

# Mexican Gold Private Placement With Lead Order From Palisades Goldcorp

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VANCOUVER, Jan. 13, 2021 - [Mexican Gold Mining Corp.](#) (the "Company" or "Mexican Gold") (TSXV: MEX), is pleased to announce that further to its news release dated December 29, 2020, regarding its non-brokered private placement of 20 million common shares (the "Shares") at an issue price of \$0.07 per Share (the "Private Placement"), it has received a lead order from Palisades Goldcorp Ltd. ("Palisades"), which is subscribing for 15 million of those Shares.

The Private Placement, subject to acceptance by the TSX Venture Exchange, will raise aggregate gross proceeds of \$1,400,000 to be used for exploration and advancement of the Company's Las Minas Project, payment of outstanding invoices, and for general working capital. No finders' fees are to be paid in connection with the Private Placement.

Palisades, a Control Person of the Company, has subscribed for an aggregate of 15 million Shares demonstrating continued support of the Company's growth plans. Presently Palisades holds approximately 37% of Mexican Gold's issued and outstanding common shares and, following closing of the Private Placement, will hold approximately 43% of the then issued and outstanding common shares. As background, Palisades acquired a control position in the Company on January 16, 2020 (see news release dated January 16, 2020), pursuant to private transactions whereby Palisades acquired directly and indirectly approximately 37% of Mexican Gold's issued and outstanding common shares.

At the annual general and special meeting of shareholders of the Company held December 16, 2020, the disinterested shareholders voted in favour of Palisades' control position. This shareholder approval also ratified Palisades' previous private acquisitions of securities in the Company and permitted Palisades to participate in future Mexican Gold private placement offerings.

Palisades is a Canadian resource-focused merchant bank and it shares a common director and officer with the Company. Philip O'Neill, Chief Executive Officer, President and a director of the Company also serves as Chief Operating Officer and a director of Palisades. The acceptance of Palisades' participation in the Private Placement has, as such, been unanimously approved by the Company's board of directors, including all non-conflicted and all independent directors of the Company.

The participation of Palisades in this Private Placement constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") and the policies of the TSX Venture Exchange. The Company is relying on exemptions from the formal valuation and minority approval requirements contained in sections 5.5(b) and 5.7(1)(b) of MI 61-101. There has been no prior formal valuation of the common shares and Warrants issued as there has not been any necessity to do so.

Completion of this Private Placement will not result in any new insiders or control persons of the Company and all securities to be issued pursuant to the Private Placement will be subject to a statutory four month hold period from the date of closing in accordance with applicable Canadian securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities 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 may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws, unless an exemption from such registration is available.

## About Mexican Gold Mining Corp.

Mexican Gold is a Canadian-based mineral exploration and development company committed to building long-term value through ongoing discoveries and strategic acquisitions of prospective precious metals and copper projects in the Americas. Mexican Gold is exploring and advancing the Las Minas Project, which is located in the core of the Las Minas mining district in Veracruz State, Mexico, and host to one of the newest, under-explored skarn systems known in Mexico.

For more 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 Statements Regarding Forward Looking Information

*This news release contains certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable securities legislation. All statements, other than statements of historical fact, included herein, without limitation, statements relating to the future operating or financial performance of the Company, are forward-looking statements. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions, or results "will", "may", "could", or "should" occur or be achieved. Forward-looking statements in this news release relate to, among other things, the completion of the Offering and the use of proceeds of the Offering. Actual future results may differ materially. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation, the failure of the TSX Venture Exchange to approve the Private Placement and management's discretion to reallocate the use of proceeds. Readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning these items. The Company does not assume any obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by applicable securities laws.*

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