

Colorado Resources Ltd. Announces Closing of \$1.6 Million Private Placement

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VANCOUVER, March 31, 2020 - [Colorado Resources Ltd.](#) (TSX-V: CXO) ("Colorado" or the "Company") is pleased to announce that, further to its news releases of February 28, 2020 and March 18, 2020, the Company has closed the non-brokered private placements (the "Placements") of 6,929,667 units (the "Units") at an issue price of \$0.06 per Unit and 15,793,000 charity flow-through common shares (the "FT Shares") at an issue price of \$0.075 per FT Share for aggregate gross proceeds of \$1,600,255.

Each Unit consisted of one common share in the capital of the Company (each a "Colorado Share") and one-half of one common share purchase warrant. Each whole warrant (a "Colorado Warrant") entitles the holder to acquire an additional Colorado Share at an exercise price of \$0.09 for three years from the date of issuance.

No finder's fee or commission was paid in connection with the placement. The net proceeds from the Placements will be used to fund planned exploration activities as per Colorado's press release dated February 19, 2020, as well as for working capital purposes. All securities issued in connection with the private placement are subject to a four month hold period.

Certain Directors of the Company subscribed directly or indirectly for 1,000,001 Units in the financing. The transaction is exempt from the formal valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 ("MI 61-101") in reliance on the exemptions set forth in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the securities to be distributed in the Placements nor the consideration to be received for those securities, in so far as the Placements involves the insiders, exceeds 25% of the market capitalization. The Board of Directors approved the Placements by resolutions on which the Directors did not vote with respect to their participation in the Placements.

The Company did not file a material change report more than 21 days before the expected closing of the Placements as the details of the Placements and the participation therein by related parties of the Company were not settled until shortly prior to closing and the Company wished to close on an expedited basis for sound business reasons.

Early Warning Disclosure

Newmont Corporation ("Newmont"), indirectly through Peartree Securities Inc., acquired 15,793,000 Colorado Shares pursuant to the Placements. Immediately prior to completion of the Placements, Newmont directly or indirectly held 23,796,717 Colorado Shares, representing approximately 12.6% of the issued and outstanding Colorado Shares and 3,168,358 Colorado Warrants, representing approximately 12.9% of the issued and outstanding Colorado Warrants.

Newmont has advised the Company that following the Placements, it now owns, directly or indirectly, 39,589,717 Colorado Shares, representing approximately 18.7% of the issued and outstanding Colorado Shares and 3,168,358 Colorado Warrants, representing approximately 11.3% of the issued and outstanding Colorado Warrants. Should Newmont exercise all of the Colorado Warrants, Newmont would hold, directly or indirectly, 42,758,075 Colorado Shares, representing approximately 19.9% of the issued and outstanding Colorado Shares (on a partially diluted basis). Newmont's purchase price of the Colorado Shares was \$740,691.70.

The Colorado Shares were acquired by Newmont for investment purposes. Newmont will evaluate its investment in the Company from time to time and may, based on such evaluation, market conditions and other circumstances, increase or decrease shareholdings as circumstances require through market transactions, private agreements or otherwise. A copy of the early warning report filed by Newmont in connection with the transaction will be available on the Company's SEDAR profile. Newmont's head office is located at 6363 South Fiddler's Green Circle, Suite 800, Greenwood Village, Colorado, 80111.

About Colorado

[Colorado Resources Ltd.](#) is exploring for high-grade gold and copper in the Golden Triangle and the Toodoggone area of British Columbia. The portfolio includes the flagship Castle property, a porphyry copper-gold project located in the Red Chris mining district of the Golden Triangle neighbouring GT Gold's Tatogga property. Other properties include the KSP, North ROK, Kingpin, Heart Peaks and Sofia properties in British Columbia. These assets are being advanced by a newly assembled technical and management team with experience in exploration, permitting and discovery.

ON BEHALF OF THE BOARD OF DIRECTORS OF [Colorado Resources Ltd.](#)

"Joseph Mullin"

Joseph Mullin

Chief Executive Officer and Director

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration is available.

Cautionary Note Regarding Forward-Looking Statements

All statements, trend analysis and other information contained in this press release about anticipated future events or results constitute forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. All statements, other than statements of historical fact, included herein, including, statements regarding the use of proceeds of the Placements are forward-looking statements. Although the Company believe that the expectations reflected in such forward-looking statements and/or information are reasonable, undue reliance should not be placed on forward-looking statements since the Company can give no assurance that such expectations will prove to be correct. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements, including the risks, uncertainties and other factors identified in the Companies' periodic filings with Canadian securities regulators as well as the risk that the ongoing COVID-19 pandemic may have on the Company's business. Important factors that could cause actual results to differ materially from Colorado expectations include the risk that management of the Company determines to use the proceeds of the Placements in a way that is not currently contemplated. Forward-looking statements are based on estimates and opinions of management at the date the statements are made. Colorado does not undertake any obligation to update forward-looking statements except as required by applicable securities laws. Investors should not place undue reliance on forward-looking statements.

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