

Gunpoint Exploration Ltd. Announces Closing of \$1.5 Million Non-Brokered Private Placement

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Vancouver, March 1, 2022 - [Gunpoint Exploration Ltd.](#) (TSXV: GUN) ("Gunpoint" or the "Company") is pleased to announce that it has completed its previously announced non-brokered private placement of 3,000,000 units (the "Units") at a price of \$0.50 per Unit for aggregate gross proceeds of \$1.5 million (the "Offering"). Each Unit consists of one common share of the Company (each, a "Common Share") and one-half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant entitles the holder to purchase one additional Common Share at an exercise price of \$0.75 until February 28, 2024.

The securities issued pursuant to the Offering are subject to a four month plus one day hold period from the date of issuance, expiring on June 29, 2022, in accordance with Canadian securities laws.

The Company plans to use the proceeds of the Offering for exploration on its Talapoosa gold project in Nevada and for general corporate purposes.

The Company paid a finder's fee to an arm's length party of \$12,250 in connection with the Offering in accordance with the policies of the TSX Venture Exchange.

The Offering is considered a "related party transaction" pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") because directors and officers of the Company acquired an aggregate of 2,120,000 Units pursuant to the Offering. The Company was exempt from the requirement to obtain a formal valuation or minority shareholder approval in connection with the participation in the Offering by such directors and officers in reliance of Sections 5.5(b) and 5.7(1)(a) of MI 61-101. A material change report will be filed in connection with the Offering less than 21 days in advance of the closing of the Offering, which the Company deems reasonable in the circumstances so as to be able to avail itself of potential financing opportunities and to complete the Offering in an expeditious manner.

Mr. Randy Reifel, President, Chief Executive Officer and a director of the Company, acquired 1,090,000 Units pursuant to the Offering. Following completion of the Offering, Mr. Reifel holds, directly and indirectly, an aggregate of 5,098,501 Common Shares, representing approximately 10.2% of the issued and outstanding Common Shares on an undiluted basis. Mr. Reifel also holds, directly, an aggregate of 1,400,000 stock options and an aggregate of 545,000 Warrants, entitling him to acquire an equal number of Common Shares. Assuming the exercise of all of Mr. Reifel's stock options and Warrants, an aggregate of 7,043,501 Common Shares will be, directly or indirectly, owned by Mr. Reifel, representing approximately 13.6% of the current issued and outstanding Common Shares on a partially-diluted basis. Mr. Reifel acquired the Units for investment purposes. He will review his holdings from time to time and may increase or decrease his position as future circumstances may dictate. The early warning report of Mr. Reifel, as required under National Instrument 62-103, contains additional information with respect to the foregoing matters and will be filed under the Company's SEDAR profile at www.sedar.com. For further information, contact Mr. Reifel at the following address and phone number: Suite 201, 1512 Yew Street, Vancouver, BC V6K 3E4 (604) 617-1717.

The securities to be issued under the Offering have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and were not to be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news 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 the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

About Gunpoint Exploration Ltd.

Gunpoint owns the Talapoosa project, an open pit heap leach gold deposit in Nevada. Gunpoint is listed on

the TSX Venture Exchange where it trades under the symbol "GUN".

For more information on Gunpoint, please visit our website at www.gunpointexploration.com or contact Randy Reifel at (604) 617-1717.

[Gunpoint Exploration Ltd.](#)

"P. Randy Reifel"

P. Randy Reifel
President

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Note Regarding Forward-Looking Statements:

Certain statements contained in this news release constitute forward-looking information under applicable Canadian securities laws, including, without limitation, statements with respect to the use of proceeds from the Offering. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. There can be no assurance that such statements will prove to be accurate, as the Company's actual results and future events could differ materially from those anticipated in these forward-looking statements as a result of the factors set forth in the section entitled "Risk and Uncertainties" in the Company's management's discussion and analysis for the nine months ended September 30, 2021, available under the Company's profile at www.sedar.com. Actual future results may differ materially. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Company. The forward-looking information contained in this news release is made as of the date hereof and the Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

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