

NORTH BLUFF CAPITAL CORP.
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NEWS RELEASE

**NORTH BLUFF ENTERS DEFINITIVE AGREEMENT WITH SUN METALS AND COMPLETES
OVERSUBSCRIBED FINANCING**

Vancouver, BC, Canada – March 05, 2018 – North Bluff Capital Corp. (“**North Bluff**” or the “**Company**”) (NEX: NBK.H) is pleased to announce that, further to its news releases dated January 24, 2018 and February 16, 2018, it has entered into an amalgamation agreement, dated March 2, 2018, among itself, its newly formed subsidiary, and Sun Metals Corp. (“**Sun Metals**”). The transaction (the “**Acquisition**”) will constitute a reverse takeover and the Company’s qualifying transaction under the policies of the TSX Venture Exchange (the “**Exchange**”).

On closing of the Acquisition, the shareholders of Sun Metals will receive 1 common share of the Company in exchange for each Sun Metals share that they hold, and the holders of Sun Metals options will also receive convertible securities of North Bluff on a 1 for 1 basis. Sun Metals has 34,280,001 common shares and 300,000 options outstanding.

In connection with the Acquisition, the Company has closed its previously announced non-brokered private placement, for aggregate gross proceeds of \$6,447,100 (the “**Offering**”). The Offering was upsized approximately 30% from the original \$5 million due to strong demand. The Offering involved the issuance of 25,788,400 subscription receipts (the “**Subscription Receipts**”) at a price of \$0.25 per subscription receipt.

The proceeds of the Offering are being held in escrow, pending the Company receiving all applicable regulatory approvals and completing the Acquisition. If the Acquisition is not completed on or before May 31, 2018, the Offering proceeds will be returned to the subscribers.

Upon satisfaction of the escrow conditions, each Subscription Receipt will automatically convert into one unit of the Company for no additional consideration. Each Unit will consist of one common share and one share purchase warrant, with each share purchase warrant entitling the holder to acquire one additional common share at a price of \$0.35 per share for a period of five years from the date the warrants are issued, subject to acceleration in certain circumstances. The securities have a hold period expiring on July 06, 2018.

Following conversion of the Subscription Receipts, the Company will pay certain agreed upon finder’s fees.

The proceeds of the Offering will be used to fund the Company's proposed phase 1 exploration program on the Stardust Project, as further described in the Company's news release dated January 24, 2018, and for general working capital purposes.

Completion of the Acquisition remains subject to Exchange approval. Trading in the Company’s common shares will remain halted pending further filings with the Exchange. The Company is working diligently to complete the remaining filings with the Exchange, with a view to completing the proposed transaction in short order.

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.