

# Mega Precious Metals Announces Non-Brokered Private Placement of Up to \$3.0 Million

June 17, 2014 (Source: Marketwired) – NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Mega Precious Metals Inc. (TSX VENTURE:MGP) (“Mega” or the “Company”) is pleased to announce that it intends to complete a non-brokered private placement (the “Offering”) of units at a price of \$0.11 per unit (the “Non-Flow-Through Units”) and flow-through units at a price of \$0.12 per flow-through unit (the “Flow-Through Units”), for aggregate gross proceeds of up to \$3,000,000. Each Non-Flow-Through Unit will consist of one common share of the Company and one-half of one warrant (each a “Warrant”) to purchase common shares of the Company. Each Warrant will entitle the holder thereof to purchase one common share of the Company at an exercise price of \$0.15 until 18 months following the closing date of the Offering. Each Flow-Through Unit will consist of one common share of the Company, which will qualify as a “flow-through share” within the meaning in the *Income Tax Act* (Canada) (the “Tax Act”) and one-half of one Warrant.

The gross proceeds from the sale of the Flow-Through Units will be used to incur “Canadian exploration expenses” (as such term is defined in the Tax Act), which will also qualify as flow-through mining expenditures” (as defined in the Tax Act provided the amendments to the term as contained in the February 11, 2014 federal budget become law), on the continued exploration of the Company’s Canadian mineral exploration projects. The net proceeds from the Non-Flow-Through Units

will be used for general working capital purposes.

Pacific Road Resources Fund ("Pacific Road") has confirmed that it intends to maintain its pro-rata share of the outstanding common shares of the Company following completion of the Offering on a diluted basis. Pacific Road currently holds approximately 19.9% of the common shares of the Company on a diluted basis.

In connection with the Offering, certain arm's length parties may receive (i) a cash fee finder's payment equal to up to 7% of the gross proceeds of the Non-Flow-Through Units and Flow-Through Units that are sold to subscribers introduced by such parties, and (ii) warrants (the "Finder's Warrants") to purchase that number of common shares of the Company equal to up to 7% of the Non-Flow-Through Units and Flow-Through Units that are sold to subscribers introduced by such parties, with the Finder's Warrants having the same terms as the Warrants. The finder's fee payment and the Finder's Warrants are subject to the approval of, and will be issued in accordance with, the rules of the TSX Venture Exchange ("TSX-V").

Closing of the Offering is anticipated to occur on or before July 15, 2014. The Offering is subject to certain conditions typical for a transaction of this nature including, but not limited to, the receipt of all necessary regulatory approvals including the approval of the TSX-V.

The securities to be issued under the Offering will be subject to a hold period of four months and a day from the closing date of the Offering in accordance with the rules and policies of the TSX-V and applicable Canadian securities laws.

**Mega Precious Metals Inc.** is a leading Canadian-based exploration company with a high quality pipeline of projects located in the mining friendly jurisdictions of Manitoba, Northwestern Ontario and Nunavut. The Company's significant portfolio includes the flagship Monument Bay Gold Tungsten

Project in NE Manitoba as well as the N. Madsen Gold Project in the prolific gold mining district of Red Lake, Ontario. Mega has established a record of delivering rapid growth through their focused and low cost approach to exploration and resource development. The Company's common shares trade on the TSX Venture Exchange under the symbol MGP.

For further information and presentation material, please review the Mega website at [www.megapmi.com](http://www.megapmi.com).

### **Forward-looking Information**

*Certain statements in this press release contain information that may constitute forward-looking information under applicable Canadian securities legislation, including but not limited to, information relating to terms, the completion of the Offering, participation by Pacific Road in the Offering, and the use of proceeds. These forward-looking statements represent management's best judgment based on current facts and assumptions that management considers reasonable. The Company makes no representation that reasonable business people in possession of the same information would reach the same conclusions. These 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 be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks and uncertainties include, but are not limited to, the strength of the global economy, fluctuations in the price of gold and operational, funding and liquidity risks. Readers should not place undue reliance on forward-looking statements. More information about risks and uncertainties affecting the Company and its business is available in the Company's filings which are posted on SEDAR at [www.sedar.com](http://www.sedar.com). The Company does not intend, and does not assume any obligation, to update these forward-looking statements or to update the reasons why actual results could differ from such information unless required by law.*

*Neither 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 release.*