



AbraPlata and Aethon Execute Definitive Arrangement Agreement

Creation of a Well-Funded, Precious-Metals Focused Advanced Exploration Company Supported by Key Cornerstone Investors SSR Mining Inc. and Altius Minerals Corp.

Toronto: September 12, 2019: AbraPlata Resource Corp. (“AbraPlata”) (TSX-V: ABRA & OTCPK: ABBRF) and **Aethon Minerals Corp.** (“Aethon”) (TSX-V: AET) are pleased to announce that they have entered into a definitive combination agreement (the “Definitive Agreement”), dated September 11, 2019, pursuant to which AbraPlata will acquire all of the outstanding common shares of Aethon (the “Aethon Shares”) (the “Proposed Transaction”) further to the non-binding letter of intent announced on July 29, 2019. The Proposed Transaction will be implemented by way of a plan of arrangement pursuant to the Canada Business Corporations Act (the “Arrangement”). Aethon shareholders will vote on the Arrangement at a special meeting of Aethon shareholders (the “Aethon Meeting”) with closing expected to take place by December 31, 2019.

Under the terms of the Definitive Agreement, all of the issued and outstanding Aethon Shares will be exchanged on the basis of 3.75 AbraPlata common shares (each whole share, an “AbraPlata Share”) for each Aethon Share (the “Exchange Ratio”). The Exchange Ratio is the same as was announced on July 29, 2019. Aethon’s largest shareholder, Fondo De Inversion Privado Mining Equity, which holds approximately 40% of the outstanding Aethon Shares on a non-diluted basis has entered into support agreements with AbraPlata to vote its Aethon Shares in favour of the Arrangement.

The Proposed Transaction, upon completion, is expected to benefit shareholders of both companies by creating a well-funded, advanced-stage silver and gold focused exploration company that also will hold a portfolio of early-stage precious metal and copper exploration properties in Argentina and Chile. All dollar amounts in Canadian dollar unless otherwise noted.

Highlights of the Transaction

- **Creation of a well-funded, advanced-stage exploration company.** The combined company will have a strong balance sheet with no debt, and an attractive mineral property portfolio including the advanced-stage Diablillos silver-gold project located in the mining-friendly province of Salta, Argentina, and a large prospective exploration land package in Chile.
- **Significant Exploration Potential.** Aethon and AbraPlata believe exploration potential exists to increase resources significantly, especially gold resources, at Diablillos. Hydrothermal breccias at the main Oculito deposit extend into the basement and have strong potential for high grade gold mineralization that remains largely untested.
- **Enhanced market presence.** The combined company is expected to appeal to a broader shareholder base and improve share trading liquidity.
- **Streamlined cost structure.** The combined company would benefit from a streamlined cost structure due to the assets of both companies being consolidated into a single entity managed by a single management and technical team.
- **Compelling value proposition.** The combined company is expected to have industry-leading leverage among silver and gold exploration companies based on AbraPlata’s large mineral resource at Diablillos, which contains 81 million oz of silver and over 732,000 oz of gold (Indicated - Table 1) or 140 million oz silver-equivalent (based on equivalency at current spot metal prices).
- **Key Strategic Investors.** The combined company is expected to have strong support from its largest shareholders which would include SSR Mining Inc. (“SSRM”) and Altius Minerals Corp.

Table 1: AbraPlata - Diablillos Mineral Resource Estimates (April 2018)

Category	Deposit	Tonnage (000t)	Ag (g/t)	Au (g/t)	Contained Ag (000 oz Ag)	Contained Au (000 oz Au)
Indicated	Oculto	26,850	93.0	0.85	80,300	732
Indicated	Fantasma	200	98.3	-	650	-
Total Indicated		27,100	93.1	0.84	80,940	732
Inferred	Oculto	1,000	46.8	0.89	1,510	29
Inferred	Fantasma	80	75.3	-	190	-
Total Inferred		1,100	48.8	0.83	1,690	29

Notes:

