

BITTERROOT RESOURCES LTD.

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NEWS RELEASE

December 3, 2020

PRIVATE PLACEMENT CLOSED

Bitterroot Resources Ltd.'s (*BTT, TSX-V*) (the "**Company**") management announces that further to its press releases dated November 6, 2020 and November 24, 2020, it has closed an oversubscribed non-brokered private placement (the "**Private Placement**") of 17,340,000 units of the Company at a purchase price of \$0.06 per unit (each, a "**Unit**") for aggregate gross proceeds to the Company of \$1,040,400. The Company increased the size of the Private Placement by an additional 901,667 Units since its press release dated November 24, 2020 due to increased demand. Each Unit consists of one common share of the Company (each, a "**Common Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each whole Warrant entitles the holder to acquire one additional Common Share at an exercise price of \$0.12 until December 3, 2022.

The Company intends to use the proceeds of the Private Placement for follow-up drilling of the LM Property's recently discovered magmatic nickel-copper-PGM mineralization in the Upper Peninsula of Michigan, pre-drilling permitting and geophysical (CSAMT) surveys on the Coyote Sinter and Castle gold/silver projects in Nevada and for general working capital.

The Company engaged PI Financial Corp., Canaccord Genuity Corp., Haywood Securities Inc. and Pollitt & Co. (collectively, the "**Finders**") as arm's length finders to assist the Company with locating purchasers to participate in the Private Placement. The Company paid the Finders an aggregate amount of \$21,132 in cash, and issued an aggregate amount of 329,100 finders' warrants, each finders' warrant exercisable to acquire one Common Share at an exercise price of \$0.12 until December 3, 2022.

The Private Placement is subject to the final acceptance of the TSX Venture Exchange (the "**Exchange**"). The securities issued pursuant to the Private Placement are subject to a four-month hold period expiring on April 4, 2021 in accordance with applicable securities laws and the rules of the Exchange.

The securities issued in connection with the Private Placement have not been nor will they be registered under the United States Securities Act of 1933, as amended, or state securities laws, and may not be offered or sold in the United States or to an account for the benefit of US persons, absent such registration or an exemption from registration. This press release shall not constitute

an offer to sell or the solicitation of an offer to buy the securities in the United States or in any jurisdiction in which such offer, sale, or solicitation would be unlawful.

Related Party Transaction and Early Warning Disclosure

George W. Sanders, a director of the Company, and Michael Carr, President, CEO, Corporate Secretary and a director of the Company, participated in the Private Placement by purchasing 1,500,000 Units and 1,000,000 Units, respectively, which constitutes related party transactions pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). There has not been a material change in the percentage of the outstanding securities of the Company that are individually owned by George W. Sanders, but there has been a material change in the percentage of the outstanding securities of the Company that are individually owned by Michael Carr as described below. The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the participation of the insiders in the Private Placement in reliance of the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively. The Company obtained approval by the board of directors of the Company to the Private Placement, with the participating insiders of Company declaring and abstaining from voting on the resolutions with respect to their participation in the Private Placement.

Michael Carr acquired beneficial ownership of, or control or direction over, 1,000,000 Units pursuant to the Private Placement for total consideration of \$60,000 to the Company, and sold 1,000,000 Common Shares on the Pure Trading alternative equity market at a price of \$0.06 per Common Share for total consideration of \$60,000 to Mr. Carr. Following the acquisition of 1,000,000 Units and disposition of 1,000,000 Common Shares, Mr. Carr beneficially owns or has control or direction over a total of 7,648,803 Common Shares, 700,000 Warrants exercisable to acquire an additional 700,000 Common Shares, and 1,750,000 stock options of the Company exercisable to acquire up to an additional 1,750,000 Common Shares. As a result of the issuance of an additional 17,340,000 common shares in the Private Placement and the transactions described above, Mr. Carr’s beneficial ownership of, or control or direction over, the Common Shares decreased from 15.64% to 11.55% on a non-diluted basis, and decreased from 19.67% to 14.71% on a partially-diluted basis, which assumes the exercise of all of the Warrants and stock options held by Mr. Carr. As a result of these transactions, Mr. Carr’s control or direction over the Company’s securities was reduced by over 2% of the issued and outstanding Common Shares on a non-diluted and a partially-diluted basis since the last early warning report filed by Mr. Carr on SEDAR.

Mr. Carr both acquired and disposed ownership of, and control over, the securities that triggered the requirement to file an early warning report and the early warning disclosure in this news release. Mr. Carr acquired ownership of the 1,000,000 Units pursuant to the subscription agreement entered into with the Company. Mr. Carr acquired the securities of the Company for investment purposes only and has no present intention to dispose of or acquire further securities of the Company. Mr. Carr may increase or decrease his beneficial ownership or control of securities in the Company as circumstances arise.

For further information or to obtain a copy of the early warning report filed on SEDAR, pursuant to National Instrument 62-103, please contact Mr. Carr by telephone at 604 922-1351 or by e-mail at infoman@bitterrootresources.com. The Company's office is located at Suite 206-B, 1571 Bellevue Avenue, Vancouver, BC V7V 1A6. The address of Mr. Carr is Suite 206-B, 1571 Bellevue Avenue, Vancouver, BC V7V 1A6.

ON BEHALF OF THE BOARD OF DIRECTORS

Michael S. Carr
Director

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Neither 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.

FORWARD LOOKING STATEMENTS:

Certain statements contained in this press release may constitute forward-looking statements under Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "expects" or "it is expected", or variations of such words and phrases or statements that certain actions, events or results "will" occur. Forward-looking statements in this press release include but are not limited to the final approval of the Exchange to the Private Placement and the intended use of proceeds for the Private Placement. Factors that could cause actual results to differ materially from those in forward-looking statements include that Company does not receive regulatory approval to the Private Placement. The forward-looking statements are subject to certain other risks and uncertainties, such as general economic, market and business conditions, regulatory processes and actions, technical issues, new legislation, competitive conditions, the uncertainties resulting from potential delays or changes in plans, the occurrence of unexpected events and the Company's ability to execute and implement its future plans. Actual results may differ materially from those projected by management. When relying on forward-looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and should not place undue reliance on such forward-looking statements. The Company does not undertake to update any forward looking statements, except as may be required by applicable securities laws. For such statements, we claim the safe harbour for forward-looking statements within the meaning of the Private Securities Legislation Reform Act of 1995.