



## NEWS RELEASE

### **Caza Gold Files Preliminary Prospectus for Listing on TSX Venture Exchange; Review of Second Quarter and Outlook for Third Quarter of 2010**

**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.**

**Vancouver, Canada – August 4, 2010 – Greg Myers, CEO and President of Caza Gold Corp.** (“Caza” or the “Company”) is pleased to announce that Caza has now filed a preliminary prospectus to qualify a public offering of 8,000,000 units of the Company, and it has also applied for the listing of its common shares on the TSX Venture Exchange. The Company also provides the following shareholder update of Caza’s progress in the second quarter and its plans for the third quarter of 2010.

#### **Preliminary Prospectus**

The Company has now filed a preliminary prospectus with the securities commissions in British Columbia, Alberta and Ontario (the “Securities Commissions”) to qualify the sale to the public of 8,000,000 units of the Company at \$0.35 per unit (the “Offering”). The Company has also applied for a listing (the “Listing”) on the TSX Venture Exchange (the “TSXV”). The Offering and the Listing are subject to final receipt and acceptance of the prospectus by the Securities Commissions, the completion of the Offering, and meeting the initial listing requirements of the TSXV.

The Company has engaged Canaccord Genuity Corp. as the Agent for the Offering. Each unit is comprised of one common share and one-half of a whole share purchase warrant. Each warrant will be exercisable to purchase one common share at an exercise price of \$0.45 for a period of up to 18 months from the closing of the Offering. The warrants are subject to early expiry in the event that the volume weighted average trading price of the Company’s common shares on the TSXV exceeds \$0.70 for a period of 20 consecutive trading days. .

The Company has agreed to pay the Agent a cash commission equal to 8% of the gross proceeds from the Offering. Caza will issue to the Agent non-transferable share purchase warrants to acquire that number of common shares of the Company as is equal to 8% of the number of units sold pursuant to the Offering exercisable at an exercise price of \$0.35 for a period of 18 months from the closing date. The Company will also pay the Agent a corporate finance fee of, at the option of the Agent, \$30,000 in cash or through the issuance of 85,715 units of the Company for corporate finance services related to the Offering and will also pay the Agent’s expenses in connection with the Offering, including legal expenses and the Agent’s reasonable out-of-pocket expenses.

#### **Shareholder Update**

##### **Q2 Review:**

- Completed additional geological mapping and rock-chip sampling programs on both the Santiago and Balleza projects in Chihuahua, Mexico



- Continued to evaluate gold projects in Mexico and throughout Latin America for possible acquisition
- Board of Directors were re-elected for the ensuing year at the Annual General meeting
- Granted stock options to purchase an aggregate of 2,430,000 common shares at a price of \$0.35 per share for a period expiring on the fifth anniversary of the date on which the shares of the Company are listed and called for trading on the TSX Venture Exchange. The stock options are subject to a vesting provision in which 20% vest on the listing date and an additional 20% vest every 6 months thereafter.

### **Q3 Outlook:**

- Management has applied to list the company shares on the TSX Venture Exchange and raise up to \$2.8 million by way of an initial public offering – a preliminary prospectus has been filed with the pertinent securities commissions
- Upon successful completion of the IPO, Caza plans to aggressively advance its prospective Mexican gold projects and evaluate additional gold properties for acquisition.

**Caza Gold Corp.** is an unlisted gold exploration company focused on the acquisition and exploration of strategic gold properties in Mexico and Latin America.

This news release does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons," as such term is defined in Regulation S under the U.S. Securities Act, unless an exemption from such registration is available.

### **CAZA GOLD CORP.**

*Per:*

*/s/ Greg Myers*

**Greg Myers**

*President and CEO*

For more information, please contact Gregg Wilson at Toll Free: 1-877-684-9700, tel: (604) 685-9750, fax: (604) 685-9744, email: [gregg@cazagold.com](mailto:gregg@cazagold.com) or visit our website, [www.cazagold.com](http://www.cazagold.com)

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

#### CAUTIONARY DISCLAIMER – FORWARD LOOKING STATEMENTS

Certain statements contained herein constitute "forward-looking statements" within the meaning of applicable securities laws. All statements that are not historical facts, including without limitation statements regarding future estimates, plans, objectives, assumptions or expectations of future performance, are "forward-looking statements". We caution you that such "forward-looking statements" involve known and unknown risks and uncertainties, as discussed in the Company's filings with Canadian securities agencies. The Company expressly disclaims any obligation to update any forward-looking statements other than as required by applicable law. We seek safe harbour.