

Premier Gold Mines Ltd. Announces Closing of C\$80.4 Million Financing by its Subsidiary, i-80 Gold Corp.

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THUNDER BAY, March 18, 2021 - [Premier Gold Mines Ltd.](#) ("Premier" or the "Corporation") (TSX: PG) (OTCPK: PIRGF) is pleased to announce that its wholly-owned subsidiary, [i-80 Gold Corp.](#) ("i-80") has closed its previously announced private placement offering of 30,914,614 subscription receipts of i-80 (the "Subscription Receipts") at a subscription price of \$2.60 per Subscription Receipt for aggregate gross proceeds of approximately C\$80.4 million (the "Offering"). The Offering was conducted on a marketed private placement basis through a syndicate of agents led by CIBC World Markets Inc. ("CIBC"), and including Sprott Capital Partners LP, Stifel Nicolaus Canada Inc., Canaccord Genuity Corp., Scotia Capital Inc., BMO Nesbitt Burns Inc., Cormark Securities Inc. and RBC Dominion Securities Inc. (collectively, the "Agents").

Each Subscription Receipt will be automatically exchanged, without any further consideration or action by the holder thereof, for one common share in the capital of i-80 (the "Common Shares") and one quarter of one common share purchase warrant (each whole warrant, a "Warrant") upon the satisfaction of the Escrow Release Conditions (defined herein). Each whole Warrant will entitle the holder thereof to acquire one Common Share at a price equal to the greater of (i) C\$3.64, and (ii) the volume-weighted average trading price of the Common Shares on the Toronto Stock Exchange (the "TSX") for the first five days of trading, until September 18, 2022.

The gross proceeds of the Offering, less (i) 50% of the commission payable to the Agents and the Agents' expenses of the Offering and (ii) the C\$24.1 million subscription by Equinox Gold Corp. ("Equinox"), which will be set off against the principal amount outstanding under the Loan (defined herein), have been deposited in escrow with the TSX Trust Company (the "Subscription Receipt Agent") and will be released to i-80 upon the satisfaction of certain conditions, including: (i) the completion of the Corporation's plan of arrangement (the "Arrangement") pursuant to an arrangement agreement among the Corporation, i-80 and Equinox dated December 16, 2020 (the "Arrangement Agreement"); (ii) the Common Shares (including the Common Shares issuable upon exercise of the Warrants) having been conditionally approved for listing on the TSX; and (iii) certain other customary conditions (collectively, the "Escrow Release Conditions"). In the event that the Escrow Release Conditions are not satisfied on or prior to July 16, 2021 or such later date as the Corporation and CIBC may mutually agree upon in writing, the proceeds of the Offering will be returned to the holders of the Subscription Receipts and the Subscription Receipts shall be cancelled.

The proceeds of the Offering are expected to be used by i-80 for working capital and general corporate purposes, to pay for exploration and development expenses related to i-80's mining projects, and to fund the cash portion of the purchase price for the acquisition of the Getchell project in Nevada (the "Getchell Project") from affiliates of Waterton Global Resource Management, Inc. ("Waterton").

"Upon closing of this financing, i-80 will have the balance sheet to execute on its business strategy" stated Ewan Downie, President and CEO of Premier. "We will be well positioned to rapidly advance this Company immediately upon listing."

The Subscription Receipts issued pursuant to the Offering will be subject to a four-month hold period; provided, however, that, subject to the completion of the Arrangement (i) the Common Shares issuable upon the conversion of the Subscription Receipts will be freely tradeable on the TSX and not subject to any statutory hold period, and (ii) the Warrants issuable upon the conversion of the Subscription Receipts will not be subject to any statutory hold period.

The Subscription Receipts were offered by way of marketed private placement to "accredited investors" in all provinces and territories of Canada and by way of private placement in the United States to "accredited investors" and "qualified institutional buyers" pursuant to Regulation D or Section 4(a)(2) of the U.S. Securities Act of 1933 (the "1933 Act") and internationally pursuant to applicable private placement exemptions.

