



BEAR CREEK MINING SIGNS A TERM SHEET TO DEFER US\$25.8 MILLION IN DEBT PAYMENTS FOR A PERIOD OF FIVE YEARS

May 30, 2023, Vancouver, British Columbia - Bear Creek Mining Corporation (TSXV: BCM) (OTCQX: BCEKF) (BVL: BCM) (“Bear Creek” or the “Company”) is pleased to announce that it has executed a non-binding indicative term sheet with a wholly-owned subsidiary of Equinox Gold Corp. (“Equinox Gold”) to refinance US\$25.8 million in near-term payment obligations into a convertible debenture with a five-year term to maturity (the “Convertible Debenture”). The Convertible Debenture will be used to extend, over a five-year period, payment of the final US\$25 million purchase price installment (the “Deferred Payment”) for the Mercedes Gold Mine (“Mercedes”) in Sonora, Mexico. The Convertible Debenture term sheet replaces the planned two-year amortizing note that was announced on October 26, 2022 and March 10, 2023.

Anthony Hawkshaw, CEO, comments “Restructuring, for up to five years, the Deferred Payment immediately improves the Company’s working capital position by more than US\$25 million. As importantly, the reduced monthly interest and principal repayments better allows Bear Creek to aggressively explore and develop Mercedes for the long-term benefit of our stakeholders”.

Convertible Debenture Term Sheet

The Convertible Debenture provides for the conversion of the Deferred Payment into a secured, convertible, interest-bearing promissory note.

The details of the Convertible Debenture are as follows:

	Term Sheet
Obligation Refinanced	Deferred Payment
Approximate Principal Amount (US\$)¹	\$25.8 million
Interest Rate	7%
Monthly Interest Payment²	\$150,700
Maturity Date	5 years from closing date
Scheduled Principal Repayment	100% due on the Maturity Date

Note 1 – US\$25.8 million principal amount reflects Deferred Payment less US\$1.4 million in prior payments plus approximately US\$2,240,000 in accrued interest since October 26, 2022.

Note 2 – Monthly interest payments are approximate and may vary based on closing date principal amount. Interest shall be paid monthly on the first day of the month following the closing date.

Subject to applicable corporate and securities laws approvals, at any time at or before the Maturity Date, the unpaid principal may be converted into common shares of the Company, at a price equal to \$0.73 (the “Conversion Price”), such amount being 1.25 times the volume-weighted average price of the common shares of the Company for the 10-day period ending on May 29, 2023. If such conversion would create a new control

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person (as defined by applicable securities laws) of the Company, no conversion may occur until applicable shareholder approval of the Company is obtained.

Subject to the lender's conversion right, the Company may elect to prepay any portion of the obligations under the Convertible Debenture at any time after the second anniversary of the closing date and before the Maturity Date; provided that, if at the time of such voluntary prepayment, the volume weighted average price of the common shares of the Company for the 10-day period ending on the last trading day before the date of such prepayment is greater than the Conversion Price, a top-up cash payment representing the option value from the difference between these amounts shall be paid by the Company to the lender in addition to the principal amount prepaid.

The Convertible Debenture used to refinance the Deferred Payment will be secured by a first lien (pari passu with certain security held by Bear Creek's existing creditors) pledge of Bear Creek's equity interest in Mercedes and a second lien pledge of Bear Creek's equity interest in the Corani silver-lead-zinc deposit in Puno, Peru ("Corani").

Issuance of the Convertible Debenture is subject to completion of definitive documentation and approval of the TSX Venture Exchange ("TSXV") and the Company's shareholders, as applicable.

On behalf of the Board of Directors,

Anthony Hawkshaw
Chief Executive Officer

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Cautionary Statement Regarding Forward-Looking Information

This news release contains forward-looking statements regarding: finalizing documentation in respect of the term sheet and the Convertible Debenture; TSXV, securities laws, shareholder and corporate laws approval of the matters contemplated by the term sheet; the conversion of the amounts outstanding under the Convertible Debenture into common shares of the Company; and the ability of the Company to meet the monthly payments, interest and principal repayment obligations under the Convertible Debenture; and other statements regarding future plans, expectations, exploration potential, guidance, projections, objectives, estimates and forecasts as well as the Company's expectations with respect to such matters. These forward-looking statements are provided as of the date of this news release, or the effective date of the documents referred to in this news release, as applicable, and reflect predictions, expectations or beliefs regarding future events based on the Company's beliefs at the time the statements were made, as well as various assumptions made by and information currently available to them. In making the forward-looking statements included in this news release, the Company has applied several material assumptions, including, but not limited to: that the Convertible Debenture will be approved by the TSXV and the Company's shareholders, if applicable, that the Convertible Debenture will be issued as expected in accordance with the term sheet, and that the Company will be able to meet its payment obligations under the Convertible Debenture. Although management considers these assumptions to be reasonable based on information available to it, they may prove to be incorrect. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions on which they are based do not reflect future experience. We caution readers not to place undue reliance on these forward-looking statements as a number of important factors could cause the actual outcomes to differ materially from the expectations expressed in them. These risk factors

may be generally stated as the risk that the assumptions expressed above do not occur, but specifically include, without limitation, risks relating to general market conditions and the additional risks described in the Company's latest Annual Information Form, and other disclosure documents filed by the Company on its SEDAR page at www.sedar.com. The foregoing list of factors that may affect future results is not exhaustive. Investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by the Company or on behalf of the Company, except as required by law.

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