

Strikepoint Gold Announces up to CAD \$2.0 Million Private Placement

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Vancouver, February 13, 2024 - [StrikePoint Gold Inc.](#) (TSXV: SKP) (OTCQB: STKXF) ("StrikePoint" or the "Company") is pleased to announce a non-brokered private placement (the "Private Placement") of up to 50,000,000 units (the "Units") of Company at a price of CAD \$0.04 per Unit for gross proceeds of up to CAD \$2.0 million. Each Unit shall be comprised of one common share (a "Common Share") and one half of one common share purchase warrant (the "Warrant"), with each whole Warrant is exercisable into one Common Share at an exercise price of CAD \$0.07 per Common Share for a period of twenty-four (24) months from closing.

The Company will pay a finder's fee of up to 7% on the gross proceeds of the Private Placement from subscribers introduced by certain finders and will issue such number of finder's warrants ("Finder's Warrants") as is equal to up to 7% of the Units sold to subscribers introduced by certain finders. Each Finder's Warrant will entitle the holder thereof to purchase one (1) common share of the Company (a "Finder's Warrant Share") at a price of CAD \$0.07 per Finder's Warrant Share for a period of twenty-four (24) months from the date of issuance.

The Company intends to use the proceeds from the Private Placement for drilling and other exploration activities and general working capital purposes.

The Private Placement remains subject to TSX Venture Exchange approval, and all securities offered pursuant to the Private Placement will be subject to a statutory hold period expiring four months and one day from the date of closing.

The Company anticipates that insiders will subscribe for Units. The issuance of Units to insiders is considered a related party transaction subject to Multilateral Instrument 61-101 -- Protection of Minority Security Holders in Special Transactions. The Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(a) of Multilateral Instrument 61-101 on the basis that the participation in the Private Placement by the insiders will not exceed 25 per cent of the fair market value of the Company's market capitalization. A material change report in connection with the Private Placement will be filed less than 21 days before the closing of the Private Placement. This shorter period is reasonable and necessary in the circumstances as the Company wishes to complete the Private Placement in a timely manner.

About StrikePoint

StrikePoint Gold is a gold exploration company focused on building precious metals resources in Tier-1 jurisdictions.

The Cuprite Gold Project consists of approximately 574 unpatented claims covering approximately 44-square kilometers, located 15-kilometers south of Goldfield Nevada, and 85-kilometers northwest of Beatty. The project is easily accessible by Highway 95 on the western margin of the property. The project is located within the Walker Lane Gold Trend, which hosts AngloGold's exciting Silicon Gold and Merlin discoveries approximately 75-kilometers southeast of Cuprite. In addition, the Walker Lane hosts Tier 1 gold mines including Kinross's Round Mountain Mine located approximately 130-kilometers North of Cuprite Gold Project.

In addition to Cuprite Gold Project, the Company controls two advanced-stage exploration assets in British Columbia's Golden Triangle: the past-producing high-grade silver Porter-Idaho Project and the high-grade gold Willoughby Project.

ON BEHALF OF THE BOARD OF DIRECTORS OF [StrikePoint Gold Inc.](#)

"Michael G. Allen"

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President, Chief Executive Officer & Director

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Cautionary Statement on Forward Looking Information

Certain statements made and information contained herein may constitute "forward looking information" and "forward looking statements" within the meaning of applicable Canadian and United States securities legislation. These statements and information are based on facts currently available to the Company and there is no assurance that actual results will meet management's expectations. Forward-looking statements and information may be identified by such terms as "anticipates", "believes", "targets", "estimates", "plans", "expects", "may", "will", "speculates", "could" or "would". These forward-looking statements or information relate to, among other things: the completion of the Private Placement; the intended use of proceeds from the Private Placement; and the receipt of all necessary approvals for the completion of the Private Placement, including the approval of the TSX Venture Exchange.

Such forward-looking information and statements are based on numerous assumptions, including among others, that the Company will complete the Private Placement on the terms as anticipated by management, and that the Company will receive all necessary approvals for the completion of the Private Placement, including the approval of the TSX Venture Exchange. Although the assumptions made by the Company in providing forward-looking information or making forward-looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

All of the forward-looking statements made in this document are qualified by these cautionary statements. Important factors that could cause actual results to differ materially from the Company's plans or expectations include risks relating to the failure to complete the Private Placement in the timeframe and on the terms as anticipated by management, market conditions, metal prices, and risks relating to the Company not receiving all necessary approvals for the completion of the Private Placement, including the approval of the TSX Venture Exchange. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, forecast or intended and readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking information. Accordingly, there can be no assurance that forward-looking information will prove to be accurate and forward-looking information is not a guarantee of future performance. Readers are advised not to place undue reliance on forward-looking information. The forward-looking information contained herein speaks only as of the date of this document. The Company disclaims any intention or obligation to update or revise forward-looking information or to explain any material difference between such and subsequent actual events, except as required by applicable law.

Neither 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.

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