



NEWS RELEASE

Phoenix Gold Closes Private Placements

Vancouver, British Columbia (December 22, 2021) – Phoenix Gold Resources Corp. (TSX-V: PXA) (OTCPK: PGRCF) (Frankfurt: 5DE) (“**Phoenix Gold**” or the “**Company**”) is pleased to announce that the Company has completed and closed all its non-brokered private placement offerings (the “**Private Placement**”) raising gross proceeds of \$3,522,000 as previously announced on November 30, 2021 and raising gross proceeds of \$350,000 on December 21, 2021, for a total of \$3,872,000.

The Company has received conditional approval for the Private Placement from the TSX Venture Exchange. All Shares issued pursuant to the Private Placement will be subject to a four month hold period from the date of issue. No new control person has been created as a result of the Private Placement and FT-Private Placement.

Certain directors and other insiders of the Company (the “**Insiders**”) have purchased an aggregate of 1,905,000 units (comprised of 1,905,000 common shares and 952,500 common share purchase warrants of the Company) pursuant to the Private Placement for gross proceeds of \$875,000. Participation of an Insider in the Private placement is considered a “related party transaction” pursuant to Multilateral Instrument 61-101—Protection of Minority Holders in Special Transactions (“**MI 61-101**”). The Company was exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Insider's participation in the Private Placement pursuant to sections 5.5(a) and 5.7(1)(a) of MI 61-101 as the Private Placement constitutes well less than 25% of the market capitalization of the Company. The material change report in connection with the participation of Insiders in the Private Placement is being filed less than 21 days in advance of the closing of the Private Placement, which the Company deemed reasonable in the context of the required chronological course of the Private Placement offering transaction.

For further information:

Andrew Lee
CEO, President and Director
Telephone: 778-302-2257 | Email: andrew@phoenixgoldresources.ca

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 Company's business intentions, 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.

Not for distribution to U.S. Newswire Services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. securities laws.