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## CONTACT GOLD CORP. COMPLETES BUSINESS COMBINATION AND ACQUISITION OF CARLIN TREND PROPERTIES IN NEVADA

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**Toronto, Ontario (June 7, 2017) – Contact Gold Corp.** (the "**Company**" or "**Contact Gold**"), formerly Winwell Ventures Inc. ("**Winwell**"), is pleased to announce the completion of the previously announced business combination with Carlin Opportunities Inc. ("**Carlin**") by way of a court approved statutory plan of arrangement (the "**Plan of Arrangement**") under the *Business Corporations Act* (British Columbia) and the subsequent acquisition of a portfolio of 2,762 unpatented mining claims (the "**Carlin Trend Properties**") distributed over 13 gold properties, including the Pony Creek gold project, located in Nevada (collectively, the "**Transactions**").

It is anticipated that the common shares of Contact Gold (the "**Contact Gold Shares**") will commence trading on the TSX Venture Exchange (the "**TSXV**") under the ticker symbol "C" on or about June 14, 2017.

Matt Lennox-King, President, CEO and co-founder of Contact Gold stated "We are very excited to have completed the acquisition of the Carlin Trend Properties and expect to begin trading on the TSXV in a matter of days. With a strong treasury we believe Contact Gold is well positioned for success. The team is composed of seasoned and successful mining professionals. Our collective backgrounds and expertise cover all facets of the industry, from exploration, development, production, finance, accounting, M&A and corporate governance."

"Our portfolio of assets is made up of advanced-stage, large, strategically located, district scale exploration properties on Nevada's prolific Carlin Trend and proximal to some of the most successful exploration projects and mines in Nevada. The Company is well financed with strong shareholders, including Waterton Precious Metals Fund II Cayman, LP and Goldcorp, and several leading institutional investors. We plan to begin exploration on the Pony Creek gold property immediately."

Vance Spalding, the newly appointed Vice-President, Exploration of the Company added, "I'm excited to work with many of my former colleagues from Fronteer Gold to use a proven systematic approach to advance our large project pipeline. Nevada is an area I am very familiar with having spent a considerable portion of my career working in the state. The Carlin Trend Properties have excellent potential to host multiple significant gold discoveries. Our initial focus will be the Pony Creek project which has an extensive exploration database including historic gold resources. This database will allow us to get off to a quick start to building on the work of previous operators while incorporating new ideas and learnings from other operators in the Railroad-Pinion district. This is a very exciting time for exploration in the district, and the recent discoveries on the ground to the north of Pony Creek are a testament to this."

### **New Board and Management**

Upon closing of the Transactions, the board of directors and management of the Company were reconstituted as follows in place of the previous directors and officers of Winwell, including the appointment of directors Charlie Davies and Riyaz Lalani as Waterton Nevada Splitter, LLC's ("**Waterton Nevada**") representatives on the Company's board of directors:

- **Matthew Lennox-King**, President and Chief Executive Officer and a Director;
- **John Wenger**, VP, Corporate Strategy, Chief Financial Officer and Corporate Secretary;
- **Vance Spalding**, VP, Exploration;
- **Andrew Farncomb**, Senior Executive VP and a Director;
- **John Dorward**, Chairman and a Director;

- **George Salamis**, Director;
- **Mark Wellings**, Director;
- **Charlie Davies**, Director; and,
- **Riyaz Lalani**, Director.

***Matthew Lennox-King, President and Chief Executive Officer and a Director***

Mr. Lennox-King brings over 20 years of experience in mineral exploration to the Company, as a geologist, and mining company executive. From April 2011 to November 2015, Mr. Lennox-King was President and Chief Executive Officer of Pilot Gold Inc., a TSX listed gold exploration & development company, active in the Western United States and Eastern Europe. At Pilot Gold, Mr. Lennox-King raised over \$70 million in equity financings to support the company's activities. Prior to joining Pilot Gold, Mr. Lennox-King was a Senior Geologist at Fronteer Gold Inc. where he successfully identified properties and executed multi-million dollar exploration programs that generated exponential deposit growth for Fronteer Gold. Mr. Lennox-King brings expertise in mineral exploration, finance, corporate governance, M&A and corporate leadership to his role as President & CEO. Mr. Lennox-King holds a B.Sc. in Geological Sciences from the University of British Columbia and was a 2014 recipient of Business in Vancouver's Top 40 Under 40. Mr. Lennox-King is also a non-executive director of BCM Resources Inc., a TSX-V listed base metals focused exploration company.

