

THUNDER BAY, ONTARIO--(Marketwired - May 10, 2017) - [Mexican Gold Corp.](#) ("Mexican Gold" or the "Company") (TSX VENTURE:MEX) is pleased to announce that further to its news release dated September 28, 2016, the Company has issued an aggregate of 1,052,129 common shares ("Common Shares") at a deemed price of \$0.31 per Common Share and an aggregate of 611,000 Common Shares at a deemed price of \$0.25 per Common Share to certain of its officers and/or directors in settlement of outstanding debt in the aggregate amount of \$478,910.22 (the "Debt Settlement") as summarized below.

The Company directly or indirectly issued: (i) 716,877 Common Shares at a deemed price of \$0.31 per Common Share and 330,000 Common Shares at a deemed price of \$0.25 per Common Share to Brian Robertson, the Chairman, President and Chief Executive Officer of the Company, in settlement of outstanding debt in the amount of \$304,732; (ii) 335,252 Common Shares at a deemed price of \$0.31 per Common Share and 150,000 Common Shares at a deemed price of \$0.25 per Common Share to David Baker, a director and the former Executive Chairman of the Company, in settlement of outstanding debt in the amount of \$141,428.22; (iii) 65,500 Common Shares at a deemed price of \$0.25 per Common Share to Earl Terris, a director of the Company, in settlement of outstanding debt in the amount of \$16,375; and (iv) 65,500 Common Shares at a deemed price of \$0.25 per Common Share to Gorden Glenn, a director of the Company, in settlement of outstanding debt in the amount of \$16,375.

The issuance of an aggregate of 1,052,129 Common Shares at a deemed price of \$0.31 per Common Share in settlement of outstanding debt in the aggregate amount of \$326,160.22, representing amounts owed directly or indirectly to Messrs. Robertson and Baker for management fees in excess of \$2,500 per month, was approved by a majority of disinterested shareholders of the Company at the special meeting of shareholders held on April 12, 2017.

The issuance of the Common Shares to each of Messrs. Robertson, Baker, Terris and Glenn or their respective affiliates pursuant to the Debt Settlement constitutes a "related party transaction" for the purposes of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is exempt from the requirements to obtain a formal valuation and minority shareholder approval in connection with the Debt Settlement in reliance on sections 5.5(a) and 5.7(a), respectively, of MI 61-101, as, at the time the transaction was agreed to, neither the fair market value of the securities to be received by such parties nor the fair market value of the debt to be settled exceeded 25% of the Corporation's market capitalization as calculated in accordance with MI 61-101.

The securities issued pursuant to the Debt Settlement are subject to a four month hold period pursuant to the policies of the TSX Venture Exchange which will expire on September 11, 2017. The securities issued pursuant to Debt Settlement are also subject to transfer restrictions pursuant to lock-up agreements entered into between the Company and each of Messrs. Robertson, Baker, Terris and Glenn. The transfer restrictions under the lock-up agreements expire on January 1, 2018.

About Mexican Gold Corp.

Mexican Gold is a Canadian based mineral exploration company committed to building long-term value through the discovery, acquisition and advancement of mineral properties. Mexican Gold holds an option on the Las Minas gold, silver and copper exploration project located within the Las Minas mining district in the State of Veracruz, Mexico. The district hosts one of the largest underexplored skarn systems known in Mexico and has a strong production history that dates back to the Aztec era.

*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.*

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