



Phoenix Gold Increases Private Placement

Vancouver, British Columbia--(October 26, 2021) – Phoenix Gold Resources Corp. (the "**Company**") (TSXV: PXA) is pleased to announce that due to investor demand it has increased the size of its private placement previously announced on October 22, 2021. The Company now proposes to issue up to 3,000,000 units at C\$0.40 per Unit ("**Units**") for total gross proceeds of up to C\$1,200,000 (the "**Private Placement**").

Each Unit will consist of one common share and one-half common share purchase warrant (each full warrant, a "**Warrant**"), and each Warrant will entitle the holder to purchase one additional common share at a price of \$0.60 per share for a period of 24 months from the closing (the "**Closing**") of the Private Placement.

The Company is also pleased to announce, a non-brokered flow-through private placement offering (the "**FT-Private Placement**") to raise gross proceeds of up to \$1,500,000 through the sale of up to 3,000,000 units ("**FT-Units**") of the Company at a price of \$0.50 per FT-Unit.

Each FT-Unit will consist of one common share and one-half of one warrant for a period of 24 months from closing of the FT-Private Placement. Each full warrant will, in turn, entitle the holder to purchase an additional common share at a price of \$0.75 if exercised within the first 12 months, and at \$1.00 after 12 months but within 24 months following the closing date.

The Company intends to use the net proceeds of the Private Placement for its working capital, to fund expenditures related to its mineral exploration in Newfoundland and Nevada, and for general marketing, corporate and administrative purposes. The Company intends to use the net proceeds of the FT-Private Placement to fund exploration and development of the Company's mineral exploration property in Newfoundland. The Company may pay finders' fees in connection with the Private Placement and FT-Private Placement to eligible finders, in accordance with the policies of the TSX Venture Exchange and applicable securities laws, consisting of a cash commission of up to 6% of the gross proceeds of the Private Placement and the FT-Private Placement.

The Private Placement and FT-Private Placement are subject to approval of the TSX Venture Exchange; all Units, FT-Units and securities of the Company issued pursuant to the Private Placement and FT-Private Placement will be subject to a four month hold period from the Closing.

The Private Placement and FT-Private Placement are not expected to result in the creation of a new control person of the Company. To the Company's knowledge, there is no material information concerning the Company or its securities that has not been generally disclosed.

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Cautionary Statement Regarding Forward-Looking Information

This news release may contain "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities legislation. All information contained herein that is not historical in nature may constitute forward-looking information. Forward-looking statements herein include but are not limited to statements relating to the expected completion of the Private Placement, FT-Private Placement and the future prospects of the Company, and 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.



Except as required by law, the Company disclaims any obligation to update or revise any forward-looking statements. Readers are cautioned not to put undue reliance on these forward-looking statements.

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 press release.

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