***John Wenger, Vice-President, Corporate Strategy and Chief Financial Officer***

From 2011 to 2017, Mr. Wenger served as Chief Financial Officer and Corporate Secretary of Pilot Gold, where he was part of a management team that raised over \$100 million, and successfully completed multiple property transaction deals and acquisitions. Mr. Wenger worked for Ernst & Young LLP from 2001 to 2011 where he acquired considerable experience in financial reporting for both Canadian and U.S. publicly listed companies, primarily in the mining industry. Mr. Wenger has been a Chartered Professional Accountant with the Chartered Professional Accountants of British Columbia since 2006. Mr. Wenger is also a non-executive director of New Dimension Resources Ltd., a TSXV-listed exploration company. Mr. Wenger will also serve as corporate secretary of the Company.

***Vance Spalding, Vice-President, Exploration***

Mr. Spalding's gold exploration experience spans more than 28 years. A Certified Professional Geologist (AIPG), and Qualified Person, he most recently served as Deputy Director of Brownfields Exploration for Kinross Gold Corporation. At Kinross, Mr. Spalding built and led the exploration team at Bald Mountain from January 2016 to June 2017, overseeing 60 km of drilling and adding 1.24 Moz of gold to the mineable reserve base. Mr. Spalding previously worked with Pilot Gold from listing in April of 2011 until January, 2016 serving first as Exploration Manager and then as Vice President of Exploration, managing programs at the Kinsley (Nevada) and Goldstrike (Utah) properties, and overseeing budgets of up to \$20M per year and 20 full time employees in Nevada and Turkey. Prior to this, Mr. Spalding served as Fronteer Gold's U.S. Exploration Manager from 2009 until the sale to Newmont Mining Corporation in 2011, where he oversaw the generative exploration program as well as multiple early to advance stage drilling and development. He served as a Project Manager at Centerra / Cameco Gold from 1997 to 2009, where he led the discovery of 2 Moz of gold at the REN project on the northern Carlin Trend. He also served as Exploration Manager at Centerra's Kumtor Gold mine in the Kyrgyz Republic, where he managed a \$15 million annual budget and supervised a staff of 400 employees. Prior to Centerra, he worked with Santa Fe Pacific Gold and Gold Fields Mining on various exploration and development projects in the western United States, including Mule Canyon and Atlanta in Nevada, and Elkhorn in Montana. Mr. Spalding holds a B.Sc. in Geology from the University of Idaho.

### ***Andrew Farncomb, Senior Vice-President and a Director***

Mr. Farncomb brings extensive experience in the capital markets to the Company. Mr. Farncomb has diverse experience advising public and private companies on mergers and acquisitions and financing transactions across a range of sectors. In the natural resources sector, Mr. Farncomb has worked with exploration to production stage companies in advisory and Board capacities. Mr. Farncomb is a founder and Principal at Cairn Merchant Partners LP, an independent merchant bank focused on principal investing. Prior to forming Cairn Merchant Partners, Mr. Farncomb was a Partner at Paradigm Capital Inc., a Canadian investment bank focused on small to medium-sized companies. Prior to Paradigm Capital, Mr. Farncomb held a business development role at a consumer goods company in Hong Kong. Mr. Farncomb is also a board member of several TSXV-listed and private companies. He is also a member of the Board of Directors and chairs the Investment Committee at the Flavelle Foundation. Mr. Farncomb graduated from the Smith School of Business at Queen's University with a Bachelor of Commerce (Honors) degree and received the Merrill Lynch Scholarship.

### **Board of Directors**

#### ***John Dorward, Chairman***

Mr. Dorward is President and Chief Executive Officer of Roxgold Inc., a TSX-listed gold producer and has over 20 years of experience in the mining and finance industries. Prior to his time at Roxgold, Mr. Dorward served as Vice-President, Business Development at Fronteer Gold from October 2009 to April 2011 where he was an integral part of the team that sold the large Michelin uranium deposit, acquired AuEX Ventures Inc., and successfully advanced Fronteer Gold's properties prior to the company's sale to Newmont for \$2.3 billion in 2011. Mr. Dorward was the Chief Financial Officer of Mineral Deposits Ltd. from 2006 to 2009, where he was responsible for financing the construction of the Sabodala Gold Project in Senegal, West Africa, and was the Chief Financial Officer at Leviathan Resources Ltd., an ASX-listed gold producer, before its acquisition in 2006. He was a non-executive director of Pilot Gold from 2011 to 2015, and is currently a non-executive director of Navarre Minerals Ltd., an ASX-listed exploration company.