1. Full details of the mineral resource estimates can be found in a report by RPA Inc. titled "Technical Report on the Diablillos Project, Salta Province, Argentina" dated April 16, 2018. This report can be found under AbraPlata's profile on www.SEDAR.com.
2. CIM definitions were followed for Mineral Resources.
3. Mineral Resources are estimated at a cut off grade of 40 g/t AgEq for Oculto and 40 g/t Ag for Fantasma.
4. Mineral Resources are estimated using long-term metal prices of US\$1,500/oz Au and US\$23/oz Ag.
5. Average bulk density is 2.22 t/m³ for the Indicated category and 2.29 t/m³ for Inferred for Oculto and 2.00 t/m³ for both Indicated and Inferred categories for Fantasma.
6. The estimate was constrained by pit shells for both Oculto and Fantasma

Benefits to AbraPlata Shareholders

- Securing funding to facilitate the advancement of the Diablillos project by conducting a comprehensive drilling program and, if warranted, the preparation of an underground preliminary economic assessment due to Aethon's cash position (\$3.2 million at June 30, 2019).
- Gaining exposure to Aethon's large and prospective land position in Chile, which includes the Arcas project for which an Earn-In with Option to Joint Venture agreement was recently executed with a subsidiary of the Rio Tinto Group (see Aethon press release dated September 11, 2019).
- Expertise provided by Aethon's executive management team, and adding Altius Minerals as a strategic cornerstone shareholder.
- Favourable renegotiation of the Diablillos property payment terms with SSRM.

Benefits to Aethon Shareholders

- Receiving a significant premium to the Aethon share price prior to the announcement of the transaction and resulting in increased trading liquidity and capital markets exposure.
- Exposure to an advanced-stage, silver-gold exploration project containing an existing Indicated mineral resource of 81 million oz of silver and 732,000 oz of gold, as a result of more than US\$35 million worth of historical exploration expenditures.
- Immediate exploration upside with potential for a gold rich zone extending into the basement of the existing Oculto deposit on the Diablillos property.
- Board of directors with extensive knowledge of Argentina and the Diablillos project, and adding SSRM as a strategic cornerstone shareholder.
- Continued exposure to the exploration upside potential from the combined companies' properties.

Terms of the Definitive Agreement

The execution of the Definitive Agreement follows the announcement by way of a joint press release dated July 29, 2019 that AbraPlata and Aethon had entered into a non-binding letter of intent in respect of a proposed merger between the two companies. AbraPlata and Aethon are parties dealing at arm's length. There are no finder's fees payable in association with the Proposed Transaction.

Pursuant to the Arrangement, AbraPlata will issue approximately 103.6 million AbraPlata Shares to Aethon shareholders, and Aethon and AbraPlata shareholders will own approximately 52% and 48% of the combined entity, respectively, prior to the issuance of additional shares to SSRM in exchange for certain key concessions outlined further below. This represents a premium of 42% to Aethon's 10-day VWAP as of July 26, 2019.

Subject to TSX Venture Exchange (the "TSX-V") and any other required regulatory authority approval, outstanding Aethon options and warrants will be exercisable in accordance with their terms into AbraPlata Shares at the Exchange Ratio until their expiry date.

Implementation of the Arrangement is subject to approval by at least two-thirds of the votes cast by all Aethon shareholders at the Aethon Meeting. In addition to shareholder approval, completion of the Arrangement is subject to the receipt of court and regulatory approvals, including stock exchange approvals, as well as certain other closing conditions customary in transactions of this nature.

The Arrangement Agreement contains customary non-solicitation provisions and both parties have agreed for the payment of a break fee of \$250,000, in the event that either party terminates the Arrangement under certain prescribed circumstances, including termination in connection with pursuing an alternative transaction.

