

Golden Dawn Minerals Inc: Announces Private Placement

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VANCOUVER, August 23, 2021 - [Golden Dawn Minerals Inc.](#), (TSXV:GOM) (FRANKFURT:3G8C) (OTC Pink:GDMD), ("Golden Dawn" or the "Company"), The Company is pleased to announce that it has arranged a non-brokered private placement of 3,000,000 million units at a price of \$0.15 per unit for gross proceeds of \$450,000. Each Unit consists of one common share and one transferable common share purchase warrant. Each whole warrant will entitle the holder to purchase, for a period of 18 months from the date of issue, one additional common share of the Issuer at an exercise price of \$0.35 per share.

A finder's fee may be paid to eligible finders in accordance with TSX Venture Exchange policies. All securities issued pursuant to the offering will be subject to a hold period of four months and one day from the date of closing. The offerings and payment of finders' fees are both subject to approval by the TSX-V. Directors, officers or other insiders of the company may participate in the foregoing offerings.

The Company has closed the first tranche of the non-brokered private placement for gross proceeds of \$120,000. A total of 800,000 units were issued for this tranche. Each Unit consists of one common share at a price of \$0.15 per share and one transferable common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to purchase one additional Golden Dawn common share at an exercise price of \$0.35 during the 18-month period following the date of distribution of the Units. The hold expiry date is December 14, 2021. No finders' fees were paid on this tranche.

The net proceeds from the Offering will primarily be used by the Company for continued exploration and maintenance of its Lexington project and other BC mineral exploration projects, as well as for general working capital purposes.

The closing of the first tranche of the private placement financing is subject to final TSX-V approval.

On behalf of the Board of [Golden Dawn Minerals Inc.](#)
Per: "Christopher R. Anderson"

Christopher R. Anderson
Chief Executive Officer

For further information, please contact:

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Forward-Looking Statement Cautions:

This news release contains certain "forward-looking statements" within the meaning of Canadian securities legislation, relating to, among other things, preliminary plans for a consolidation of the Company's Shares. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are statements that are not historical facts; they are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "aims," "potential," "goal," "objective," "prospective," and similar expressions, or that events or conditions "will," "would," "may," "can," "could" or "should" occur, or are those statements, which, by their nature, refer to future events. The Company cautions that forward-looking

statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they involve a number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Except to the extent required by applicable securities laws and the policies of the TSX Venture Exchange, the Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause future results to differ materially from those anticipated in these forward-looking statements include the possibility that the TSX Venture Exchange will not approve the proposed share consolidation, and that the Company may not be able to raise sufficient additional capital to continue its business. The reader is urged to refer to the Company's reports, publicly available through the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com for a more complete discussion of such risk factors and their potential effects.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The Company's securities have not been and will not be registered under the United States Securities Act of 1933 (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

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