



## ValGold Announces Closing of Acquisition by Metalla Royalty & Streaming Ltd.

**FOR IMMEDIATE RELEASE:**

**July 31, 2018**

Toronto, Ontario - ValGold Resources Ltd. ("**ValGold**" or the "**Company**") (TSX-V:VAL) is pleased to announce that the plan of arrangement (the "**Arrangement**") between ValGold and Metalla Royalty & Streaming Ltd. ("**Metalla**") has been completed today pursuant to the terms of the previously announced definitive agreement. As a result, ValGold has become a wholly-owned subsidiary of Metalla with immediate effect.

ValGold has requested that the TSX Venture Exchange (the "**Exchange**") halt trading in ValGold shares effective immediately and the Exchange will officially delist ValGold common shares effective Wednesday, August 1, 2018, following the market close.

Under the Arrangement, ValGold's issued and outstanding common shares have been exchanged for Metalla common shares on the basis of 0.1667 of a Metalla common share for each ValGold common share held as of the effective date of the Arrangement (the "**Exchange Ratio**"). The Exchange Ratio implied consideration of \$0.13 per ValGold common share, based on the 40-day volume weighted average price of the Metalla common shares on the Exchange for the period ending May 9, 2018.

ValGold's existing warrants are now exercisable to acquire Metalla common shares at an exercise price of approximately \$0.60 per Metalla common share (as adjusted by the Exchange Ratio). ValGold's outstanding stock options were exchanged for Metalla common shares based on the "in-the-money" value of the stock options.

Metalla will issue approximately 9.65 million common shares to ValGold shareholders and option holders and current ValGold shareholders and option holders will own approximately 11.3% of the issued and outstanding common shares of Metalla.

Kevin Snook, the (former) Chairman and Chief Executive Officer of ValGold, commented that "the virtually unanimous approval the Arrangement received from ValGold shareholders was confirmation of the strength of Metalla's business plan and growth prospects and the quality of its royalty and streaming portfolio". ValGold's current officers and directors have resigned as part of the Arrangement.

ValGold's registered shareholders will receive Metalla common shares upon delivery of their share certificates and completed (yellow) letters of transmittal together with any other required documents to Computershare Trust Company of Canada ("**Computershare**"). Shareholders are encouraged to contact Computershare at (604) 661-9400 for further information concerning the exchange process. The vast majority of ValGold shareholders are non-registered and their ValGold shares will be converted to Metalla shares automatically.

ValGold shareholders approved the Arrangement at the Annual General and Special Meeting held on July 24, 2018. The final order approving the Metalla transaction has been received from the British Columbia Supreme Court and all other regulatory approvals were also received.

ValGold also announced that, prior to closing of the Metalla transaction, it had entered into and completed a share purchase agreement (the “**Agreement**”) with an arm’s length party to divest several subsidiaries which hold its Venezuelan properties and related assets and interests (the “**Venezuela Properties**”).

The Venezuela Properties were divested for a nominal amount on an “as-is, where-is” basis. ValGold will also receive a 1.5% net smelter returns royalty on the Venezuela Properties. The transaction will not have a material impact on ValGold’s financial results.

For more information on the Arrangement, please see ValGold’s management information circular dated June 14, 2018, available at [www.valgold.com/annual.asp](http://www.valgold.com/annual.asp) and under ValGold’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **About Metalla and ValGold:**

Metalla is a precious metals royalty and streaming company, which provides shareholders with leveraged exposure to precious metals through a diversified and growing portfolio of royalties and streams. Metalla's strong foundation of a current and future cash-generating asset base, combined with an experienced team, gives Metalla a path to become one of the leading gold and silver companies for the next commodities cycle.

ValGold is a complementary royalty and mineral exploration and development company which holds a 2% net smelter royalty on the Garrison Gold Project on the “Golden Highway”, east of Timmins, Ontario, and a 100% interest in the Tower Mountain Gold Project near Thunder Bay, Ontario. For further information, please see Metalla’s and ValGold’s websites at [www.metallaroyalty.com](http://www.metallaroyalty.com) and [www.valgold.com](http://www.valgold.com) and their filings on SEDAR.

#### **ON BEHALF OF THE (FORMER) BOARD OF DIRECTORS OF VALGOLD RESOURCES LTD.**

Kevin Snook

(Former) Chairman and Chief Executive Officer

#### **Forward-Looking Statements**

*Certain statements contained in this press release constitute "forward-looking information" as such term is defined in applicable Canadian securities legislation. The words "may", "would", "could", "should", "potential", "will", "seek", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to the Company, the completion of the proposed Arrangement and any transactions associated therewith, are intended to identify forward-looking information. All statements other than statements of historical fact may be forward-looking information. Such statements reflect the Company's current views and intentions with respect to future events, and current information available to the Company, and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or*

*uncertainties materialize. These factors include, without limitation, market (including equity, commodity, foreign exchange, and interest rate), liquidity, operational, reputational, insurance, strategic, regulatory, legal, Environmental, capital adequacy, and other risks. Should any factor affect the Company in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, the Company does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this press release is made as of the date of this press release and the Company undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.*

*The Exchange has in no way passed upon the merits of the proposed Arrangement and has neither approved nor disapproved the contents of this news release.*

*Neither the 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.*

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