

NV Gold To Consolidate Common Shares

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VANCOUVER, Feb. 13, 2024 - [NV Gold Corp.](#) (TSXV:NVX) (OTCQB:NVGLF) (FSE:8NV) ("NV Gold" or the "Company") announces that it intends to consolidate all of the issued and outstanding common shares of the Company (the "Shares") on the basis of one (1) post-consolidated Share for every ten (10) pre-consolidated Shares held (the "Consolidation"), subject to approval of the TSX Venture Exchange (the "Exchange").

The effective date of the Consolidation will be announced in a separate news release once the Company receives approval from the Exchange. As a result of the Consolidation, it is expected that the 88,745,454 Shares which are currently issued and outstanding will be reduced to approximately 8,874,545 Shares, subject to rounding. No fractional Shares will be issued as a result of the Consolidation. Any fractional share interest of 0.5 or higher arising from the Consolidation will be rounded up to one whole Share, and any fractional share interest of less than 0.5 will be cancelled. The Company's name and stock symbols will remain unchanged following the Consolidation.

In accordance with the Articles of the Company, the Consolidation may be approved by the board of directors of the Company and shareholder approval is not required.

Shareholders who hold their Shares through a securities broker or other intermediary and do not have Shares registered in their name will not be required to take any measures with respect to the Consolidation. Letters of transmittal with respect to the Consolidation will be mailed to all registered shareholders of the Company. All registered shareholders who submit a duly completed letter of transmittal along with their respective share certificate(s) representing the pre-consolidated Shares to the Company's transfer agent, Odyssey Trust Company, will receive a certificate representing the post-consolidated Shares.

The Company believes that the Consolidation may have the effect of, among other things: increasing the interest of the financial community in the Company and potentially broadening its pool of investors; improving trading liquidity; and improving the Company's position to obtain financing and pursue new opportunities.

About NV Gold Corporation

[NV Gold Corp.](#) is a well-organized exploration company with ~89 million shares issued and no debt. NV Gold has 21 exploration projects in Nevada comprising 639 100%-Company-owned lode mining claims totaling 53.4 square kilometers (20.6 square miles). The Company is based in Vancouver, British Columbia, and Reno, Nevada and is focused on delivering value through mineral discoveries in Nevada, USA. Leveraging its expansive property portfolio, its highly experienced in-house technical team, and its extensive geological data library, 2024 is expected to be highly productive for NV Gold.

On behalf of the Board of Directors,

John Waton, President, Chairman, CEO and Director

For further information, visit the Company's website at www.nvgoldcorp.com or contact:

Freeform Communications at 604.245.0054

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 news release.

This news release contains statements which constitute "forward-looking information" within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of the Company with respect to future business activities and plans of the Company. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes information regarding: the expectation that the Company will proceed with the Consolidation; the number of Shares outstanding following the Consolidation; the effect of the Consolidation on the market for the Shares; the impact the Consolidation will have on the Company; and the treatment of fractional shares in the Consolidation.

Such forward-looking statements are based on a number of assumptions of management, including, without limitation, that the Company will complete the Consolidation; that the Company will receive the necessary approvals to complete the Consolidation; that the number of Shares outstanding following the Consolidation will be consistent with the number set out herein; that the Consolidation will impact the Company as anticipated; and that the treatment of fractional shares will align with management's current expectations.

Additionally, forward-looking information involve a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Company to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking statements. Such risks include, without limitation: that the Company will be unable to complete the Consolidation; that the Company will not receive the necessary approvals to complete the Consolidation; that the treatment of fractional shares will differ for the treatment set out herein; that the Consolidation will not have the desired impact on the Company; and that the number of issued and outstanding shares following the Consolidation will differ for the number statement herein. Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information. Neither the Company nor any of its representatives make any representation or warranty, express or implied, as to the accuracy, sufficiency or completeness of the information in this news release. Neither the Company nor any of its representatives shall have any liability whatsoever, under contract, tort, trust or otherwise, to you or any person resulting from the use of the information in this news release by you or any of your representatives or for omissions from the information in this news release.

The forward-looking statements herein speak only as of the date they were originally made. The Company has no intention and undertakes no 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.

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