



ESGold Corp. Announces Non-Brokered Debenture Unit Financing

VANCOUVER, BRITISH COLUMBIA – November 7, 2024 – ESGold Corp. ("ESGold" or the "Company") (CSE: ESAU, Frankfurt: N2W, OTC: SEKZF) today announced a non-brokered private placement financing of up to four debenture units of the Company ("**Debenture Units**") at a price of \$10,000 per Debenture Unit, for aggregate gross proceeds of up to \$40,000 (the "**Offering**").

Each Debenture Unit will be comprised of: (i) a \$10,000 principal amount of 0% unsecured convertible debenture of the Company (the "**Debenture**"); and (ii) 27,777 common share purchase warrants of the Company (the "**Warrants**"). Each Warrant will entitle the holder thereof to acquire one common share in the capital of the Company (each, a "**Share**") at an exercise price of \$0.27 per Share for a period of 18 months from the date of issuance.

The Company intends to use the net proceeds from the Offering for administrative expenses and for general corporate purposes.

The Offering is expected to close in 5 business days on or about November 14, 2024. The Debentures are unsecured and there is no interest payment. The Debentures will mature on the date that is 18 months following the closing date of the Offering (the "**Maturity Date**").

The principal amount of the Debentures will be convertible into Shares at a conversion price of \$0.18 (the "**Conversion Price**") at the option of the holder at any time following the date of issuance until the earlier of: (i) the close of business on the last business day immediately preceding the Maturity Date; and (ii) the business day immediately preceding the date fixed for redemption of the Debentures by the Company. The Company will have the right to force conversion at the Conversion Price if the Shares trade at a volume weighted average price of \$0.25 or greater for 10 consecutive days, for a period that commences after the statutory hold period commences.

The securities issued pursuant to the Offering are subject to a statutory hold period of four (4) months plus one (1) day from the issue date of the applicable Debenture Unit in accordance with applicable securities legislation. Closing of the Offering and the issuance of the securities described hereunder are subject to a number of conditions, including receipt of all necessary regulatory and corporate approvals, including approval from the Exchange.

Pour une traduction française de ce communiqué de presse, veuillez visiter notre site Web à www.esgold.com.

About ESGold Corp.

ESGold Corp. is a resource exploration and processing company focused on environmentally responsible development. With proven expertise in Quebec, the company is advancing its exploration projects toward
LEGAL_45274097.1

feasibility and production, aiming to generate long-term value through sustainable resource recovery. ESGold's flagship Montauban property, located 80 kilometers west of Quebec City, exemplifies its commitment to sustainability and responsible resource management, positioning it as a forward-thinking leader in the sector as it prepares for future production phases.

For more information on ESGold Corp. please contact the Company (+1 514-712-1532) or visit the website www.esgold.com for the French version of this press release, for past news releases, 3D model of the Montauban processing plant, media interviews and opinion-editorial pieces. To keep up with what's going on with ESGold please join our shareholders chat room on telegram :<https://t.me/+SQeyLoDRjIAwMDVh>

On behalf of the Board of Directors,

ESGold Corp.
"Paul Mastantuono"
Chief Executive Officer
Tel: +1 514-712-1532
Email: info@esgold.com

Neither the Canadian Securities Exchange nor its Regulation Services Provider accept responsibility for the adequacy or accuracy of this release.