

*January 21, 2019*

*Press Release #1/19*



**Camrova Resources Inc. Enters into Non-Binding Letter of Intent to Acquire 50% of Goldstream Mine Project Assets from Armex Mining Corp. Updates Status of Compania Contractual Minera Oximin (Oximin) Negotiations**

**Toronto, Ontario, January 21, 2019** - Camrova Resources Inc. ("**Camrova**" or the "**Company**") (TSX-V: CAV; OTC: BAJFF; SSE :CAVCL.CAV US\$ - Chile) is pleased to announce that it has entered into a non-binding letter of intent (the "**Armex Letter of Intent**") dated January 21, 2019 with Armex Mining Corp. ("**Armex**") to acquire a 50% undivided interest in certain mining assets comprising the Goldstream Mine Project located near Revelstoke, British Columbia (the "**Armex Transaction**").

The Armex Transaction is a critical step towards Camrova's efforts to refocus its growth strategy and accelerate shareholder value appreciation. Upon the completion of the transactions herein, Camrova is referred to as the "**Resulting Issuer**".

**Armex Transaction**

The Armex Letter of Intent contemplates the proposed acquisition by Camrova of a 50% undivided interest in and to certain mining assets of Armex comprising the Goldstream Mine Project, including the real property, mining leases, exploration claims, machinery, core sampling, data and licenses related thereto (the "**Armex Assets**"). Subject to a number of conditions including obtaining the required approvals from the TSX Venture ("**TSXV**") and the receipt of a sufficient independent valuation report, Camrova intends to issue up to 120,000,000 post-consolidated common shares to Armex as full consideration for the Armex Transaction (the "**Armex Consideration Shares**").

**Flow-Through Financing**

As previously announced, Camrova entered into an option agreement (the "**Armex Option Agreement**") dated December 24, 2018 with Armex to acquire up to a 50% interest in certain mineral claims adjacent to and forming part of the Goldstream Mine Project. In connection with the Armex Option Agreement, Camrova intends to conduct an offering of up to 2,000,000 units ("**Units**") at a price of CDN \$0.50 per Unit to raise gross proceeds of up to CDN \$1,000,000 (the "**FT Financing**"). Each Unit will be comprised of three (3) flow-through common shares and one (1) non-flow-through common share of Camrova, of which \$0.10 will be allocated to the non-flow-through share and \$0.1333 will be allocated to each of the flow-through shares. The

proceeds of the FT Financing will be used to pay Canadian exploration expenses. Subject to TSXV approval, Camrova intends to advance a portion of the non-flow-through proceeds of the FT Financing to Armex in an amount of up to CDN \$125,000 (the "**Pre-Closing Advance**"), of which proceeds will be used to pay obligations arising under the Armex Option Agreement. Any payment already provided by Camrova to Armex pursuant to the Armex Option Agreement will be offset against the purchase price upon the completion of the Armex Transaction. Any interest that Camrova has acquired pursuant to the Option Agreement will be merged with the interest acquired by Camrova after the closing of the Armex Transaction.

#### *Proposed Goldstream Financing*

Camrova intends to conduct a private placement of post-consolidated common shares at a price of \$0.40 per share to raise gross proceeds of at least CAD \$1,275,000 (the "**Proposed Goldstream Financing**"), the net proceeds of which are intended to be used to develop the Armex Assets, as well as to cover Camrova's percentage share of the payments due in 2019 to Barkerville Gold Mines Inc. ("**Barkerville**"). The Barkerville obligation arises pursuant to the terms of an outstanding promissory note issued by Armex in the principal amount of CAD \$1,000,000. Any payments made by Camrova under the Barkerville Note will be credited to Camrova's capital and operating account in respect of the Goldstream Mine Project and will be adjusted between the parties on a mutually agreed upon basis.

#### *Conditions for Completion of Armex Transaction*

Completion of the Armex Transaction is subject to a number of conditions, including but not limited to TSXV acceptance and shareholder approval. The Armex Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Armex Transaction will be completed as proposed or at all.

The Armex Transaction is also subject to certain conditions, including the following:

- the completion by Camrova of the FT Financing and the Proposed Goldstream Financing;
- the completion of satisfactory due diligence by both Camrova and Armex;
- the negotiation, execution and delivery of a formal definitive agreement on or before February 15, 2019; and
- the receipt of an independent valuation report supporting the issuance of the Armex Consideration Shares issuable pursuant to the proposed Armex Transaction.

#### **Share Capitalization and the Resulting Issuer**

Camrova currently has 21,795,093 issued and outstanding common shares (the "**Camrova Shares**"). In connection with the proposed transactions, and immediately following the completion of such transactions, the Resulting Issuer will effect a 4:1 share consolidation (the "**Consolidation**").

