



Ottawa, Ontario
August 1, 2019

MAYO LAKE MINERALS TO RAISE UP TO 2.4 MILLION DOLLARS

Mayo Lake Minerals Inc. (Mayo Lake) is pleased to announce a subscription receipt (Sub-Receipt) financing package to raise a minimum of \$1.4 million and a maximum of \$2.4 million (Offering) in support of an application for a listing on the Canadian Securities Exchange by way of a Non-Offering Prospectus.

The Financing Package. The offering will consist of two Sub-Receipt financings, one consisting of a common share Sub-Receipt unit (CS Unit) at \$0.10 per CS Unit, each CS Unit consisting of one common share and one-half warrant, each full warrant exercisable into one common share for a period of two years from closing at an exercise price of \$0.15 per warrant; and the second consisting of a flow through share Sub- Receipt unit (FT Unit) financing at \$0.12 per FT unit, each FT Unit consisting of one FT share and one-half warrant, each full warrant exercisable into one common share for a period of two years at an exercise price of \$0.15 per warrant.

The offering is schedule to close on August 31, 2019 or such other date as Mayo Lake should determine. See attached term sheet for more details.

The funds will be utilized for exploration, including drilling of Mayo Lake's flagship property, Anderson-Davidson, along with trenching and sampling of its other properties, working capital and corollary matters necessary to qualify for a public listing.

Mayo Lake's Yukon Properties and Exploration Plans. Mayo Lake's five claim groups cover 231 square kilometres of an under-explored part of the Tombstone Plutonic Belt within the Yukon's Tintina Gold Province. The ever-expanding mining camps within the Tombstone Belt point to the excellent mineral potential of Mayo Lake's properties in general; well supported by the Company's exploration results to date. All of Mayo Lake's properties show high potential for meaningful gold and silver mineralization.

Mayo Lake's exploration to date, in concert with numerous gold placer operations on its flagship Anderson-Davidson Property, support the fact that Anderson-Davidson covers the northern extension of the Yellow Giant Trend characterized by intrusion related organic mineralization. The intrusion-related Eagle Gold Deposit, where Victoria Gold is putting a mine into production, provides a model for exploration on the Company's Trail-Minto Property. Keno Hill silver mines (Alexco) offer models for the silver mineralization detected at Carlin-Roop, which is located at the eastern end of the Keno Hill mining camp. Upon completion of this financing, Mayo Lake plans to complete between 1200 and 2200 metres of diamond drilling (first ever) on Anderson-Davidson. In addition, a minimum of 1500m of trenching on Carlin-Roop and Trail-Minto is anticipated.

Dr. Vern Rampton, P. Eng., President and CEO of Mayo Lake commented “Now that the junior market has turned so positive, we are extremely confident that we will be able to raise the needed funds to obtain a public listing and aggressively explore our highly prospective properties. We are anticipating positive results from our exploration program.”

QP Statement: This press release was prepared by Vern Rampton, Ph.D., P. Eng., in his capacity as a qualified person as defined under NI 43-101.

— END PRESS RELEASE —

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About Mayo Lake Minerals Inc. Mayo Lake Minerals is a private company focused on the rapid development of precious metal projects in the Mayo Mining District of the Yukon Territory. It presently has, subject to certain net smelter royalties, a 100% interest in 1139 claims, totalling 231 sq.km in area. It's five claim groups all lay within the Tombstone Plutonic Belt of the Tintina Gold Province in the Yukon. No securities authority, including the Canadian Securities Exchange, has reviewed this release.

Cautionary statement: This press release contains certain forward-looking statements, which are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected. Mayo Lake Minerals (Mayo Lake) undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. Management cannot guarantee that Mayo Lake will be listed on the Canadian Securities Exchange in spite of its expectations to be so listed. The reader is cautioned not to place undue reliance on forward-looking statements. For a more detailed cautionary statement the reader is referred to the Disclaimer in the News section on the Mayo Lake's website, www.mayolakeminerals.com.



TERM SHEET SUBRECEIPT PRIVATE PLACEMENT

Minimum \$1,400,000 • Maximum \$2,400,000.

