



Cabral Gold Announces up to \$3.0 Million Non-Brokered Private Placement

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Vancouver, British Columbia – May 22, 2019 – Cabral Gold Inc. (“Cabral” or the “Company”) (TSXV: CBR; OTC: CBGZF) is pleased to announce the terms of a non-brokered private placement of up to 20,000,000 units (“Units”) at a price of \$0.15 per Unit for gross proceeds of up to \$3,000,000 (the “Private Placement”).

Each Unit will be comprised of a common share of the Company and one share purchase warrant. Each share purchase warrant (“Warrant”) will entitle the holder to purchase one common share at a purchase price of \$0.20 for a period of 12 months following the closing of the Private Placement.

Officers and directors of the Company intend to subscribe for at least 5% of the Private Placement.

The Company intends to use the net proceeds from the Private Placement to further exploration at its Cuiú Cuiú gold project located in northern Brazil and for general corporate and working capital purposes.

The securities issued pursuant to the Private Placement will be subject to a four-month hold period from the closing date. Completion of the Private Placement and the payment of any finder’s fees will be subject to the receipt of all necessary regulatory approvals, including the approval of the TSX Venture Exchange.

Cabral may pay a cash finder’s fee equivalent up to 7% of the gross proceeds of the Private Placement.

The participation of Cabral’s officers and directors in the Private Placement will constitute a “related party transaction” within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The transaction is exempt from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) as the fair market value of the officers’ and directors’ participation will not be more than 25% of the Company’s market capitalization. The transaction is also exempt from the minority shareholder approval requirements of MI 61-101 by virtue of section 5.7(1)(a) thereof as the fair market value of the shares to be distributed to, or the consideration paid by, the officers and directors will not exceed \$2,500,000.

About Cabral Gold Inc.

The Company is a junior resource company and is engaged in the identification, exploration and development of mineral properties, with a primary focus on gold properties located in Brazil. The Company owns the Cuiú Cuiú gold project located in the Tapajós Region within the state of Pará in northern Brazil.

The Tapajós Gold Province is the site of the largest gold rush in Brazil’s history. Cuiú Cuiú was the largest garimpo in the Tapajós and produced an estimate 2Moz of placer gold historically.

FOR FURTHER INFORMATION PLEASE CONTACT:

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

Forward-looking Statements

This news release contains certain forward-looking information and forward-looking statements within the meaning of applicable securities legislation (collectively “forward-looking statements”). The use of the words “will”, “expected” and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Such forward-looking statements should not be unduly relied upon. This news release contains forward-looking statements and assumptions pertaining to the following: the private placement, officer and director participation in the private placement and use of proceeds, Actual results achieved may vary from the information provided herein as a result of numerous known and unknown risks and uncertainties and other factors. While the Company may not be able to complete the private placement, it believes that the expectations reflected in those forward-looking statements are reasonable. No assurance can be given that these expectations will prove to be correct.