SSRM, the original vendor of the Diablillos property to AbraPlata, has indicated its intention to support the Proposed Transaction and, subject to its completion, to agree to defer the Diablillos property payments of US\$5 million, currently due by November 1, 2019, and US\$7 million, currently due by November 1, 2021, by up to three years and nine months and waive all remaining advance royalty payments (totaling US\$750,000). As consideration for the payment concessions, SSRM will receive upon closing of the Proposed Transaction and subject to TSX-V approval (i), the greater of (a) 24.15 million common shares in AbraPlata, and (b) such number of common shares in AbraPlata that results in SSRM owning 17.65% of the issued and outstanding common shares in AbraPlata after taking into account the closing of the Proposed Transaction but excluding any common shares of AbraPlata issued in a financing transaction the proceeds of which are used to fund the potential \$200,000 payment to SSRM or for general corporate purposes (the "Enlarged AbraPlata Share Capital") and (ii) the payment, to be decided by AbraPlata, of either \$200,000 or the issuance of such number of common shares in AbraPlata that results in SSRM owning 19.9% of the Enlarged AbraPlata Share Capital.

AbraPlata currently has approximately 96.7 million common shares issued and outstanding. Following the Proposed Transaction and the issuance of 24.15 million common shares to SSRM, AbraPlata will be expected to have approximately 224.4 million common shares issued and outstanding.

Full details of the Arrangement will be included in the management information circular to be filed with regulatory authorities and mailed to the Aethon shareholders in accordance with applicable securities laws. The record date for the Aethon Meeting will be announced in the near future.

Board Recommendation

The board of directors of Aethon (the "Aethon Board"), following a review of the terms and conditions of the Arrangement Agreement and consideration of a number of factors, has unanimously determined that the Arrangement is in the best interests of Aethon shareholders and is fair, from a financial point of view, to Aethon shareholders and will recommend that Aethon shareholders vote in favour of the Proposed Transaction.

Prior to the execution of the Arrangement Agreement, Red Cloud Klondike Strike Inc. provided an opinion that, based upon and subject to the assumptions, limitations and qualifications in such opinion, the consideration to be received by Aethon shareholders is fair, from a financial point of view, to Aethon shareholders. A copy of the fairness opinion will also be included in the Aethon management information circular.

The board of directors of AbraPlata has unanimously approved the Proposed Transaction.

Management Team and Board of Directors

Upon closing of the Proposed Transaction, the combined company will continue under the name of AbraPlata Resource Corp. and will be led by Aethon's current executive management team, with Mr. John Miniotis being appointed as the President and Chief Executive Officer. Upon closing of the Proposed Transaction, the Board of Directors of AbraPlata will be re-constituted to consist of the following six directors:

- Robert Bruggeman (Non-Executive Chairman)
- Hernan Zaballa
- John DeCooman

- Jens Mayer
- Sam Leung
- Flora Wood

Aethon Delisting and SEDAR

If the Arrangement is completed, the Aethon Shares will be delisted from the TSX-V. A copy of the Definitive Agreement will be available under the respective issuer profiles of Aethon and AbraPlata on SEDAR at www.sedar.com.

Advisors Counsel

MLT Aikins LLP is acting as AbraPlata's legal advisor. Red Cloud Klondike Strike Inc. is acting as financial advisor to the Board of Directors of Aethon. Dentons Canada LLP is acting as Aethon's legal advisor.

Qualified Persons

All scientific and technical information in this news release has been approved by Willem Fuchter, PhD PGeo, director of AbraPlata Resource Corp. and a qualified person as defined by National Instrument 43-101.

About Aethon Minerals

Aethon Minerals is a mineral exploration company focused on creating shareholder value. Aethon has a large prospective land position consisting of over 100,000 hectares along prolific mining belts located in the Antofagasta and Maricunga regions of northern Chile. Aethon believes it is uniquely positioned for growth and is actively pursuing selective exploration-stage growth opportunities. Aethon is based in Toronto, Canada, and is listed on the TSX-V under the symbol "AET".