Concurrently with the closing of the Offering, Equinox has advanced to i-80 a US\$20.75 million bridge loan (the "Loan") that will be used by i-80 for the purposes of making a US\$20.75 million cash deposit with

affiliates of Waterton in partial satisfaction of the purchase price payable to Waterton for the acquisition of the Getchell Project. The Loan matures 10 banking days following the closing of the Arrangement (or, if earlier, when the Loan is otherwise terminated in accordance with its terms) (the "Maturity Date"), and bears interest at a rate of 5% per annum that will be payable in arrears on the Maturity Date. The Loan is secured against the assets of i-80, Premier and Premier Gold Mines USA, Inc., and subordinated to the security of existing secured creditors. Equinox's subscription price payable under the Offering for 9,274,384 Subscription Receipts for gross proceeds of approximately C\$24.1 million will, upon the filing of the Articles of Arrangement in respect of the Arrangement, be set-off against a corresponding amount of the principal amount outstanding under the Loan, and has not been deposited with the Escrow Agent under the Offering.

Arrangement Update

On March 1, 2021, Premier received the final order of the Ontario Superior Court of Justice (Commercial List) for the Arrangement. The parties to the Arrangement Agreement are continuing to work diligently towards closing the Arrangement and are awaiting approval from the Federal Economic Competition Commission in Mexico ("COFECE") in order to consummate the Arrangement. The parties are aiming to close the Arrangement shortly after the receipt of such COFECE approval, subject to the satisfaction or waiver of other closing conditions. Upon completion of the Arrangement, i-80 will indirectly hold all of Premier's U.S.-based assets including the South-Arturo and McCoy-Cove properties in Nevada. Following completion of the Arrangement, i-80 intends to complete Premier's previously

This press 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. The securities being offered have not been, nor will they be, registered under the 1933 Act and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. persons" (as such term is defined in Regulation S under the 1933 Act) absent registration or an applicable exemption from the registration requirements of the 1933 Act any application state securities laws.

About Premier & i-80

Premier is a gold producer and respected exploration and development company with a high-quality portfolio of precious metals projects in proven, accessible and safe mining jurisdictions in Canada, the United States and Mexico. On December 16, 2020, [Equinox Gold Corp.](#) and [Premier Gold Mines Ltd.](#) announced that the companies have entered into a definitive arrangement agreement whereby Premier will transfer its US gold properties to i-80 and spin-out 70% of the i-80 shares to Premier's shareholders, following which Equinox Gold will acquire all of the outstanding shares of Premier pursuant to the Arrangement.

Premier remains focused on creating i-80 as a Nevada-focused mining company with an organic pipeline of assets to achieve mid-tier gold producer status. Following completion of the Arrangement, i-80 intends to focus on the producing El Nino mine at South Arturo, as well as planning for future production growth through the potential addition of the Phases 1 & 3 open pits at South Arturo, advancing the Pinson underground and open pit opportunities at the Getchell Project, and completing permitting and the underground development plan for the 100%-owned McCoy-Cove Property.

Certain statements in this release constitute "forward-looking statements" or "forward-looking information" within the meaning of applicable securities laws including but not limited to the ability of the Corporation and i-80 to satisfy the Escrow Release Conditions, the receipt of conditional approval of the TSX for the listing of the SpinCo Shares and the completion of the Arrangement within the timeframe described herein, or at all. Such statements and information involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the company, its projects, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information. Such statements can be identified by the use of words such as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate", "scheduled", "forecast", "predict" and other similar terminology, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. These statements reflect the Company's current expectations regarding future events, performance and results and speak only as of the date of this release.

Forward-looking statements and information involve significant risks and uncertainties, should not be read as guarantees of future performance or results and will not necessarily be accurate indicators of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements or information, including, but not limited to, unexpected changes in laws, rules or regulations, or their enforcement by applicable authorities; the failure of parties to

contracts with the company to perform as agreed; social or labour unrest; changes in commodity prices; and the failure of exploration programs or studies to deliver anticipated results or results that would justify and support continued exploration, studies, development or operations.

Although the forward-looking statements contained in this release are based upon what management of the company believes are reasonable assumptions, the company cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this release and are expressly qualified in their entirety by this cautionary statement. Subject to applicable securities laws, the company does not assume any obligation to update or revise the forward-looking statements contained herein to reflect events or circumstances occurring after the date of this release.

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