

# Mayfair Announces Closing of \$6 Million Private Placement

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MATHESON, Oct. 17, 2024 - [Mayfair Gold Corp.](#) (TSXV: MFG) (OTCQX: MFGCF) ("Mayfair" or the "Company") announces that, further to its news release on September 25, 2024, the Company has completed a non-brokered private placement of 3,340,000 common shares of the Company (the "Common Shares") at a price of \$1.80 per Common Share for aggregate gross proceeds of \$6,012,000 (the "Offering").

The proceeds raised from the Offering will be used by the Company for permitting and feasibility studies, general and administrative expenses and working capital.

Insiders of the Company subscribed for an aggregate of 1,640,000 Common Shares representing approximately \$2.95 million of the gross proceeds of the Offering whereby: (i) Muddy Waters Capital LLC and its affiliate, Muddy Waters Resources LLC, on behalf of certain funds they manage, subscribed for a total of 1,597,222 Common Shares for gross proceeds of approximately \$2,875,000; (ii) Christine Hsieh, a director of the Company, subscribed for 27,778 Common Shares for gross proceeds of approximately \$50,000; and (iii) Richard Klue, Vice President of Technical Services of the Company, subscribed for 15,000 Common Shares for gross proceeds of \$27,000.

The Offering was conducted in reliance upon available exemptions from the prospectus requirements of applicable Canadian securities laws. The Common Shares issued under the Offering are subject to a statutory hold period of four months and one day from the closing of the Offering 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 U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

The Offering constitutes a "related party transaction" as defined in Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") as a result of the participation of the insiders of the Company. However, the Offering is exempted from the formal valuation requirements of MI 61-101 pursuant to subsection 5.5(b) of MI-61-101 (as the Company's Common Shares are listed only on the TSX Venture Exchange ("TSXV")) and from the minority shareholder approval requirements of MI 61-101 pursuant to subsection 5.7(1)(a) of MI 61-101 (as neither the fair market value of the Common Shares issued to insiders nor the fair market value of the consideration paid by insiders pursuant to the Offering exceeded 25% of the Company's market capitalization, as determined in accordance with MI 61-101, at the time the transaction was agreed to). The participants in the Offering and the extent of their participation were not finalized until shortly prior to the completion of the Offering. Accordingly, it was not possible to publicly disclose details of the nature and extent of related party participation in the Offering pursuant to a material change report filed at least 21 days prior to the completion of the Offering.

About Mayfair Gold Corp.

Mayfair Gold is a Canadian mineral exploration company focused on advancing the 100% controlled Fenn-Gib gold project in the Timmins region of Northern Ontario. The Fenn-Gib gold deposit is Mayfair's flagship asset and currently hosts an NI 43-101 (as defined below) open pit constrained mineral resource

estimate with an effective date of September 3, 2024 with a total Indicated Resource of 181.3M tonnes containing 4.313M ounces at a grade of 0.74 g/t Au and an Inferred Resource of 8.92M tonnes containing 0.14M ounces at a grade of 0.49 g/t Au at a 0.30 g/t Au cut-off grade. The Fenn-Gib deposit has a strike length of over 1.5km with widths ranging over 500m. The gold mineralized zones remain open at depth and along strike to the east and west. Recently completed metallurgical tests confirm that the Fenn-Gib deposit can deliver robust gold recoveries of up to 94%.

#### Cautionary Notes to U.S. Investors Concerning Resource Estimates

This news release has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of the U.S. securities laws. In particular, and without limiting the generality of the foregoing, the terms "mineral reserve", "proven mineral reserve", "probable mineral reserve", "inferred mineral resources", "indicated mineral resources", "measured mineral resources" and "mineral resources" used or referenced in this release are Canadian mineral disclosure terms as defined in accordance with National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101") under the guidelines set out in the 2014 Canadian Institute of Mining, Metallurgy and Petroleum Standards for Mineral Resources and Mineral Reserves, Definitions and Guidelines, May 2014 (the "CIM Standards"). The CIM Standards differ from the mineral property disclosure requirements of the U.S. Securities and Exchange Commission (the "SEC") in Regulation S-K Subpart 1300 (the "SEC Modernization Rules") under the U.S. Securities Act. As a foreign private issuer that is eligible to file reports with the SEC pursuant to the multijurisdictional disclosure system, the Company is not required to provide disclosure on its mineral properties under the SEC Modernization Rules and will continue to provide disclosure under NI 43-101 and the CIM Standards. Accordingly, the Company's disclosure of mineralization and other technical information may differ significantly from the information that would be disclosed had the Company prepared the information under the standards adopted under the SEC Modernization Rules.

#### Forward Looking Information

This news release contains forward-looking statements and forward-looking information within the meaning of Canadian securities legislation (collectively, "forward-looking statements") that relate to Mayfair's current expectations and views of future events. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "will likely result", "are expected to", "expects", "will continue", "is anticipated", "anticipates", "believes", "estimated", "intends", "plans", "forecast", "projection", "strategy", "objective" and "outlook") are not historical facts and may be forward-looking statements and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in such forward-looking statements. No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this news release should not be unduly relied upon. These statements speak only as of the date of this news release.

Forward-looking statements are based on a number of assumptions and are subject to a number of risks and uncertainties, many of which are beyond Mayfair's control, which could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, the use of proceeds from the Offering may differ due to unforeseen circumstances. Mayfair undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. New factors emerge from time to time, and it is not possible for Mayfair to predict all of them, or assess the impact of each such factor or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. Any forward-looking statements contained in this news release are expressly qualified in their entirety by this cautionary statement.

#### Contact

For further information, please visit [www.mayfairgold.ca](http://www.mayfairgold.ca) or direct enquiries to: Darren McLean, Interim CEO & Chair, Mayfair Gold Corp., 489 McDougall St. Matheson, ON P0K 1N0 Canada, +1 (800) 342-6705, [info@mayfairgold.ca](mailto:info@mayfairgold.ca). Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.

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