

# **Barkerville and Osisko Gold enter into a placing and royalty agreement**

**Barkerville Gold Mines {TSX.V: BGM}** and **Osisko Gold Royalties** have signed an agreement letter whereby Osisko will buy 32 million flow through placement of shares and an 1;5% NSR in Barkerville.

<p><b>Barkerville Gold Mines Enters into Letter Agreement with Osisko Gold Royalties Ltd.</b></p>
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TORONTO, ON – November 30, 2015 – **Barkerville Gold Mines Ltd. {TSX.V: BGM}** announces that it has entered into letter agreement with **Osisko Gold Royalties Ltd.** whereby Osisko has agreed, subject to standard conditions precedent including completion of due diligence, to purchase 32 million common shares of Barkerville (the “Private Placement”) and a 1.5% NSR royalty on the Cariboo Gold Project (the “**Royalty Financing**”), located in British Columbia, Canada.

#### **Private Placement**

Pursuant to the Private Placement, Osisko agreed, subject to standard conditions precedent including completion of due diligence, to acquire 32 million flow-through common shares of Barkerville at a price of C\$0.32 per share, for total proceeds to Barkerville of C\$10,240,000. Following the Private Placement, Osisko expects to have ownership over 47,625,000 common shares of Barkerville, representing approximately 19.9% of the issued and outstanding Barkerville shares.

#### **Royalty Financing**

Osisko has also agreed, subject to standard conditions precedent including completion of due diligence, to acquire a 1.5% net smelter return (“**NSR**”) royalty on the Cariboo Gold Project for a cash consideration of C\$25 million. As part of the Royalty Financing, Osisko and Barkerville have also agreed to negotiate a gold stream agreement (“**Gold Stream Agreement**”) following the completion by Barkerville of a feasibility study on the Cariboo Gold Project. Following a 60 day negotiation period, if Osisko and Barkerville have not entered into a Gold Stream Agreement, Barkerville shall either grant a right to Osisko to purchase an additional 0.75% NSR royalty for consideration of C\$12.5 million, or make a payment of C\$12.5 million to Osisko.

#### **Appointments and Technical Advisory**

Pursuant to the Agreement, Osisko will have the right to appoint two nominees to Barkerville’s board of directors. Upon closing of the Private Placement, Sean Roosen shall be appointed as Co-Chairman of Barkerville, and Chris Lodder, who is currently a director of Barkerville, will serve as Osisko’s second nominee. Additionally, upon closing of the Royalty Financing, Barkerville shall appoint Osisko’s nominees to President and Chief Operating Officer of Barkerville. Barkerville’s current President and Chief Executive Officer, Thomas J. Obradovich will continue to serve as Chief Executive Officer of Barkerville.

Additionally, as part of the Agreement, Osisko and Barkerville will enter into a technical advisory agreement whereby Osisko will review data and provide advice to Barkerville during the exploration, development and construction of the Project.

**Both the Private Placement and the Royalty Financing are expected to close on or around January 15, 2016, subject to regulatory approvals and other customary conditions.**

For further information on Barkerville Gold Mines Ltd., please contact:

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#### **Cautionary Statement on Forward -Looking Information**

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