

# Spanish Mountain Gold Announces Closing of Private Placement

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Vancouver, August 6, 2020 - [Spanish Mountain Gold Ltd.](#) (TSXV: SPA) ("Spanish Mountain" or the "Company") is pleased to announce that it has closed a non-brokered private placement offering (the "Offering") of 11,904,761 common share units (the "Units") for gross proceeds of \$5,000,000, entirely subscribed by Mr. Eric Sprott.

Each Unit consisted of one common share of the Company and one common share purchase warrant (a "Warrant"). Each Warrant entitles its holder to purchase one common share at a price of \$0.60 per share for a period of two years. All of the securities issued in connection with the Offering are subject to a statutory four-month hold period expiring on December 5, 2020.

Larry Yau, CEO, commented: "I would like to thank Eric for choosing to subscribe our entire offering once again. His rapid succession of investments in Spanish Mountain over the last few weeks clearly reflects his conviction in the potential of our Project as well as management's ability to deliver for our shareholders."

No finders' fees, warrants or commissions were paid in connection with the Offering. The Company expects to use all of the proceeds of the Offering to significantly expand its multimillion ounce gold resource. Details of the project work will be announced shortly. The Offering is subject to final acceptance by the TSX Venture Exchange upon filing of final documentation.

Mr. Sprott through 2176423 Ontario Ltd., a corporation that is beneficially owned by him, acquired 11,904,761 Units pursuant to the Offering for a total consideration of \$5,000,000. His participation is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transaction was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any securities issued to nor the consideration paid by such persons exceeded 25% of the Company's market capitalization.

Subsequent to the Offering, Mr. Sprott beneficially owns or controls 48,571,427 common shares of the Company and 48,571,427 Warrants representing approximately 15.5% of the issued and outstanding shares of the Company on a non-diluted basis and approximately 26.9% of the issued and outstanding shares of the Company on a partially diluted basis (i.e., assuming exercise of all 48,571,427 Warrants). Prior to the Offering, Mr. Sprott beneficially owned or controlled 36,666,666 common shares and 36,666,666 Warrants of the Company.

The Units were acquired by Mr. Sprott for investment purposes. Mr. Sprott has a long-term view of the investment and may acquire additional securities of the Company including on the open market or through private acquisitions or sell securities of Company including on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other factors that Mr. Sprott considers relevant from time to time.

A copy of the applicable early warning report will appear on the Company's profile on SEDAR and may also be obtained by calling Mr. Sprott's office at (416) 945-3294 (200 Bay Street, Suite 2600, Royal Bank Plaza, South Tower, Toronto, Ontario M5J 2J1).

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of 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.

## About Spanish Mountain Gold

[Spanish Mountain Gold Ltd.](#) is focused on advancing its multi-million ounce Spanish Mountain gold project in southern central British Columbia. The Project is fully funded towards a construction decision. The Company has prioritized the development of the first phase of the Project in which the pit-delineated high-grade core of the deposit is potentially expected to sustain a stand-alone operation of 11 years. The potential viability of the Project's Phase 1 has been demonstrated in a Preliminary Economic Assessment. The PEA illustrates the project potential with a combination of modest capital requirements (US\$270m) and low operating cost (AISC \$549/oz) over its mine life. Additional information on the PEA and about the Company is available on [www.sedar.com](http://www.sedar.com) and on the Company's website: [www.spanishmountaingold.com](http://www.spanishmountaingold.com)

On Behalf of the Board,  
[Spanish Mountain Gold Ltd.](#)

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This news release contains forward-looking information, which involves known and unknown risks, uncertainties and other factors that may cause actual events to differ materially from current expectation. Important factors that could cause actual results to differ materially from the Company's expectations are disclosed in the Company's documents filed from time to time on SEDAR. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The company disclaims any intention or obligation, except to the extent required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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