

Stuhini Exploration Ltd

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NEWS RELEASE

STUHINI ANNOUNCES \$308,000 FLOW-THROUGH PRIVATE PLACEMENT

VANCOUVER, British Columbia – December 13th, 2019. **Stuhini Exploration Ltd. (TSX-V STU)** (the “**Company**” or “**Stuhini**”) is pleased to announce a non-brokered private placement consisting of up to 1,400,000 common shares of the Company that qualify as “flow-through shares” for the purposes of the Income Tax Act (Canada) (“Flow-Through Common Shares”) at a price of \$0.22 per Flow-Through Common Share for aggregate gross proceeds to the Company of up to Cdn\$308,000 (the “Offering”).

The net proceeds from the sale of the Flow-Through Common Shares will be used to incur “Canadian exploration expenses” which qualify as “flow-through mining expenditures” (within the meaning of the Income Tax Act (Canada)) (“Qualifying Expenditures”) related to Stuhini’s Ruby Creek Project located in British Columbia. The Company will renounce these expenses to the purchasers with an effective date of no later than December 31, 2019.

The Company entered into an option agreement dated July 29, 2019 to acquire the Ruby Creek Property (see news release dated July 30, 2019). The Ruby Creek option agreement was subject to disinterested shareholder approval (since obtained) and remains subject to a financing condition which will be satisfied on completion of this Offering in order to obtain final TSX Venture Exchange approval.

The Offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the TSX Venture Exchange. The Flow-Through Common Shares to be issued under the Offering will have a hold period of four months and one day from the closing.

It is anticipated that certain directors, officers and other insiders of the Company will acquire Flow-Through Common Shares of the Company under the Offering. Such participation will be considered to be “related party transactions” within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101-*Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) adopted in the Policy. The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(b) of MI 61-101 in respect of related party participation in the Offering. The securities of the Company are listed on the TSX Venture Exchange (and on none of certain specified markets for the purposes of the MI 61-101 provisions) and neither the aggregate fair market value of the shares to be distributed to, nor the consideration paid by, related parties will exceed Cdn\$2.5 million. The Company expects to receive the requisite non-interested directors’ approval of the Offering.

About Stuhini Exploration Ltd.

Stuhini is a mineral exploration company focused on the exploration and development of precious and base metals properties with its focus on the Metla Property located in northwestern British Columbia, Canada, approximately 150 kilometres south of the town of Atlin and the road accessible Ruby Creek Property located 20 kilometres northeast of Atlin.

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FORWARD-LOOKING STATEMENTS

This news release contains “forward-looking statements” within the meaning of Canadian securities legislation. Such forward-looking statements concern expected subscriptions and closing of the Offering, net proceeds from the Offering, and the intended use of proceeds. Such forward-looking statements or information are based on a number of assumptions which may prove to be incorrect. Assumptions have been made regarding, among other things: conditions in general economic and financial markets; timing and amount of capital expenditures; timing and amount of Qualifying Expenditures incurred; and effects of regulation by governmental agencies. The actual results could differ materially from those anticipated in these forward-looking statements as a result of risk factors including: the availability of funds; the timing and content of work programs; results of exploration activities of mineral properties; the interpretation of drilling results and other geological data; general market and industry conditions; and failure to incur Qualifying Expenditures. Forward-looking statements are based on the expectations and opinions of the Company’s management on the date the statements are made. The assumptions used in the preparation of such statements, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made. The Company undertakes no obligation to update or revise any forward-looking statements included in this news release if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.