

# Tartisan Resources Corp. to Acquire Canadian Arrow Mines Limited

Toronto, Ontario--(Newsfile Corp. - October 20, 2017) - Tartisan Resources Corp. (CSE: TTC) ("Tartisan") announces that a definitive arrangement agreement (the "Agreement") has been signed Canadian Arrow Mines Limited ("Canadian Arrow") whereby Tartisan will acquire all of the issued and outstanding common shares of Canadian Arrow Mines Limited by way of a court-approved plan of arrangement (the "Arrangement") in accordance with the *Business Corporations Act* (Ontario) in exchange for common shares in the capital of Tartisan.

Pursuant to the terms of the Agreement, Tartisan would issue to Canadian Arrow Mines Limited shareholders one common share of Tartisan for every 17.5 common shares of Canadian Arrow, resulting in the issuance of approximately 8,000,000 common shares of Tartisan. Additionally, Tartisan would issue up to 4,500,000 common shares of Tartisan to settle Canadian Arrow debt pursuant to debt conversion agreements with various Canadian Arrow creditors. Certain lock up provisions are included in the Debt Conversion Agreements. Following completion of the Arrangement shareholders of Canadian Arrow will hold approximately 12% of the outstanding Tartisan shares. Tartisan has also agreed to pay the transaction related expenses of Canadian Arrow.

The proposed transaction provides Canadian Arrow shareholders with liquidity, sustaining capital and an opportunity to participate in the potential upside of Tartisan.

The board of directors of Canadian Arrow (the "Canadian Arrow Board") has approved the Arrangement and the entering into of the Arrangement Agreement and has determined to recommend that shareholders of Canadian Arrow vote in favour of the Arrangement. Completion of the Arrangement is subject to customary closing conditions, including approval of the Ontario Superior Court of Justice (Commercial List), the approval of holders of not less than 66 2/3% of the holders of Canadian Arrow Shares voted at a special meeting of Canadian Arrow shareholders that will be called to approve the Arrangement (the "Special Meeting") as well as majority of the minority approval as required under applicable Canadian securities laws. The Arrangement is also subject to the approval of the TSX Venture Exchange, the Canadian Securities Exchange and all applicable regulatory authorities, as well other conditions typical for a transaction

The terms of the Arrangement will be summarized in an information circular of Canadian Arrow (the "Circular") that is anticipated to be mailed to the shareholders of Canadian Arrow in connection with the Special Meeting which is expected to be held in early January 2018. Canadian Arrow has received from Harris Capital Corporation an opinion that the Arrangement consideration is fair, from a financial point of view, to the shareholders of Canadian Arrow, and retained Fogler Rubinoff LLP as its legal counsel. Robert M. Isles is acting as legal counsel to Tartisan. A copy of the Arrangement Agreement, the Circular and related documents will be filed with the Canadian regulatory authorities and will be available for review under Canadian Arrow's SEDAR profile at [www.sedar.com](http://www.sedar.com).

The Agreement contains customary non-solicitation provisions which are subject to Canadian Arrow's right to consider and accept a superior proposal subject to a matching right in favour of Tartisan. In the event that the Arrangement is not completed as a result of a superior proposal or for other certain specified circumstances, Canadian Arrow will pay Tartisan a termination fee of \$100,000.

The Arrangement constitutes a "business combination" under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") for Canadian Arrow as Canadian Arrow is indebted to certain of its directors and such indebtedness will be settled through the issuance of common shares of Tartisan in connection with the closing of the Arrangement. The indebtedness of Dean MacEachern is approximately \$9,000, the indebtedness of Kim Tyler is approximately \$5,000 and the indebtedness of George Pirie is approximately \$20,000. Although Canadian Arrow does not consider the amounts of such indebtedness to be material the fact that such indebtedness is being satisfied through the issuance of common shares of Tartisan in connection with the completion of the Arrangement means that the Arrangement is considered to be a Business Combination for the purposes of MI 61-101. Canadian Arrow is relying on the formal valuation exemption in section 4.4(a) of MI 61-101, on the basis that no securities of Canadian Arrow are listed on the Toronto Stock Exchange or other specified markets. Canadian Arrow will seek the requisite approvals of the Arrangement from its shareholders at the Special Meeting.

If the Arrangement is completed, the common shares of Canadian Arrow will be delisted from the TSX Venture Exchange.

None of the securities to be issued pursuant to the Arrangement Agreement have been or will be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and any securities issued in the Arrangement are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Section 3(a)(10) of the U.S. Securities Act and applicable exemptions under state securities laws. This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities.

## *About Canadian Arrow Mines Limited*

Canadian Arrow is an experienced exploration and mine operating team that is focused on acquiring and developing economically viable nickel sulphide deposits near existing infrastructure. Canadian Arrow operates in north-western Ontario, near the towns of Kenora and Dryden. The company's main asset is the Kenbridge Nickel Project, a nickel-copper sulphide deposit containing over 98 million lbs of nickel in Measured & Indicated Resources. The deposit is equipped with a 620m shaft

and has never been mined.

#### *About Tartisan Resources Corp.*

Tartisan Resources Corp. is a Canadian mineral exploration and development company focused on project generation of precious and base metal properties. Tartisan owns a 100% stake in the Don Pancho Zinc-Lead-Silver Project just 9 km from Trevali's Santander Mine and owns a 100% stake in the Ichuna Copper-Silver Project contiguous to Buenaventura's San Gabriel Property. Tartisan Resources portfolio also includes an equity stake (6 million shares and 3 million warrants @ 40 cents) in Eoro Resources Ltd. Tartisan Resources Corp. common shares are listed on the Canadian Securities Exchange and is a Member of the CSE Composite Index. There are currently 73,052,443 shares outstanding (90,145,827 fully diluted).

For further information, please contact Mr. D. Mark Appleby, President & CEO and a Director of the Company, at 416-804-0280 ([mark@tartisanresources.com](mailto:mark@tartisanresources.com)). Additional information about Tartisan can be found at the Company's website at [www.tartisanresources.com](http://www.tartisanresources.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

#### *Forward Looking Information*

Certain information contained in this news release constitutes forward looking information. All information other than information of historical fact is forward looking information. The use of any of the words "intend", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "should", "would", "believe", "predict" and "potential" and similar expressions are intended to identify forward looking information. This information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward looking information. No assurance can be given that this information will prove to be correct and such forward looking information included in this news release should not be unduly relied upon.

The forward looking information provided in this news release is based upon a number of material factors and assumptions including, without limitation: (a) that the Arrangement will be completed in the timelines and on the terms currently anticipated; (b) that all necessary CSE, TSXV, court and regulatory approvals will be obtained on the timelines and in the manner currently anticipated; (c) that all necessary Shareholder approvals will be obtained; and (d) general assumptions respecting the business and operations of both Canadian Arrow and Tartisan, including that each business will continue to operate in a manner consistent with past practice and pursuant to certain industry and market conditions.

Readers are cautioned that the foregoing list of risks, uncertainties and assumptions are not exhaustive.

The forward looking information included in this news release is expressly qualified by this cautionary statement and is made as of the date of this news release. Neither Canadian Arrow nor Tartisan undertake any obligation to publicly update or revise any forward looking information except as required by applicable securities laws.

*The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.*

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