

# Strata Minerals to Resume Trading on NEX

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Toronto, March 27, 2017 - Strata Minerals Inc. (TSXV: SMP.H) ("**Strata Minerals**" or, the "**Company**") announces the completion of its restructuring and the resumption of trading in the Company's common shares ("**Shares**") on the NEX board of the TSX Venture Exchange.

## Share Consolidation

The Company has completed the consolidation of its Shares on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares (the "**Share Consolidation**"). As previously disclosed in the Company's February 9, 2017 news release, the Share Consolidation was approved by the shareholders of the Company at the Strata Minerals' Annual and Special Meeting of Shareholders held in Toronto, Ontario on Thursday, December 8, 2016 (the "**Meeting**").

## Debt Settlement

Strata Minerals has also completed the debt settlement (the "**Debt Settlement**"), which had been previously disclosed in the Company's November 15, 2016 and February 9, 2017 news releases, pursuant to which an aggregate of 4,980,000 Shares at a deemed price of \$0.05 per Share were issued in satisfaction of an aggregate of \$249,000 indebtedness. As part of the Debt Settlement, Hugh Agro has acquired 1,720,000 Shares and Peter Kozicz has acquired 1,020,000 Shares, increasing their respective shareholdings to approximately 28.9% and 16.4% accordingly. Following the acquisition of Shares pursuant to the Debt Settlement, as approved by disinterested shareholders at the Meeting, Mr. Agro has become a new Control Person of the Company.

The Shares were acquired by Messrs. Agro and Kozicz for investment purposes, and depending on market and other conditions, each of them may from time to time in the future increase or decrease his ownership, control or direction over securities of the Company through market transactions, private agreements, or otherwise. For the purposes of this notice, the address of Messrs. Agro and Kozicz is 82 Richmond Street East, Suite 200, Toronto, Ontario M5C 1P1. As Mr. Agro's shareholdings prior to the Debt Settlement exceeded 10%, of the then issued and outstanding Shares and Mr. Kozicz's shareholdings after the Debt Settlement exceeded 10% of the then issued and outstanding Shares, in satisfaction of the requirements of the National Instrument 62-104 - *Take-Over Bids And Issuer Bids* and National Instrument 62-103 - *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, Early Warning reports respecting the acquisitions of Shares by Mr. Agro and Mr. Kozicz will be filed under the Company's SEDAR Profile at [www.sedar.com](http://www.sedar.com).

In part, the Debt Settlement constitutes a "related party transaction" as such term is defined in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company relies on an exemption from valuation and minority approval requirements of MI 61-101. The Company relies on the exemption from valuation requirement pursuant to subsection 5.5(b) of MI 61-101, as securities of the Company are not listed or quoted on enumerated stock exchanges, and the Company relies on the exemption from minority approval under subsection 5.7 (b) of MI 61-101, as the securities of Company are not listed or quoted on an enumerated exchange; neither consideration received, nor the fair value of the securities distributed exceeds \$2,500,000; and at least two thirds of independent directors of the Company approved the related party transaction.

## **Private Placement**

The Company also announces the completion of a non-brokered private placement of 3,060,571 Shares for gross proceeds of \$214,240 at a price of \$0.07 per Share (the "**Private Placement**"). Proceeds of the Private Placement will be used for general corporate purposes. Shares issued pursuant to the Private Placement are subject to the four months resale restriction expiring July 28, 2017.

In connection with the Private Placement, Hugh Agro, President, Chief Executive Officer and a Director of the Company, was issued 360,000 Shares. This issuance of common shares to Mr. Agro is considered a "related party transaction" as such term is defined under MI 61-101. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements provided under MI 61-101 on the basis that participation in the Private Placement by insiders does not exceed 25% of the fair market value of the Company's market capitalization.

## **Resumption of Trading**

With the completion of the restructuring described above and receipt of TSX Venture Exchange approval, the Company announces that effective March 27, 2017, Shares of the Company will resume trading on the NEX board of the TSX Venture Exchange. The Company has 10,472,972 Shares issued and outstanding.

## **About Strata Minerals Inc.**

Strata Minerals Inc. is a mineral exploration and development company. The Company holds a 51% interest in the Diamond Mountain phosphate project located in the State of Utah. The Company is currently assessing exploration and development plans for Diamond Mountain and evaluating other business development opportunities. Additional disclosure of the Company's financial statements, technical reports, material change reports, news releases and other information can be obtained on SEDAR at [www.sedar.com](http://www.sedar.com).

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.

## **For further information, please contact:**

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## **Cautionary Statement**

This news release includes certain forward-looking statements that are based upon current expectations, which involve risks and uncertainties associated with the Company's business and the environment in which the business operates. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking, including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend", and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not historical facts, but reflect the Company's current expectations regarding future results or events. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are the risks detailed herein and from time to time in the filings made by the Company with securities regulators including the following: (i) the Company's securities are currently suspended from trading and, despite the best efforts of the Company to remove the suspension, there can be no guarantee that trading will resume; (ii) if the trading is resumed, investment in the common shares of the Company is highly speculative given the Company's business and the present stage of development of the Company; (iii) there can be no guarantee of the Company's ability to capitalize on, or maintain, its current interest in Diamond Mountain

Project; (iv) the directors and officers of the Company, or the persons in their capacity of acting directors and officers of the Company, will only devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time; (v) there can be no assurances of the ability of the Company to finance its projects, or the Company's ability to find distributors and source off-take agreements; (vi) factors such as, but not limited to, changes in demand and prices for phosphate, changes in general economic conditions and conditions in the financial markets, litigation, legislative, environmental and other judicial, regulatory, political and competitive developments as well as technological and operational difficulties encountered in connection with the Company's activities can affect any of the Company's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Company forward-looking statements. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. 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, other than as required by law.