



POWDER MOUNTAIN ENERGY LTD. COMPLETION OF PRIVATE PLACEMENT

Calgary, Alberta, July 24, 2014–Powder Mountain Energy Ltd. (“**Powder Mountain**” or the “**Corporation**”) (TSX-V: PDM) is pleased to announce that it has completed the non-brokered private placement (the “**Offering**”) of 283,334 common shares of the Corporation (the “**Common Shares**”) at \$0.90 per Common Share for aggregate gross proceeds of \$255,000.06 previously announced in its news releases of June 27, 2014 and July 16, 2014.

In connection with the Offering, the Corporation paid a cash finder’s fee to Integral Wealth Securities Limited of \$15,300.00.

The Common Shares issued pursuant to the Offering are subject to a hold period which expires on November 24, 2014. In connection with the Offering, one insider of Powder Mountain completed a “gypsy swap” transaction pursuant to which he sold through the trading facilities of the Pure Trading exchange an aggregate 283,334 Common Shares to three purchasers at a price of \$0.90 per Common and subsequently utilized the proceeds from the sale to purchase, through the Offering, an equal number of Common Shares of Powder Mountain at \$0.90 per Common Share.

The Offering is subject to final approval of the TSX Venture Exchange (the “**Exchange**”).

Not for distribution to U.S. news wire services or dissemination in the United States.

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

The securities offered have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements. This news release does not constitute an offer to sell or the solicitation of any offer to buy nor will there be any sale of these securities in any province, state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such province, state or jurisdiction.

Certain statements contained in this news release constitute forward-looking statements. These statements relate to future events. All statements other than statements of historical fact are forward-looking statements. The use of the words “may”, “expected”, “believes” and other words of a similar nature are intended to identify forward-looking statements.

These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Although Powder Mountain believes these statements to be reasonable, no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this news release should not be unduly relied upon. Such statements include statements with respect to receipt of Exchange approval of the Offering. Actual results could differ materially from those anticipated in these forward-looking statements as a result of prevailing economic conditions, receipt of requisite regulatory approvals, and other factors, many of which are beyond the control of Powder Mountain. The forward-looking statements contained in this news release represent the Corporation's expectations as of the date hereof, and are subject to change after such date. Powder Mountain disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as may be required by applicable securities regulations.

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