

VISIONARY

GOLD CORP

Visionary Gold Corp. Announces Closing of First Tranche of Non-Brokered Private Placement

Vancouver, British Columbia – Newsfile Corp. – July 15, 2022 – Visionary Gold Corp. (TSXV:VIZ) ("**Visionary**" or the "**Company**") is pleased to announce that it has closed the first tranche (the "**First Tranche**") of its previously announced non-brokered private placement (the "**Offering**"), issuing 27,654,000 units of the Company (each, a "**Unit**") at a price of \$0.05 per Unit (the "**Offering Price**") for gross proceeds of \$1,382,700.

Each Unit is comprised of one common share of the Company (each, a "**Unit Share**") and one half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one common share of the Company (each, a "**Warrant Share**") at a price of \$0.10 for a period of 24 months from the closing date of the Offering.

The net proceeds from the Offering will be used to fund the Company's 2022 exploration program and for general working capital purposes. The Company will provide additional information regarding closing of a second tranche once available. The closing of the second tranche is subject to receipt of all necessary regulatory approvals, including the approval of the TSX Venture Exchange (the "**TSXV**"). The Unit Shares, Warrants and Warrant Shares will be subject to a hold period of four months and one day in accordance with applicable securities laws.

Wes Adams, Visionary's Chief Executive Officer and a Director, subscribed for 7,000,000 Units in the First Tranche pursuant to the Offering. The Subscription of Mr. Adams constitutes a "related party transaction" under Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions* ("**MI 61-101**"). The Company intends to rely on exemptions from the valuation and the minority approval requirements of MI 61-101 provided for in subsections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the subject matter of, and the consideration to be paid in the Offering, in relation to Mr. Adams, does not represent more than 25% of the Company's market capitalization, as determined in accordance with MI 61-101. The participation by Mr. Adams in the Offering has been approved by directors of the Company who are independent in connection with such transactions. The Company did not file a material change report more than 21 days before the expected closing of the First Tranche, as the details of the

Offering were not finalized until immediately prior to the closing and the Company wished to close the First Tranche as soon as practicable for sound business reasons.

This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the *United States Securities Act of 1933*, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.

About Visionary Gold Corp:

Visionary Gold Corp is a Vancouver-based mineral exploration company focused on making new precious and base metals discoveries in Fremont County, Wyoming. Visionary's mission is to explore responsibly and to develop resources in a manner that is acceptable to all stakeholders. While central Wyoming has a strong mining history, it has never been systematically explored using modern techniques. The Company now controls a land package greater than 50 square kilometres with numerous drill ready targets, all accessible by road and within a one-hour drive from Visionary's US headquarters in Lander Wyoming.

For additional information, please visit:

www.visionarygoldcorp.com

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FORWARD-LOOKING STATEMENTS

This news release contains "forward-looking statements" within the meaning of Canadian securities legislation. These include, without limitation, statements with respect to the receipt of regulatory approvals, including the approval of the TSXV, closing of the Offering and the use of proceeds therefrom and statements with respect to the 2022 exploration program. Forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to the TSXV may refuse to grant approval of the Offering; the Company may reallocate the proceeds of the Offering for reasons that management believes are in the Company's best interests; the Company may choose to defer, accelerate or abandon its exploration plans; general business, economic and regulatory risks; capital and operating costs varying significantly from management estimates; delays in

obtaining or failures to obtain required governmental, environmental or other project approvals; uncertainties relating to the availability and costs of financing needed in the future; inflation; fluctuations in commodity prices; delays in the development of projects; and the other risks involved in the mineral exploration and development industry generally. Although the Company believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Except where required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

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.

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