

Aya Gold and Silver Announces \$67.5 Million Bought Deal Offering of Common Shares

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MONTREAL, Feb. 06, 2024 - [Aya Gold & Silver Inc.](#) (TSX: AYA; OTCQX: AYASF) ("Aya" or the "Company") is pleased to announce that it has entered into an agreement pursuant to which Eight Capital, as sole bookrunner, together with a syndicate of underwriters including National Bank Financial Inc., as co-lead underwriter (collectively, the "Underwriters"), has agreed to purchase, on a bought deal basis, 6,586,000 common shares in the capital of the Company (the "Shares"), at a price of \$10.25 per Share (the "Issue Price") for gross proceeds of \$67,506,500 (the "Offering").

The Company has agreed to grant the Underwriters an over-allotment option to purchase up to an additional 15% of the Shares at the Issue Price, exercisable in whole or in part, at any time on or prior to the date that is 30 days following the closing of the Offering. If this option is exercised in full, approximately \$10,125,975 additional proceeds will be raised pursuant to the Offering and the aggregate proceeds of the Offering will be approximately \$77,632,475.

The Company intends to use the net proceeds of the Offering for the advancement of its exploration and development programs at Boumadine, the exploration program at Zgounder Regional, as well as for working capital and general corporate purposes.

"This financing underscores our confidence in Aya's growth prospects, as the use of these funds will primarily support our exploration and development efforts. The Zgounder Expansion being fully funded and progressing within budget, the cost-overrun account remaining intact, we are now looking to strategically position Aya for the future."

"This financing allows us to forge ahead at full speed in the exploration and development of Boumadine over the next two years with an exploration program in excess of 200,000m of drilling, and reinforces our commitment to creating long-term value for our shareholders while maintaining our commitment to sustainable mining practices and striving for excellence" said Benoit La Salle, President and CEO of the Company.

The closing date of the Offering is scheduled to be on or about February 14, 2024, and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the Toronto Stock Exchange.

The Offering will be completed by way of a prospectus supplement (the "Supplement") to the short form base shelf prospectus of the Company dated January 12, 2023 (the "Base Prospectus"), which Supplement is expected to be filed on or prior to February 8, 2024 with the securities commissions and other similar regulatory authorities in each of the provinces of Canada and in such other jurisdictions as are agreed to by the Company and the Underwriters, in each case provided that no prospectus, registration statement or other similar document is required to be filed in such jurisdiction and that the Company will not be or become subject to any continuous disclosure obligations in such jurisdiction. The Base Prospectus and, once filed, the Supplement can be found on SEDAR at www.sedar.com, and contain important detailed information about the Offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws.

[Aya Gold & Silver Inc.](#)

Per: "*Benoit La Salle*"

Benoit La Salle, FCPA FCA

President and Chief Executive Officer

About Aya Gold & Silver Inc.

[Aya Gold & Silver Inc.](#) is a rapidly growing, Canada-based silver producer with operations in the Kingdom of Morocco. The only TSX-listed pure silver mining company, Aya operates the high-grade Zgounder Silver Mine and is exploring its properties along the prospective South-Atlas Fault, several of which have hosted past-producing mines and historical resources. Aya's Moroccan mining assets are complemented by its Tijirit Gold Project in Mauritania, which is being advanced to feasibility. Aya's management team has been focused on maximising shareholder value by anchoring sustainability at the heart of its operations, governance, and financial growth plans.

For additional information, please visit Aya's website at www.ayagoldsilver.com.

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Notice Regarding Forward Looking Information

Certain information in this news release related to the Company is forward-looking information and is prospective in nature. Forward-looking information is not based on historical facts, but rather on current expectations and projections about future events, and is therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking information. The information generally can be identified by the use of forward-looking words such as "may", "should", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward-looking information in this news release include information regarding the intended use of proceeds of the Offering. There are numerous risks and uncertainties that could cause actual results and Aya's plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) adverse market conditions; (ii) risks inherent in the mineral production and exploration sectors in general; (iii) that the proceeds of the Offering may need to be used other than as set out in this news release and other factors beyond the control of the Company. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, the Company does not intend to update this forward-looking information.

Neither the Toronto Stock Exchange nor its Regulation Services Provider (as that term is defined in policies of the Toronto Stock Exchange) accepts responsibility for the adequacy or accuracy of this release. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Such forward-looking information has been provided for the purpose of assisting investors in understanding the Company's business, operations and exploration plans and may not be appropriate for other purposes. Accordingly, readers should not place undue reliance on forward-looking information. Forward-looking information is given as of the date of this press release, and the Company does not undertake to update such forward-looking information except in accordance with applicable securities laws.

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