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**TRUE GRIT ANNOUNCES OPTION TO ACQUIRE BLACK ROCK CANYON PROPERTY,  
CONSOLIDATION, SHARES FOR DEBT AND \$1 MILLION FINANCING**

**Vancouver, British Columbia (December 20, 2019) – True Grit Resources Ltd.** (the “**Company**”) is pleased to announce that it has entered into a non-binding letter of intent (the “**Letter of Intent**”) with Metals Explorations Inc. (“**Metals Explorations**”), an arm’s length private company incorporated under the state of Nevada, whereby Metals Explorations has granted the Company the right to acquire up to an undivided 100% interest (the “**Option**”) in and to certain mineral claims owned by Metals Explorations known as the Black Rock Canyon property (the “**Property**”). It is the intention of both Metals Explorations and the Company that the parties will enter into a formal option agreement (the “**Option Agreement**”). Under the Letter of Intent, the Company must complete a 6:1 share consolidation (the “**Consolidation**”) and complete no less than a \$1 million financing (the “**Offering**”).

**The Option**

Under the terms of the Letter of Intent, the Company may earn an initial undivided 75% interest in the Property by issuing to Metals Explorations and incurring exploration expenditures at the Property as follows:

- (A) issuing 16,000,000 post-Consolidation common shares of the Company (the “**Initial Consideration Shares**”) at the deemed price of CDN\$0.10 per share. The Initial Consideration Share shall be issued to Metals Explorations as follows:
  - i. issuing 4,000,000 Initial Consideration Shares upon execution of the Option Agreement;
  - ii. issuing 8,000,000 Initial Consideration Share by the 6-month anniversary of the Option Agreement; and
  - iii. issuing 4,000,000 common shares of the Company at the deemed price of CDN\$0.10 per share by the 13-month anniversary of the Option Agreement;
- (B) completing minimum expenditures of US\$2,100,000 on the Property as follows:

- i. on or before the 12-month anniversary of the definitive agreement incurring expenditures on the Property in the amount of US\$600,000; and
- ii. on or before the 24-month anniversary of the definitive agreement incurring expenditures on the Property in the amount of US\$1,500,000.

Upon completion of the above share issuances and completing the minimum expenditures, the Company will hold an undivided 75% interest in the Property.

Upon earning a 75% interest in the Property, the Company has the option to increase its interest in the Property to a 100% undivided interest in the Property by issuing to Metals Explorations by the 36-month anniversary of the Option Agreement post-Consolidation 15,000,000 common shares of the Company at the deemed price of CDN\$0.10 per share.

### **The Black Rock Canyon Property**

The Property is located in the Bullion mining district approximately 55 mile southwest of Elko, Nevada. The Property comprises about 3,894 acres, 31 lode claims totaling 620 acres, and 440 acres of fee minerals lease.

Metals Explorations acquired the Property from New Gold Nevada, Incorporated (“**NGN**”) in late 2019. During 2016 through 2018, NGN collected 622 surface samples from placer-bearing gravel within the property and processed these samples using gravity concentration equipment. A total of 185 samples produced concentrates with sufficient gold to weigh and calculate a recovered gold grade. The recovered gold grades averaged 2.02g Au/t (0.059oz Au/ton), with a minimum of 0.01g Au/t (0.0003oz Au/ton), a maximum of 109.7g Au/t (3.2oz Au/ton), and a median of 0.20g Au/t (0.006oz Au/ton).

The technical information in this news release regarding the Property was provided by Metals Explorations. The Company has not reviewed or verified the data and we cannot confirm its accuracy.

### **Private Placement of Units**

Prior to or concurrently with the closing of the Option, the Company will complete a non-brokered private placement of post-Consolidation units (the “**Units**”) at a price of \$0.10 per Unit for gross proceeds of up to \$1,000,000 (the “**Offering**”). Each Unit will consist of one post-Consolidation Common Share (each, a “**Share**”) and one Common Share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder thereof to acquire one Share at \$0.15 per Share for 36 months from the date of issuance.

### **Consolidation**

Prior to or concurrently with the closing of the Option, the Company will consolidate its issued and outstanding share capital on a six Shares for one new Share basis. The Shares to be issued

in connection with the Option Agreement, the Debt Settlement and the Offering will be issued on a post-Consolidation basis.

### **Debt Settlements**

Prior to or concurrently with the closing of the Option, the Company intends to settle up to \$500,000 in debts by issuing to the creditors the Units (the “**Debt Settlement**”).

### **Completion of the Option is Subject to TSX Venture Exchange Approval**

Closing of the proposed transaction is subject to the TSX Venture Exchange acceptance of a filing required to be made in respect of the Option, the Consolidation, the Debt Settlement and all other necessary regulatory approvals and acceptances, as well as other conditions precedents. There can be no assurance that the proposed transactions will be completed as proposed, or, at all.

All securities issued in connection with the Offering, the Option Agreement and the Debt Settlements will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities laws.

None of the securities issued in connection with the Option will be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

### **True Grit Resources Ltd.**

Per: “Byron Coulthard”

Byron Coulthard  
President & CEO

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

*This release includes certain statements that may be deemed “forward-looking statements”. All statements in this release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-*

*looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, and continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.*