

Pima Zinc Corp.

PIMA ZINC CORP. ANNOUNCES DEBT SETTLEMENT AGREEMENTS AT \$0.005 PER UNIT

TORONTO, ONTARIO, September 10, 2018 – Pima Zinc Corp. (the “**Company**”) announces that it has entered into debt forgiveness and conversion agreements to eliminate an aggregate of \$261,706 of indebtedness of the Company (the “**Debt Settlement**”), through the issuance of an aggregate of 8,723,554 units (“**Units**”) of the Company. Each Unit is comprised of one Common Share (each, a “**Common Share**”) in the capital of the Company, and one-half of a Common Share purchase warrant (each whole warrant, a “**Warrant**”), each Warrant entitles the holder thereof to acquire one Common Share at an exercise price of \$0.05 per Common Share for a period of three years from the date of the issuance.

Closing is anticipated to occur on or before September 14, 2018. The Common Shares and Warrants to be issued pursuant to the Debt Settlement will be subject to a hold period of four months plus a day from the date of issuance.

Pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”), the Debt Settlement constitutes a “related party transaction” as a company controlled by an officer and director of the Company was involved in the Debt Settlement. The Company is exempt from the formal valuation requirement of MI 61-101 in connection with the debt settlement in reliance on section 5.5(b) of MI 61-101, as no securities of the Company are listed or quoted for trading on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., the New York Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States, other than the Alternative Investment Market of the London Stock Exchange or the Plus markets operated by Plus Markets Group plc. Additionally, the Company is exempt from obtaining minority approval in connection with the Debt Settlement in reliance on section 5.7(e) of MI 61-101 as the Company is in financial difficulty. The Debt Settlement was approved by a quorum of the board of directors of Company (the “**Board**”) on September 6, 2018. The Board, acting in good faith, and the independent members of the Board, acting in good faith, determined that Company is in serious financial difficulty, that the Debt Settlement is designed to improve the Company’s financial position and that the terms of the Debt Settlement are reasonable in the Company’s circumstances. The Company anticipates it will file a material change report less than 21 days before the closing of the Debt Settlement. This shorter period is reasonable and necessary in the circumstances as the Company wants to complete the Debt Settlement as expeditiously as possible and the Debt Settlement is a condition of the closing of the proposed acquisition of 1139432 B.C. Ltd. (see press release of August 9, 2018).

For further information, please contact:

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Forward-Looking Information

Certain information regarding the Company in this news release including management's assessment of future plans and operations may constitute forward-looking statements under applicable securities laws. The forward-looking information includes, without limitation, statements regarding the Debt Settlement and the timing for its completion and the intended participation by an insider of the Company assumptions were used in drawing the conclusions or making the forecasts and projections contained in the forward-looking information contained in this press release, which assumptions are based on management analysis of historical trends, experience, current conditions, and expected future developments pertaining to the

Company and the industry in which it operates as well as certain assumptions regarding the matters outlined above. Forward-looking information is based on current expectations, estimates and projections that involve a number of risks, which could cause actual results to vary and in some instances to differ materially from those anticipated by the Company and described in the forward looking information contained in this press release. Undue reliance should not be placed on forward-looking information, which is not a guarantee of performance and is subject to a number of risks or uncertainties, including without limitation those described under "Risk Factors" in the Company's MD&A for the year ended December 31, 2017 and those included in other reports on file with Canadian securities regulatory authorities which may be accessed through the SEDAR website (www.sedar.com). Readers are cautioned that the foregoing list of risk factors is not exhaustive. Forward-looking information is based on the estimates and opinions of the Company's management at the time the information is released and the Company disclaims any intent or obligation to update publicly any such forward-looking information, whether as a result of new information, future events or otherwise, other than as expressly required by applicable securities laws.