

Alder Shareholders Approve Acquisition of Alder Resources Ltd. by Midlands Minerals Corporation

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TORONTO, Jul 8, 2015 - [Alder Resources Ltd.](#) ("Alder" or the "Company") (TSX VENTURE:ALR) is pleased to announce that at a special meeting (the "Meeting") of the shareholders and warrant holders (collectively, the "Securityholders") of the Company held on July 8, 2015, the Securityholders approved the previously announced acquisition by [Midlands Minerals Corp.](#) ("Midlands") of all of the outstanding common shares of Alder (the "Alder Shares") by way of a plan of arrangement (the "Arrangement").

The Arrangement was approved by the affirmative vote of approximately (i) 94.3% of the votes cast by Securityholders, present in person or represented by proxy at the Meeting; and (ii) 93.5% of the votes cast by Securityholders, excluding votes cast in respect of Alder Shares or Alder warrants over which Don Dudek, the President, CEO and a director of the Company and his affiliates and joint actors, exercise control or direction. On June 8, 2015, Alder obtained an interim order of the Superior Court of Justice Ontario (Commercial List) under the *Business Corporations Act* (Ontario) in connection with the Arrangement. Alder is scheduled to return to court on July 10, 2015 to seek a final order to implement the Arrangement. The completion of the Arrangement remains subject to certain other conditions and is expected to be completed on or about July 14, 2015.

Under the Arrangement, Alder Shareholders will receive consideration of 1.81 of a common share of Midlands (each whole common share, a "Midlands Share") per Alder Share.

In accordance with the terms of the outstanding warrants to acquire Alder Shares (each, an "Alder Warrant"), each holder of an Alder Warrant outstanding immediately prior to the effective time of the Arrangement (the "Effective Time") will receive on subsequent exercise of such holder's Alder Warrant, in accordance with its terms, for the same aggregate consideration payable for such warrant, 1.81 of a Midlands Share.

In addition, in accordance with the terms of the outstanding options to acquire Alder Shares (each, an "Alder Option"), each holder of an Alder Option outstanding immediately prior to the Effective Time will receive on subsequent exercise of such holder's Alder Options, in accordance with its terms, for the same aggregate consideration payable for such option, 1.81 of a Midlands Share.

About Alder Resources Ltd.

Alder is a resource company focused on the development of gold and base metal projects throughout the Americas. Alder's current high priority Cu-Au-Ag supergene, skarn and porphyry target is the Rosita project in Nicaragua located 275 kilometres northeast of Managua. The Company has current Inferred mineral stockpile resources of 7.95 million tonnes grading 0.62% Cu, 0.46 g/t Au and 9.21 g/t Ag with numerous zones that have reasonable near term potential to add to and enhance these resources. See the technical report entitled "Rosita Cu-Au-Ag Project, RAAN, Nicaragua, NI 43- 101 Technical Report on Mineral Resource Estimate of Rosita Stockpiles" effective as of May 8, 2012, which is available under the Company's profile at [www.sedar.com](#).

In August 2011, Alder entered into an option agreement to acquire a 65% interest in the Rosita D concession from [Calibre Mining Corp.](#) by issuing 1,000,000 Alder Shares and incurring expenditures of \$4,000,000 over four years. To date Alder has incurred approximately \$3.5 million of the \$4.0 million obligation and has until October 2015 to incur the remaining project expenditures.

For additional information, please visit our website at [www.alderresources.ca](#).

Cautionary Note Regarding Forward-looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, statements regarding the completion of the Arrangement. Generally, forward-looking information can be identified by the use of

forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Alder to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; the actual results of current exploration activities; risks associated with operations in foreign jurisdictions; ability to successfully integrate the purchased properties; and other risks inherent in the mining industry. Although Alder has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Alder does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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