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**BB1 ACQUISITION CORP. AND CERRADO GOLD INC. ANNOUNCE BROKERED PRIVATE
PLACEMENT OF UP TO C\$25 MILLION**

November 3, 2020

**TSX Venture Exchange
Trading Symbol: BBA**

BB1 Acquisition Corp. (“**BB1**” or the “**Company**”) and **Cerrado Gold Inc.** (“**Cerrado Gold**”) jointly announce that, in connection with the “Qualifying Transaction” of BB1 previously announced on August 4, 2020, Cerrado Gold has entered into an agreement with a syndicate of agents co-led by Stifel GMP, Cormark Securities Inc. and Haywood Securities Inc. (collectively the “**Lead Agents**”), and including Canaccord Genuity Corp, Red Cloud Securities Inc. and H.C. Wainwright & Co., LLC (together with the Lead Agents, the “**Agents**”), pursuant to which the Agents will undertake a brokered private placement of subscription receipts (each, a “**Subscription Receipt**”) of Cerrado Gold, on a best efforts basis and at a price to be determined in the context of the market, to raise gross proceeds of up to C\$25 million (the “**Offering**”).

Each Subscription Receipt will entitle the holder thereof to receive, without any further action and without payment of additional consideration by the holder, and subject to adjustment in certain circumstances, one common share of the Resulting Issuer (as defined below) (each, a “**Subscription Receipt Share**”) upon the satisfaction or waiver of certain Escrow Release Conditions (as defined below) prior to February 23, 2021 (the “**Termination Date**”). The Subscription Receipts will be issued pursuant to the terms of a subscription receipt indenture (the “**Subscription Receipt Indenture**”) to be entered into among Cerrado Gold, a subscription receipt agent to be determined (the “**Subscription Receipt Agent**”) and the Lead Agents, for and on behalf of the Agents.

The Offering will be marketed (i) to investors in each of the provinces of Canada on a private placement basis; (ii) to investors in the United States pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933, as amended; and (iii) to investors resident in jurisdictions outside of Canada and the United States, in each case, in accordance with all applicable laws, provided that no prospectus, registration statement or similar document is required to be filed in such foreign jurisdiction. The closing of the Offering is expected to take place on or around December 3, 2020.

The Offering is being made in conjunction with BB1’s acquisition of Cerrado Gold, which, further to the press release dated August 4, 2020, will be completed by way of a three-cornered amalgamation, or similar transaction, pursuant to which Cerrado Gold will amalgamate with a wholly-owned subsidiary of BB1 and each shareholder of Cerrado Gold will receive shares of BB1 (to be renamed “Cerrado Gold Inc.”) (the “**Resulting Issuer**”), whose common shares will be listed on the TSX or TSX Venture Exchange, as applicable (the “**RTO**”).

As previously announced, prior to the completion of the RTO, BB1 intends to undertake a common share consolidation on an 8.31:1 basis (the “**Consolidation**”). In addition, pursuant to the amalgamation in connection with the RTO, the common shares of Cerrado Gold will be exchanged for post-Consolidation BB1 shares on a 1:1 basis (the “**Share Exchange**”). In the event that the Consolidation is not completed on an 8.31:1 basis and/or the Share Exchange is changed from a 1:1 basis, the offering price and the number of Subscription Receipt Shares that each Subscription Receipt will entitle a holder to acquire may be adjusted accordingly.

The gross proceeds of the Offering, less 50% of the Agents’ fee and certain expenses, will be held in escrow and, upon the satisfaction or waiver of certain conditions (the “**Escrow Release Conditions**”), including, without limitation, the satisfaction or waiver of all conditions to the closing of the RTO, the net proceeds will be released to the Resulting Issuer and the remaining Agents’ fee will be released to the Agents. In the event that the Escrow Release Conditions are not satisfied by the Termination Date, the proceeds of the Offering will be returned to the holders of the Subscription Receipts and the Subscription Receipts will be cancelled.

The net proceeds will be used by the Resulting Issuer to fund exploration and development at Cerrado Gold's properties in Argentina and Brazil and for general corporate working capital.

As additional compensation, one or more of the Agents will be entitled, at Cerrado Gold's discretion (acting reasonably and based on the Agents' performance vis-à-vis the Offering), to broker warrants (the "**Broker Warrants**"), exercisable to acquire such number of common shares of the Resulting Issuer (on a post-Consolidation basis) as is equal to up to 3.0% of the aggregate number of Subscription Receipts issued pursuant to the Offering. Each Broker Warrant shall be exercisable at the offering price pursuant to the Offering for a period of 24 months from the date of issuance of the Broker Warrants.

Completion of the RTO will be subject to a number of conditions, including, but not limited to, the completion of the Consolidation, the completion of the Offering, approval by the shareholders of BB1 and Cerrado Gold for the amalgamation (among other things), approvals of all regulatory bodies having jurisdiction in connection with the RTO and approval of the Toronto Stock Exchange or TSX Venture Exchange (the "**Exchange**"), as applicable, as well as the satisfaction of applicable listing requirements. There can be no assurance that the RTO will be completed as proposed, or at all, or that the Escrow Release Conditions or the closing conditions pertaining to the RTO will be satisfied or waived on terms satisfactory to the parties.

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 have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

The Exchange has not yet conditionally approved the listing of the Resulting Issuer Shares underlying the Subscription Receipts.

The Subscription Receipts will not be listed on any exchange and shall be subject to an indefinite hold period as set out in *National Instrument 45-102 - Resale of Securities*. The shares of the Resulting Issuer issuable upon the conversion of the Subscription Receipts will not be subject to a hold period under applicable securities legislation in Canada.

Forward Looking Information, Disclaimer and Reader Advisory

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The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed RTO and has neither approved nor disapproved the contents of this press release. Neither the 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.

This news release contains certain "forward looking statements" including, for example, statements relating to the completion of the RTO and Offering, use of proceeds and the receipt of all necessary shareholder, regulatory and Exchange approvals. Such forward-looking statements involve risks and uncertainties, both known and unknown. The results or events depicted in these forward-looking statements may differ materially from actual results or events. In addition to other factors and assumptions which may be identified herein, assumptions have been made regarding and are implicit in, among other things: the Company's ability to complete the RTO and Offering, the state of the capital

markets, the impact of the COVID-19 pandemic, the ability of the Resulting Issuer to successfully manage the risks inherent in pursuing business opportunities in the mining industry, and the ability of the Resulting Issuer to obtain qualified staff, equipment and services in a timely and cost efficient manner to develop its business. Any forward-looking statement reflects information available to the Company as of the date of this news release 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.

For more information please contact BB1's Chief Executive Officer, Stephen Shefsky at +1-416-366-4200, or Cerrado Gold's Co-Chairman and CEO, Mark Brennan at +1-647-796-0023.