About AbraPlata

AbraPlata is focused on exploring and advancing its flagship Diablillos silver-gold property. In addition, AbraPlata owns the highly prospective Cerro Amarillo property with its cluster of five mineralized Cu-(Mo-Au) porphyry intrusions located in a mining camp hosting the behemoth El Teniente, Los Bronces, and Los Pelambres porphyry Cu-Mo deposits. As well, AbraPlata is exploring Aguas Perdidas, its wholly owned Patagonia-style epithermal Au-Ag property. AbraPlata is based in Vancouver, Canada, and is listed on the TSX-V under the symbol "ABRA".

For further information please contact:

John Minitotis
Interim Chief Executive Officer
Aethon Minerals Corp.
jminiotis@aethonminerals.com
Tel: 416-306-8334

Rob Bruggeman
Interim Chief Executive Officer
AbraPlata Resource Corp.
rob@abraplata.com
Tel: +1 416-884-3556

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.

This press release contains "forward-looking information" within the meaning of applicable Canadian securities laws. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "believes", "anticipates", "expects", "is expected", "scheduled", "estimates", "pending", "intends", "plans", "forecasts", "targets", or "hopes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "will", "should" "might", "will be taken", or "occur" and similar expressions) are not statements of historical fact and may be forward-looking statements. Forward-looking information herein includes, but is not limited to, statements that address activities, events or developments that Aethon and AbraPlata expect or anticipate will or may occur in the future, including statements with respect to the Proposed Transaction and the likelihood that the Proposed Transaction will be consummated on the terms and timeline provided herein or at all, the benefits of the Proposed Transaction to AbraPlata and Aethon and the receipt of all required approvals including, without limitation, the Aethon shareholders and applicable regulatory, court and stock exchanges.

In respect of the forward-looking statements and information concerning the likelihood that the Proposed Transaction will be consummated and the anticipated benefits of the completion of the Proposed Transaction, Aethon and AbraPlata have provided such statements and information in reliance on certain assumptions that they each believe are reasonable at this time, including assumptions as to the ability of the parties to receive, in a timely

manner and on satisfactory terms, the necessary regulatory, court, stock exchange and shareholder approvals where applicable; the ability of the parties to satisfy, in a timely manner, the other conditions to the completion of the Proposed Transaction; general assumptions respecting the business and operations of both Aethon and AbraPlata, including that each business will continue to operate in a manner consistent with past practice and pursuant to certain industry and market conditions; and other expectations and assumptions concerning the Proposed Transaction. Although Aethon and AbraPlata believe that the expectations reflected in these forward-looking statements are reasonable, neither Aethon nor AbraPlata can give assurance that these expectations will prove to have been correct, that the Proposed Transaction will be completed or that it will be completed on the terms and conditions contemplated in this press release.

Factors that could cause future results or events to differ materially from current expectations expressed or implied by the forward-looking statements include significant transaction costs or unknown liabilities; general business, economic, competitive, political and social uncertainties; the state of capital markets; risks relating to (i) the ability of the parties to satisfy the closing conditions set out in the Definitive Agreement, including receipt of all requisite regulatory, court and stock exchange approvals, as applicable; (ii) an alternative transaction materializing prior to the completion of the Proposed Transaction; (iii) the impact on the respective businesses, operations and financial condition of AbraPlata and Aethon resulting from the failure to complete the Proposed Transaction on terms described or at all; (iv) unforeseen challenges in integrating the businesses of AbraPlata and Aethon, (vii) failure to realize the anticipated benefits of the Proposed Transaction, (viii) other unforeseen events, developments, or factors causing any of the aforesaid expectations, assumptions, and other factors ultimately being inaccurate or irrelevant; and other risks described in AbraPlata's and Aethon's documents filed on the SEDAR website at www.sedar.com.

Statements of mineral resources also constitute forward-looking information to the extent they represent estimates of mineralization that will be encountered on a property and/or estimates regarding future costs, revenues and other matters. Although Aethon and AbraPlata have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Neither Aethon nor AbraPlata undertakes to update any forward-looking information except in accordance with applicable securities laws.

###