

Riley Gold Closes Oversubscribed Private Placement Including Lead Order from Kinross

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Vancouver, April 3, 2024 - [Riley Gold Corp.](#) (TSXV: RLYG) (OTCQB: RLYGF) ("Riley Gold" or the "Company") is pleased to report it has closed its private placement, as previously announced on March 14, 2024, and March 20, 2024. Riley Gold has issued 10,000,000 units at C\$0.15 per Unit ("Unit") for total gross proceeds of C\$1,500,000 (the "Private Placement").

Under the Private Placement, [Kinross Gold Corp.](#) subscribed for 2,217,815 Units, representing a 9.9% ownership interest in the Company on a partially diluted basis including share purchase warrants (the "Kinross Investment"). Each Kinross Investment Unit is comprised of one common share of the Company (a "Share") and one share purchase warrant (a "Kinross Warrant"). Each Kinross Warrant will entitle [Kinross Gold Corp.](#) to purchase for a period of sixty (60) months one additional Share at an exercise price of C\$0.25.

The remaining Private Placement Units are comprised of one Share and one share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to purchase for a period of twenty-four (24) months one additional Share at an exercise price of C\$0.25.

The Private Placement included participation by insiders of the Company in the aggregate amount of 3,037,185 Units. The participation in the placement by these insiders constitutes a related party transaction within the meaning of Policy 5.9 of the TSX Venture Exchange and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). In connection with the participation by the insiders, the Company relied upon the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 set forth in sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that the fair market value (as determined under MI 61-101) of the participation did not exceed twenty-five percent of the market capitalization of the Company (as determined under MI 61-101).

All securities issued under the Private Placement will be subject to a hold period of four months and one day from the closing date. In connection with the closing of the Private Placement, the Company paid finders' fees totaling \$25,568. The Private Placement and finders' fees are subject to regulatory approval.

FOR FURTHER INFORMATION, PLEASE CONTACT:

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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 statement regarding forward-looking information

This press release contains statements which constitute "forward-looking information" under applicable Canadian securities laws, including statements regarding the completion of the Private Placement as well as plans, intentions, beliefs and current expectations of the Company, its directors, or its officers with respect to the future business activities of the Company. The words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company, or its

management, are intended to identify such forward-looking information. Although Riley Gold believes that the expectations reflected in these forward-looking statements are reasonable, undue reliance should not be placed on them because Riley Gold can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties and the Company's future business activities may differ materially from those in the forward-looking information as a result of various factors, including, but not limited to, fluctuations in market prices, successes of the operations of the Company, continued availability of capital and financing and general economic, market or business conditions and the ability to obtain the requisite approvals of the TSX Venture Exchange, or failure to meet other conditions to closing, to the transactions reflected in this press release. The Private Placement and other transactions may not be completed at all if these approvals are not obtained or some other condition to the closing is not satisfied. Investors are cautioned that any such forward-looking information is not a guarantee of future business activities and involves risks and uncertainties. Additional information on these and other factors that could affect Riley Gold operations and financial results are included in reports on file with Canadian securities regulatory authorities and may be accessed through the SEDAR+ website (www.sedarplus.ca). There can be no assurances that such information will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. The Company does not assume any obligation to update any forward-looking information except as required under the applicable securities laws.

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