

# Gold Mountain Mining Corp. Closes \$10 Million Oversubscribed Private Placement

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VANCOUVER, Feb 23, 2021 - [Gold Mountain Mining Corp.](#) ("Gold Mountain" or the "Company") (TSXV:GMTN)(Frankfurt:5XFA) is pleased to announce that it has closed its brokered private placement of units (the "Units") and has issued 10,310,000 Units at a price of \$0.97 per Unit (the "Offering Price") for aggregate gross proceeds of \$10,000,700 (the "Offering"). The Offering was led by Canaccord Genuity Corp. and Gravitass Securities Inc., as co-lead agents (collectively, the "Agents").

Kevin Smith, CEO & Director of Gold Mountain, commented, "Through successfully completing this offering, we have secured our Equinox property payment and the capital required to advance our exploration and production ambitions. Despite headwinds from a consolidating gold market, this offering was oversubscribed with a lead order from Crescat Capital and orders from our long-term shareholders. With drills turning and a clear path to production, we look forward to continuing to build shareholder value by developing B.C.'s next high-grade gold mine."

Each Unit consists of one common share of the Company (a "Common Share") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable to acquire one Common Share (a "Warrant Share") at a price of \$1.25 per Warrant Share for a period of 36 months from the closing of the Offering.

Provided that if, at any time prior to the expiry date of the Warrants, the closing price of the Common Shares on the TSX Venture Exchange (the "Exchange") is greater than \$2.25 for 10 consecutive trading days, the Company may deliver a notice to the holders of Warrants accelerating the expiry date of the Warrants to the date that is 30 days following the date of such notice (the "Accelerated Exercise Period"). Any unexercised Warrants shall automatically expire at the end of the Accelerated Exercise Period.

Gold Mountain intends to use the proceeds from the Offering to advance the Elk Gold Project as well as for working capital and general corporate purposes.

In connection with the Offering, the Agents received an aggregate cash fee equal to 6.0%, other than in connection with certain purchasers on a president's list of Gold Mountain, in which a reduced fee was paid (the "President's List"). In addition, the Company issued to the Agents 270,626 non-transferable broker warrants (the "Broker Warrants") representing 6% of the aggregate number of units issued pursuant to the Offering (other than in respect of sales of Units to purchasers on the President's List, which no Broker Warrants were issued). Each Broker Warrant entitles the holder thereof to purchase one Common Share at an exercise price equal to \$0.97 for a period of 24 months following the closing of the Offering.

The securities issued pursuant to the Offering are subject to a four-month and one day hold period under applicable securities laws in Canada. The Offering has received the conditional approval of the TSX Venture Exchange and remains subject to final approval.

In addition, the Company received an institutional lead order from Crescat Capital LLC ("Crescat"). Gold Mountain granted Crescat a Participation Right (the "Right") that will provide Crescat the Right to purchase in future offerings of equity securities, or debt securities convertible into equity securities of the Company, the number of such securities necessary to enable Crescat to maintain the aggregate ownership percentage of the issued and outstanding common shares of the Company immediately prior to the closing of such future offering. The Right terminates on the date on which Crescat's ownership of Common Shares falls below 1.5% of the then outstanding Common Shares.

Officers and directors of the Corporation subscribed for a total of 144,331 Units, which constitute "related party transactions" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security

Holder in Special Transactions. The subscriptions are exempt from the formal valuation and minority approval requirements set out in sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as neither the fair market value of the shares issued to insiders nor the fair market value of the consideration paid exceeds 25% of the Corporation'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 Gold Mountain

Gold Mountain is a BC-based gold and silver exploration and development company focused on resource expansion at the Elk Gold Project, a past-producing mine located 57 km from Merritt in South Central British Columbia.

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 Statements Regarding Forward Looking Information

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward looking statements include statements that are based on assumptions as of the date of this news release. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals; the price of gold; and the results of current exploration. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Gold Mountain disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. For a comprehensive overview of all risks that may impact the Company, please see the Filing Statement filed on Gold Mountain's SEDAR profile on December 15, 2020.

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