#### ***George Salamis***

Mr. Salamis has over 25 years of experience in mineral exploration, mine development and operations and is currently Executive Chairman of Integra Gold Corp., a gold development company subject to a friendly takeover bid by Eldorado Gold Corp. Mr. Salamis is also Chief Executive Officer of Pinecrest Resources Ltd., a TSXV-listed exploration company. Mr. Salamis has previously held senior management positions with a number of mining companies including Placer Dome Inc. and Cameco Corporation. He has been involved in mergers and acquisitions transactions valued over \$1.8 billion, either through the sale of assets, or of junior mining companies that he played a key role in building. Mr. Salamis holds a degree in geology from the University of Montreal.

#### ***Mark Wellings***

Mr. Wellings is a mining professional with over 25 years of international experience in both the mining industry and mining finance sector and is currently President and Chief Executive Officer and a director of Eurotin Inc., a director of Gran Colombia Gold Corp. and Principal at INFOR Financial Group Inc. From 1988 to 2004, Mr. Wellings worked in the finance industry with a variety of companies and roles including Derry, Michener, Booth & Wahl, Arimco N.L., Inco Ltd. and Watts Griffiths McQuat, acquiring valuable hands-on experience in exploration, development and production. In 1996, Mr. Wellings joined the investment dealer GMP Securities L.P. where he cofounded the firm's corporate finance mining practice. During his 18 years at GMP, Mr. Wellings was responsible for, and advised on, some of the Canadian mining industry's largest transactions, both in equity financing and mergers and acquisitions. Mr. Wellings is a Professional Engineer and holds a master of business administration degree and a Bachelor of Applied Science degree in Geological Engineering.

### **Charlie Davies**

Mr. Davies has over 15 years of experience in exploration and mining, and is currently the Principal, Exploration for Waterton Global Resource Management, Inc., where his primary duties involve technical evaluations and developing mining projects for study work. Prior to joining Waterton, Mr. Davies served over six years as an Exploration Manager for Kinross Gold. Prior to Kinross Gold, Mr. Davies held senior exploration management roles for Bolnisi Gold NL in Mexico and Ivanhoe Mines Mongolia Ltd in Mongolia. Mr. Davies was awarded a PhD in Economic Geology and holds a Bachelor of Science (First Class Honours).

### **Riyaz Lalani**

Mr. Lalani is the CEO of Bayfield Strategy, Inc., a communications firm that specializes in financial transactions, shareholder actions, crisis communications and media relations. He has been involved with over 100 shareholder actions, and dozens of hostile M&A transactions. Before founding Bayfield, Mr. Lalani served three years as the Chief Operating Officer of Canada's largest proxy firm. Prior to that, Mr. Lalani was employed by an international asset manager for almost 10 years in New York and Toronto. He worked in a variety of analytical, business development and operational roles at the firm, eventually leading overall research and operational efforts. Mr. Lalani is a director of Difference Capital Financial Inc., a TSX-listed company, a director of the Canadian Journalism Foundation and a past director of two junior mining companies.

### **Overview of Transactions**

Prior to the completion of the Transactions, Winwell consolidated its share capital (the "**Consolidation**") on the basis of eight (8) (existing) common shares for one (new) common share ("**Winwell Shares**"), was continued under the laws of the State of Nevada (from British Columbia) (the "**Continuance**") and changed its name to "**Contact Gold Corp.**" (the "**Name Change**").

Pursuant to the Plan of Arrangement, Winwell acquired 28,815,000 common shares of Carlin in exchange for the issuance of post-Consolidation Winwell Shares to shareholders of Carlin on a one (1) share for one (1) share basis. Following the completion of the Plan of Arrangement, Continuance and Name Change, the Company acquired from Waterton Nevada, a subsidiary of Waterton Precious Metals Fund II Cayman, LP, all of the issued and outstanding membership interests of Clover Nevada II LLC, the holder of the Carlin Trend Properties, in exchange for the issuance of 18,550,000 Contact Gold Shares, 11,111,111 preferred shares of the Company ("**Contact Gold Preferred Shares**") and a cash payment of C\$7,000,000. On closing of the Transactions, there were 50,134,497 Contact Gold Shares issued and outstanding.

The TSXV has provided conditional acceptance of the Transactions including the listing of the Company as a Tier 2 Resource Issuer on the TSXV. The Contact Gold Shares were listed on the TSXV today and immediately halted, with trading expected to commence pending receipt by the TSXV of the Company's final submissions in connection with the completion of the Transactions. As noted above, the Company expects that the Contact Gold Shares will commence trading on the TSXV under the ticker symbol "C" on or about June 14, 2017.

