

Pasofino Gold Announces Marketed Best Efforts Financing

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All monetary amounts are expressed in Canadian Dollars, unless otherwise indicated.

Toronto, March 23, 2021 - [Pasofino Gold Ltd.](#) (TSXV: VEIN) (OTCQB: EFRGF) (FSE: N07) ("Pasofino" or the "Company") announces that it has filed a preliminary short form prospectus (the "Prospectus") with respect to a marketed offering (the "Offering") of common shares of the Company (the "Common Shares") at a price and size to be determined in the context of the market.

The Offering will be conducted on a best-efforts agency basis under the terms of an agency agreement to be entered into between the Company and Stifel GMP (the "Agent"). On closing of the Offering the Company has agreed to pay the Agent a cash fee equal to 7.0% of the gross proceeds of the Offering. As additional compensation, the Agent will be issued broker warrants (the "Broker Warrants") as is equal to 7.0% of the aggregate number of Common Shares issued pursuant to the Offering. Each Broker Warrant shall be exercisable for one Common Share at the Offering Price for a period of 18 months following the Closing Date.

The Common Shares will be offered by way of a short form prospectus to be filed in all provinces of Canada, except Québec. The Common Shares will also be sold to U.S. buyers on a private placement basis pursuant to an exemption from the registration requirements in Rule 144A and/or Regulation D of the United States Securities Act of 1933, as amended, and other jurisdictions outside of Canada and the United States provided that no prospectus filing or comparable obligation arises.

The Company plans to use the net proceeds from the Offering for exploration and development of the Dugbe Gold Project on which the Company has an earn-in for a 49% interest (prior to the issuance of the Government of Liberia's 10% carried interest), as well as for working capital and general corporate purposes.

The Offering is expected to close in April 2021 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the TSX Venture Exchange and the securities regulatory authorities.

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 United States Securities Act of 1933, as amended (the "1933 Act") and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act, as amended, and application state securities laws.

For more information about the Company, please refer to the Company's profile on SEDAR at www.sedar.com.

About Pasofino Gold Ltd.

[Pasofino Gold Ltd.](#) is a Canadian-based mineral exploration company listed on the TSX-V (VEIN). Pasofino has an option to earn a 49% economic interest (prior to the issuance of the Government of Liberia's 10% carried interest) in the Dugbe Gold Project. Pasofino has a 50% interest in the advanced-stage Roger Gold-Copper Project located in Quebec's prolific Abitibi Greenstone Belt.

For further information, please visit www.pasofinogold.com or contact:

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The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

Cautionary Statement Regarding Forward-Looking Information

This news release contains "forward-looking statements" that are based on expectations, estimates, projections and interpretations as at the date of this news release. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "seek", "intend", "believe", "anticipate", "estimate", "suggest", "indicate" and other similar words or statements that certain events or conditions "may" or "will" occur, and include, without limitation, statements regarding the timing and completion of the Offering, the size of the Offering, the use of proceeds of the Offering, the expected timing for the receipt of all requisite regulatory approvals, the ability to raise the funds to finance its ongoing business activities including the acquisition of mineral projects and the exploration and development of its projects and the results thereof. Such forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks and other factors may include, but are not limited to, the ability to successfully market and complete the Offering, the ability to obtain all requisite regulatory approvals including the approval of the TSX Venture Exchange and those of the securities regulatory authorities in respect of a (final) short form prospectus, the ability to apply the proceeds as intended, the results of exploration activities; the ability of the Company to complete further exploration activities; the ability of the Company to complete transactions on terms announced; timing and availability of external financing on acceptable terms and those risk factors outlined in the Company's filings on SEDAR. The Company does not undertake to update any forward-looking information except in accordance with applicable securities laws.

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