

# Thesis Gold Announces Pricing and Increase of the Size of Previously Announced Overnight Marketed Public Offering to Up to \$16 Million

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VANCOUVER, June 10, 2021 - [Thesis Gold Inc.](#) (TSXV: TAU) (WKN: A2QQ0Y) ("Thesis" or the "Company") is pleased to announce today the pricing of its previously announced overnight marketed offering (the "Offering") and an increase to the size of the Offering to up to \$16,000,000 from \$12,000,000 due to investor demand by key investors.

The Offering will now be for gross proceeds of up to \$10,000,000 for common shares of the Company (the "Non-Flow Through Shares") at a price of \$1.50 per Non-Flow Through Share for the issuance of up to 6,666,666 Non-Flow Through Shares and gross proceeds of up to \$6,000,000 for common shares of the Company which qualify as "flow-through shares" pursuant to the *Income Tax Act* (Canada) (the "Flow-Through Shares") at a price of \$1.75 per Flow-Through Share for the issuance of up to 3,428,571 Flow-Through Shares, for combined aggregate gross proceeds of up to \$16,000,000. The Flow-Through Shares and the Non-Flow-Through Shares are together, the "Offered Shares".

The Offering will be conducted through a syndicate of agents led by Clarus Securities Inc., and including Cormark Securities Inc., and P.I. Financial Corp (the "Agents"). There can be no assurance as to whether or when the Offering may be completed, or as to the actual size or terms of the Offering.

The Company has granted the Agents an option (the "Over-Allotment Option") to offer for sale up to an additional 15% of the Offered Shares on the same terms, exercisable in whole or in part at any time up to 30 days following the closing of the Offering, for market stabilization purposes and to cover over-allotments. The Agents may exercise the Over-Allotment Option in respect of: (i) additional Flow-Through Shares; or (ii) additional Non-Flow-Through Shares; or (iii) any combination of additional Flow-Through Shares and Non-Flow-Through Shares.

The Company expects to: (i) pay the Agents a cash commission (the "Agents' Fee") representing 6% of the gross proceeds raised under the Offering, including any gross proceeds raised upon the exercise of the Over-Allotment Option; and (ii) issue to the Agents non-transferable broker warrants (each, a "Broker Warrant") entitling the Agents to acquire that number of Non-Flow-Through Shares equal to 6% of the total number of Offered Shares sold pursuant to the Offering (including the Over-Allotment Option). Each Broker Warrant will entitle the holder to acquire one Non-Flow-Through Shares at any time for a period of 18 months from the closing date of the Offering at an exercise price equal to the Non-Flow-Through Shares offering price.

The Offering is expected to close on or about June 29, 2021, or such other date as the Company and the Agents may agree. Closing of the Offering is subject to customary closing conditions, including the receipt of all necessary regulatory approvals, such as the approval of applicable securities regulatory authorities and the TSX Venture Exchange.

The Company intends to use the net proceeds of the Offering to fund expenditures at the Company's Ranch Gold exploration project in British Columbia and for general working capital purposes.

The Flow-Through Shares and Non-Flow-Through Shares to be issued under the Offering will be offered by way of a short form prospectus filed in each of British Columbia, Alberta, Ontario, and may be offered in the United States on a private placement basis pursuant to an exemption from the registration requirements of the *United States Securities Act of 1933*, as amended (the "U.S. Securities Act"), and applicable state securities laws, and by private placement to eligible purchasers resident in jurisdictions other than Canada and the United States.

Copies of the Prospectus may be obtained under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and from Clarus Securities Inc., 130 King Street West, Suite 3640, Toronto, ON M5X 1A9. The Prospectus contains important detailed information about the Company and the proposed Offering. Prospective investors should read the Prospectus and the other documents the Company has filed on SEDAR at [www.sedar.com](http://www.sedar.com) before making an investment decision.

*No securities regulatory authority has either approved or disapproved of the contents of this news release. The Offered Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws. Accordingly, the Offered Shares may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws. This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.*

#### About Thesis Gold

Thesis Gold is a Vancouver based mineral exploration company focused on proving and developing the resource potential of the 178km<sup>2</sup> Ranch Gold Project located in the "Golden Horseshoe" area of northern British Columbia, approximately 300 km north of Smithers, B.C.

Further details are available on the Company's website at: <https://www.thesisgold.com/>

On behalf of the Board of Directors  
[Thesis Gold Inc.](#)

"Ewan Webster"

Ewan Webster Ph.D., P.Geo.  
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#### Cautionary Statement Regarding Forward-Looking Information

*This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, statements regarding the use of proceeds from the Company's recently completed financings, and the future plans or prospects of the*

*Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", 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". Forward-looking statements are necessarily based upon a number of assumptions that, while considered reasonable by management, are inherently subject to business, market and economic risks, uncertainties and contingencies that may cause actual results, performance or achievements to be materially different from those expressed or implied by forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in 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 such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Other factors which could materially affect such forward-looking information are described in the risk factors in the Company's most recent annual management's discussion and analysis which is available on the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.*

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