



FOR IMMEDIATE RELEASE
July 30th, 2020

TSX Venture Exchange
Symbol: SRC
Shares Outstanding: 42,190,662

Stakeholder Signs Definitive Agreement with VMC

Stakeholder Gold Corporation (“**Stakeholder**” or the “**Company**”) (TSX-V: SRC) and Victoria Mining Corporation. (“**VMC**”) are pleased to announce that further to the execution of a Letter of Intent on May 15th, 2020 and to the negotiation of a business combination agreement (the “**Definitive Agreement**”), the parties have executed a Definitive Agreement with effect from July 30th, 2020. As of this date, Stakeholder and VMC have been combined by way of an amalgamation of VMC and a wholly owned subsidiary of Stakeholder (the “**Transaction**”).

The Transaction is to be completed on a share exchange basis in which Stakeholder will issue 10,225,000 common shares at a deemed, aggregate value of \$511,250 to the shareholders of VMC. Share issuance with the Transaction will not result in any new Insiders of Stakeholder. Disinterested Shareholder Approval for the Transaction was confirmed at a Special Shareholder Meeting held on June 18th, 2020.

On July 30th, 2020 Stakeholder received a letter from the Exchange granting conditional approval for the Transaction. The letter allows the Company to complete the Transaction and to issue shares to VMC shareholders in accordance with the terms of the Definitive Agreement.

A technical report on the Dom Joaquim/MG Project prepared in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects will be filed by the Company following completion of personal inspection by one of the independent qualified persons responsible for preparing the technical report. The personal inspection has been delayed as a result of travel restrictions due to COVID-19 and will be completed as soon as practicable when travel restrictions have been lifted.

On closing Stakeholder will cause a wholly owned subsidiary to amalgamate with VMC. The new wholly owned subsidiary of Stakeholder will operate under the name Victoria Mining Corporation. Stakeholder aims to have all shares issued in accordance with the Definitive Agreement and to effect the amalgamation within the next week. The transaction is subject to final acceptance by the TSX Venture Exchange.

About Victoria Mining Corporation and the Nature of the Asset

VMC is a privately-owned Mining Company incorporated under the laws of Ontario, Canada. VMC currently has one exotic-blue quartzite extraction project located in Minas Gerais, Brazil and has received all regulatory licenses and approvals required for operation.

Limited exploration on the property was initiated by Victoria Mining Corp in 2018 and 2019. Exploration activities consisted of examination of surface outcrops, blasting of two pits within a favorable quartzite zone, physical sample collection and the preparation of exotic quartzite samples from the property. In addition, the property was visited by a contracted Brazilian mine engineer in support of the license



application for mining permits.

No geochemical analysis, petrological studies or geophysical surveys have been completed as part of the exploration work undertaken on the property to date.

Based on the work performed, it is interpreted that the property contains a 4km section of quartzite. There has been limited exploration in the past and there is no record of previous work performed on the property. Blue quartzite was observed on the property and it is associated with outcrop exposures along the slope of a prominent ridge. The blue colouration and colour pattern in this exotic quartzite material is uncommon and represents a favourable project development prospect. Victoria Mining Corporation currently holds all the licenses and permits required to commence extraction, bulk mining and production.

Based on the currently available exploration information the Company's Qualified Person ("QP") has recommended a comprehensive work program in order to identify additional marketable zones of Blue Quartzite. The total cost of the exploration program is anticipated to be \$41,272 CAD.

Related Party Transaction

Two insiders of Stakeholder are currently also insiders of VMC, they are as follows: Christopher Berlet the Chief Executive Officer of Stakeholder, and Marcus Chase, a director of Stakeholder. Mr. Berlet currently holds 3,292,000 Stakeholder Common Shares while Mr. Chase does not currently own Stakeholder shares.

Upon completion of the Transaction, the composition of the Board of Directors is not expected to change.

Paul Davis BSc, MSc, P.Geo is the Qualified Person for the Company, as defined by NI 43-101, and has reviewed and approved the contents of this press release.

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Forward Looking Information

This news release contains forward-looking information. All information, other than information of historical fact, constitute "forward-looking statements" and includes any information that addresses activities, events or developments that the Corporation believes, expects or anticipates will or may occur in the future including the Corporation's strategy, plans or future financial or operating performance.

When used in this news release, the words "estimate", "project", "anticipate", "expect", "intend", "believe", "hope", "may" and similar expressions, as well as "will", "shall" and other indications of future tense, are intended to identify forward-looking information. The forward-looking information is based on current expectations and applies only as of the date on which they were made. The factors that could cause actual results to differ materially from those indicated in such forward-looking information include, but are not limited to, the ability of the Corporation to fund the exploration expenditures required under



the Agreement. Other factors such as uncertainties regarding government regulations could also affect the results. Other risks may be set out in the Corporation's annual financial statements, MD&A and other publicly filed documents.

The Corporation cautions that 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 information. Accordingly, investors should not place undue reliance on forward-looking information. Except as required by law, the Corporation does not assume any obligation to release publicly any revisions to forward-looking information contained in this press release to reflect events or circumstances after the date hereof.

Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.