For further information with respect to the Transactions, including the Plan of Arrangement and the Carlin Trend Properties, please refer to the management information circular of Winwell dated April 25, 2017 and the supplement to the management information circular dated May 8, 2017 (collectively, the "**Circular**") and posted under Winwell's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Subscription Receipt Financing**

As previously announced in March 2017, Carlin completed a subscription receipt financing led by Cormark Securities Inc. and including Macquarie Capital Markets Canada Ltd., BMO Nesbitt Burns Inc., Paradigm Capital Inc. and INFOR Financial Inc. (collectively, the "**Agents**"), whereby Carlin issued 11,000,000

subscription receipts ("**Subscription Receipts**") at a price of C\$1.00 per Subscription Receipt for aggregate proceeds of C\$11,000,000 (the "**Brokered Offering**"). Tranche two of the Offering (as defined below) consisted of the sale of 7,500,000 Subscription Receipts on a non-brokered private placement basis to Goldcorp USA, Inc. ("**Goldcorp**") (the "**Non-Brokered Offering**" and together with the Brokered Offering, the "**Offering**"). The proceeds from the Offering, less certain expenses, were placed into escrow on completion of the Offering. In connection with the completion of the Transactions, the Subscription Receipts were converted on a one-for-one basis into a total of 18,500,000 common shares of Carlin, which upon completion of the Plan of Arrangement, Continuance and Name Change automatically became Contact Gold Shares. The escrowed proceeds from the Offering, less certain fees, have been released from escrow to the Company.

### **Lock-up Agreements and Escrow**

As a condition to the completion of the Transactions, and in addition to any escrow provisions imposed by the TSXV, Waterton Nevada's holdings in Contact Gold are subject to a lock-up whereby it shall not sell or otherwise dispose of its securityholdings in Contact Gold for a period of 24 months, other than in limited circumstances. In addition, the Contact Gold Shares held by each of Matthew Lennox-King, Andrew Farncomb, John Dorward, George Salamis and Mark Wellings are also subject to a lock-up period ending 24 months following the completion of the Transactions.

A total of 23,410,248 Contact Gold Shares held by certain principals and insiders of the Company are subject to a 36 month TSXV imposed escrow with such Contact Gold Shares to be released based on the following schedule: 10% released on the date that the Contact Gold Shares are listed on the TSXV with an additional 15% to be released 6, 12, 18, 24, 30 and 36 months thereafter.

### **Information for Shareholders**

The Company's transfer agent, Computershare Trust Company of Canada ("**Computershare**"), will be mailing share certificates or statements pursuant to the Direct Registration System ("**DRS**") to all of Carlin's former shareholders holders of Subscription Receipts, evidencing the Contact Gold Shares that they received in connection with the completion of the Transactions. Shareholders of the Company wishing to receive a physical share certificate should contact Computershare for information on how to obtain physical shares certificates in place of a DRS Advice. The ISIN number for the Contact Gold Shares is US21074G1013 and the trading symbol for the Contact Gold Shares on the TSXV is "C".

Former holders of Winwell Shares that held their Winwell Shares through a broker or other person, were directed to contact that broker or other person for instructions and assistance in receiving post-Consolidation Winwell Shares (which are now Contact Gold Shares). Each person who was a registered holder of Winwell Shares immediately prior to the effective time of the Arrangement was instructed to forward a properly completed and signed letter of transmittal, along with the accompanying certificate(s) representing their Winwell Shares to Computershare, in order to receive post-Consolidation Winwell Shares (which are now Contact Gold Shares) to which such former holder of Winwell Shares is entitled under the Arrangement.

### **Early Warning**

In connection with the Transactions and the Non-Brokered Offering, Waterton Nevada acquired 18,550,000 Contact Gold Shares and 11,111,111 Contact Gold Preferred Shares, and Goldcorp acquired 7,500,000 Contact Gold Shares, as further described above. Prior to the completion of the Transactions and the Non-Brokered Offering, neither Waterton Nevada nor Goldcorp owned any securities of Winwell or Carlin. As at the date hereof, the 18,550,000 Contact Gold Shares held by Waterton Nevada and the 7,500,000 Contact Gold Shares held by Goldcorp represent approximately 37% and 15%, respectively, of the total issued and outstanding Contact Gold Shares. The Contact Gold Shares and Contact Gold Preferred Shares were acquired for investment purposes only. Depending on market and other conditions, or as future circumstances may dictate, both Waterton Nevada and Goldcorp may, respectively, from time to time, and

subject to the lock-up agreements referenced above, increase or decrease their holdings of Contact Gold Shares or other securities of Contact Gold.

