



GREAT EAGLE GOLD CORP.

Great Eagle Gold Corp. Now Trading on U.S. OTC Market and Announces Timely Private Placement Opportunity in Preparation for Closing Cohullia Acquisition

Burnaby, BC – May 21, 2024 – Great Eagle Gold Corp. ("Great Eagle") (CSE: GEGC I OTC: GEGCF I FRA: GI8), the world's premier NatGold Miner, is pleased to announce that FINRA has approved the quotation and immediate trading of Great Eagle's common shares in the United States on the Pink Open Market of the OTC Markets Group under the symbol **OTC: GEGCF**.

Great Eagle President and Director, Andrew Fletcher, stated, "The Pink Open Market is a venture market operated by OTC Markets Group and designed for early-stage and developing U.S. and international companies. This is extremely important for Great Eagle as we endeavor to build a globally focused company, broadening our global trading access."

He continued, "We now have our common shares listed in the U.S. (OTC: GEGCF), Frankfurt, Germany (FRA: GI8), and our principal listing in Canada (CSE: GEGC). We are well-positioned to attract global investor interest and add to our passionate base of support as we continue to build shareholder value as the world's leading NatGold miner."

Private Placement Opportunity

Great Eagle is equally pleased to announce it intends to complete a non-brokered private placement financing for gross proceeds of up to \$1,000,000 (the "Financing"). This is expected to consist of up to 2,857,143 units (each, a "Unit") at a price of \$0.35 per Unit, or as determined by Great Eagle management in accordance with Canadian Securities Exchange (the "Exchange") regulations. Each Unit will include one common share and one common share purchase warrant (each whole warrant, a "Warrant"). Each whole Warrant will be exercisable for an additional common share of Great Eagle at \$0.75 per share for twenty-four months following the closing of the Financing. The Financing, subject to an over-allotment of up to \$200,000 at the Great Eagle's discretion, will be subject to Exchange acceptance, and all securities issued will adhere to a four-month hold period as per applicable securities legislation.

Great Eagle plans to pay finder's fees of up to 10% in cash and warrants in connection with the Financing. Certain directors, officers, and insiders of Great Eagle may participate in the Financing. Net proceeds are expected to be used for acquisition due diligence reviews, payment of current liabilities and ongoing working capital requirements.

The securities referred to herein will not be or have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Stock Option Grants

Great Eagle announces that it has granted incentive stock options (the "Options"), pursuant to its stock option plan (the "Plan"), consisting of 60,000 Great Eagle common shares, to certain Great Eagle directors who comprise its Environmental Committee.

The Options are exercisable at a price of CDN\$0.51 for a period of 5 years. The Options, which vest immediately, and the common shares issuable upon exercise will be subject to a four-month hold period expiring on August 25, 2024.

About Great Eagle Gold Corp.

Great Eagle Gold Corp. (CSE: GEGC | OTC: GEGCF I FRA: GI8), a Canadian public company also listed in the United States and Germany, is the world's premier NatGold miner. Championed by the Geneva-based International NatGold Council, NatGold represents a pioneering fusion of gold's timeless wealth protection, ESG principles, and digital asset innovation. This positions NatGold at the forefront of a super-trend that merges these three global investment trends into one unparalleled real-world asset-backed investment opportunity. NatGold captures gold's intrinsic value via a novel, legislatively supported, ESG-friendly digital mining process instead of traditional physical extraction.

Great Eagle's unique strategy focuses on acquiring NI 43-101 certified gold resources to digitally mine into NatGold coins within the cutting-edge NatGold tokenization and monetization ecosystem, operated by New York-based OroEx Corp. This approach allows Great Eagle to adopt an innovative, ESG-friendly method to monetize gold's intrinsic value. The company's immediate focus is on acquiring tokenization-ready U.S. Patented Land Claims containing NI 43-101 certified gold resources while maintaining an eye on global legislative moves that will make global expansion viable.

On behalf of the board,
Andrew Fletcher, President & Director

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Neither the Canadian Securities Exchange (the "CSE") nor the Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this news release.

This news release includes certain statements that may be deemed "forward-looking statements" within the meaning of applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, the completion of the Financing and statements with respect to Great Eagle's operations and the acquisition of NI 43-101 certified gold resources, the ability to digitally mine NatGold coins, the viability of the NatGold tokenization and monetization ecosystem, and development plans, expansion plans, estimates, expectations, forecasts, objectives, predictions and projections of the future. Specifically, this news release contains forward looking statements with respect to Great Eagle's proposed operations, acquiring and developing certified gold resources and their tokenization, and the receipt of required approvals. Generally, forward-looking statements can be identified by the forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "projects", "intends", "anticipates", or "does not anticipate", or "believes", or "variations of such words and phrases or state that certain actions, events or results "may", "can", "could", "would", "might", or "will" be taken, "occur" or "be achieved". Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Great Eagle to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the exploration and development and operation of Great Eagle's projects, the actual results of current exploration, development activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, future precious metals prices, as well as those factors discussed in the sections relating to risk factors of our business

filed in Great Eagle's required securities filings on SEDAR+. Although Great Eagle has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results to be materially different from those anticipated, described, estimated, assessed or intended.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities law. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made, by third parties in respect of the matters discussed above.