

NEWS RELEASE

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American Pacific Mining Announces Closing of Oversubscribed Non-Brokered Private Placement

Vancouver, British Columbia / May 22, 2020 - American Pacific Mining Corp (CSE: USGD / FWB: 1QC / OTCPK: USGDD) (“APM” or the “Company”) announces that it has closed its oversubscribed non-brokered private placement (the “Private Placement”) issuing a total of 23,918,035 units (the “Units”) at CAD\$0.125 per Unit for total gross proceeds of CAD\$2,989,754.44.

Each Unit consists of one common share (the “Shares”) and one common share purchase warrant (the “Warrants”) with each Warrant entitling the holder to purchase one Share of the Company at a price of CAD\$0.20 per Share for a period of 18 months from the date of closing of the Private Placement.

All securities issued will be subject to a four month hold period pursuant to securities laws in Canada.

The Company intends to use the proceeds from the Private Placement for exploration of the Company’s portfolio of resource properties and for general working capital.

The Company paid total finder’s fees of \$57,925 and 914,200 finder’s warrants (the “Finder’s Warrants”) to Mackie Research Capital Corporation, Leede Jones Gable Inc., Echelon Wealth Partners, PI Financial Corp., Haywood Securities Inc. and Canaccord Genuity Corp. Additionally, Canaccord Genuity Corp. received 450,800 finder’s shares on a portion of their fee.

Warwick Smith, CEO and a director of the Company, subscribed for 160,000 Units, Eric Saderholm, the President and a director of the Company subscribed for 200,000 Units and Jones Lang, a director of the Company, subscribed for 40,000 Units through his Company, EBC Consulting Group Ltd. As a result, the Private Placement is a related party transaction (as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company relied upon the “*Issuer Not Listed on Specified Markets*” exemption from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101.

Additionally, the Company announces that it has entered into a consulting agreement with Primoris Group Inc. (the “Consultant”), whereby the Company engaged the Consultant to provide certain media relations services for a term of 6 months in exchange for remuneration of CAD\$5,000 per month and 350,000 incentive stock options (the “Options”). The Options are exercisable at CAD\$0.325 per Share for a period of 5 years.

About American Pacific Mining Corp.

American Pacific Mining Corp. is a gold explorer focused on precious metal opportunities in the Western United States. The Gooseberry Gold/Silver Project and the Tuscarora Gold Project are two high-grade, precious metal projects located in key mining districts of Nevada USA. The Company’s mission is to grow by the drill bit and by acquisition. American Pacific is Eyeing a Gold Discovery amidst gold’s next bull market.

The Company entered into a definitive agreement with Madison Metals to acquire the Madison Copper Gold Project near Silver Star Montana, USA (the “**Madison Project**”). The Madison Project is currently under an earn-in, joint venture agreement, whereby Kennecott Exploration Company, part of the Rio Tinto Group (ASX, LON: RIO) may spend \$30 million USD to earn up to 70% of the Madison Project.

On Behalf of the Board of American Pacific Mining Corp.

"Warwick Smith"
CEO & Director

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