Assuming the completion of the Armex Transaction, the financings described herein and the Consolidation, the following table sets forth the pro forma capitalization of the Resulting Issuer:

<b>Equity (Camrova Shares)</b>	<b>Shares<sup>(1)</sup> (%)</b>	<b>Shares<sup>(2)</sup> (%)</b>
Held by current Camrova Shareholders	5,448,773	4.17%
Held by Subscribers to FT Financing <sup>(3)</sup>	2,000,000	1.53%
Held by Subscribers to Goldstream Financing <sup>(4)</sup>	3,187,500	2.44%
Held by Armex	120,000,000	91.86%
<b>Total</b>	<b>130,636,273</b>	<b>100.00%</b>

**Notes**

- (1) Does not take into account the exercise of issued and outstanding Camrova options and warrants.
- (2) Expressed on a non-diluted basis and percentages are approximate due to rounding.
- (3) Assumes 2,000,000 shares are issued in the FT Financing resulting in gross proceeds of CDN \$1,000,000.
- (4) Assumes 3,187,500 shares are issued in the Goldstream Financing resulting in gross proceeds of CDN \$1,275,000.

To the knowledge of the prospective directors and executive officers of the Resulting Issuer, no person or company beneficially will own, or control or direct, directly or indirectly, Resulting Issuer Shares carrying in excess of 10% of the voting rights attached to all outstanding Resulting Issuer Shares, other than Armex, which is expected to own approximately 120,000,000 Resulting Issuer Shares, representing a 91.86% ownership stake in the Resulting Issuer, after giving effect to the FT Financing and the Goldstream Financing.

**Directors and Officers**

Provided the necessary approvals are obtained, the parties intend to change the board of directors and management of the Resulting Issuer to consist of: Mr. Tom Ogryzlo, Mr. Allen Leschert, Mr. Malcom Fraser, a Camrova nominee, and an Armex nominee. Further information regarding the proposed directors and officers of the Resulting Issuer will be included in a subsequent comprehensive press release respecting the Proposed Transactions.

**Oximin Negotiations**

As of the date hereof Camrova and Sociedad Contractual Minera Oximin ("**Oximin**") have not been able to arrive at mutually acceptable terms to permit Camrova to acquire an interest in certain assets of Oximin. The parties may not be able to resolve this impasse.

**About the Parties**

Camrova Resources Inc.

Camrova is a Canadian mining company whose common shares are listed on the TSX-V. Camrova owns a 7.24% interest in the Boleo copper-cobalt-zinc mine located in Baja California Sur, Mexico. The Boleo Mine is designed to annually produce approximately 30,000 metric tonnes of copper, 700 metric tonnes of cobalt and 10,500 metric tonnes of zinc sulfate. Camrova is working to identify and evaluate project opportunities that are consistent with its technical expertise and have the potential for near-term generation of cash flow and value creation.

Armex Mining Corp.

Armex is a privately owned mining company that operates the Goldstream Mine Project located near Revelstoke, British Columbia.

**Further Information**

Further details about the Armex Transaction and the Consolidation will be provided in the disclosure document to be prepared and filed in respect of the Proposed Transactions. Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Armex Transaction, any information released or received with respect to the transactions may not be accurate or complete and should not be relied upon. Trading in the securities of Camrova should be considered highly speculative. The shares of Camrova will remain halted pending receipt by the TSXV of required documentation pursuant to TSXV Policy 5.2 *Changes of Business and Reverse Takeovers*

Ken Baxter is the qualified person as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* for Camrova and supervised the preparation of, and has reviewed and approved, the technical information in this release.

The TSXV has in no way passed upon the merits of the Proposed Transactions and has neither approved nor disapproved the contents of this news release.

**Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.**

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## **Cautionary Statements**

*Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words “could”, “intend”, “expect”, “believe”, “will”, “projected”, “estimated” and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Camrova’s current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this release contains forward-looking information relating to, among other things, the completion of the the Armex Transaction, the number of securities of Camrova that may be issued in connection with the transactions discussed herein, the ownership of Armex following the proposed transactions, the Consolidation, and the parties’ ability to satisfy due diligence requirements, closing conditions and receive necessary shareholder and regulatory approvals.*

*Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to Camrova. Although such statements are based on management’s reasonable assumptions, there can be no assurance that the proposed transactions will occur, or that if the proposed transactions do occur, will be completed on the terms described above.*

*The forward-looking information contained in this release is made as of the date hereof and neither the Camrova nor Armex are obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.*

*This announcement does not constitute an offer, invitation or recommendation to subscribe for or purchase any securities and neither this announcement nor anything contained in it shall form the basis of any contract or commitment. In particular, this announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal.*

*The securities referred to herein have not been and will not be registered under the Securities Act of 1933, as amended (the “**Securities Act**”), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the Securities Act or an exemption from the registration requirements of the Securities Act is available.*

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