



65 Queen Street West, Suite 800, Toronto, ON, Canada, M5H 2M5

EMERITA ENTERS INTO LETTER OF INTENT TO ACQUIRE A ZINC PROJECT IN SPAIN

Toronto, Ontario, March 20, 2017 – Emerita Resources Corp. (or “Emerita”) (TSX-V: EMO) is pleased to announce that it has entered into a letter of intent (the “LOI”) with a large mining company (the “Vendor”) pursuant to which Emerita can acquire from the Vendor all of the rights to the Masa Valverde Zinc project (the “Project”) located in the highly prolific Iberian Pyrite Belt, Spain (the “Transaction”). The Project covers an area of 14 square kilometres and is located in the Andalusia region of southern Spain. The LOI is non-binding, except for certain sections including a right of exclusivity which expires on May 18, 2017.

Summary:

- Emerita and the Vendor have signed the LOI which outlines the material terms and conditions pursuant to which Emerita can acquire a 100% interest in the Project.
- Pursuant to the LOI:
 - Emerita has 60 days to conduct due diligence investigations on the Project.
 - If Emerita is satisfied with the results of its due diligence, Emerita and the Vendor will negotiate and enter into the definitive agreements for the Transaction.
 - In order to complete the Transaction, following execution of definitive agreements, Emerita shall pay to the Vendor €4.5 million in cash in instalments over a two (2) year period (see below for more details). The Vendor will retain a 2.5% net smelter return royalty on production from the Project and will, at its option, provide offtake for the products.
- The Project hosts a classic, polymetallic, volcanogenic massive sulphide (“VMS”) deposit that is locally enriched in gold and contains zinc rich massive sulphide zones and a copper rich zone as is characteristic for VMS deposits. Drilling to date has outlined a sulphide body that is greater than 1,200 meters long and greater than 200 meters wide.
- The mineralization remains open for expansion by further drilling.
- The Project is located in the Andalusia region of southern Spain. This is an area well serviced with infrastructure including paved roads, cellular coverage, rail, water and power and ports as well as a number of producing base metal mines.

Key Terms of the LOI:

Pursuant to the LOI, Emerita can acquire from the Vendor a 100% interest in the rights to the Project. The LOI is non-binding, except for certain sections including confidentiality provisions and a right of exclusivity which expires on May 18, 2017.



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As consideration for the Transaction, subject to and following execution of definitive agreements, Emerita shall pay €4.5 million in cash to the Vendor on the following schedule:

- Within 30 days of the parties executing the definitive purchase agreement Emerita shall pay €500,000 in cash to the Vendor;
- On the one year anniversary of executing the definitive purchase agreement Emerita shall pay an additional €800,000 in cash to the Vendor; and
- On the second year anniversary of executing the definitive purchase agreement Emerita shall pay an additional €3,200,000 in cash to the Vendor.

Emerita will also grant to the Vendor a transferable net smelter returns royalty of 2.5% from the Project. The Transaction shall be subject to certain customary closing conditions, including the approval of the TSX Venture Exchange. The Vendor will retain the right to purchase the offtake from future production from the Project under terms customary for such transactions. The Transaction is an arm's length transaction and Emerita is not paying any finder's fees in connection therewith.

Further details regarding the Transaction and the Project will be provided following completion of Emerita's due diligence and the entering into definitive agreements.

Emerita's common shares were halted from trading on March 10, 2017. Following this announcement, it is expected trading will resume on Wednesday, March 22, 2017.

Management Commentary:

David Gower, Chairman of Emerita, commented: "Emerita is thrilled by the opportunity to acquire a zinc project that remains open for future expansion. The Project is located in an area with excellent infrastructure and supportive environment for responsible mine development. Emerita has an exceptional technical team in Spain and a great depth of experience in delineating and developing these types of deposits and is ready to advance the Project quickly."

Joaquin Merino, President and CEO of Emerita, commented: "This is an exceptional opportunity for Emerita. This Transaction would provide the Company with a strong project and growth platform. Emerita also continues to be fully committed to acquiring the Aznalcollar project in Spain following the recent court ruling in the Company's favour and with success there, will have a very strong zinc project portfolio going forward."



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Qualified Person

Joaquin Merino is a “qualified person” as such term is defined in NI 43-101 and has reviewed and approved the scientific and technical information included in this press release and has approved its dissemination.

About Emerita Resources Corp.

Emerita is a natural resource company engaged in the acquisition, exploration and development of mineral properties in Europe, with a primary focus on exploring in Spain and Brazil. The Company’s corporate office and technical team are based in Sevilla, Spain with an administrative office in Toronto, Canada.

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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 LOI, the Transaction, the ability of the Company to complete the Transaction, the Company’s ability to obtain the rights to the Aznalcollar project and the Company’s future plans. 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 Emerita, as the case may be, to be materially different from those expressed or implied by such forward-looking information, including but not limited to: inability of the parties to the LOI to successfully reach definitive agreements, receipt of necessary regulatory approvals, risks associated with funding the purchase price through the exercise of existing warrants of the Company and securing additional financing in the future on attractive terms, general business, economic, competitive, geopolitical and social uncertainties; the actual results of current exploration activities; risks associated with operation in foreign jurisdictions; ability to successfully integrate purchased properties or mining rights awarded; foreign operations risks; and other risks inherent in the mining industry. Although Emerita 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. Emerita does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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