



Thunder Bay, Ontario  
For Immediate Release

TSX-V: MEX  
May 25, 2017

## Mexican Gold Corp. Closes Non-Brokered Private Placement

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IN THE UNITED STATES***

**MEXICAN GOLD CORP.** ("**Mexican Gold**" or the "**Company**") (TSX-V: **MEX**) is pleased to announce that it has closed its previously announced non-brokered private placement (the "**Private Placement**") consisting of 5,990,270 units of the Company (the "**Units**") at a price of \$0.30 per Unit for gross proceeds of \$1,797,081. Each Unit consisted of one common share of the Company (a "**Common Share**") and one transferable common share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder to purchase one Common Share at a price of \$0.45 per Common Share until May 25, 2019.

The net proceeds from the Private Placement will be used to continue exploration on the Company's Las Minas Project located in the State of Veracruz, Mexico, and for property payments and general working capital purposes.

In connection with the Private Placement, the Company has: (i) paid an aggregate of \$22,785 in cash finder's fees to Leede Jones Gable Inc. and Raymond James Ltd., representing 7% of the gross proceeds of the Units that were sold to subscribers introduced by such parties; and (ii) issued an aggregate of 75,950 non-transferable warrants (the "**Finder's Warrants**") to purchase 75,950 Common Shares to Leede Jones Gable Inc. and Raymond James Ltd., representing 7% of the Units that were sold to subscribers introduced by such parties. The Finder's Warrants have the same terms as the Warrants.

The securities issued under the Private Placement were offered by way of private placement in certain provinces of Canada, in each case, pursuant to applicable exemptions from the prospectus requirements under applicable Canadian securities laws and in the United States on a private placement basis pursuant to exemptions from the registration requirements of the United States Securities Act of 1933, as amended. The securities issued under the Private Placement are subject to a hold period under applicable Canadian securities laws which will expire on September 26, 2017. The Private Placement is subject to final acceptance of the TSX Venture Exchange.

Palisade Global Investments Ltd. ("**Palisade**"), an insider of the Company, subscribed for 1,683,500 Units under the Private Placement on the same terms as arm's length investors. The participation of Palisade in the Private Placement constitutes a "related party transaction" for the purposes of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Private Placement in reliance on sections 5.5(a) and 5.7(a), respectively, of MI 61-

101, as neither the fair market value of the securities issued to Palisade nor the fair market value of the consideration paid by Palisade for the securities exceeded 25% of the Company's market capitalization as calculated in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the expected closing date of the Private Placement as the aforementioned insider participation had not been confirmed at that time and the Company wished to close the Private Placement as expeditiously as possible.

The securities offered have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities.

### **About Mexican Gold Corp.**

Mexican Gold is a Canadian based mineral exploration company committed to building long-term value through the discovery, acquisition and advancement of mineral properties. Mexican Gold holds an option on the Las Minas gold, silver and copper exploration project located within the Las Minas mining district in the State of Veracruz, Mexico. The district hosts one of the largest underexplored skarn systems known in Mexico and has a strong production history that dates back to the Aztec era.

For further information, please contact:

Brian Robertson, Chairman, President & CEO  
Phone: 807-474-4270 or 807-251-1816  
Fax: 807-474-4272

E-mail: [info@mexicangold.ca](mailto:info@mexicangold.ca)  
Website: [www.mexicangold.ca](http://www.mexicangold.ca)

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION:** This news release includes certain information that may constitute "forward-looking information" under applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements about the future exploration results relating to the Las Minas project, exploration plans for the Las Minas project and the exploration potential of the Las Minas project. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information, including the risks identified in the Company's disclosure documents available at [www.sedar.com](http://www.sedar.com). 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 information. Accordingly, readers should not place undue reliance on forward-looking information. All forward-looking information contained in this press release is given as of the date hereof and is based on the opinions and estimates of management and information available to management as at the date hereof. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

*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.*