



SKY GOLD CORP. CLOSES CRITICAL METALS FLOW THROUGH AND HARD DOLLAR FINANCING

October 24, 2023, Vancouver, BC, Canada – SKY GOLD CORP. (“Sky” or the “Company”) (TSXV:SKYG)(OTC PINK:SRKZF) is pleased to announce that the Company has closed its previously announced non-brokered private placement comprised of both flow through units (“FT Units”) specifically designed for critical metals and non-flow-through units (“NFT Units”). The Company issued a total of 3,756,667 FT Units and 1,830,000 NFT Units for gross proceeds of \$316,900.

Each Critical Minerals FT Unit will include one flow-through share (“FT Share”) that qualifies as a Critical Minerals flow-through share under the Income Tax Act (Canada), along with a transferable share purchase warrant of the Company (“NFT Warrant”). Each NFT Warrant will enable the holder to acquire an additional non flow-through Share at a price of \$0.10 per Share for a period of 24 months from the date of issuance.

All Shares, Warrants, and NFT Warrants, as well as the Shares underlying the Warrants and NFT Warrants, will be subject to a statutory hold period of four months and one day from the date of issuance.

Each NFT Unit will be comprised of one common share (“Share”) and one transferable Share purchase warrant of the Company (“Warrant”). Each whole Warrant will entitle the Subscriber to purchase one Warrant Share for a 24-month period after the Closing Date at an exercise price of \$0.10 per share. Proceeds raised from the Offering will be used towards exploration activities on the Company’s portfolio of mining projects as well as general and administrative purposes.

Finders’ fees were paid in connection with the private placement to Sherbrooke Street Capital (SSC) Inc. as follows: \$7,320 and 134,400 brokers warrants issued at a price of \$0.10 for a 12-month period after the closing date.

A senior officer of the Corporation has subscribed for an aggregate of 400,000 FT Units as part of the Private Placement, which participation constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions (“MI 61-101”) and Policy 5.9 of the TSXV. The Corporation is relying on the exemption for a formal valuation under section 5.5(b) of MI 61-101 (trading on the TSXV), and on the exemption for minority shareholder approval under section 5.7(1)(b) of MI 61-101 (fair market value of less than \$2,500,000).

The gross proceeds from the FT Units will be utilized for incurring “flow-through critical mineral mining expenditures” as defined in the Income Tax Act (Canada). Proceeds raised from the NFT Units will be used towards exploration activities on the Company’s portfolio of mining projects as well as general and administrative purposes.

All securities issued are subject to a statutory hold period expiring on February 25, 2024.

The financing, although conditionally approved by the TSX Venture Exchange (TSXV), is subject to final approval.



ON BEHALF OF THE BOARD

“Mike England”

Mike England, CEO, PRESIDENT & DIRECTOR

FOR FURTHER INFORMATION PLEASE

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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.

Forward Looking Statements

Certain statements in this release are forward-looking statements, which reflect the expectations of management regarding the matters described herein. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations, or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance, or developments to differ materially from those contained in the statements, including with respect to the completion of the Consolidation or the identification or acquisition of additional mineral assets. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain expectations, estimates and assumptions which may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including factors beyond the Company's control. These forward-looking statements are made as of the date of this news release.