



GOLDGROUP ANNOUNCES LOAN FACILITY TERM SHEET WITH ACCENDO

Vancouver, British Columbia (June 22, 2020). Goldgroup Mining Inc. ("**Goldgroup**" or the "**Company**") (TSX:GGA, OTC:GGAZF, BMV SIX:GGAN.MX) is pleased to announce that it has signed an indicative term sheet (the "**Term Sheet**") in respect of a secured loan facility (the "**Facility**") with Accendo Banco S.A., Multiple Banking Institution (the "**Lender**"), in the amount of USD\$3,000,000 (the "**Facility Amount**").

Facility Terms

As set out in the Term Sheet, the Facility will be available for drawing for 12 months following the date on which certain conditions precedent to the Facility have been satisfied (the "**Closing Date**"), with a minimum drawdown of USD\$200,000. It will bear interest at the rate of 12% per annum, accruing on the outstanding amount drawn under the Facility. Repayments will begin 12 months after the drawdown, and be payable in equal installments, quarterly in arrears until the final repayment date of 36 months from the Closing Date. The Company will have an option to prepay without penalty any portion of the Facility, subject to 10 days' notice, payment of additional fees or costs associated with prepayment, and minimum prepayment amounts of USD \$200,000.

As consideration for the Loan, the Company proposes:

- to pay to the Lender an arrangement fee in an amount equal to 0.925% of the Facility Amount and a commitment fee in an amount equal to 1% per annum on the available but undrawn balance of the Facility Amount; and
- to issue to the Lender a total of 7,500,000 common share purchase warrants (each, a "**Lender Warrant**"). Each Lender Warrant will be exercisable to purchase one common share in the capital of the Company (each, a "**Lender Warrant Share**") at a price of CAD\$0.025 per Lender Warrant Share for a period of 48 months from the Closing Date. The Lender Warrants may not be exercised prior to the Closing Date, and will be cancelled in the event that the Closing Date does not occur by August 31, 2020. Any proceeds received by the Company from the exercise of Lender Warrants will be immediately applied to prepay or repay the Facility.

In the event that an offer of finance from the Lender in respect of the Facility is accepted by the Company, but no definitive agreement in respect of the Facility is executed within ten days of that acceptance, the Company will pay to the Lender a break fee of USD \$100,000.

The Facility will be secured by:

- certain assets of the Company, including the Company's Cerro Prieto project;
- guarantees by certain subsidiaries of the Company;
- a pledge of the issued and outstanding shares of the Company's subsidiary Minas de Oroco Resources, S.A. de C.V.;
- a subordination agreement with any existing lenders of the Company in respect of the Facility; and
- assignment of collection rights to certain agreements of the Company.

Proceeds of the Facility will be for general working capital purposes and to repay the existing secured loan from the Lender that was previously announced by the Company on October 5, 2018. The Facility, including the issuance of the Lender Warrants to the Lender, is subject to TSX acceptance.

About Goldgroup

Goldgroup is a Canadian-based gold production, development, and exploration Company with a significant upside in a portfolio of projects in Mexico, including an interest in DynaResource de Mexico, S.A. de C.V., which owns 100% of the high-grade gold exploration project, San José de Gracia located in the State of Sinaloa. In addition, the Company operates its 100%-owned Cerro Prieto heap-leach gold mine, in the State of Sonora, Mexico.

Goldgroup is led by a team of highly successful and seasoned individuals with extensive expertise in mine development, corporate finance, and exploration in Mexico. Goldgroup's mission is to increase gold production, mineral resources, profitability and cash flow, with a view to building a leading gold producer.

For further information on Goldgroup, please visit www.goldgroupmining.com

On behalf of the Board of Directors

Investor Relations

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Certain information contained in this news release, including any information relating to future financial or operating performance, may be considered "forward-looking information" (within the meaning of applicable Canadian securities law) and "forward-looking statements" (within the meaning of the United States Private Securities Litigation Reform Act of 1995). These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Actual results could differ materially from the conclusions, forecasts and projections contained in such forward-looking information. These forward-looking statements reflect Goldgroup's current internal projections, expectations or beliefs and are based on information currently available to Goldgroup. In some cases forward-looking information can be identified by terminology such as "may", "will", "should", "expect", "intend", "plan", "anticipate", "believe", "estimate", "projects", "potential", "scheduled", "forecast", "budget" or the negative of those terms or other comparable terminology. Certain assumptions have been made regarding the Facility and the Company's plans at the Cerro Prieto project. Many of these assumptions are based on factors and events that are not within the control of Goldgroup and there is no assurance they will prove to be correct. Forward-looking information is subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to materially differ from those reflected in the forward-looking information, and are developed based on assumptions about such risks, uncertainties and other factors including, without limitation: receipt of all required stock exchange and regulatory approvals; the scope, duration and impact of the COVID-19 pandemic; the scope, duration and impact of regulatory responses to the pandemic on the employees, business and operations; uncertainties related to actual capital costs operating costs and expenditures; production schedules and economic returns from Goldgroup's projects; uncertainties associated with development activities; uncertainties inherent in the estimation of mineral resources and precious metal recoveries; uncertainties related to current global economic conditions; fluctuations in precious and base metal prices; uncertainties related to the availability of future financing; potential difficulties with joint venture partners; risks that Goldgroup's title to its property could be challenged; political and country risk; risks associated with Goldgroup being subject to government regulation; risks associated with surface rights; environmental risks; Goldgroup's need to attract and retain qualified personnel; risks associated with potential conflicts of interest; Goldgroup's lack of experience in overseeing the construction of a mining project; risks related to the integration of businesses and assets acquired by Goldgroup; uncertainties related to the competitiveness of the mining industry; risk associated with theft; risk of water shortages and risks associated with competition for water; uninsured risks and inadequate insurance coverage; risks associated with potential legal proceedings; risks associated with community relations; outside contractor risks; risks related to archaeological sites; foreign currency risks; risks associated with security and human rights; and risks related to the need for reclamation activities on Goldgroup's properties, as well as the risk factors disclosed in Goldgroup's Annual Information Form and MD&A. Any and all of the forward-looking information contained in this news release is qualified by these cautionary statements. Although Goldgroup believes that the forward-looking information contained in this news release is based on reasonable assumptions, readers cannot be assured that actual results will be consistent with such statements. Accordingly, readers are cautioned against placing undue reliance on forward-looking information. Goldgroup expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, events or otherwise, except as may be required by, and in accordance with, applicable securities laws.