



## **Victoria and Gateway Sign Definitive Agreement to Complete Victoria's Acquisition of Gateway**

*Toronto, Ontario and Vancouver, British Columbia, October 1, 2008* – Victoria Gold Corp. (TSXV: VIT) ("Victoria") and Gateway Gold Corp. (TSX: GTQ) ("Gateway") are pleased to confirm that, further to each of their press releases dated August 19, 2008 and September 23, 2008, they have entered into an arrangement agreement (the "Arrangement Agreement") to complete their previously announced friendly transaction (the "Transaction") pursuant to which Victoria will acquire all of the outstanding common shares of Gateway.

### **About the Transaction**

Pursuant to the terms of the Transaction, all of the outstanding common shares of Gateway shall be exchanged for common shares of Victoria on the basis of 0.50 of a Victoria common share for each common share of Gateway held. In connection with the Transaction, Victoria has advanced a loan to Gateway in the amount of \$500,000.

The boards of directors of Victoria and Gateway have approved the Transaction. Completion of the Transaction is subject to a number of conditions including:

1. the Gateway shareholders having approved the transaction by a 66 2/3% majority;
  2. receipt of all necessary regulatory approvals;
  3. the absence of a material adverse change with respect to each party;
- and

certain other customary conditions.

Upon completion of the Transaction, Victoria will have approximately 112,641,000 common shares outstanding, of which current Victoria shareholders will own approximately 83% and former Gateway shareholders will own approximately 17%.

Additional terms of the Transaction are more particularly set out in the press releases of Victoria and Gateway each dated August 19, 2008.

A special meeting of Gateway shareholders is scheduled to be held on November 28, 2008. The Transaction is expected to close by mid-December, 2008.

Capital West Partners, Gateway's independent financial advisor, has provided to Gateway an oral opinion that the consideration offered by Victoria pursuant to the Transaction is fair, from a financial point of view, to Gateway's shareholders. Victoria's legal counsel is Fraser Milner Casgrain LLP. Gowling Lafleur Henderson LLP is legal counsel to Gateway and DuMoulin Black LLP is legal counsel to the independent board of directors of Gateway.

Upon completion of the Transaction, the current President and CEO of Victoria, Mr. Chad Williams, will remain the President & CEO of the combined company which will retain the name "Victoria Gold Corp.". Mr. Michael McInnis, the current President & CEO of Gateway, will be a director of the combined company.

### **About Victoria**

Victoria aims to be a high growth, lower risk company focused on gold. The Company's strategy is to add value per share through efficient exploration, accretive acquisitions and effective marketing. Maintaining a low risk profile through project diversification, sound financial management and operating in secure jurisdictions are key priorities for Victoria's management team.

### **About Gateway**

Gateway utilizes its core strengths of technical and financial expertise to achieve a higher than average success rate in the identification, evaluation and development of quality gold deposits. Through its intelligent application of these skills, the company aims to deliver solid growth in value to its shareholders in an environmentally responsible

fashion.

**On Behalf of Victoria Gold Corp.**

**Chad Williams, P. Eng, CEO, President & Director**

*Cautionary Language and Forward-Looking Statements - This press release contains "forward-looking statements" and "forward-looking information", which may include, but is not limited to, statements with respect to the future financial or operating performances of Victoria Gold Corp., its subsidiaries and their respective projects, the future price of gold, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, capital, operating and exploration expenditures, costs and timing of future exploration, requirements for additional capital, government regulation of exploration, development and mining operations, environmental risks, reclamation and rehabilitation expenses, title disputes or claims, and limitations of insurance coverage. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "is expecting", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved. The purpose of forward-looking information is to provide the reader with information about management's expectations and plans for the Company. Readers are cautioned that forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Victoria and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Although Victoria has attempted to identify statements containing important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is made as of the date of this document based on the opinions and estimates of management on the date statements containing such forward looking information are made. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.*

*This news release and the information contained herein does not constitute an offer of securities for sale in the United States and securities may not be offered or sold in the United States absent registration or an exemption from registration.*

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