

Troilus Announces \$15 Million Bought Deal Offering

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MONTREAL, Oct. 30, 2023 - [Troilus Gold Corp.](#) ("Troilus" or the "Company", TSX: TLG, OTCQX: CHXMF) is pleased to announce that it has entered into an agreement with Haywood Securities Inc. ("Haywood"), on behalf of themselves and a syndicate of underwriters to be formed (collectively, together with Haywood, the "Underwriters") pursuant to which the Underwriters have agreed to purchase, on a bought deal public offering basis, (i) 28,580,000 units of the Company (the "Units") at a price of C\$0.35 per Unit (the "Unit Issue Price"), (ii) 7,150,000 traditional flow-through shares of the Company (the "FT Shares") at a price of C\$0.42 per FT Share (the "FT Issue Price"); and (iii) 4,550,000 Québec flow-through shares of the Company (the "QFT Shares" and together with the Units and FT Shares, the "Offered Securities") at a price of C\$0.44 per QFT Share (the "QFT Issue Price"), representing total gross proceeds to the Company of C\$15,008,000 (the "Offering").

Each Unit will consist of one common share of the Company (a "Share") and one-half of one common share purchase warrant (each whole such warrant, a "Warrant") exercisable at a price of C\$0.50 per Share for a period of 24 months following the closing of the Offering.

In addition, the Company has agreed to grant to the Underwriters an over-allotment option (the "Over-Allotment Option") exercisable, in whole or in part, at the sole discretion of the Underwriters, to purchase up to an additional 15% of Offered Securities, in any combination of Units, FT Shares, and/or QFT Shares, at the Unit Issue Price, FT Issue Price, and/or the QFT Issue Price, as applicable, for a period of up to 48 hours prior to closing of the Offering.

The gross proceeds from the sale of the FT Shares and QFT Shares will be used by the Company to incur eligible "Canadian exploration expenses" that qualify as "flow-through mining expenditures" as such terms are defined in the Income Tax Act (Canada). Purchasers of QFT Shares will also qualify for inclusion in the "exploration base relating to certain Québec exploration expenses" and in the "exploration base relating to certain Québec surface mining expenses or oil and gas exploration expenses" within the meaning of the Taxation Act (Québec) (collectively, the "Qualifying Expenditures") related to the Corporation's projects in Québec on or before December 31, 2024. All Qualifying Expenditures will be renounced in favour of the subscribers of the FT Shares and QFT Shares effective December 31, 2023. The net proceeds from the sale of the Units will be used by the Company to fund exploration and development at the Company's Troilus gold project, and for working capital and general corporate purposes.

The Offered Securities will be offered by way of short form prospectus in each of the provinces of Canada, pursuant to National Instrument 44-101 - Short Form Prospectus Distributions. The Units may also be sold into the United States pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and in such other jurisdictions outside of Canada and the United States as agreed, in each case in accordance with all applicable laws and provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction.

The Offering is scheduled to close on or about November 20, 2023, subject to customary closing conditions, including receipt of all necessary approvals including the approval of the Toronto Stock Exchange ("TSX").

The securities offered in the Offering have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. 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 any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Troil[US Gold Corp.](#)

[Troilus Gold Corp.](#) is a Canadian-based junior mining company focused on the systematic advancement and de-risking of the former gold and copper Troilus Mine towards production. From 1996 to 2010, the Troilus Mine produced +2 million ounces of gold and nearly 70,000 tonnes of copper. Troilus is located in the top-rated mining jurisdiction of Québec, Canada, where it holds a land position of 435 km² within the prospective Frotêt-Evans Greenstone Belt. Since acquiring the project in 2017, ongoing exploration success has demonstrated the tremendous scale potential of the gold system on the property with significant mineral resource growth. Led by an experienced team with a track-record of successful mine development, Troilus is positioned to become a cornerstone project in North America.

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

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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 closing of the Offering, the timing of the closing of the Offering and the filing of the preliminary prospectus and final prospectus, the use of proceeds from the Offering, the ability of the Company to renounce Qualifying Expenditures in favour of the subscribers, tax treatment of the FT Shares and QFT Shares, the receipt of regulatory approvals, the exercise of the option granted to the Underwriters and future results of operations, performance and achievements of the Company. Although the Company 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. The Company cautions investors that any forward-looking statements by the Company 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 approvals to complete the Offering, uncertainties of the global economy, market fluctuations, the discretion of the Company in respect to the use of proceeds discussed above, any exercise of termination by counterparties under applicable agreements, the Company's inability 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 and other risks identified in its disclosure documents filed at www.sedarplus.ca. 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 Company 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 Company's forward-looking statements. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with and as required by applicable securities laws.

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