

BARKSDALE CAPITAL CORP.
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BARKSDALE ADOPTS SHAREHOLDER RIGHTS PLAN AND ADVANCE NOTICE PROVISIONS

November 16, 2017 – Vancouver, B.C. – Barksdale Capital Corp. (TSX-V: BRO) (“**Barksdale**” or the “**Company**”) announces that it has entered into a shareholder rights plan agreement (the “**Plan**”) with Computershare Investor Services Inc. as rights agent effective November 14, 2016. The Plan is similar to rights plans adopted by other Canadian public companies and has not been adopted in response to any pending or threatened takeover bid for Barksdale nor is the Company aware of any such effort. Rather, the Plan has been adopted with a view to ensuring, to the extent possible, that all shareholders of the Company have an equal opportunity to participate in, and are treated fairly in the event of a “*creeping takeover bid*” for the Company. Creeping takeover bids, which were not addressed in the recent changes to Canada’s takeover bid regime in May 2016, occur where acquisition of effective control takes place through a number of share purchases over time.

While the Plan is effective immediately, it is subject to ratification by the Company’s shareholders within six months of its adoption. Barksdale will be seeking shareholder ratification of the Plan at its upcoming annual general and special meeting scheduled for December 13, 2017 (the “**2017 AGM**”). A summary of the principal terms of the Plan is described in the management information circular being sent to all Barksdale shareholders in connection with the 2017 AGM (the “**2017 Circular**”) and a complete copy of the Plan will be available for viewing under the Company’s profile on SEDAR at www.sedar.com later this week.

Under the Plan, one right (a “**Right**”) has been issued in respect of each issued and outstanding common share of Barksdale as of the close of business on November 14, 2017 and one Right will also be issued and attach to each subsequently issued common share. These Rights will only become exercisable if a person (an “**Acquiring Person**”), including affiliates and associates and persons acting jointly or in concert with such person (“**Related Persons**”), becomes the beneficial owner of 20% or more of the outstanding common shares of Barksdale without complying with the “*permitted bid*” provisions of the Plan or, in certain circumstances, without the approval of the Company’s board of directors (the “**Board**”). In such event, holders of common shares, other than the Acquiring Person and any Related Persons, will be entitled to exercise their Rights and purchase common shares of the Company at a substantial discount to the then market price of the Company’s shares.

The Plan is scheduled to expire at the close of business on the date of Barksdale’s annual meeting of shareholders to be held in 2020, unless terminated earlier in accordance with the terms of the Plan. The Plan has been conditionally accepted for filing by the TSX Venture Exchange, but remains subject to ratification by Barksdale’s shareholders at the 2017 AGM, failing which the Plan and all Rights issued thereunder will terminate.

The Board also has adopted, subject to approval of the Company’s shareholders, by way of special resolution, at the 2017 AGM an alteration to the Company’s articles to incorporate advance notice provisions (the “**Advance Notice Provisions**”) for shareholders wishing to nominate persons for election as directors of the Company. The Advance Notice Provisions are consistent with recent guidance from leading independent proxy advisory firms and fix a deadline by which shareholders must submit director

nominations to the Company prior to any annual or special meeting of shareholders at which directors are to be elected and set forth the information that a shareholder must include in the notice to the Company in order for such persons to be eligible to stand for election as directors at such meeting. The purpose of the Advance Notice Provisions is to (i) ensure that all shareholders receive adequate notice of director nominations and sufficient time and information with respect to all nominees to make appropriate deliberations and register an informed vote; and (ii) facilitate an orderly and efficient process for annual or, where the need arises, special meetings of shareholders of the Company.

If approved by the shareholders at the 2017 AGM, the Advance Notice Provisions will become effective as of 12:01 a.m. (Pacific time) on December 14, 2017. A copy of the Advance Notice Provisions is included in the 2017 Circular being sent to shareholders and filed on SEDAR.

ABOUT BARKSDALE CAPITAL CORP. – Barksdale Capital Corp. is focused on the acquisition and exploration of highly prospective precious and base metal projects in the United States.

Neither the 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 news release.

On behalf of the Board of Directors of Barksdale Capital Corp.,

“Richard Silas”

Richard Silas
President and Chief Executive Officer

FOR FURTHER INFORMATION PLEASE CONTACT:

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain “forward-looking information” under applicable Canadian securities legislation. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information. Accordingly, readers should not place undue reliance on forward-looking information. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.