

MAS Gold Announces Completion of Early Warrant Exercise Incentive Program for Proceeds in Excess of \$2.5 Million

October 13, 2021 (Source) – *NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES*

MAS Gold Corp. (“**MAS Gold**” or the “**Company**”) – (TSXV: MAS) is pleased to announce the successful completion of its Early Warrant Exercise Incentive Program, as described in the press release dated August 17, 2021 (“**EWEIP**”). A total of 23,517,353 common shares of the Company (each a “**Common Share**”) were issued upon the exercise of 23,517,353 previously outstanding share purchase warrants (the “**Outstanding Warrants**”), providing aggregate gross proceeds of CDN\$2,565,199.60 to the Company.

For every two (2) Outstanding Warrants that were exercised prior to 5:00 P.M. (CST) on September 16, 2021, the holder of the Outstanding Warrants received the two Common Shares to which they were otherwise entitled under the terms of the Outstanding Warrants and one additional Common Share purchase warrant of the Company (each, an “**Incentive Warrant**”) entitling the holder to acquire an additional Common Share at a price of \$0.20 per share until 5:00 P.M. (CST) on October 12, 2024, subject to early expiry if, commencing four months after the closing of the EWEIP, the daily volume weighted average trading price of the Common Shares exceeds \$0.30 for 30 consecutive trading days. A total of 11,758,672 Incentive Warrants were issued pursuant to the EWEIP.

MAS Gold received CDN\$1,180,785 from EWEIP participants who elected to pay an increased exercise price equal to the original exercise price of the Outstanding Warrants plus \$0.02 per underlying share in order to receive two flow-through Common Shares that will each qualify as a “flow through share” within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (each, a “**FT Share**”) in substitution for the two non-flow-through Common Shares underlying the Outstanding Warrants. The net proceeds received by MAS Gold from the issuance of the FT Shares will be used to incur eligible “Canadian exploration expenses” (“**CEE**”) that are “flow-through mining expenditures” (as such term is defined in the *Income Tax Act* (Canada)). MAS Gold will renounce such CEE to the participants receiving FT Shares with an effective date of no later than December 31, 2021.

For those holders of Outstanding Warrants who chose not to participate in the EWEIP, the applicable Outstanding Warrants will continue to be exercisable for Common Shares on the same terms that previously existed.

MAS Gold intends to use the net proceeds to continue building on the string of recent successful drill programs at its Greywacke North and North Lake gold deposits located in Saskatchewan’s highly prospective La Ronge Gold Belt. MAS Gold plans to continue drill programs on its Preview-North and Greywacke Lake properties and the recently acquired former Contact Lake gold mine property to upgrade and expand the resources. MAS Gold also intends to complete further drilling and surface geological exploration work on its other areas within the Preview-North Property, including the Point Deposit and Joe Prospect . A portion of the proceeds will be used for ongoing environmental baseline studies, working capital requirements and other general corporate purposes.

The Incentive Warrants issued are subject to a restricted resale period ending February 13, 2022. The EWEIP is subject to the final acceptance of the TSXV.

Insiders of the Company participated in the EWEIP and, as a result, the EWEIP may constitute a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Shareholders in Special Transactions* (“**MI 61-101**”). The Company relies on the exemptions from the formal valuation requirements of MI 61-101 contained in section 5.5(a) and (b) of MI 61-101 on the basis that the fair market value of the transaction with insiders will not be more than 25% of the market capitalization of the Company and no securities of the Company are listed on a specified market set out in such section, and the Company further relies on the exemption from the minority shareholder approval requirements of MI 61-101 contained in Section 5.7(1)(a) of MI 61-101 on the basis of the fair market value of the transaction with insiders will not be more than 25% of the market capitalization of the Company.

In accordance with applicable requirements of the TSXV, certain insiders of the Company were restricted in their ability to participate in the EWEIP such that the aggregate of all Outstanding Warrants to be exercised by such insiders of the Company pursuant to the EWEIP did not exceed 10% of the applicable Outstanding Warrants.

The Company also confirms that the non-brokered private placement announced October 4, 2021 has closed. In connection with the private placement the Company issued 350,000 Common Shares for the proceeds of \$36,750, to be used for working capital requirements and other general corporate purposes. The Common Shares issued via the placement are subject to a statutory four month and one day hold period.

Qualified Person (QP)

The scientific and technical information contained in this news release has been prepared, reviewed, verified and approved by David Tupper, P.Geo. (British Columbia), MAS Gold’s VP Exploration and a Qualified Person within the context of Canadian Securities Administrators’ National

Instrument 43-101 – *Standards of Disclosure for Mineral Projects.*

About MAS Gold Corp.

MAS Gold Corp. is a Canadian mineral exploration company focused on exploration projects in the prospective La Ronge Greenstone Belt of Saskatchewan. In the belt, MAS Gold Corp. operates the Greywacke, North Lake and Point advanced gold projects, each hosting drill-intercepted zones of gold mineralization. MAS Gold's NI 43-101 Technical Report of June 1, 2016 concerning the Greywacke deposit is available on SEDAR and on MAS Gold's website: www.masgoldcorp.com.

On Behalf of the Board of Directors of MAS Gold Corp.

Jim Engdahl
President & CEO

Mas Gold Corp.
Suite 420 – 789 West Pender Street
Vancouver, British Columbia, Canada, V6C 1H2

This news release does not constitute an offer to sell, or the solicitation of an offer to buy securities in any jurisdiction in which such offer or solicitation would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

*The securities offered under the EWEIP have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of any state of the United States, and may not be offered or sold in the United States or to, or for the account or benefit of, any U.S. Person (as defined in Regulation S of the Securities Act) or a person in the United States, unless an exemption from such registration requirements is available.*

Caution Regarding Forward Looking Information and Statements

This news release includes certain forward-looking statements or information that could cause actual results to differ

materially from MAS Gold's plans or expectations. All statements other than statements of historical fact included in this release, including, without limitation, planned exploration and development programs, disclosure about the terms of the EWEIP which remains subject to applicable approvals and the use of proceeds from the exercise of Warrants under the EWEIP, are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are subject to a variety of risks and uncertainties, which could cause actual events, level of activity, performance or results to differ materially from those reflected in the forward-looking statements, including, without limitation: risks relating to the actual results of current and future exploration activities, fluctuating gold prices, possibility of equipment breakdowns and delays, cost overruns, that MAS Gold may lose or abandon its property interests or may fail to receive necessary licences and permits, availability of capital and financing and general economic, market or business conditions. The forward-looking statements included in this news release are made as of the date hereof and MAS Gold 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 expressly required by applicable securities legislation.

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 news release.

SOURCE MAS Gold Corp 

For further information: Lubica Keighery, VP IR and Business

Development, t: 604-685-8592, c: 778-889-5476,
e. lubica@masgoldcorp.com