

# Opus One Gold Corp. Announces Units and Flow-Through Shares Private Placement

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[Opus One Gold Corp.](#) (OOR : TSXV) ("Opus One" or the "Company"), is pleased to announce a non-brokered private placement for gross proceeds of up to \$2,000,000 (the "Offering") from the sale of (i) units of the Company at a price of \$0.055 per unit ("Units") with each Unit being comprised of one common share of the Company and one-half of one share purchase warrants (each whole warrant a "Warrant") for total gross proceeds of \$500,000 and (ii) flow-through shares of the Company ("FT Shares") for total gross proceeds of \$1,500,000. Each FT Share shall be issued at price per FT Share of \$0.065 and will be issued as a "flow-through share" as such term is defined in the *Income Tax Act* (Canada).

Each Warrant will entitle thereof the right to acquire one additional common share of the Company at a price of \$0.10 per share for a period of 24 months following the closing of the Offering. The Units and FT Shares will be offered by way of the "accredited investor" exemption under National Instrument 45-106 - *Prospectus Exemptions* in all the provinces of Canada. The Units and FT Shares will be subject to a four-month hold period in Canada following the closing of the Offering.

The gross proceeds from the issuance of the FT Shares will be used for Canadian exploration expenses and will qualify as "flow-through mining expenditures", as defined in subsection 127(9) of the *Income Tax Act* (Canada) (the "Qualifying Expenditures"), which will be incurred on or before December 31, 2026 and renounced to the subscribers with an effective date no later than December 31, 2025 in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares. In addition, with respect to Québec resident subscribers of FT Shares and who are eligible individuals under the *Taxation Act* (Québec), the Canadian exploration expenses will also qualify for inclusion in the "exploration base relating to certain Québec exploration expenses" within the meaning of section 726.4.10 of the *Taxation Act* (Québec) and for inclusion in the "exploration base relating to certain Québec surface mining expenses or oil and gas exploration expenses" within the meaning of section 726.4.17.2 of the *Taxation Act* (Québec).

Closing of the Offering is subject to the approval of the TSX Venture Exchange and other customary closing conditions. There can be no assurances that the offering will be completed on the terms set out herein, or at all, or that the proceeds of the Offering will be sufficient for the uses of proceeds as set out above.

## [ABOUT OPUS ONE GOLD CORPORATION](#)

Opus One Gold Corporation is a mining exploration company focused on discovering high quality gold and base metals deposits within strategically located properties in proven mining camps, close to existing mines in the Abitibi Greenstone Belt, north-western Quebec and north-eastern Ontario - one of the most prolific gold mining areas in the world. Opus One holds assets in the Val-d'Or and Matagami mineral districts.

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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 the release.*

#### Forward-Looking Information

*The information contained herein contains "forward-looking information" within the meaning of applicable Canadian securities legislation. "Forward-looking information" includes, but is not limited to, statements with respect to the activities, events or developments that the Company expects or anticipates will or may occur in the future, including, without limitation, statements with respect to, the completion of the Offering; the expected gross proceeds of the Offering; the use of proceeds from the Offering; the anticipated date for closing of the Offering; the receipt of all necessary regulatory and other approvals, including approval of the Exchange; the expected incurrence by the Company of eligible Canadian exploration expenses that will qualify as flow-through mining expenditures; and the renunciation by the Company of the Canadian exploration expenses (on a pro rata basis) to each subscriber of FT Shares by no later than December 31, 2025. Generally, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negative connotation thereof or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof.*

*Such forward-looking information is based on numerous assumptions, including among others, that the results of planned exploration activities are as anticipated, the price of gold, the anticipated cost of planned exploration activities, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed and on reasonable terms, that third party contractors, equipment and supplies and governmental and other approvals required to conduct the Company's planned exploration activities will be available on reasonable terms and in a timely manner. Although the assumptions made by the Company in providing forward-looking information are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate.*

*Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual events or results in future periods to differ materially from any projections of future events or results expressed or implied by such forward-looking information or statements, including, among others: negative operating cash flow and dependence on third party financing, uncertainty of additional financing, no known mineral reserves, the limited operating history of the Company, aboriginal title and consultation issues, reliance on key management and other personnel, actual results of exploration activities being different than anticipated, changes in exploration programs based upon results, availability of third party contractors, availability of equipment and supplies, failure of equipment to operate as anticipated; accidents, effects of weather and other natural phenomena and other risks associated with the mineral exploration industry, environmental risks, changes in laws and regulations, community relations and delays in obtaining governmental or other approvals and the risk factors with respect to the Company set out in the Company's filings with the Canadian securities regulators and available under Opus One's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).*

*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 or implied by 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 forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company undertakes no obligation to update or reissue forward-looking information as a result of new information or events except as required by applicable securities laws.*

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