

Troilus Gold Corp. to Acquire UrbanGold Minerals in All-Share Transaction

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TORONTO, March 23, 2021 - [Troilus Gold Corp.](#) (TSX: TLG) (OTCQB: CHXMF) ("Troilus" or the "Company") and [UrbanGold Minerals Inc.](#) (TSXV: UGM) ("UrbanGold") are pleased to announce that the companies have entered into a definitive agreement (the "Agreement"), pursuant to which Troilus has agreed to acquire all of the issued and outstanding common shares of UrbanGold (the "UrbanGold Shares") that it does not currently own (the "Transaction"). Troilus currently owns 6,156,291 UrbanGold Shares, or approximately 9.7% of the UrbanGold Shares outstanding. The Transaction is being carried out by way of a three-cornered amalgamation (the "Amalgamation") under the *Canada Business Corporations Act* (Canada). UrbanGold shareholders will be asked to vote on the Amalgamation at a special meeting of UrbanGold shareholders (the "UrbanGold Meeting") with closing expected to take place by the end of May 2021.

Under the terms of the Agreement, UrbanGold shareholders will receive 0.3004 of a Troilus common share (the "Troilus Shares") for each UrbanGold Share (the "Exchange Ratio"). The Exchange Ratio implies a consideration of C\$0.30 per UrbanGold Share based on the 20-day volume weighted average price ("VWAP") of the Troilus Shares on the Toronto Stock Exchange ("TSX") on March 22, 2021 for a total consideration of approximately C\$19 million on a 100% and basic basis. The Exchange Ratio represents a premium of 35.3% based on the 20-day VWAP of the UrbanGold shares ending on March 22, 2021. All of UrbanGold management and board, together representing 6.59% of the UrbanGold Shares, are supportive of the Transaction and have entered into support agreements with Troilus to vote their UrbanGold Shares in favour of the Amalgamation.

"The acquisition of Urban Gold aligns with Troilus' focus on developing a near-term production asset while executing a growth strategy supported by a broad portfolio of exploration and early-development assets within the Fr?tet Evans Belt and Quebec. We look forward to welcoming Urban's shareholders to Troilus and our continued success together," stated Justin Reid, Troilus CEO.

Jens E. Hansen, Interim President and CEO of UrbanGold Minerals stated, "We're incredibly pleased to be working with Troilus Gold in further developing the Troilus area properties and our other Quebec assets. This amalgamation will benefit UrbanGold shareholders by giving exposure to a nearby advanced gold-copper permitted deposit, with an established infrastructure, and will allow for fast tracking of exploration work on UrbanGold's property, with substantial cost savings. I want to thank the UrbanGold team for putting together an excellent property package, especially in regards to the Bullseye and Pallador properties located in the Troilus area."

Transaction Highlights

Consolidation of Near-Term Growth Targets Within the Fr?tet-Evans Greenstone Belt - UrbanGold will add its 35.1 thousand-hectare land package adjacent to Troilus' existing 107.3 thousand-hectare Troilus property, further solidifying Troilus' status as the largest mineral claims holder in the region. Drill-ready targets throughout the consolidated land package offer further growth potential to the long-term scale and scope of the Troilus asset.

A photo accompanying this announcement is available at <https://www.globenewswire.com/NewsRoom/AttachmentNg/4b58f65c-88c9-4341-8da1-eb4fe93f1c57>
Figure 1: Troilus Property and Claims in which Troilus will acquire an interest from UrbanGold

Benefits to UrbanGold Shareholders

- An immediate and significant premium;
- Continued exposure to UrbanGold's assets and the opportunity to participate in the anticipated benefits of further consolidating the Fr?tet-Evans Greenstone Belt through the ownership of the Troilus Shares;
- Diversification away from joint ventures and exposure to Troilus' 100% owned properties;

