



News Release

TSX-V: ORS

2019-02
March 27, 2019

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ORESTONE ANNOUNCES \$1,100,000 PRIVATE PLACEMENT

Orestone Mining Corp. (TSX Venture Exchange–Symbol: ORS) (the “Company”) is pleased to announce a non-brokered private placement consisting of up to 10,000,000 units (“Units”) at a price of \$0.11 per Unit for aggregate gross proceeds of up to \$1,100,000 (the “Offering”). Each Unit will consist of one common share of the Company and one common share purchase warrant. Each Warrant will be exercisable for one common share of the Company at a price of \$0.15 for two years from the date of issuance.

Subject to the approval of the TSX Venture Exchange (the “Exchange”) and applicable laws, the Company may pay a cash fee of 6% of the proceeds of the Offering to certain arm’s length finders.

The Offering is scheduled to close in April 2019 and is subject to regulatory approval. Resale of the securities distributed in connection with the Offering will be subject to a hold period of four months and one day following the closing date of the Offering.

The net proceeds of the Private Placement will be used to advance exploration on the Company’s Resguardo project in Chile and the Captain Project in British Columbia and for general working capital.

It is anticipated that certain directors, officers and other insiders of the Company will acquire Units under the Offering. Such participation will be considered to be “related party transactions” within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61 101 Protection of Minority Security Holders in Special Transactions (“MI 61 101”) adopted in the Policy. The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61 101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61 101 in respect of related party participation in the Offering as neither the fair market value (as determined under MI 61 101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves interested parties, is expected to exceed 25% of the Company’s market capitalization (as determined under MI 61 101).

The private placement previously announced by the Company October 17, 2018 and amended as announced December 7, 2018 was not completed.

The securities referred to in this news release have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any applicable securities laws of any state of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as such term is defined in Regulation S under the U.S. Securities Act) or persons in the United States unless registered under the U.S. Securities Act and any other applicable securities laws of the United States or an exemption from such registration requirements is available. This press release does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within any jurisdiction, including the United States.

Orestone Mining Corp. (TSX.V: ORS) is a Canadian based company managed by mining industry professionals. The Company controls a portfolio of gold and gold-copper exploration projects in Chile and British Columbia, Canada. The Resguardo project is a drill ready project located 90 km northeast of the City of Copiapo in Region III, Chile. The region is host to many world class gold and copper deposits. The Captain project hosts the Admiral target, a large drill

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ready gold/copper porphyry system located 30 kilometres south of the Mt Milligan Mine in British Columbia. For more information please visit: www.orestone.ca

ON BEHALF OF ORESTONE MINING CORP.

David Hottman

President and CEO

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. This news release has been prepared by management and no regulatory authority has approved or disapproved the information contained herein.

FORWARD-LOOKING STATEMENTS

This news release contains "forward-looking statements" within the meaning of Canadian securities legislation. Such forward looking statements concern expected subscriptions and closing of the Offering, net proceeds from the Offering, the intended use of proceeds. Such forward looking statements or information are based on a number of assumptions which may prove to be incorrect. Assumptions have been made regarding, among other things: conditions in general economic and financial markets; timing and amount of capital expenditures; and effects of regulation by governmental agencies. The actual results could differ materially from those anticipated in these forward looking statements as a result of risk factors including: the availability of funds; the timing and content of work programs; results of exploration activities of mineral properties; the interpretation of drilling results and other geological data; and general market and industry conditions. Forward looking statements are based on the expectations and opinions of the Company's management on the date the statements are made. The assumptions used in the preparation of such statements, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, readers are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date the statements were made. The Company undertakes no obligation to update or revise any forward-looking statements included in this news release if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law.

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