

Goldgroup Mining Inc. Announces Warrant Expiry Acceleration

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[Goldgroup Mining Inc.](#) ("Goldgroup" or the "Company") (TSX-V:GGA, OTC:GGAZF) announces today that it is electing to accelerate the expiry of outstanding common share purchase warrants of the Company originally issued under financings completed on September 26, 2024 and November 18, 2024 (the "Financings") exercisable at C\$0.10 per common share (collectively, the "Warrants").

Pursuant to the terms of the Warrants, the Company may accelerate the expiry date of the Warrants if the closing price of the Company's common shares on the TSX Venture Exchange (the "TSXV") equals or exceeds C\$0.15 for 10 consecutive trading days (the "Acceleration Period"), to the date which is 30 days following the dissemination of a news release announcing the acceleration. As the closing price of the Company's common shares has equaled or exceeded C\$0.15 per share over each of the last 10 trading days ended January 10, 2025 on the TSXV, the Company hereby provides notice of the Acceleration Period in accordance with the terms of the Warrants. The Company is exercising its right to accelerate the expiry of the Warrants originally issued under the Financings to 5:00 p.m. (Toronto Time) on February 9, 2025 (the "Accelerated Expiry Date"). Any Warrants remaining unexercised after the Accelerated Expiry Date will expire and be of no force and effect.

The Company intends to use proceeds from the exercise of the Warrants, first to continue to improve its Cerro Prieto mining operation and, if the majority of Warrants are exercised prior to the Accelerated Expiry Date, the Company plans to initiate an exploration program of drilling to expand resources next to the current mining operation at the Esperanza open pit, as well as trenching, geophysics and possible drilling on the Cata and Coati zones, both recently outlined gold zones located approximately 1km south-south west of the mines' leach pads. Both Cata and Coati zones are newly outlined zones on unexplored areas and are on the same major structural trend as the existing open pit mining operations.

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About Goldgroup

Goldgroup is a Canadian-based mining Company that owns and operates the Cerro Prieto heap-leach gold mine located in the State of Sonora, Mexico and is led by a team of highly successful and seasoned individuals with extensive expertise in mine development, corporate finance, and exploration in Mexico.

For further information on Goldgroup, please visit www.goldgroupmining.com

On behalf of the Board of Directors

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Certain information contained in this news release, including any information relating to future financial or operating performance, may be considered "forward-looking information" (within the meaning of applicable Canadian securities law) and "forward-looking statements" (within the meaning of the United States Private Securities Litigation Reform Act of 1995). These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Actual results could differ materially from the conclusions, forecasts and projections contained in such forward-looking information.

These forward-looking statements reflect Goldgroup's current internal projections, expectations or beliefs and are based on information currently available to Goldgroup. In some cases forward-looking information can be identified by terminology such as "may", "will", "should", "expect", "intend", "plan", "anticipate", "believe", "estimate", "projects", "potential", "scheduled", "forecast", "budget" or the negative of those terms or other comparable terminology. Many of these assumptions are based on factors and events that are not within the control of Goldgroup and there is no assurance they will prove to be correct.

Forward-looking information is subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to materially differ from those reflected in the forward-looking information, and are developed based on assumptions about such risks, uncertainties and other factors including, without limitation: non-completion of any proposed transactions; receipt of all required stock exchange and regulatory approvals; the continued listing and trading of the Company's common shares; the exercise of outstanding warrants; the continuing impact of COVID-19; the continuing impact of regulatory responses to COVID 19 on the employees, business and operations of the Company; uncertainties related to actual capital costs operating costs and expenditures; production schedules and economic returns from Goldgroup's projects; uncertainties associated with development activities; uncertainties inherent in the estimation of mineral resources and precious metal recoveries; uncertainties related to current global economic conditions; fluctuations in precious and base metal prices; uncertainties related to the availability of future financing; potential difficulties with joint venture partners; risks that Goldgroup's title to its property could be challenged; political and country risk; risks associated with Goldgroup being subject to government regulation; risks associated with surface rights; environmental risks; Goldgroup's need to attract and retain qualified personnel; risks associated with potential conflicts of interest; Goldgroup's lack of experience in overseeing the construction of a mining project; risks related to the integration of businesses and assets acquired by Goldgroup; uncertainties related to the competitiveness of the mining industry; risk associated with theft; risk of water shortages and risks associated with competition for water; uninsured risks and inadequate insurance coverage; risks associated with potential legal proceedings; risks associated with community relations; outside contractor risks; risks related to archaeological sites; foreign currency risks; risks associated with security and human rights; and risks related to the need for reclamation activities on Goldgroup's properties, as well as the risk factors disclosed in Goldgroup's MD&A and other public disclosure by Goldgroup. Any and all of the forward-looking information contained in this news release is qualified by these cautionary statements.

Although Goldgroup believes that the forward-looking information contained in this news release is based on reasonable assumptions, readers cannot be assured that actual results will be consistent with such

statements. Accordingly, readers are cautioned against placing undue reliance on forward-looking information. Goldgroup expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, events or otherwise, except as may be required by, and in accordance with, applicable securities laws.

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