



Avidian Gold Closes \$708,000 Private Placement

TORONTO, Ontario, February 26, 2019 – Avidian Gold Corp. (“Avidian” or the “Company”) (TSX-V:AVG) is pleased to announce that, further to its news release dated January 15, 2019, it has completed a \$708,000 non-brokered private placement (the “**Offering**”) of 708 debenture units of the Company (“**Units**”) with each Unit consisting of a C\$1,000 principal amount three (3) year unsecured interest-bearing convertible debenture (a “**Debenture**”) and five thousand (5,000) common share purchase warrants of the Company (each a “**Warrant**”).

The Debentures are convertible into Common Shares at a price of \$0.40 per Common Share at an option of an investor at any time prior to maturity day of the Debenture. Each Warrant entitles the holder to acquire one common share of the Company (a “**Common Share**”) at a price of C\$0.76 per Common Share for a period of 36 months from the closing of the Offering, subject to the Company’s option to accelerate the term of the Warrants in the event that the trading price of Common Shares on the TSX Venture Exchange equals or exceeds \$1.00 for twenty consecutive trading days by providing a 30 days’ notice to warrant holders.

The Debentures, at the election of investors at the time of purchase, bear an annual interest calculated a rate of either 8% or 12% as follows: Debentures either bear an 8% annual interest (compounded on a semi-annual basis) in annual cash payments; or the Debentures bear a 12% annual interest rate compounded on a semi-annual basis and converted into Common Shares at maturity, subject to the approval of such conversion by the TSX Venture Exchange (the “**TSXV**”), at a conversion price that shall be the greater of \$0.40 and the lowest conversion price acceptable to the TSXV at the time of conversion. If the TSXV acceptance of the conversion of accrued interest into Common Shares cannot be obtained, the interest on Debentures shall be recalculated at an annual rate of 9% and paid out in cash.

In connection with the Offering, Mr. David Anderson, the Chairman and Chief Executive Officer of the Company has subscribed for 200 Units, Mr. Dino Titaro, Director of the Company has subscribed for 35 Units and Mr. James Polson, Director of the Company has subscribed for 35 Units. Each of Messrs Anderson, Titaro and Polson participation in the Offering constitutes a "related party transaction" under the Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on the exemption from valuation and minority shareholder approval requirements pursuant to sections 5.5(a) and 5.7(a) of MI 61-101, as the fair market value of the participation in the Offering by insiders does not exceed 25% of the market capitalization of the Company.

Securities issued pursuant to the Offering are subject to a customary four months and a day hold period. The Offering is subject to the final approval of the TSXV. The net proceeds from the Offering shall be primarily used for general corporate and working capital purposes and advancement compilation of its Alaskan properties.

Early Warning Report

In connection with the Offering, David Anderson, who immediately prior to that had beneficial ownership and control over 5,577,251 Common Shares (or approximately 9.76% of the issued and outstanding Common Shares on a partially diluted basis), has acquired beneficial ownership and control over additional 1,500,000 Common Shares, assuming conversion of the Debentures and exercise of the Warrants acquired by Mr. Anderson. As a result, following completion of the Offering, Mr. Andersons has beneficial ownership and control over 7,077,251 Common Shares (or approximately 12% of the issued and outstanding Common Shares on a partially diluted basis). The Common Shares were acquired by Mr. Anderson for investment purposes. Depending on

market and other conditions, Mr. Anderson may from time to time in the future increase or decrease his ownership, control or direction over the Common Shares as circumstances warrant. For the purposes of this notice, the Mr. Andersons's address is 18 King Street East, Suite 902, Toronto, ON M5C 1C4. In satisfaction of the requirements of the National Instrument 62-104 - *Take-Over Bids And Issuer Bids* and National Instrument 62-103 - *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, Early Warning Report in respect of the acquisition of Common Shares by David Anderson in connection with the Offering will be filed under the Company's SEDAR Profile at www.sedar.com.

About Avidian Gold Corp.

Avidian brings a disciplined and veteran team of project managers together with a regional scale advanced stage gold-copper exploration portfolio in Alaska. Avidian's Golden Zone project also hosts a NI 43-101 Indicated gold resource of 267,400 ounces (4,187,000 tonnes at 1.99 g/t Au) plus an Inferred gold resource of 35,900 ounces (1,353,000 tonnes at 0.83 g/t Au). Additional projects include Amanita which is adjacent to Kinross Gold's Fort Knox gold mine in Alaska and Jungo and Dome Hill in Nevada. The Strickland and Black Raven properties, both located in Newfoundland, are held within Hide Tide Resources Corp, a private subsidiary company of Avidan

Avidian is focused on and committed to the development of advanced stage mineral projects throughout first world mining friendly jurisdictions using industry best practices combined with a strong social license from local communities. Avidian has 57,021,683 shares issued and outstanding. Further details on the Corporation and the individual projects, including the NI 43-101 Technical report on the Golden Zone property, can be found on the Corporation's website at www.avidiangold.com.

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Neither 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 news release.

Forward-looking information

This News Release includes certain "forward-looking statements". These statements are based on information currently available to the Company and the Company provides no assurance that actual results will meet management's expectations. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results relating to, among other things, results of exploration, project development, reclamation and capital costs of the Company's mineral properties, and the Company's financial condition and prospects, could differ materially from those currently anticipated in such statements for many reasons such as: changes in general economic conditions and conditions in the financial markets; changes in demand and prices for minerals; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with the activities of the Company; and other matters discussed in this news release. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws

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.