

# Nation Gold Corp. Announces Non-Brokered Private Placement of Common Shares

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[Nation Gold Corp.](#) (CSE: NATN) (the "Company" or "Nation") is pleased to announce a non-brokered private placement to raise gross proceeds to the Company of up to CAD \$525,000 (the "Offering") by the issuance of up to 7,000,000 common shares (each, a "Share") of the Company at a purchase price of CAD \$0.075 per Share.

The proceeds of the Offering will be used for general working capital, and to evaluate and pursue potential new project opportunities. The Company may pay finder's fees to eligible arm's length finders who locate investors to participate in the Offering. The Offering is subject to the acceptance of the Canadian Securities Exchange (the "Exchange"). The securities issued pursuant to the Offering will be subject to a four-month hold period in accordance with applicable securities laws and the rules of the Exchange. In addition, the securities issued pursuant to the Offering will be subject to contractual escrow restrictions and will be released from escrow pursuant to the following schedule: (i) 25% on the date that is 4 months following the closing date of the Offering (the "Closing Date"); (ii) 25% on the date that is 8 months following the Closing Date; (iii) 25% on the date that is 12 months following the Closing Date; and (iv) 25% on the date that is 16 months following the Closing Date.

It is anticipated that insiders of the Company will participate in the Offering. The participation of any insiders may be considered a related party transaction within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Such insider participation will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the Company is not listed on any of the exchanges or markets outlined in subsection 5.5(b) of MI 61-101, and the fair market value of the securities to be distributed to the insiders will not exceed 25% of the Company's market capitalization.

The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

About Nation Gold Corp.

Nation Gold Corp. is an exploration company based in Vancouver, BC with a 100% interest in the Cattle Creek Project located near Vernon, BC. The Company is led by a team of mining, exploration and capital markets professionals focused on acquiring multi-million ounce precious metals deposits in Tier 1 mining jurisdictions. Through the identification and acquisition of mineral properties with exploration potential, the Company's mission is to target unrecognized value opportunities in assets located in mining-friendly jurisdictions. For further information, please visit the Company's website at [www.nationgold.ca](http://www.nationgold.ca).

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Cautionary Note Regarding Forward Looking Statements

This news release contains certain forward-looking statements, including statements regarding the Offering; the Company's ability to complete the Offering and receive acceptance from the Exchange to the completion

of the Offering; and the business and anticipated financial performance of the Company. These statements are subject to a number of risks and uncertainties. Actual results may differ materially from results contemplated by the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include the Company does not complete all or any part of the Offering; the Company does not receive regulatory acceptance to the Offering and general economic conditions. Accordingly the actual events may differ materially from those projected in the forward-looking statements. When relying on forward-looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and should not place undue reliance on such forward-looking statements. The Company does not undertake to update any forward looking statements, oral or written, made by itself or on its behalf, unless otherwise required pursuant to applicable laws.

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