

Troilus Announces Intention to Complete up to C\$6,000,000 Non-Brokered Private Placement of Flow-Through Shares

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TORONTO, Sept. 26, 2019 - [Troilus Gold Corp.](#) (TSX: TLG; OTCQB: CHXMF) ("Troilus" or the "Company") is pleased to announce that it has entered into subscription agreements with funds managed by each of Sprott Asset Management LP ("Sprott"), Goodman & Company, Investment Counsel Inc ("Goodman & Company") and Middlefield Group ("Middlefield") in connection with a non-brokered private placement financing (the "Offering") of an aggregate of up to 6,813,900 common shares of the Company that will qualify as "flow-through shares" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (the "Tax Act") and, in relation to FT Tranche Two (as defined herein), also qualify as "flow-through shares" within the meaning of section 359.1 of the *Taxation Act* (Québec)) (collectively, the "Flow-Through Shares"). The funds managed by each of Sprott, Goodman & Company and Middlefield will be participating in FT Tranche One (as defined herein). The Flow-Through Shares will be issued in two tranches:

- Tranche 1 will consist of an aggregate of 5,813,900 Flow-Through Shares to be issued to funds managed by each of Sprott, Goodman & Company and Middlefield (each resident outside of the Province of Québec) at a price of C\$0.86 per share for aggregate gross proceeds of approximately C\$5 million ("FT Tranche One"); and
- Tranche 2 will consist of an aggregate of up to 1,000,000 Flow-Through Shares to be issued to investors resident in the Province of Québec at a price of C\$1.00 per share for aggregate gross proceeds of up to C\$1 million ("FT Tranche Two").

The gross proceeds from the issue and sale of the Flow-Through Shares will be used by the Company to incur eligible "Canadian exploration expenses", within the meaning of the Tax Act, that will qualify as "flow-through mining expenditures" as defined in subsection 127(9) of the Tax Act (the "Qualifying Expenditures") related to the Company's Troilus gold and copper project located within the Frotêt-Evans Greenstone Belt in Québec, after the closing date of the Offering and prior to December 31, 2020. The Company will renounce the Qualifying Expenditures so incurred to the purchasers of the Flow-Through Shares with an effective date of no later than December 31, 2019.

The Offering is expected to close on or about October 7, 2019 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the Toronto Stock Exchange. The Flow-Through Shares to be issued under the Offering will be subject to a hold period in Canada expiring four months and one day from the closing date of the Offering.

In connection with the Offering, GMP Securities L.P., Cormark Securities Inc., Canaccord Genuity Corp., and Haywood Securities Inc. have acted as financial advisors to the Company for which an aggregate cash fee equal to 1.5% of the gross proceeds of the Offering will be paid by the Company.

The securities offered have not been, nor will they 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 an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

About Troilus [Gold Corp.](#)

Troilus is a Toronto-based, Quebec focused, advanced stage exploration and early-development company focused on the mineral expansion and potential mine re-start of the former gold and copper Troilus mine. The 16,000-hectare Troilus property is located northeast of the Val-d'Or district, within the

Frotêt-Evans Greenstone Belt in Quebec, Canada. From 1996 to 2010, [Inmet Mining Corp.](#) operated the Troilus project as an open pit mine, producing more than 2,000,000 ounces of gold and nearly 70,000 tonnes of copper.

For more information:

Spyros Karellas
Director, Global Communications
+1 (416) 433-5696
spyros.karellas@troilusgold.com

Cautionary Note Regarding Forward-Looking Statements and Information

This news release contains "forward-looking statements" within the meaning of Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the completion of the Offering, the anticipated pricing and size of the Offering, the anticipated timing of closing the Offering, the expected use of proceeds of the Offering, tax treatment and timing of renunciation of the Qualifying Expenditures and the receipt of all required approvals. Forward-looking statements can generally be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "continue", "plans", or similar terminology. Forward-looking statements are made based upon certain assumptions and other important factors that, if untrue, could cause the actual results, performances or achievements of Troilus to be materially different from future results, performances or achievements expressed or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which Troilus will operate in the future, including the closing of the Offering, the tax treatment and timing of renunciation of the Qualifying Expenditures, the receipt of all regulatory approvals and anticipated costs. Certain important factors that could cause actual results, performances or achievements to differ materially from those in the forward-looking statements include, amongst others, satisfaction of the conditions to closing of the Offering, currency fluctuations, the global economic climate, dilution, share price volatility and competition. Forward-looking statements are subject to known and unknown risks, uncertainties and other important factors that may cause the actual results, level of activity, performance or achievements of Troilus to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks that the Offering may not close, risks that the tax treatment of Canadian exploration expenses and/or flow-through mining expenditures by regulatory authorities may change, risks regarding the timing of renunciation of the Qualifying Expenditures, risks that not all approvals will be obtained, the impact of general business and economic conditions, risks related to operations, government and environmental regulation, conclusions of economic evaluations, fluctuation in foreign exchange rates and interest rates, stock market volatility, as well as those factors discussed in the section entitled "Risk Factors" in Troilus' annual information form for the financial year ended July 31, 2018 available at www.sedar.com. Although Troilus has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Troilus does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

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

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