- Issuer:** Mayo Lake Minerals Inc. (“**Corporation**” or “**Mayo**”).
- Offering:** Offering of a combination of common shares subscription receipts (“**CS Subscription Receipts**”) at a price of \$0.10 per CS Subscription Receipt and flow-through subscription receipts (“**FT Subscription Receipts**”) at a price of \$0.12 per FT Subscription Receipt, on a commercially reasonable efforts basis (“**Offering**”).
- Offering Size:** Minimum gross proceeds of \$1,400,000 (“**Minimum Offering**”) including any proceeds from the sale of assets, the sale of property interests, the sale of royalty interests, production payments, net smelter royalty profits, net profit interests, fee interests, streaming interests, offerings or other similar transaction by the Corporation and maximum gross proceeds of \$2,400,000 (“**Maximum Offering**”) to be completed on the Closing Date (as hereinafter defined), provided that if the Minimum Offering has not been achieved on or before the Closing Date, the Corporation shall, at its sole discretion, not complete the Offering and return the subscription funds to the purchasers without interest or deduction.
- Closing Date:** August 31, 2019 or such other date as the Corporation may determine (“**Closing Date**”). In the case of multiple closings, the final closing will be the Closing Date of record.
- CS Subscription Receipts:** **Each Subscription Receipt** will entitle the holder to receive, without payment of any further consideration, one unit of the Corporation (“**Unit**”) automatically upon the earlier of: (i) the satisfaction of the Release Condition (as defined below); or (ii) the third business day after the day which is one-hundred and twenty (120) days after the Closing Date. Each Unit is comprised of one common share (“**Share**”) and one half of one Share purchase warrant. Each purchase warrant (“**Warrant**”) entitles its holder to exercise it and acquire one Share at any time from the date of issue of the Warrants until 5:00 p.m. (Toronto time) on the date which is two (2) years after the Liquidity Date (as defined below) at an exercise price of \$0.15 per Share, subject to adjustment.
- FT Subscription Receipts:** **Each FT Subscription Receipt** will entitle the holder to receive, without payment of any further consideration, one flow-through unit of the Corporation (each a “**FT Unit**”) automatically upon the earlier of: (i) the satisfaction of the Release Condition (as defined below); or (ii) the third business day after the day that is one-hundred and twenty (120) days after the Closing Date. Each FT Unit is comprised of one FT Share in the capital of the Corporation, issued on a “flow-through basis” (“**FT Share**”); and one half of one Warrant. Each Warrant entitles its holder to exercise it and acquire one Share in the capital of the Corporation at any time from the date of issue of the Warrant until 5:00 p.m. (Toronto time) on the date which is two (2) years after the Liquidity Date (as defined below) at an exercise price of \$0.15 per Share, subject to adjustment. Shares issuable upon the exercise of Warrants will not be issued on a “flow-through” basis.

Liquidity Event :	<p>Liquidity Event means completion by the Corporation of all items listed under either a) or (b) below and “Liquidity Date” means the date that such completion occurs.</p> <p>(a) (i) an initial public offering in Canada the Common Shares (“Public Offering”); and (ii) becoming a reporting issuer in the Province of Ontario and taking all necessary steps and proceedings (including, if necessary, the clearing with applicable securities regulatory authorities of a (final) prospectus) to ensure that the Common Shares be freely tradable securities in the Offering Jurisdictions restriction as of the time of closing of the Public Offering; and (iii) obtaining a listing or quotation of the Common Shares on a recognized stock exchange or quotation system in Canada; or</p> <p>(b) (i) a transaction which provides holders of the Subscription Receipts and FT Subscription Receipts with comparable liquidity that such holders would have received if the Public Offering occurred, whether by means of a reverse take-over, merger, amalgamation, arrangement, take-over bid, insider bid, reorganization, joint venture, sale of all or substantially all assets, exchange of assets or similar transaction or other combination with a public corporation or such other transaction as may be acceptable to the Corporation; and (ii) obtaining a listing or quotation of the Common Shares on a recognized stock exchange or quotation system in Canada.</p>
Use of Proceeds:	<p>The net Proceeds of the offering will be used for exploration costs, primarily on the Corporation’s qualifying property, acquisition and working capital as the circumstances permit.</p>
Finders Fees:	<p>Subject to the satisfaction of the Release Condition, eligible persons (“Finders”) may receive commissions in the form of cash equal to up to seven percent (7%) of the gross proceeds raised by such Finders and such number of finder warrants (“Finder Warrants”) or flow-through finder warrants (“FT Finder Warrants”) equal to seven percent (7%) of the number of Subscription Receipts or FT Subscription Receipts, as applicable, sold under the Offering by such Finder.</p> <p>Each Finder Warrant will entitle the holder to acquire one Unit at a price of \$0.10 for a period of two (2) years following the Closing Date. Each FT Finder Warrant will entitle the holder to acquire one FT Unit at a price of \$0.12 for a period of two (2) years following the Closing Date. The Common Shares issuable upon the exercise of FT Finder Warrants will not be issued on a “flow-through” basis.</p>
Tax Renunciation:	<p>The Corporation will agree to incur and renounce to the purchasers of the FT Subscription Receipts for federal and provincial tax purposes an amount equal to Canadian Exploration Expenses equal to the issue price for each FT Subscription Receipt.</p>
Offering Jurisdictions:	<p>The Subscription Receipts will be offered for sale to purchasers in: (i) all of the Provinces of Canada pursuant to available prospectus exemptions; (ii) the United States on a private placement basis only under Regulation D, Rule 144A or other available U.S. registration exemptions and (iii) jurisdictions outside of Canada and the United States, in each case in accordance with all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction and the Corporation does not thereafter become subject to continuous disclosure obligations in such jurisdiction.</p>