garratt co-founded Eastfield Resources Ltd., a TSX-Venture Exchange listed company, which focused on mineral exploration in western North America. Subsequently Mr. Garratt has been active in developing several other junior exploration companies and is currently an officer and director of Eastfield as well as Cariboo Rose Resources Ltd. Woodjam Copper Corp. and Lorraine Copper Corp. which also trade on the TSX-V.

**Sean Tetzlaff** CPA, CA – Director

Mr. Tetzlaff is an experienced financial professional with over 25 years of experience in the mining industry. He has been responsible for the successful execution of numerous equity investments, asset divestitures and merger and acquisitions transactions over his career. Mr. Tetzlaff currently serves as Chief Financial Officer and Corporate Secretary of Pure Gold Mining Inc. and is a director of Liberty Gold Corp. He served as Chief Financial Officer and Corporate Secretary of Blue Gold Mining Inc., which merged with Riverstone Resources Inc. in 2012 to become True Gold Mining Inc., which was sold to Endeavour Mining Corporation in 2016. He served as CFO, VP Finance and Corporate Secretary of Fronteer Gold from 2005 to 2011, when it was sold to Newmont for \$2.3 billion. Mr. Tetzlaff also served as CFO of Aurora Energy from 2006 to 2008, helping the company grow from initial public offering through to the advancement of one of the world's largest undeveloped uranium deposits. Mr. Tetzlaff has a tax background, having worked with KPMG LLP from 2000 through 2004.

**Steve Robertson** P.Geol. – President & CEO

Steve Robertson joined Sun Metals from Imperial Metals, a mid-tier mining company that has been involved in the development and/or operations of five mines, primarily in British Columbia. In 2013 Steve was appointed as Vice President, Corporate Affairs with responsibilities including government relations, community relations, aboriginal affairs and corporate communications. As a member of the executive team, he was actively engaged in the planning and execution of strategies to meet Imperial's corporate objectives. Prior to his VP appointment he was Manager of Exploration at Imperial including responsibility for Red Chris exploration, feasibility, permitting and development, and also exploration at Mount Polley. He designed and executed many exploration programs including the highly successful deep drilling at Red Chris.

Mr. Robertson has nearly three decades experience in exploration and mine operations in British Columbia. Always actively engaged within the mining community, he has served as director for AME BC and sat on the Geoscience BC Technical Advisory Committee. As well, he was a founding director of the BC Aboriginal Mine Training Association. Mr. Robertson was awarded the 2016 E.A. Scholz Award for Excellence in Mine Development for his leadership role in development of the Red Chris mine.

**Special Advisor**

On completion of the proposed Acquisition, Mr. Rick Bailes M.Sc., P.Geol. will be appointed Special Advisor to the Board.

Mr. Bailes served as the President and Chief Executive Officer of Canadian Gold Hunter Corp., (International Curator Resources Ltd.) from September 2002 to April 17, 2009 and also served as its Vice President. Mr. Bailes had been an Independent Director at True Gold Mining Inc. from 1996 until its acquisition by Endeavour Mining in 2016. He served as a Director of Canadian Gold Hunter Corp. from 2002 to 2009, as a Director at Fortress Minerals Corp. from 2005 to 2011, as Director of Champion Resources Inc. (subsequently Red Back Mining Inc.), as a Director of Riverstone Resources Ltd. and as a Director of Newstrike Capital Inc. until December, 2008.

The Acquisition is arm's length and therefore not a Non-Arm's Length Qualifying Transaction under the policies of the Exchange and therefore will not require approval of North Bluff's shareholders. Sponsorship of a qualifying transaction of a capital pool company is required by the Exchange unless an exemption from the sponsorship requirement is available. North Bluff intends to apply for an exemption from sponsorship requirements. However, there is no assurance that North Bluff will obtain this exemption.

The complete agreement for the Acquisition will be documented by a definitive agreement (the “**Definitive Agreement**”) that is to be negotiated by the parties and which will contain customary representations and warranties for similar transactions. It is currently anticipated that the Definitive Agreement will be a three-cornered amalgamation pursuant to which a subsidiary of North Bluff will amalgamate with Sun Metals.

Completion of the Acquisition is subject to a number of conditions, including Exchange acceptance. Trading of North Bluff’s common shares will remain halted pending further filings with the Exchange.

Technical aspects of this news release have been reviewed and approved by Steve Robertson P.Ge., President and CEO of Sun Metals, who is a qualified person as defined by National Instrument 43-101.

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

For more information, please contact Scott Ackerman at (778) 331-8508 or sackerman@emprisecapital.com

On Behalf of the Board of Directors of

**NORTH BLUFF CAPITAL CORP.**

Scott Ackerman  
Chief Executive Officer

*Completion of the Acquisition is subject to a number of conditions, including Exchange acceptance. The Acquisition cannot close until the required approvals are obtained. There can be no assurance that the Acquisition 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 Acquisition, any information released or received with respect to the Qualifying Transaction or the Acquisition may not be accurate or complete and should not be relied upon. Trading in the securities of North Bluff should be considered highly speculative.*

*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.*

*Statements included in this announcement, including statements concerning our plans, intentions and expectations, which are not historical in nature are intended to be, and are hereby identified as, “forward-looking statements”. Forward-looking statements may be identified by words including “anticipates”, “believes”, “intends”, “estimates”, “expects” and similar expressions. The Company cautions readers that forward-looking statements, including without limitation those relating to the Company’s future operations and business prospects, are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements.*