



February 25, 2020

Advance Gold Closes Private Placement

Advance Gold Corp. (TSXV: AAX) ("Advance Gold" or "the Company") is pleased to announce that it has filed documents with the TSX Venture Exchange to close its previously announced private placement financing (see February 5, 2020 news release). Subject to the receipt of all regulatory approvals, the Company will issue 2,500,000 Units, each Unit consisting of 1 common share and 1 common share purchase warrant, each warrant being exercisable at \$0.12 for 24 months, for gross proceeds of \$250,000. Proceeds from the financing will be used to fund the phase 3 drilling at the Tabasquena project near Ojocaliente, Mexico and for general corporate purposes.

All securities issued pursuant to the financing will be subject to a 4 month hold. Finders' fees will be paid to certain finders in accordance with TSX Venture Exchange policies.

The private placement was effected with 2 insiders of the Company subscribing for a total of \$150,000, that portion of the Financing a "related party transaction" as such term is defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying on exemptions from the formal valuation and minority approval requirements set out in MI 61-101. The Company is exempt from the formal valuation requirement of MI 61-101 under sections 5.5(a) and (b) of MI 61-101 in respect of the transaction as the fair market value of the transaction, insofar as it involves the interested party, is not more than 25% of the Company's market capitalization. Additionally, the Company is exempt from minority shareholder approval under sections 5.7(1)(a) and (b) of MI 61-101 as, in addition to the foregoing, (i) neither the fair market value of the Units nor the consideration received in respect thereof from interested party exceeds \$2,500,000, (ii) the Company has one or more independent directors who are not employees of the Company, and (iii) all of the independent directors have approved the transaction. Material change reports were not filed 21 days prior to the closing of the financing because insider participation had not been established at the time the financing was announced.

\$10,000, or 100,000 Units, of the private placement was effected with 1 person subscribing under Multilateral Instrument 45-321, the Suitability of Advice Exemption.

About Advance Gold Corp. (AAX.V)

Advance Gold is a TSX-V listed junior exploration company focused on exploring and acquiring mineral properties containing precious metals. The Company currently has a 14% interest on the Kakamega advanced gold project in Kenya. The remaining 86% of the Kakamega project is held by Acacia Exploration Kenya Ltd. If Advance Gold elects to be diluted to less than 10% of the project, it retains an uncapped 3% NSR.

By news release dated February 27, 2015, Acacia Exploration Kenya announced a maiden NI 43-101 compliant Inferred Mineral Resource Estimate of 1.31 million ounces of gold at 12.1 grams per tonne at the adjoining West Kenya Project.

In addition, Advance Gold has recently acquired a 100% interest in the Tabasquena Silver Mine in Zacatecas, Mexico.

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This news release contains certain statements that may be deemed "forward-looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors should change, except as required by law.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.