



MINERA ALAMOS ANNOUNCES \$2 MILLION OF EARLY FUNDING UNDER ITS ROYALTY FACILITY WITH OSISKO GOLD ROYALTIES FOR THE LA FORTUNA GOLD PROJECT, DURANGO, MEXICO

Toronto, Ontario and Vancouver, British Columbia— (December 12th, 2018)

Minera Alamos Inc. (“Minera Alamos” or the “Company”) (TSX VENTURE:MAI) is pleased to announce it has obtained \$2 million of early funding in connection with its previously announced royalty agreement (the “Royalty Option Agreement”) through the execution of a secured senior convertible loan agreement (the “Loan” or “Loan Agreement”) with Osisko Gold Royalties Ltd (TSX: OR) (“Osisko”). **The Loan may be converted into a 1% NSR on the La Fortuna gold project pursuant to the Royalty Option Agreement** entered into with Osisko in May 2017, as detailed below.

Further to the Company’s news release dated November 21st, 2018 (*“Minera Alamos Receives Positive Notice Regarding Permit Applications for La Fortuna Gold Project in Durango, Mexico”*), the majority of the new funds are destined for a change of land use payment requested by the Mexican authorities (Secretaria de Medio Ambiente y Recursos Naturales - “SEMARNAT”) in conjunction with the La Fortuna gold project permit applications. Following the completion of the change of land use payment, SEMARNAT will then be in a position to issue the formal approval documentation for the La Fortuna project.

“As stated previously, the receipt of formal permit notifications for the La Fortuna gold project represents a major milestone for the Company. We are appreciative of the support provided by Osisko Gold Royalties allowing for us to meet the permitting payment deadlines”, stated Minera Alamos CEO Darren Koningen. “We can now look forward to 2019 and the beginning of site preparation work leading to a construction decision later in the year.”

“We are pleased to provide continuing support to the efforts of the Minera Alamos team as they successfully advance the La Fortuna gold project through permitting and toward a production decision,” stated Sean Roosen, Chairman and Chief Executive Officer of Osisko Gold Royalties. “The progress that Minera Alamos has made this year is a testimony to their ability to advance their development portfolio and we look forward to working with them as they transition to a gold producer.”

\$2 MILLION SENIOR SECURED LOAN

Under the terms of the Loan Agreement, Osisko has provided Minera Alamos with a \$2 million (the “Principal Amount”) loan. The Loan has a maturity date of 18 months from the date of issue and interest shall be payable on the Principal Amount at a rate per annum that is equal to LIBOR plus 8.5%, compounded monthly. Accrued interest shall be payable at maturity. At Osisko’s election, the Principal Amount may be converted in to a 1% NSR on the La Fortuna gold project pursuant to the Royalty Option

Agreement (see press release dated May 30th, 2017). In addition, at the sole discretion of Osisko, the maturity date of the Loan could be advanced earlier than 18 months subject to providing 60 days notice to Minera Alamos. While the Loan is outstanding, it is secured by substantially all of the assets of Minera Alamos.

The Company has also issued 200,000 common share purchase warrants (the "Warrants") to Osisko. Each Warrant entitles Osisko to acquire one common share at a price of \$0.30 during the term of Loan.

The loan will be used for the change of land use payment required as part of the recent notice received by the Company regarding the Company's ETJ-MAI permit applications for the proposed La Fortuna gold project and for other Project development purposes such as site preparation work in advance of the arrival of the Company's previously acquired 2,000 tpd mill.

The entering into the Loan Agreement, the Amendment of the Royalty Option Agreement, the issue of the Warrants, the granting of the Security and the other transactions contemplated by the Loan Agreement, are considered to be a "related party transaction" under *Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions* ("MI 61-101") as a result of Osisko owning 46,080,000 (~15.3%) of the common shares of the Company. Notwithstanding the foregoing, the transactions are exempt from the requirement to obtain a formal valuation pursuant to section 5.5(b) of MI 61-101, as the common shares of Minera Alamos are not listed on any of the specified markets and exempt from the requirement to obtain minority approval pursuant to 5.5(a) of MI 61-101, as at the time the transactions were agreed to, neither the fair market value of the subject matter of, nor the fair market value of the consideration for the transactions, insofar as it involves interested parties, exceeded 25 per cent of the Company's market capitalization. The material change report to be issued in connection herewith is being filed less than 21 days in advance of the closing of the Loan as the Company requires the consideration it will receive in connection with the Loan immediately to make certain property payments.

