

Victoria Gold: Notice of Expiry of Offer for ATAC Resources

Whitehorse, YT / February 13, 2023 / Victoria Gold Corp. (TSX-VGCX) (“Victoria” or the “Company”) is providing notice that its proposed offer to ATAC Resources Ltd. (“ATAC”) will expire at the close of business on February 17, 2023.

On January 12, 2023, Victoria submitted a non-binding proposal to acquire 100% of the issued share capital of ATAC. Victoria proposed to offer C\$0.12 per ATAC share, payable in Victoria shares.

On January 17, 2023, ATAC declined Victoria’s proposal. Following subsequent discussions between ATAC and Victoria and their respective advisors, ATAC formally confirmed its rejection of Victoria’s proposal on February 7, 2023.

Victoria believes its offer is fair and generous consideration for ATAC shareholders. Victoria’s offer implies a premium of 85 percent to ATAC’s closing share price on February 10, 2023.

“With our demonstrated track record permitting, financing, constructing and operating the Eagle Gold Mine in Yukon, we believe that we can add value to ATAC’s portfolio which would benefit shareholders of both companies,” stated John McConnell, President and CEO of Victoria. *“Our offer is more than reasonable given that, although we see opportunities at ATAC’s properties, we are also aware that risks lie ahead, including the uncertainty surrounding the advancement of permits at the Rackla Gold Property. We will not be increasing our offer consideration. We are disappointed our offer has not been taken to ATAC shareholders and we hope that ATAC’s Board of Directors will reconsider not allowing shareholders to decide the outcome for their company.”*

To provide ATAC’s Board of Directors time to reconsider its prior rejection of Victoria’s offer, Victoria is extending its offer until 5:00pm (Vancouver time) on Friday, February 17, 2023. Following this, Victoria’s proposal to acquire ATAC will expire. Victoria has no intention of commencing a hostile take-over offer.

Qualified Person

The technical content of this news release has been reviewed and approved by Paul D. Gray, P.Geo., as the “Qualified Person” as defined in National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*.

About the Dublin Gulch Property

Victoria Gold’s 100%-owned Dublin Gulch gold property (the “Property”) is situated in central Yukon Territory, Canada, approximately 375 kilometers north of the capital city of Whitehorse, and approximately 85 kilometers from the town of Mayo. The Property is accessible by road year round, and is located within Yukon Energy’s electrical grid.

The Property covers an area of approximately 555 square kilometers, and is the site of the Company’s Eagle and Olive Gold Deposits. The Company issued a National Instrument 43-101 Technical Report for the Eagle Gold Mine dated December 3, 2019 (the “2019 Eagle Technical Report”). Since the date of

the 2019 Eagle Technical Report, the Company has produced gold from its Eagle Mine. Based on the 2019 Eagle Technical Report and after adjusting for depletion through December 31, 2021, the Eagle and Olive deposits include Proven and Probable Reserves of 2.7 million ounces of gold from 133 million tonnes of ore with a grade of 0.64 grams of gold per tonne. Based on the 2019 Eagle Technical Report and after adjusting for depletion through December 31, 2021, the Mineral Resource for the Eagle and Olive deposits has been estimated to host 207 million tonnes averaging 0.63 grams of gold per tonne, containing 4.2 million ounces of gold in the "Measured and Indicated" category, inclusive of Proven and Probable Reserves, and a further 28 million tonnes averaging 0.61 grams of gold per tonne, containing 0.6 million ounces of gold in the "Inferred" category.

Cautionary Language and Forward-Looking Statements

This press release includes certain statements that may be deemed "forward-looking statements". Except for statements of historical fact relating to Victoria, information contained herein constitutes forward-looking information, including any information related to Victoria's strategy, plans or future financial or operating performance. Forward-looking information is characterized by words such as "plan", "expect", "budget", "target", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may", "will", "could" or "should" occur, and includes any guidance and forecasts set out herein (including, but not limited to, production and operational guidance of the Corporation). In order to give such forward-looking information, the Corporation has made certain assumptions about its business, operations, the economy and the mineral exploration industry in general, in particular in light of the impact of the novel coronavirus and the COVID-19 disease ("COVID-19") on each of the foregoing. In this respect, the Corporation has assumed that production levels will remain consistent with management's expectations, contracted parties provide goods and services on agreed timeframes, equipment works as anticipated, required regulatory approvals are received, no unusual geological or technical problems occur, no material adverse change in the price of gold occurs and no significant events occur outside of the Corporation's normal course of business. Forward-looking information is based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made, and are inherently subject to a variety of risks and uncertainties and other known and unknown factors that could cause actual events or results to differ materially from those described in, or implied by, the forward-looking information. These factors include the impact of general business and economic conditions, risks related to COVID-19 on the Company, global liquidity and credit availability on the timing of cash flows and the values of assets and liabilities based on projected future conditions, anticipated metal production, fluctuating metal prices, currency exchange rates, estimated ore grades, possible variations in ore grade or recovery rates, changes in accounting policies, changes in Victoria's corporate resources, changes in project parameters as plans continue to be refined, changes in development and production time frames, the possibility of cost overruns or unanticipated costs and expenses, uncertainty of mineral reserve and mineral resource estimates, higher prices for fuel, steel, power, labour and other consumables contributing to higher costs and general risks of the mining industry, failure of plant, equipment or processes to operate as anticipated, final pricing for metal sales, unanticipated results of future studies, seasonality and unanticipated weather changes, costs and timing of the development of new deposits, success of exploration activities, requirements for additional capital, permitting time lines, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and timing and possible outcomes of pending litigation and labour disputes, risks related to remote operations and the availability of adequate infrastructure, fluctuations in price and availability of energy and other inputs necessary for mining operations. Although Victoria has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in, or implied by, the forward-looking information, there may be other factors that cause

actions, events or results not to be anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The reader is cautioned not to place undue reliance on forward-looking information. The forward-looking information contained herein is presented for the purpose of assisting investors in understanding Victoria's expected financial and operational performance and Victoria's plans and objectives and may not be appropriate for other purposes. All forward-looking information contained herein is given as of the date hereof, as the case may be, and is based upon the opinions and estimates of management and information available to management of the Corporation as at the date hereof. The Corporation undertakes no obligation to update or revise the forward-looking information contained herein and the documents incorporated by reference herein, whether as a result of new information, future events or otherwise, except as required by applicable laws.

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