- Exposure to Troilus' permitted advanced development asset with extensive infrastructure already in place at site, an existing total estimated indicated mineral resource of 4.96 Moz AuEq (177 Mt with an average grade of 0.87 g/t AuEq) and total estimated inferred mineral resource of 3.15 Moz AuEq (116.7 Mt with an average grade of 0.84 g/t AuEq) and a Preliminary Economic Assessment that demonstrates robust economics and operational viability;
- Access to an experienced and proven technical and management team that has demonstrated the ability to advance mineral exploration projects;
- Significantly strengthened balance sheet and access to capital, thereby avoiding highly dilutive equity financings that are expected to be required if UrbanGold were to pursue a "go-alone" strategy;
- Significantly greater trading liquidity through receiving the Troilus Shares, providing exposure to a larger and more diverse group of institutional and retail investors; and
- Enhanced capital markets support through Troilus' current equity research coverage and capital markets relationships in the United States, Europe and Canada.

Benefits to Troilus Shareholders

- Solidifies Troilus' strategic positioning as the preeminent mineral exploration and development company in the Fr?tet-Evans Greenstone Belt with a pro forma land position of 142.4 thousand-hectares upon completion of the Transaction;
- Enhances Troilus' exploration and growth profile with the addition of UrbanGold's underexplored asset portfolio, including the BullsEye project;
- Cashless transaction expands Troilus property by 33%, including the highly prospective Cressida block directly adjacent to Troilus' recent Beyan discovery, with no negative impact on the balance sheet of the Company;
- Addition of UrbanGold claims contributes to continuity of land holdings, building upon Troilus' objective to identify multiple mineral production centres on the property; and
- Future blue-sky opportunities via UrbanGold's portfolio of non-core properties in other parts of Quebec.

Terms of the Agreement

Subject to the TSX Venture Exchange and any other required regulatory authority approval, outstanding UrbanGold warrants will be exercisable in accordance with their terms into Troilus Shares at the Exchange Ratio until their expiry date.

Pursuant to the Amalgamation, Troilus will issue approximately 17.2 million Troilus Shares (or approximately 18.7 million Troilus Shares assuming the exercise of all UrbanGold options) to UrbanGold shareholders (other than itself) and UrbanGold will amalgamate with a newly incorporated wholly owned subsidiary of Troilus to become a wholly owned subsidiary of Troilus. The Amalgamation represents approximately 11.5% dilution to Troilus shareholders (or 12.4% assuming the exercise of all UrbanGold options).

Implementation of the Amalgamation is subject to approval by (i) at least two-thirds of the votes cast by all UrbanGold shareholders and (ii) a simple majority of the votes cast by UrbanGold shareholders other than "interested parties" and their "joint actors" as such terms are defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*, all at the UrbanGold Meeting. In addition to shareholder approval, completion of the Amalgamation is subject to the receipt of regulatory approvals, including stock exchange approvals, as well as certain other closing conditions customary in transactions of this nature.

The Agreement contains customary non-solicitation provisions which are subject to UrbanGold's right to consider and accept a superior proposal subject to a matching right in favour of Troilus. In the event that the Amalgamation is not completed as a result of a superior proposal or in certain specific circumstances, UrbanGold will pay Troilus a termination fee in the amount of \$500,000.

Board of Directors Recommendation

The board of directors of UrbanGold (the "UrbanGold Board") has formed a special committee (the "Special Committee") to consider and evaluate the Amalgamation. The Special Committee, following a review of the terms and conditions of the Agreement and consideration of a number of factors, unanimously recommended that the UrbanGold Board approve the Amalgamation. After receiving the recommendation of the Special Committee and advice, including a fairness opinion, from its advisors, the UrbanGold Board has unanimously determined that the Amalgamation is in the best interests of UrbanGold and will recommend that UrbanGold

shareholders vote in favour of the Amalgamation. Prior to the execution of the Agreement, iA Capital Markets provided a fairness opinion that, based upon and subject to the assumptions, limitations and qualifications in such opinion, the consideration to be received by the UrbanGold shareholders is fair, from a financial point of view, to UrbanGold shareholders (other than Troilus and its affiliates). A summary of the fairness opinion will also be included in the UrbanGold management information circular.