ROYALTY OPTION AGREEMENT AND INVESTMENT AGREEMENT

Further to a Strategic Partnership entered into between Minera Alamos and Osisko in May 2017, Osisko was provided certain rights that included:

- **Royalty Option:** Osisko was granted an option to purchase up to a 4.0% NSR royalty on the La Fortuna Property ("**La Fortuna**") for total consideration of \$9 million.
- **Royalty/Stream Right:** As long as Osisko holds common shares equal to at least 10% of the issued and outstanding common shares of Minera Alamos, on a non-diluted basis (as determined in accordance with the terms of the Investment Agreement), Osisko will have a participation right on any and all royalties, streams, or similar interests granted on properties belonging to Minera Alamos.
- **Additional Rights:** Osisko has (i) the right to participate in half of any buybacks of existing La Fortuna royalties, and (ii) the right to acquire (at fair market value) a 2.0% NSR on any property acquired within a 250 km radius of La Fortuna.

As part of the early funding arrangement, the Royalty Option Agreement was amended to provide the earlier conversion of the loan into a 1% NSR royalty that provides the Company increased flexibility. In addition, amendments were made to provide for liquidated damages and pursuant to the Investment

Agreement to remove the 10% shareholding requirement in relation to the rights granted to Osisko under the Royalty Option Agreement as noted above.

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About Minera Alamos

Minera Alamos is an advanced-stage exploration and development company with a growing portfolio of high-quality Mexican assets, including the La Fortuna open-pit gold project in Durango with positive PEA completed, the Santana open-pit heap-leach development project in Sonora with test mining and processing completed and the Guadalupe de Los Reyes open-pit gold-silver project in Sinaloa with mine planning in progress. The Company is awaiting the pending approval of permit applications related to the commercial production of gold at both the Santana and Fortuna projects.

The Company's strategy is to develop low capex assets while expanding the project resources and pursue complementary strategic acquisitions.

Mr. Darren Koningen, P. Eng., Minera Alamos' CEO, is the Qualified Person responsible for the technical content of this press release under National Instrument 43-101. Mr. Koningen has supervised the preparation of, and approved the scientific and technical disclosures in this news release.

Caution Regarding Forward-Looking Statements

This news release may contain forward-looking information and Minera Alamos cautions readers that forward-looking information is based on certain assumptions and risk factors that could cause actual results to differ materially from the expectations of Minera Alamos included in this news release. This news release includes certain "forward-looking statements", which often, but not always, can be identified by the use of words such as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". These statements are based on information currently available to Minera Alamos and Minera Alamos provides no assurance that actual results will meet management's expectations. Forward-looking statements include estimates and statements with respect to Minera Alamos' future plans with respect to the Projects, objectives or goals, to the effect that Minera Alamos or management expects a stated condition or result to occur and the expected timing for release of a

resource and reserve estimate on the Projects. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results relating to, among other things, results of exploration, the economics of processing methods, project development, reclamation and capital costs of Minera Alamos' mineral properties, the ability to complete a preliminary economic assessment which supports the technical and economic viability of mineral production could differ materially from those currently anticipated in such statements for many reasons. Minera Alamos' financial condition and prospects could differ materially from those currently anticipated in such statements for many reasons such as: an inability to finance and/or complete an updated resource and reserve estimate and a preliminary economic assessment which supports the technical and economic viability of mineral production; changes in general economic conditions and conditions in the financial markets; changes in demand and prices for minerals; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with Minera Alamos' activities; and other matters discussed in this news release and in filings made with securities regulators. This list is not exhaustive of the factors that may affect any of Minera Alamos' forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on Minera Alamos' forward-looking statements. Minera Alamos does not undertake to update any forward-looking statement that may be made from time to time by Minera Alamos or on its behalf, except in accordance with applicable securities laws.

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