This portion of the news release is issued pursuant to National Instrument 62-103 – *The Early Warning System and Related TakeOver Bid and Insider Reporting Issues* of the Canadian Securities Administrators, which also requires an early warning report to be filed with the applicable securities regulators containing additional information with respect to the foregoing matters. A copy of the early warning reports of Waterton Nevada and Goldcorp will be available on Contact Gold's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com). Goldcorp's head office is located at 6100 Neil Road, Suite 500, Reno, Nevada 89511-1149. Waterton Nevada can be contacted c/o Elko Mining Group LLC, 230 South Rock Boulevard, Suite 30, Reno, NV 89502.

### **Other Matters**

The Company also announces it has retained Venture Liquidity Providers Inc. ("**VLP**") to provide market-making services in accordance with the policies of the TSXV. The market making service will be undertaken by VLP through a registered broker, W.D. Latimer Co. Limited, in compliance with the guidelines of the TSXV.

VLP is a specialized consulting firm based in Toronto providing a variety of services focused on TSXV listed issuers. VLP will trade the Contact Gold Shares on the TSXV for the purposes of maintaining an orderly market and improving the liquidity of the Contact Gold Shares. In consideration for their services, Contact Gold has agreed to pay VLP C\$5,000 per month. VLP will not receive shares or options as compensation. The capital and securities required for any trade undertaken by VLP as principal will be provided by VLP. The agreement between the Company and VLP may be terminated at anytime by either the Company or VLP. Contact Gold and VLP act at arm's length, and VLP has no present interest, directly or indirectly, in Contact Gold or its securities. The agreement between the Company and VLP is subject to regulatory approval.

### **About Contact Gold Corp.**

Contact Gold is a gold exploration company focused on leveraging its properties, people, technology and capital to make district scale gold discoveries in Nevada. Contact Gold's extensive land holdings are on the prolific Carlin and Independence gold trends which host numerous gold deposits and mines. Contact Gold's land position is comprised of 24,772 hectares (247 square kilometres) of target rich mineral tenure which hosts numerous known gold occurrences, ranging from early to advanced-exploration and resource definition stage.

### **U.S. Disclaimer**

The securities described herein 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 state securities laws and accordingly may not be offered or sold within the United States or to "U.S. persons", as such term is defined in Regulation S promulgated under the U.S. Securities Act ("**U.S. Persons**"), except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This news release does not constitute an offer to sell or a solicitation of an offer to buy and of the Company's securities to, or for the account of benefit of, persons in the United States or U.S. Persons. For more information about the transactions described herein, please refer to the Circular.

Additional information about the Company is available at [www.contactgold.com](http://www.contactgold.com). For more information, please contact:

Matthew Lennox-King  
President & Chief Executive Officer  
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### **Cautionary Note Regarding Forward-Looking Information**

*This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to the timing and receipt of the final stock exchange and regulatory approvals for the Transactions and the commencement of trading of the Contact Gold Shares on the TSXV.*

*These forward-looking statements are based on reasonable assumptions and estimates of management of the Company at the time such statements were made. Actual future results may differ materially as forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors, among other things, include: final regulatory and other approvals or consents, the synergies expected from the Transactions not being realized; business integration risks; fluctuations in general macroeconomic conditions; fluctuations in securities markets; fluctuations in spot and forward prices of gold, silver, base metals or certain other commodities; fluctuations in currency markets (such as the Canadian dollar to United States dollar exchange rate); change in national and local government, legislation, taxation, controls, regulations and political or economic developments; risks and hazards associated with the business of mineral exploration, development and mining (including environmental hazards, industrial accidents, unusual or unexpected formations pressures, cave-ins and flooding); inability to obtain adequate insurance to cover risks and hazards; the presence of laws and regulations that may impose restrictions on mining; employee relations; relationships with and claims by local communities and indigenous populations; availability of increasing costs associated with mining inputs and labour; the speculative nature of mineral exploration and development (including the risks of obtaining necessary licenses, permits and approvals from government authorities); and title to properties. Although the forward-looking statements contained in this news release are based upon what management of the Company believes, or believed at the time, to be reasonable assumptions, the Company cannot assure shareholders that actual results will be consistent with such forward-looking statements, as there may be other factors that cause results not to be as anticipated, estimated or intended. Readers should not place undue reliance on the forward-looking statements and information contained in this news release. The Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.*

*No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein. Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.*