UrbanGold Delisting and SEDAR

If the Amalgamation is completed, the UrbanGold Shares will be delisted from the TSX Venture Exchange.

A copy of the Agreement will be available through UrbanGold and Troilus' filings with the applicable securities regulatory authorities in Canada on SEDAR at www.sedar.com.

Advisors and Counsel

Cormark Securities Inc. is acting as financial advisor and Cassels Brock & Blackwell LLP is acting as legal counsel to Troilus. iA Capital Markets has provided the Special Committee with a fairness opinion in respect of the Transaction and Lavery, de Billy LLP is acting as legal counsel to UrbanGold.

Qualified Person

The technical and scientific information in this press release as it relates to Troilus has been reviewed and approved by Bertrand Brassard, M.Sc., P.Geo., Chief Geologist, who is a Qualified Person as defined by NI 43-101. Mr. Brassard is an employee of Troilus and is not independent of the Company under NI 43-101. Please refer to Troilus' Technical Report available on SEDAR and titled "Preliminary Economic Assessment of the Troilus Gold Project, Quebec, Canada" dated October 14, 2020 (the mineral resource has an effective date of July 20, 2020 and the PEA has an effective date of August 31, 2020) prepared by Gordon Zurowski, P. Eng. Principal Mining Engineer, AGP Mining Consultants Inc. ("AGP"), Paul Daigle, P. Geo, Senior Associate Geologist, AGP and Mr. Andy Holloway, P. Eng, Principal Processing Engineer, AGP. for more information with respect to the key assumptions, parameters, methods and risks associated with the mineral resource estimates disclosed therein.

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 107,326-hectare Troilus property is located within the Fr?tet-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.

About UrbanGold Minerals Inc.

UrbanGold is a precious and base metals exploration company with its activities focused in prospective areas of Quebec. The Company specializes in project generation supported by substantial exploration expertise.

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Cautionary Note Regarding Forward-Looking Statements and Information

This press release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws. Such forward-looking statements include, without limitation, statements regarding the anticipated benefits of the Transaction for the parties thereto and their shareholders, timing of the completion of the Transaction, expected regulatory approvals, future results of operations, performance and achievements of the parties to the Transaction, mineral resource estimates of Troilus and benefits of the PEA. Although the parties each believes that such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events. Each party cautions investors that any forward-looking statements contained herein are not guarantees of future results or performance, and that actual results may differ materially from those in forward-looking statements as a result of various factors and risks, including, uncertainties with respect to obtaining all regulatory and/or shareholder approvals to complete the Transaction, risks with respect to UrbanGold's being integrated successfully in Troilus' business or such integration proving more difficult, time consuming or costly than expected, risks of not realizing on the potential benefits of the proposed Transaction, uncertainties relating to the COVID-19 pandemic, uncertainties of the global economy, market fluctuations, any exercise of termination by counterparties under the Agreement, the inability of a party to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, uncertainties inherent to mineral resource estimates and economic studies such as the PEA and other risks identified in the disclosure documents filed by each party to the Transaction at www.sedar.com. This press release is not and is not to be construed in any way as, an offer or recommendation to buy or sell securities in Canada or in the United States.

Although the parties to the Transaction each believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual events, results and/or developments may differ materially from those in the forward-looking statements. Readers should not place undue reliance on the 'forward-looking statements' contained herein. No party to the Transaction undertakes to update any forward-looking statement that may be made from time to time by the said party or on its behalf, except in accordance with and as required by applicable securities laws.

UrbanGold shareholders and other interested parties are advised to read the materials relating to the proposed transaction that will be filed by UrbanGold with securities regulatory authorities in Canada when they become available because they will contain important information. Anyone may obtain copies of these documents when available free of charge at the Canadian Securities Administrators' website at www.sedar.com. This announcement is for informational purposes only and does not constitute an offer to purchase, a solicitation of an offer to sell the shares or a solicitation of a proxy.

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