



Solstice Gold Announces Board Changes and Concurrent Financing

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VANCOUVER, British Columbia, May 25, 2020 -- **Solstice Gold Corp.** (TSXV: SGC) ("Solstice" or the "Company") is pleased to welcome Kevin Reid, Michael Gentile and Blair Schultz to its board of directors as part of a strategic plan to unlock shareholder value. The appointments will be made concurrent with, and are subject to the completion of, a non-brokered private placement pursuant to which the Company will raise \$1,200,000 through the issue of 30,000,000 units ("Units") at \$0.04 per Unit ("Private Placement"). Completion of the Private Placement and proposed board appointments is subject to the approval of the TSX Venture Exchange ("TSXV").

"I'm very pleased to announce these new board appointments. Each new appointee is experienced and successful in both capital markets and in the junior exploration and development space. Collectively, they bring a wealth of talent to Solstice. We believe the company is significantly undervalued and that these changes and concurrent financing coupled with the ongoing bull market in gold, will best position the company to unlock shareholder value." stated Chairman, David Adamson.

Board Changes

Subject to the completion of the Private Placement, the Solstice board will be reorganized to increase the number of directors from five to six and will be comprised of David Adamson (Executive Chairman), Michael Leskovec, Christopher Taylor, Kevin Reid, Michael Gentile and Blair Schultz. Marty Tunney and Chad Ulansky will resign from the board; however, Mr. Tunney will continue in his role as President of the Company and Mr. Ulansky will be retained as a consultant. The Company thanks them both for their contributions as founding directors of the Company.

Kevin Reid

Mr. Reid is a Managing Partner of Maxit Capital. He joined Maxit Capital in 2017 after 15 years with the mining investment banking team at GMP. Mr. Reid has a wide range of M&A advisory and financing transaction experience including: the origination of Goldcorp's \$2.0 billion acquisition of Wheaton River, EMC Metals' \$1.6 billion sale to Uranium One, Orko Silver's \$400 million sale to Couer D'Alene, GlobeStar's \$200 million sale to Perilya Limited and Potash One's \$450 million sale to K+S. He has also advised on three acquisitions and ~\$250 million in financings for Klondex Mines, and the recent sale to Hecla Mining. Mr. Reid holds a Bachelor Science (Honours) from Queen's University and an MBA (Finance and Investments) from the Schulich School of Business

Michael Gentile

From 2003 to 2018 Mr. Gentile worked as a professional money manager at Formula Growth Limited, an independent investment management firm established in Montreal in 1960 with a long-term track record of creating investor wealth. While at Formula Growth his main sector focus was the mining and natural

resource sectors. In 2012, Mr. Gentile became the co-manager of the Formula Growth Alpha Fund, a market neutral hedge fund focused on small to mid-cap equities. From 2011 to 2018 the Formula Growth Alpha Fund became one of the largest market neutral funds in Canada, growing its assets under management to over \$650 million by the end of 2018. In October 2018, Mr. Gentile retired from full time money management in order to be able to spend more time with his family. Subsequently, he remains a very active investor in the mining space owning significant stakes in several small-cap mining companies and is currently a strategic advisor to Radisson Mining Resources (TSX.V: RDS) and a board member of Roscan Gold Corporation (TSX.V: ROS) and Northern Superior Resources (TSX.V: SUP).

Blair Schultz

Mr. Schultz brings over 20 years of experience in financial, operational, project finance and capital markets experience. Mr. Schultz is currently Interim President and CEO of Eastmain Resources Inc. (TSX.V: ER) and served on the board of directors since April 2016. He also served as Interim CEO of 1911 Gold Corporation (TSX.V: AUMB) from June 2018 to January 2019. At 1911, he was also Chairman of Board of Directors from its inception in March 2018, and is currently a Director. His prior board memberships include Ring the Bell Capital Corp (CPC launched February 2018) which was successful with an RTO transaction for Arizona Metals Corp. (TSX.V: AMC), Klondex Mines Ltd. (from June 2012 to September 2018), OK2 Minerals (from August 2016 to September 2018), and VMS Ventures Inc. (from July 2015 to April 2016). Mr. Schultz began his career with one of Canada's top hedge funds, spending 13 years from 2001 to 2014 with K2 and Associates Investment Management Inc. He was Vice President and held various positions most notably, Head of Special Situations, Portfolio Management and Trading. Mr. Schultz holds an Honours Bachelor of Mathematics degree from the University of Waterloo with a Business Administration option from Wilfred Laurier University.

