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**FIRST DIVISION VENTURES INC.**

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**FIRST DIVISION ACQUIRES TEMPLE MOUNTAIN VANADIUM PROPERTY  
AND ANNOUNCES PRIVATE PLACEMENT**

**February 6, 2019** – First Division Ventures Inc. (the "**Company**" of "**First Division**") is pleased to announce that it has entered into an Assignment and Property Option Agreement (the "**Agreement**") with Geoxplor Corp. ("**Geoxplor**") of Arizona, USA for the option to acquire a 100% interest in the Temple Mountain Property (the "**Property**") located in Emery County, Utah, USA.

**Temple Mountain Property**

The Temple Mountain Property is located in the county of Emery, in the state of Utah, USA. The land is administered by the Bureau of Land Management (BLM). It consists of a total of 52 Lode mining claims covering 1,074 acres, or approximately 435 hectares. Temple Mountain is located 34 km north of the small town of Hanksville. The Temple Mountain mining district commenced mining for Vanadium and Uranium in 1914. The area was very active during WWII and continued till 1968. Historical assay data from exploration drill holes show maximum values of Vanadium (V2O5) oxide of up to 4.97% and Uranium (U3O8) of up to 1.83%.

Geoxplor owns a portion of the claims comprising the Property and holds an option to acquire the remaining portion from an arm's length third party which option it has agreed to assign to the Company under the terms of the Agreement.

Michael Mulberry, President & CEO of First Division Ventures commented "The historic Temple Mountain vanadium project represents an exciting opportunity for First Division and provides significant exposure to this critical battery metal. The prospectivity of the project is highlighted by the historical assays of up to 4.97% vanadium oxide (V2O5) and historical production dating back to 1914."

**Terms of the Agreement**

First Division may acquire a 100% interest in the Property by paying a total of US\$635,000 cash of which US\$110,000 is payable to Geoxplor in the next 12 months with an additional US\$75,000 due on the second, third and fourth anniversary of the date of the Agreement. A total of US\$300,000 is payable to the third-party property owner over a period until December 2022.

In addition, First Division must also issue an aggregate of 3,250,000 common shares of the Company ("**Common Shares**") to Geoxplor over a period of 4 years from the date of the Agreement and incur aggregate exploration expenditures of US\$1,300,000 by the fourth anniversary of the Agreement.

An additional payment of US\$1,000,000, either in cash or Common Shares at the Company's election, is payable to Geoxplor on or before the date of commencement of any commercial production. Any Common Shares issued pursuant to this obligation will be issued at a per Common Share price equal to the Company's volume weighted average trading price on the Canadian Securities Exchange ("CSE") for the 5 trading days prior to the date written notice of the election is provided to Geoxplor.

Upon First Division earning a 100% interest in the Property, Geoxplor will be granted a 2.0% Net Smelter Return Royalty ("NSR") payable upon commercial production from the Property. First Division may buy-back 50% of the NSR at a price of US\$1,000,000

### **Private Placement**

The Company is also pleased to announce a non-brokered private placement (the "**Private Placement**") of units (each, a "**Unit**") at a price of \$0.25 per Unit for gross proceeds of up to \$1.5 million, the net proceeds of which will be used by First Division to fund obligations under the Agreement.

Each Unit will consist of one Common Share and one Common Share purchase warrant (each, a "**Warrant**"). Each Warrant shall entitle the holder to purchase one additional Common Share (a "**Warrant Share**") at a price of \$0.50 per Warrant Share for a period of 18 months from issuance. All securities issued pursuant to the Private Placement will be subject to a four month hold period. The Company may pay finder's fees in connection with the Private Placement and in accordance with CSE policies.

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. The securities referred to herein will not be or have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

### **About the Company**

First Division Ventures Inc. is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties. The Company has an option to acquire a 50% interest in the Fish Lake property, consisting of 81 lode mineral claims located in Esmeralda County in the state of Nevada, USA.

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*Neither the CSE nor its regulations service providers accept responsibility for the adequacy or accuracy of this news release.*

*This news release may contain forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will,"*

*"would," "may," "could" or "should" occur and in this news release relate to the Agreement and the Company's fulfilment of its obligations thereunder. Information inferred from the interpretation of drilling and other sampling results may also be deemed to be forward-looking statements, as it constitutes a prediction of what might be found to be present when and if a project is actually developed. These forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements, including, without limitation: risks related to fluctuations in metal prices; uncertainties related to raising sufficient financing to fund the planned work in a timely manner and on acceptable terms; changes in planned work resulting from weather, logistical, technical or other factors; the possibility that results of work will not fulfill expectations and realize the perceived potential of the Company's properties; risk of accidents, equipment breakdowns and labour disputes or other unanticipated difficulties or interruptions; the possibility of cost overruns or unanticipated expenses in the work program; the risk of environmental contamination or damage resulting from the Company's operations and other risks and uncertainties. Any forward-looking statement speaks only as of the date it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.*