Private Placement

The proposed reorganization of the Solstice board is subject to the completion of the Private Placement.

Each Unit will be comprised of one common share and one common share purchase warrant. Each full warrant will entitle the holder to purchase one common share of the Company at a price of \$0.06 for a period of 36 months from the closing date of the financing. The common shares and warrants comprising the Units will be subject to a hold period expiring four months from the date of issuance of the securities.

The proceeds from the Private Placement will be used to fund exploration and related activities and for general working capital purposes.

It is anticipated that the incoming directors will participate in the financing in the amount of approximately \$1,050,000. Mr. Reid is currently an insider of the Company and accordingly, his participation in the Private Placement 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 the policies of the TSXV. The Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(b) and 5.7(b) of MI 61-101 on the basis that the Company is not listed on a specified market and neither the fair market value of the securities to be distributed in the Private Placement nor the consideration to be received for those securities, insofar as the transaction involves related parties, exceeds \$2.5 million.

Employment Agreements

Management has agreed to restructure employment contracts to remove change of control positions and to ensure salary levels and G&A are reduced as much as practicable to align with shareholders. Combined with these changes and a newly bolstered balance sheet, the Company is well positioned to move forward and advance its extensive land holdings in Nunavut adjacent to the Meliadine gold deposits owned by Agnico Eagle Mines Ltd., towards discovery. In consideration of these contract changes new options have been granted in order to best align equity holders and management.

Stock Options

In connection with the reorganization of the board, the board of directors of the Company has conditionally granted stock options under the Company's stock option plan in respect of an aggregate of 2,650,000 common shares as follows:

- *David Adamson*: options to purchase up to 1,500,000 common shares exercisable for a period of five years from the date of grant at a price of \$0.06 per common share; and
- *Marty Tunney*: options to purchase up to 1,150,000 common shares for a period of five years from the date of grant at a price of \$0.06 per common share.

TSX Venture Exchange Approval

Completion of the proposed Private Placement, board appointments and option grants as described herein is subject to the receipt of all necessary approvals, including the approval of the TSXV.

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.

About Solstice Gold

Solstice is a gold-focussed exploration company engaged in the exploration of its 866 km² (100%) district scale KGP and certain other rights covering an adjacent 683 km², all with no underlying option or earn in payments. KGP is located in Nunavut, Canada only 26 km from Rankin Inlet and only 15 km from the Meliadine gold deposits owned by Agnico Eagle Mines Ltd. Solstice has 69.5 million shares outstanding.

Solstice is committed to responsible exploration and development in the communities in which we work. For more details on Solstice Gold and the KGP please see our Corporate Presentation available at www.solsticegold.com.

On Behalf of Solstice Gold Corp.

David Adamson,
PhD Executive Chairman

For further information please visit our website at www.solsticegold.com or contact:

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Forward Looking Statements

This news release contains certain forward-looking statements (“FLS”) relating to the Company’s plans, expectations, intentions and beliefs with respect to the proposed Private Placement and board reorganization. FLS can be identified by forward-looking words such as “proposed”, “intends”, “expects”, “potential”, “estimated”, “anticipated”, “may” and “will” or similar words suggesting future outcomes or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Such FLS reflect management’s current beliefs and are based on information currently available to management. FLS involve risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements, and there can be no assurance that actual results will be consistent with these forward-looking statements. Factors that could cause such differences include: the inability of the Company to obtain the requisite approvals for the proposed transactions, including the approval of the TSX Venture Exchange; the inability of the Company to raise sufficient proceeds in the Private Placement to meet the conditions to completion of the proposed transactions; risks related to general economic and market conditions; and other as yet unknown or unidentified risks. This list is not exhaustive of the factors that may impact the Company’s FLS. These and other factors should be considered carefully, and readers should not place undue reliance on the Company’s FLS. As a result of the foregoing and other factors, no assurance can be given as to the completion of the Private Placement and board reorganization, and neither the Company nor any other person assumes responsibility for the accuracy and completeness of these FLS. The factors underlying current expectations are dynamic and subject to change.